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Red Herring Prospectus  
 Dated: April 22, 2024  
 100% Book Built Issue  
 Please read Section 26 and 32 of the Companies Act, 2013  
 (This Red Herring Prospectus will be updated upon filing with ROC)



## STORAGE TECHNOLOGIES & AUTOMATION LIMITED

Corporate Identification Numbers: U74900KA2010PLC052918

REGISTERED OFFICE		CONTACT PERSON		TELEPHONE AND EMAIL		WEBSITE			
No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore, Bangalore- 560 064, Karnataka, India		Ms. Theja Raju		<b>Mobile No: +91 98444 86300</b> <b>Email Id: <a href="mailto:cs@racksandrollers.com">cs@racksandrollers.com</a></b>		www.racksandrollers.com			
<b>PROMOTERS OF OUR COMPANY: MR. HANIF A. KHATRI, MR. MOHAMMAD ARIF ABDUL GAFFAR DOR, MR. KHASIM SAIT, MR. SYED AZEEM, MR. AFZAL HUSSAIN AND MR. NUUMAAN KHASIM</b>									
DETAILS OF THE ISSUE									
TYPE		FRESH ISSUE SIZE (IN ₹ LAKHS)		OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)		TOTAL ISSUE SIZE		ELIGIBILITY	
FRESH ISSUE		UPTO 38,40,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS		NIL		₹ [●] LAKHS		THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED, FROM TIME TO TIME.	
<b>DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES</b>									
RISK IN RELATION TO THE FIRST ISSUE									
<p>The face value of the Equity Shares is ₹ 10/- each and the Issue Price is [●] times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager as stated in chapter titled “Basis for Issue Price” beginning on Page No. 86 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.</p>									
GENERAL RISKS									
<p>Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Red Herring Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on Page No. 30 of this Red Herring Prospectus.</p>									
ISSUER’S ABSOLUTE RESPONSIBILITY									
<p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.</p>									
LISTING									
<p>The Equity Shares Issued through this Red Herring Prospectus are proposed to be listed on <b>SME Platform of BSE Limited (BSE SME)</b> in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).</p>									
BOOK RUNNING LEAD MANAGER TO THE ISSUE									
NAME AND LOGO		CONTACT PERSON		EMAIL & TELEPHONE					
 <b>Oneview Corporate Advisors Private Limited</b>		Alka Mishra		<b>Email: <a href="mailto:mbd@oneviewadvisors.com">mbd@oneviewadvisors.com</a></b> <b>Tel. No: +91- 22- 43472247</b>					
REGISTRAR TO THE ISSUE									
NAME AND LOGO		CONTACT PERSON		EMAIL & TELEPHONE					
 <b>Integrated Registry Management Services Private limited</b>		S Vijayagopal		<b>Email: <a href="mailto:giri@integratedindia.in">giri@integratedindia.in</a></b> <b>Tel. No: 080-23460815 – 818</b>					
ISSUE PROGRAMME*									
ANCHOR INVESTOR BID/ISSUE OPENS ON: April 29, 2024		BID/ISSUE OPENS ON: April 30, 2024		BID/ISSUE CLOSES ON**: May 03, 2024					

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

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



## STORAGE TECHNOLOGIES AND AUTOMATION LIMITED

Corporate Identification Numbers: U74900KA2010PLC052918

Our Company was originally incorporated as “Company Limited by Shares” under the name “Storage Technologies and Automation Private Limited” under the provisions of the Companies Act, 1956 and the Certificate of Incorporation was issued by Registrar of Companies, Bangalore on March 19, 2010, vide certificate of incorporation bearing CIN U74900KA2010PTC052918 issue by Central Registration Centre, Assistant Registrar of Companies, Karnataka. 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 August 31, 2023 and consequently the name of our Company was changed from “Storage Technologies and Automation Private Limited” to “Storage Technologies and Automation Limited” vide fresh Certificate of Incorporation granted to our Company consequent upon conversion into public limited company dated October 12, 2023 by the Registrar of Companies, Bangalore bearing Corporate Identification Number U74900KA2010PLC052918. For details of change in the name and registered office of our Company, please refer to chapter titles “History and Corporate Structure” beginning on page no 127 of this Red Herring Prospectus.

Registered Office: No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore, Bangalore, Karnataka, India, 560064

Website: <https://racksandrollers.com> E-Mail: [cs@racksandrollers.com](mailto:cs@racksandrollers.com); Telephone No: +91 98444 86300; Company Secretary and Compliance Officer: Ms. Theja Raju

<b>PROMOTERS OF OUR COMPANY: MR. HANIF A. KHATRI, MR. MOHAMMAD ARIUF ABDUL GAFFAR DOR, MR. KHASIM SAIT, MR. SYED AZEEM, MR. AFZAL HUSSAIN AND MR. NUUMAAN KHASIM</b>		
<b>THE ISSUE</b>		
<p><b>PUBLIC ISSUE OF UPTO 38,40,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARES”) OF STORAGE TECHNOLOGIES AND AUTOMATION LIMITED (“STORAGE TECHNOLOGIES” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹ [●] LAKHS (“THE ISSUE”), OF WHICH 2,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 36,40,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 29.91 % AND 28.35 % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH.</b></p> <p><b>THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM ADVERTISED IN ALL EDITION OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITION OF JANSATTA CIRCULATED HINDI NATIONAL DAILY NEWSPAPER EDITION OF VISHWAVANI REGIONAL NEWSPAPER WHERE OUR REGISTERED OFFICE IS LOCATED). AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED “BSE”) FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 244 OF THIS RED HERRING PROSPECTUS.</b></p> <p>In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid /Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.</p> <p>This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 229 of the SEBI (ICDR) Regulations, 2018 and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see “Issue Procedure” on page 257.</p> <p>All potential investors shall participate in the Issue through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” on page 257 of this Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.</p> <p><b>THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS ₹ [●]. THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE.</b></p>		
<b>RISK IN RELATION TO THE FIRST ISSUE</b>		
<p>This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹ 10/- per Equity Shares and the Issue price is [●] times of the face value. The Issue Price (as determined by our Company in consultation with the Book Running Lead Manager) as stated in the chapter titled “Basis for Issue Price” beginning on Page No. 86 of this Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company nor regarding the price at which the Equity Shares will be traded after listing.</p>		
<b>GENERAL RISKS</b>		
<p>Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on Page No. 30 of this Red Herring Prospectus.</p>		
<b>ISSUER'S ABSOLUTE RESPONSIBILITY</b>		
<p>The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.</p>		
<b>LISTING</b>		
<p>The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on SME Platform of BSE Limited (“BSE SME”), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle Approval letter dated April 19, 2024 from BSE Limited (“BSE”) for using its name in this offer document for listing our shares on the SME Platform of BSE Limited (“BSE SME”). For the purpose of this Issue, the designated Stock Exchange will be BSE Limited.</p>		
<b>BOOK RUNNING LEAD MANAGER</b>		<b>REGISTRAR TO THE ISSUE</b>
<p><b>Oneview Corporate Advisors Private Limited</b>  <b>SEBI Registration Number:</b> INM000011930  <b>Address:</b> Bajaj Bhawan, Room No. 111, 11<sup>th</sup> Floor, Nariman Point, Mumbai - 400021  <b>Telephone Number:</b> +91- 22- 43472247  <b>Email Id:</b> <a href="mailto:mbd@oneviewadvisors.com">mbd@oneviewadvisors.com</a> <b>Website:</b> <a href="http://www.oneviewadvisors.com">http://www.oneviewadvisors.com</a>  <b>Contact Person:</b> Alka Mishra <b>CIN:</b> U74999MH1976PTC407933</p>		<p><b>Integrated Registry Management Services Private limited</b>  <b>SEBI Registration Number:</b> INR000000544  <b>Address:</b> #30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road, Malleswaram, Bengaluru-560003  <b>Tel. Number:</b> 080-23460815 – 818 <b>Email Id:</b> <a href="mailto:csdstd@integratedindia.in">csdstd@integratedindia.in</a>  <b>Investors Grievance Id:</b> <a href="mailto:giri@integratedindia.in">giri@integratedindia.in</a> <b>Website:</b> <a href="http://www.integratedindia.in">www.integratedindia.in</a>  <b>Contact Person:</b> Mr. S Vijayagopal <b>CIN:</b> U74900TN2015PTC101466</p>
<b>ISSUE PROGRAMME*</b>		
<b>ANCHOR INVESTOR BID/ISSUE PERIOD*: April 29, 2024</b>	<b>BID/ISSE OPENS ON: April 30, 2024</b>	<b>BID/ISSUE CLOSES ON**: May 03, 2024</b>

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

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

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time. The words and expressions used in this Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under. Notwithstanding the foregoing, terms used in of the chapters titled “Industry Overview”, “Key Industry Regulations and Policies”, “Statement of Special Tax Benefits”, “Restated Financial Information”, “Basis for Issue Price”, “History and Corporate Structure”, “Government and Other Statutory Disclosures”, “Outstanding Litigations and Material Developments” and “Description of Equity Shares and Terms of the Articles of Association” beginning on Page Nos. 94, 116, 91, 159, 86, 127, 229, 224 and 290 respectively, of this Red Herring Prospectus shall have the meaning ascribed to such terms in such sections.*

#### General Terms

Term	Description
“Storage Technologies and Automation Limited”, “STAL”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Storage Technologies and Automation Limited, a public limited company, incorporated under the Companies Act, 1956 and having its registered office at No 10, Survey No. 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore, Karnataka 560 064, India.
“we”, “us” and “our”	Unless the context otherwise indicates or implies refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue

#### Company Related Terms

Term	Description
Articles /Articles of Association/AOA	Articles of Association of our Company, as amended from time to time
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details, please refer chapter titled “ <b>Our Management</b> ” beginning on Page No. 132 of this Red Herring Prospectus.
Auditor of our Company / Statutory Auditor of the Co Company	The Statutory Auditors of our Company, being M/s. CGSS & Associates LLP, , Chartered Accountants as mentioned in the section titled “ <b>General Information</b> ” beginning on page 58 of this Red Herring Prospectus.
Bankers to the Company	HDFC Bank
Board of Directors/ Board/BOD/Directors	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “ <b>Our Management</b> ” beginning on Page No. 132 of this Red Herring Prospectus.
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Mr. Nuumaan Khasim
Companies Act,	The Companies Act, 1956 and The Companies Act, 2013 as amended from time to time.
CIN	Corporate Identification Number
Company Secretary (CS) and Compliance Officer	The Company Secretary and Compliance Officer of our Company, being Ms. Theja Raju
Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time
DP/Depository Participant	A depository participant as defined under the Depositories Act, 1996.
DP ID	Depository’s Participant’s Identification Number
DIN	Director Identification Number
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof

<b>Term</b>	<b>Description</b>
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company
ED/Executive Director	An Executive Director of our Company, as appointed from time to time
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
Group Companies/Entities	Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, "Group companies shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed under section titled " <b>Information with respect to Group Companies</b> " beginning on Page No. 233 of this Red Herring Prospectus.
HNI	High Net worth Individual
HUF	Hindu Undivided Family
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standard
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	International Securities Identification Number. In this case being INE0RGM01016
Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the chapter titled " <b>Our Management</b> " beginning on Page No. 132 of this Red Herring Prospectus.
Key Performance Indicators / KPI	Key factors that determine the performance of our company.
LLP	Limited Liability Partnership incorporated under Limited Liability Partnership Act, 2008.
Materiality Policy	The policy on identification of group companies, material creditors and material Litigation, adopted by our Board on November 23, 2023 in accordance with the requirements of the SEBI ICDR Regulations.
MD or Managing Director	The Managing Director of our company is Mr. Mohammad Arif Abdul Gaffar Dor
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details, please refer chapter titled " <b>Our Management</b> " beginning on Page No. 132 of this Red Herring Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Peer Reviewed Auditor	M/s. CGSS & Associates LLP, Chartered Accountants being Peer reviewed auditor, holding a valid peer review certificate as mentioned in the section titled " <b>General Information</b> " beginning on Page No. 58 of this Red Herring Prospectus.
Person or Persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership, Limited Liability Company, Joint Venture, or Trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Our Promoters	The promoters of our Company, being Mr. Khasim Sait, Mr. Mohammad Arif Abdul Gaffar Dor, Mr. Hanif A Khatri, Mr. Syed Azeem, Mr. Afzal Hussain and Mr. Nuumaan Khasim for further details, please refer to section titled " <b>Our Promoter &amp; Promoter Group</b> " beginning on Page No.152of this Red Herring Prospectus.
Promoters' Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled " <b>Our Promoters and Promoter's Group</b> " beginning on Page No. 152of this Red Herring Prospectus.

<b>Term</b>	<b>Description</b>
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office	No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore, Karnataka 560 064, India.
Reserve Bank of India / RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Statements	The Restated Financial Information of our Company, which comprises the Restated Consolidated Financial Statement of assets and liabilities, the Restated Consolidated Financial Statement of profit and loss, the Restated Consolidated Financial Statement of cash flows, for the period ended October 31, 2023 and for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021; along with the summary statement of significant accounting policies read together with the annexures and notes thereto and included in <b>“Restated Financial Statement”</b> on Page No. 159 of this Red Herring Prospectus. Prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC / Registrar of Companies	Registrar of Companies, Bangalore situated at Registrar of Companies, E Wing, 2 <sup>nd</sup> Floor, Kendriya Sadan, Kormangala, Bangalore-560 034, Karnataka, India.
Securities Laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
SEBI (ICDR) Regulations /ICDR Regulations/ Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/SEBI Listing Regulations/Listing Regulations/SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
Shareholders	Shareholders of our Company from time to time.
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details, please refer chapter titled <b>“Our Management”</b> beginning on Page No.132 of this Red Herring Prospectus.
Stock Exchange	Unless the context requires otherwise, refers to, BSE Limited and the shares are to be listed on SME Platform of BSE Limited (“BSE SME”)
Shareholders	Shareholders of our Company from time to time.
Subscriber to MOA	Initial Subscribers to MOA being Mr. Khasim Sait and Mr. Mohammed Arif Abdul Gaffar Dor.

### Issue Related Terms

<b>Terms</b>	<b>Description</b>
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants.
Allotment / Allot / Allotted / Allotment of Equity Shares	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful applicants.

<b>Terms</b>	<b>Description</b>
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been issued
Applicant/Investor	Any prospective investor who makes an application for Equity Shares in terms of this Red Herring Prospectus
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of Red Herring Prospectus.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by all applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB. Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors shall apply through ASBA process only.
ASBA Account	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 Applicant(s)	Any prospective investors in this issue who apply for Equity Shares of our company through the ASBA Process.
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investor
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of this Red Herring Prospectus
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI (ICDR) Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Issue Period.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI (ICDR) Regulations.
Bankers to the Issue and Refund Banker	The banks which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being ICICI Bank Limited.
Banker to the Issue Agreement	Agreement dated April 19, 2024 entered into amongst the Company, Book Running Lead Manager, the Registrar, Sponsor Bank/Banker to the Issue.
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section " <b>Issue Procedure - Basis of allotment</b> " on under chapter heading " <b>Issue Procedure</b> " Page No. 280 of this Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly.



<b>Terms</b>	<b>Description</b>
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue.
Bid Lot	[●] equity shares and in multiples of [●] equity shares thereafter
Bidder / Applicant	Any prospective Investors 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 Bid.
Bidding Centers	Centres at which the Designated Intermediaries shall accept the Application Forms i.e., Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI (ICDR) Regulations, in terms of which the Issue is being made.
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue in this case being Oneview Corporate Advisors Private Limited, SEBI Registered Category I Merchant Banker.
Broker Centres	Broker centres notified by the Stock Exchanges where 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 Exchanges
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange
Cap Price	The higher end of the price band above which the Issue Price will not be finalized and above which no Bids (or a revision thereof) will be accepted.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account
Collection Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with BRLM, the Registrar to the Issue and the Stock Exchange.
Cut Off Price	The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, occupation and Bank Account details
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Red Herring Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>



<b>Terms</b>	<b>Description</b>
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Intermediaries/Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity)
Designated Market Maker	Nikunj Stock Brokers Limited will act as the Market Maker and has agreed to received or deliver the specified securities in Market Making process for a period of three (3) years from the date of listing of Equity Shares or for a period as may be notified by SEBI ICDR Regulations.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Designated Stock Exchange	BSE Limited
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
DP ID	Depository Participant's Identity Number
Draft Red Herring Prospectus	The Draft Red Herring Prospectus dated January 25, 2024 filed with BSE Limited and issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations
Fresh Issue	Fresh Issue of upto 38,40,000* Equity Shares of face value ₹ 10.00 each of Storage Technologies and Automation Limited at a price of ₹ [●] per Equity Shares (including premium of ₹ [●] per Equity Shares) aggregating ₹ [●] Lakhs, by our Company. *Subject to finalization of Basis of Allotment.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
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 issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 notified by the SEBI.
Issue Agreement	The Issue Agreement dated January 11, 2024 between our Company and Book Running Lead Manager.
Issue/Public Issue/Issue size/Initial Public Issue/Initial Public Offering/IPO	The Initial Public Issue of upto 38,40,000 Equity shares of Rs. 10/- each at issue price of Rs. [●]/- per Equity share, including a premium of Rs. [●]/- per equity share aggregating to Rs. [●] lakhs.
Issue Closing Date	The date after which the Book Running Lead Manager, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in a English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations, 2018. In this case being

Terms	Description
	[May 03, 2024.
Issue Opening Date	The date on which the Book Running Lead Manager, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations, 2018. In this case being April 30, 2024.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Red Herring Prospectus being Rs. [●] per Equity share.
IPO	Initial Public Offering
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Regulation to be signed between our company and the SME Platform of BSE Limited (“BSE SME”)
Lot Size	[●]
Market Maker	The Market Maker to the Issue, in this case being Nikunj Stock Brokers Limited
Market Making Agreement	The Agreement entered into between the Market Maker, Book Running Lead Manager and our Company dated March 19, 2024
Market Maker Reservation Portion	The reserved portion of 2,00,000 Equity Shares of Rs.10 each at an Issue price of Rs. [●] each is aggregating to Rs. [●] Lakhs to be subscribed by Market Maker in this issue.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
NCLT	National Company Law Tribunal
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 36,40,000 Equity Shares of ₹ 10/- each at ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs by Storage Technologies and Automation Limited.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled “ <i>Objects of the Issue</i> ” beginning on 80 of this Red Herring Prospectus.
Non-Institutional Investors / NIIs	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 ₹ 2,00,000 (but not including NRIs other than Eligible NRIs)
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB’s) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 of the Companies Act, 2013, containing, inter alia, the Issue Price will be determined before filing the Prospectus with Registrar of Companies.
Public Issue Account	An Account of the Company under Section 40(3) of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors
Public Offer Account Bank	The bank(s) with which the Public Offer Account(s) will be opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being ICICI Bank Limited
Qualified Institutional Buyers/ QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a

<b>Terms</b>	<b>Description</b>
	pension fund with minimum corpus of Rs. 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	The ‘no-lien’ and ‘non-interest bearing’ account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Account will be opened, in this case being ICICI Bank Limited
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue being M/s. Integrated Registry Management Services Private Limited.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Registrar Agreement	The Registrar agreement dated December 02, 2023 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registered Broker	Individuals or companies registered with SEBI as “Trading Members” (except Syndicate/Sub-Syndicate Members) who hold valid membership either BSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on the website of the Stock Exchange.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Resident Indian	A person resident in India, as defined under FEMA.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Retail Individual Investors / (RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹ 2,00,000/-.
Retail Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of at least 12,75,200 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.
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=35</a>
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended.

<b>Terms</b>	<b>Description</b>
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI SAST / SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended
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 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(PFUTP)Regulations/PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
SME Exchange	SME Platform of the BSE SME.
Specified Securities	Equity shares offered through this Red Herring Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated March 19, 2024
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

<b>Terms</b>	<b>Description</b>
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Investors in the Retail Portion, (ii) Eligible Employees, in the Employee Reservation Portion and (iii) Non-Institutional Bidders with an application size of up to ₹ 0.50 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.  Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million shall use UPI and shall provide their UPI ID in the Bid-cum-Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circular	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single window mobile payment system developed by the National Payment Corporation of India (NPCI)
UPI ID Linked Bank Account	Account of the RIIs, applying in the issue using the UPI mechanism, which will be blocked upon accepting the UPI mandate to the extent of the appropriate application amount and subsequent debit of funds in the case of allotment.
UPI Mandate Request/Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI PIN	Password to authenticate UPI transactions.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Offer in accordance with the UPI Circulars.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Wilful Defaulter	A person or an issuer who or which is categorized as a wilful defaulter or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations 2018.
Working Days	Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.

## Technical and Industry Related Terms

Term	Description
ASRS	Automated Storage System
FMCG	Fast Moving Consumer Goods
FRS	Fast Rotation System
ISO	International Organisation for Standard
LIFO	Last in First out
LSS	Long Span Shelving
MHE	Material Handling Equipment
MM	Mili meter
MPR	Mobile Pallet Racking
MPR	Mobile Pallet Racking
O&M	Operation and Maintenance
PBP	Push Back Pallet
PER	Pallet Flow Racking
PFR	Pallet Flow
PTL	Put to Light
PVC Pipes	Polyvinyl Chloride Pipes
QAP	Quality Assurance Procedure
QAP	Quality Assurance Plan
QHSE	Quality, Health & Safety, Environment
RFQ	Request for Quotation
RSW	Rack Supported Warehouse
SAS	Slotted Angle Shelving
SAS	Slotted Angle Shelving
SEZ	Special Economic Zone
SKU	Stock Keeping Units
SOP	Standard Operating Procedure
SOR	Schedule of Rights
SPR	Selective Pallet Racking
TPI	Third Party Inspection
VGL	Vertical Goods Lift
WMS	Warehouse Management System

## Conventional and General Terms/ Abbreviations

Term	Description
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	Application 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

<b>Term</b>	<b>Description</b>
Act or Companies Act	Companies Act, the Companies Act, 2013, as amended from time to time
AO	Assessing Officer
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
Approx	Approximately
BSE	BSE Limited
B. E	Bachelor of Engineering
BIFR	Board for Industrial and Financial Reconstruction
BG	Bank Guarantee
BRLM	Book Running Lead Manager
CA	Chartered Accountant
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CMD	Chairman and Managing Director
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CRR	Cash Reserve Ratio
CSR	Corporate Social Responsibility
C.P.C.	Code of Civil Procedure, 1908
CrPC	Code of Criminal Procedure, 1973
CENVAT	Central Value Added Tax
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
Demat	Dematerialised
DIN	Director identification number
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identification
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EMI	Equated Monthly Installment
EoGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e., profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
ESOP	Employee Stock Option Plan
EXIM / EXIM Policy	Export Import Policy
FCNR Account	Foreign Currency Non-Resident Account
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time



<b>Term</b>	<b>Description</b>
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
Fis	Financial Institutions
FIPB	Foreign Investment Promotion Board
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
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
FV	Face Value
GAAP	Generally Accepted Accounting Principles of India
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GoI	Government of India
GST	Goods and Services Tax
GVA	Gross Value Added
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
ICWAI	Institute of Cost Accountants of India
IFRS	International Financial Reporting Standard
Indian GAAP	Generally Accepted Accounting Principles in India
INR/ Rs. / Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
IST	Indian Standard Time
I.T. Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
IRDA	Insurance Regulatory and Development Authority
Ltd.	Limited
Pvt. Ltd.	Private Limited
MAT	Minimum Alternate Tax
MAPIN	Market Participants and Investors Database
MCA	Ministry of Corporate Affairs
M. E	Master of Engineering
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NPV	Net Present Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NR/ Non-Residents	Non-Resident
NRE Account	Non-Resident External Account

<b>Term</b>	<b>Description</b>
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
p.a.	Per annum
PAT	Profit After Tax
PBT	Profit Before Tax
P/E Ratio	Price/ Earnings Ratio
PLI	Postal Life Insurance
PIO	Person of Indian Origin
PLR	Prime Lending Rate
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Q.C.	Quality Control
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
Rs. / Rupees/ INR	Indian Rupees
Registration Act	Registration Act, 1908
ROE	Return on Equity
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SAT	Securities Appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
SPV	Special Purpose Vehicle
SSI	Small Scale Industry
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India

<b>Term</b>	<b>Description</b>
Stock Exchanges	Unless the context requires otherwise, refers to, the BSE
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
Trade Marks Act	Trade Marks Act, 1999
TRS	Transaction Registration Slip
TIN	Taxpayer Identification Number
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
USD	United States Dollar, the official currency of the United States of America
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations.  In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.
WDV	Written Down Value
w.e.f.	With effect from
YoY	Year over Year

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

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

## **PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA**

### **Certain Conventions**

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

In this Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Storage Technologies and Automation Limited”, “Storage Technologies” and “STAL”, and, unless the context otherwise indicates or implies, refers to Storage Technologies and Automation Limited. In this Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

### **Use of Financial Data**

Unless stated otherwise, throughout this Red Herring Prospectus, all figures have been expressed in Rupees and in Lakh. Unless stated otherwise, the financial data in the Red Herring Prospectus is derived from our Restated consolidated Financial Statements prepared for the period ended October 31, 2023, and for the financial year ended on March 31, 2023, 2022, and 2021 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “**Restated Financial Statement**” beginning on Page No. 159 of this Red Herring Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

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

Any percentage amounts, as set forth in “**Risk Factors**”, “**Business Overview**”, “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” and elsewhere in the Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s Restated Financial Information prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Statutory Auditor, set out in section titled “**Restated Financial Statement**” beginning on Page No. 159 of this Red Herring Prospectus.

For additional definitions used in this Red Herring Prospectus, see the section “**Definitions and Abbreviations**” on Page No. 1 of this Red Herring Prospectus. In the section titled “**Description of Equity Shares and Terms of the Articles of Association**”, on Page No. 290 of the Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

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

All references to:

“Rupees” or “INR” or “Rs.” Or “₹” are to Indian Rupee, the official currency of the Republic of India; and

“USD” or “US\$” are to United States Dollar, the official currency of the United States.

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

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

Unless stated otherwise, industry and market data and forecast used throughout the 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 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, methodologies, and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, the section titled ***“Basis for Issue Price”*** on Page No. 86 of the Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

## FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “propose”, “project”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that 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.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- The COVID-19 pandemic or any future pandemic or widespread public health emergency could adversely affect our business, results of operations, financial condition and cash flows.
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Increased competition in industry which we operate;
- Factors affecting the industry in which we operate;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the legal proceedings in which we are involved;
- Our failure to keep pace with rapid changes in technology;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors; and

For further discussion on factors that could cause actual results to differ from expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on Page No. 30, 101 and 215, respectively. 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 gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect current views as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Book Running Lead Manager 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 the SEBI ICDR Regulations, our Company and the Book Running Lead Manager will ensure that the investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

## **SECTION II - SUMMARY OF RED HERRING PROSPECTUS**

### **A. OVERVIEW OF BUSINESS**

Our Company was incorporated in the year 2010 and is engaged in a storage racking system. We specialise in design, manufacturing, installation services of metal storage racks, automated warehouses and other storage solutions. Our range of products and services demonstrates their commitment to providing innovative, efficient solutions for diverse warehousing needs, catering to a wide range of industries each with its own specific storage and logistical requirements, which includes oil & gas, automotive components & aerospace, food & beverages and cold storage, pharmaceutical, textile, retail, FMCG and others.

### **B. OVERVIEW OF THE INDUSTRY**

#### **Racking System Market - Introduction:**

The global industrial racking systems market stood at ~US\$ 9 billion in 2018 and grew with 6.7% CAGR to reach US\$ 12.5 billion in 2023. India holds about 4.4% of this market and stands at US\$ 545.6 million in 2023. The Middle East & Africa region holds 5.5% of the overall market with a market size of US\$ 680.1 million in 2023.

Thus, the India and Middle East & Africa (MEA) industrial racking systems market is evaluated to stand at US\$ 1,225.5 million in 2023 and projected to grow with significant CAGR of 8.5% during the forecast period. The market will reach US\$ 2,768.9 million by the end of 2033. Booming e-commerce sector in this region is one of the key driving factor for this impressive market growth.

India holds around 45% of the overall market and expected to show high growth for industrial racking systems in coming decade. According to the data, the number of warehouses in India is anticipated to double by the end of this decade. This will bring significant prospers to the demand for industrial racking systems in the country.

During the historical period of 2018 to 2022, the market witnessed significant variations in the growth rate due to the impact of COVID-19 on the global economy. The industrial racking systems market witnessed a Y-o-Y fall of 9% in 2020 due to the shutdown in industries, disruptions in supply chains and uncertain demand from the end-use sectors. However, in 2021, the demand for industrial racking systems gained momentum showing strong recovery in post-covid market.

### **C. PROMOTERS**

Mohmmad Arif Abdul Gaffar Dor, Khasim Sait, Hanif A Khatri, Nuumaan Khasim, Afzal Hussain and Syed Azeem

### **D. DETAILS OF THE ISSUE**

This is an Initial Public Issue of upto 38,40,000 Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating to ₹ [●] lakhs ("The Issue"), out of which 2,00,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] lakhs will be reserved for subscription by the market maker to the issue (the "Market Maker Reservation Portion"). The Issue less Market Maker Reservation Portion i.e., Net Issue of 36,40,000 Equity Shares of face value of ₹ 10 each, at an issue price of ₹ [●] per Equity Share for cash, aggregating to ₹ [●] lakhs is hereinafter referred to as the "Net Issue". The Public Issue and Net Issue will constitute 29.91 % and 28.35 % respectively of the post- issue paid-up Equity Share capital of our Company.

### **E. OBJECTS OF THE ISSUE**

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

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amt. (₹ in Lakhs)</b>
1.	To meet Working Capital requirements	2,750.00
2.	General Corporate Expenses	[●]
	<b>Total</b>	<b>[●]</b>

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

Our Promoters and Promoter Group collectively holds 90,00,000 Equity shares of our Company aggregating to 100% of the pre-issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Red Herring Prospectus:



Sr. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital
<b>Promoters</b>					
1.	Mohammad Arif Abdul Gaffar Dor	13,50,000	15.00	13,50,000	10.51
2.	Khasim Sait	9,00,000	10.00	9,00,000	7.01
3.	Hanif A Khatri	46,80,000	52.00	46,80,000	36.45
4.	Nuumaan Khasim	5,40,000	6.00	5,40,000	4.21
5.	Afzal Hussain	7,20,000	8.00	7,20,000	5.61
6.	Syed Azeem	7,20,000	8.00	7,20,000	5.61
<b>Total – A</b>		<b>89,10,000</b>		<b>89,10,000</b>	<b>69.39</b>
<b>Promoters' Group</b>					
1.	Muneera Banu	90,000	1.00	90,000	0.70
<b>Total-B</b>		<b>90,000</b>	<b>1.00</b>	<b>90,000</b>	<b>0.70</b>
<b>Total Promoters and Promoters' Group (A+B)</b>		<b>90,00,000</b>	<b>100.00</b>	<b>90,00,000</b>	<b>70.09</b>

## G. SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated consolidated financial statements for the financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021 and for the period ended October 31, 2023:

Particulars	(₹ in lakhs)			
	October 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Equity Share Capital	300.00	300.00	300.00	100.00
Networth	953.52	594.61	546.31	566.81
Total Income	5,317.09	8,137.12	6,989.72	4,852.38
Profit after tax	358.91	48.30	(20.49)	118.42
Earnings per Share	11.96	1.61	(0.68)	3.95
Net Asset Value Per Share1 (₹)	31.78	19.82	18.21	56.68
Total Borrowing (including short term and long term borrowing)	1632.53	931.63	871.10	347.48

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

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

## I. SUMMARY OF OUTSTANDING LITIGATIONS

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

There are outstanding legal proceedings involving our Company, our Directors and our Promoters. For details, see “*Outstanding Litigation and Material Developments*” beginning on Page No. 224 of this Red Herring Prospectus.

### Litigations involving the Company:

Nature of Cases	No. of Outstanding Cases	Amount in ₹ dispute/demanded to the extent ascertainable
<b>Criminal proceedings filed against the Company</b>	-	-
<b>Criminal proceedings filed by the Company</b>		
<b>Tax proceedings:</b>		
Direct Tax	4	2,70,646.71
Indirect Tax	-	-
<b>Other pending material litigation against the company</b>	-	-
<b>Other pending material litigation filed by the company</b>	1	12,00,000

Nature of Cases	No. of Outstanding Cases	Amount in ₹ dispute/demanded to the extent ascertainable
<b>Total</b>	<b>5</b>	<b>14,70,646.71</b>

**Litigations involving our Promoter & Directors:**

Nature of Cases	No. of Outstanding Cases	Amount in ₹ dispute/demanded to the extent ascertainable
<b>Criminal proceedings filed against the Promoter &amp; Director</b>	1	Not ascertainable
<b>Criminal proceedings filed by the Promoter &amp; Director</b>	-	-
<b>Tax proceedings:</b>		
Direct Tax	3	95,718
Indirect Tax	-	-
<b>Other pending material litigation against the Promoter &amp; Director</b>	1	-
<b>Other pending material litigation filed by the Promoter &amp; Director</b>	-	-
<b>Total</b>	<b>5</b>	<b>95,718</b>

**Litigations involving our Subsidiaries:**

Nature of Cases	No. of Outstanding Cases	Amount in ₹ dispute/demanded to the extent ascertainable
<b>Criminal proceedings filed against the Subsidiaries</b>	-	-
<b>Criminal proceedings filed by the Subsidiaries</b>	-	-
<b>Tax proceedings:</b>		
Direct Tax	1	6,264
Indirect Tax	-	-
<b>Other pending material litigation against the Subsidiaries</b>	-	-
<b>Other pending material litigation filed by the Subsidiaries</b>	-	-
<b>Total</b>	<b>1</b>	<b>6,264</b>

Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Red Herring Prospectus. For further details, please refer to the chapter titled “**Outstanding Litigations and Material Developments**” on Page No. 224 of this Red Herring Prospectus.

**J. RISK FACTORS**

For details on the risks involved in our business, please see the Chapter titled “*Risk Factors*” beginning on Page No. 30 of this Red Herring Prospectus.

**K. SUMMARY OF CONTINGENT LIABILITIES**

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

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>I. Contingent Liabilities</b>				
(a) claims against the company not acknowledged as debt;	-	-	-	-
(b) guarantees excluding financial guarantees; and	-	-	-	-
(c) other money for which the company is contingently liable	-	-	-	-

<b>II. Commitments</b>				
(a) estimated amounts of contracts remaining to be executed on capital account and not provided for	-	-	-	-
(b) uncalled liability on shares and other investments partly paid	-	-	-	-
(c) other commitments	-	-	-	-

For further details, please refer to Contingent Liabilities of the chapter titled “*Financial Information of the Company*” on Page No. 159 of this Red Herring Prospectus.

## L. SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the financial year ended on October 31, 2023, March 31, 2023, March 31, 2022 and March 31, 2021:

### (a) Names of the related party and nature of relationship where control/significant influence exists Directors and Key management personnel (KMP) and their relatives (if any)

<b>Name of the related party</b>	<b>Nature of relationship</b>
Mohammad Arif Abdul Gaffar Dor	Director
Khasim Sait	Director
Nuumaan Khasim	Director
Hanif Khatri	Director
Afzal Hussain	Director
Syed Azeem	Director
Girach Mohammed Nazim	Relative & Director in subsidiary company
Mohammad Hanif Khatri Tanzil	Relative & Director in subsidiary company
Tehsinbanu Khatri	Relative & Director in subsidiary company
Kaushar Jahan	Director's Relative
Syeda Banu	Director's Relative
Zaheda Hanif	Director's Relative
Ali Mohammed Bheda	Director in subsidiary company

## (ii) Details of transactions with related parties and balances

(₹ in lakhs)

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount of transaction during the period ended October 31, 2023	Amount outstanding October 31, 2023 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2023	Amount outstanding as on March 31, 2023 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2022	Amount outstanding as on March 31, 2022 (Payable) / Receivable	Amount of transaction during the year ended March 31, 2021	Amount outstanding as on March 31, 2021 (Payable)/ Receivable
Mohammad Arif Abdul Gaffar Dor	Director	Remuneration	12.75	(6.52)	14.70	(4.00)	22.50	(8.59)	20.97	(4.71)
		Reimbursement of Expenses	0.45	-	1.05	-	0.96	(0.23)	0.71	(0.05)
		Reimbursement of Expenses Paid	0.45		1.27		0.78		0.94	
		Loan Taken	-	(10.00)	-	(10.00)	2.43	(12.43)	10.00	(10.00)
		Loan Repaid	-		2.43		-		-	
Khasim Sait	Director	Remuneration	12.75	(6.52)	12.25	(3.61)	22.50	(8.19)	20.97	(4.35)
		Reimbursement of Expenses	1.49	(0.98)	3.72	(0.32)	1.53	0.21	0.42	1.73
		Reimbursement of Expenses Paid	0.82		3.20		-		2.32	
		Loan Taken	-	(5.95)	-	(5.95)	1.87	(7.82)	5.00	(5.95)
		Loan Repaid	-		1.87		-		-	
Nuumaan Khasim	Director	Remuneration	12.75	(6.52)	12.25	(3.69)	22.50	(8.19)	20.97	(4.33)
		Reimbursement of Expenses	5.66	(0.66)	8.39	(1.68)	2.70	(0.27)	2.68	(0.75)
		Reimbursement of Expenses Paid	6.67		6.99		3.18		3.10	

		Loan Taken	-	(15.00)	-	(15.00)	1.84	(16.84)	15.00	(15.00)
		Loan Repaid	-		1.84		-		-	
Hanif Khatri	Director	Remuneration	15.30	(7.82)	12.25	(4.41)	27.00	(9.96)	25.16	(5.33)
		Reimbursement of Expenses	-	-	-	-	0.55	-	1.45	(0.17)
		Reimbursement of Expenses Paid	-		-		0.72		1.45	
		Loan Taken	20.00	(72.00)	-	(72.00)	26.30	(74.30)	48.00	(48.00)
		Loan Repaid	20.00		2.30		-		-	
Afzal Hussain	Director	Remuneration	12.75	(6.52)	12.25	(3.69)	22.50	(8.18)	20.97	(4.33)
		Reimbursement of Expenses	2.31	(0.13)	7.38	(1.59)	7.84	(0.53)	5.81	(1.83)
		Reimbursement of Expenses Paid	3.77		6.31		9.13		4.41	
		Loan Taken	-	-	-	-	1.84	(1.84)	-	-
		Loan Repaid			1.84		-		-	
Syed Azeem	Director	Remuneration	12.75	(6.52)	12.25	(4.09)	22.50	(8.20)	20.97	(4.54)
		Reimbursement of Expenses	2.25	(0.45)	6.31	(0.09)	6.18	(0.05)	2.97	(0.66)
		Reimbursement of Expenses Paid	1.89		6.26		6.79		2.91	

		Loan Taken	-	-	-	-	2.31	(2.31)	-	-
		Loan Repaid	-	-	2.31	-	-	-	-	-
Girach Mohammed Nazim	Relative & Director in subsidiary company	Reimbursement of Expenses	4.51	(0.60)	6.72	(1.09)	1.34	(1.68)	1.29	(1.23)
		Reimbursement of Expenses Paid	5.00	-	7.31	-	0.89	-	0.16	-
		Remuneration	7.00	-	7.50	-	5.00	-	-	-
		Loan Taken	-	(5.41)	-	(6.00)	-	(7.00)	9.00	(9.00)
		Loan Repaid	0.59	-	1.00	-	2.00	-	-	-
Mohammad Hanif Khatri Tanzil	Relative & Director in subsidiary company	Salary expense / Remuneration	7.00	-	7.50	-	6.60	-	6.94	(2.14)
		Loan Taken	0.69	(7.21)	-	(6.52)	1.02	(6.52)	5.50	(5.50)
		Loan Repaid	-	-	-	-	-	-	-	-
		Reimbursement of Expenses	3.71	(3.71)	2.22	(1.82)	0.40	(0.40)	1.59	(1.12)
		Reimbursement of Expenses Paid	-	-	0.40	-	1.12	-	0.74	-
		Salary expense / Remuneration	7.00	-	7.50	-	5.00	-	6.94	(1.58)
Tehsinbanu Khatri	Relative & Director in subsidiary company	Loan Taken / advance given	7.00	(6.75)	-	0.25	-	0.25	4.25	0.25
		Loan Repaid / advance repaid	-	-	-	-	-	-	4.50	-
		Reimbursement of Expenses	-	-	0.74	-	0.13	-	0.29	(0.01)
		Reimbursement of Expenses	-	-	-	-	0.14	-	0.30	-



		Paid								
Kaushar Jahan	Director's Relative	Salary expense		-	-	-	6.00	(2.69)	6.23	(1.58)
		-								
Khaturiya Sazmin	Director's Relative	Salary expense		-	-	-	6.00	-	6.23	(1.58)
		-								
Syeda Banu	Director's Relative	Salary expense		-	-	-	4.00	(1.87)	4.15	(1.12)
		-								
Yasmin Khasim	Director's Relative	Salary expense		-	-	-	6.00	(2.69)	6.23	(1.58)
		-								
Zaheda Hanif	Director's Relative	Salary expense		-	-	-	6.00	(2.69)	6.23	(1.58)
		-								
Ali Mohammed Bheda	Director in subsidiary company	Salary expense / Remuneration	2.80	-	13.50	-	10.20	-	0.85	-
		Reimbursement of Expenses	0.11	-	3.34	-	-	-	0.30	-
		Reimbursement of Expenses Paid	0.11	-	3.34	-	-	-	0.30	-
Ali Mohammed Bheda	Director in subsidiary company	Salary expense / Remuneration	2.80	-	13.50	-	10.20	-	0.85	-
		Reimbursement of Expenses	0.18	-	2.45	-	-	-	-	(0.02)
		Reimbursement of Expenses Paid	0.18	-	2.45	-	-	-	-	(0.02)

For further details, please refer to the Related Party Disclosures of chapter titled “*Financial Information of the Company*” on Page No 159 of this Red Herring Prospectus.

#### **M. DETAILS OF FINANCING ARRANGEMENTS**

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

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

Name of Promoters	Total No. of Equity Shares	Weighted Average cost of acquisition (Rs.) per shares*#
Khasim Sait	6,00,000	Nil
Mohammad Arif Abdul Gaffar Dor	9,00,000	Nil
Hanif A Khatri	31,20,000	Nil
Nuumaan Khasim	3,60,000	Nil
Syed Azeem	4,80,000	Nil
Afzal Hussain	4,80,000	Nil

\*As Certified by M/s. CGSS & Associates LLP, Chartered Accountants dated April 19, 2024 (UDIN:24204458BKFKDR6281)

#Except for the bonus issue of shares, which has been made by our Company on January 10, 2024, our Promoters have not acquired/been allotted any Equity Shares in the one year immediately preceding the date of this Red Herring Prospectus and accordingly due to bonus issue of shares, the weighted average price is Nil.

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

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

Name of Promoters	Total No. of Equity Shares	Average cost of acquisition (Rs.) per shares*
Khasim Sait	900,000	1.11
Mohammad Arif Abdul Gaffar Dor	1,350,000	1.11
Hanif A Khatri	4,680,000	1.11
Nuumaan Khasim	540,000	1.11
Syed Azeem	720,000	1.11
Afzal Hussain	720,000	1.11

\*As Certified by M/s. CGSS & Associates LLP, Chartered Accountants dated January 23, 2023 (UDIN: 24204458BKFKCT3663)

#### P. PRE-IPO PLACEMENT

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

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

Our Company has not issued Equity Shares for consideration other than cash in the last one year except bonus issue. For further reference please see Chapter titled “Capital Structure” on page 66 of this Red Herring Prospectus.

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

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

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

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

### SECTION III - RISK FACTORS

*Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, “Business Overview”, “Financial Information of the Company” and the related notes, , “Industry Overview”, “Outstanding Litigation and Other Material Developments”, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page no. 101,159, 94, 224, and 215 respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus.*

*Any of the following risks, as well as the other risks and uncertainties discussed in this Red Herring Prospectus could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial conditions and*

*This Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus.*

*The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issuing 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 consequences to you of an investment in the Equity Shares.*

*The financial information in this section is, unless otherwise stated, derived from our Restated Financial Statements prepared in accordance with Indian GAAP, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.*

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

1. Some risks may not be material individually but may be material when considered collectively.
2. Some risks may have material impact qualitatively instead of quantitatively.
3. Some risks may not be material at present but may have a material impact in the future.

#### **INTERNAL RISK FACTORS:**

1. ***The Company is dependent on few numbers of customers for sales. Loss of any of this large customer may affect our revenues and profitability.***

Our business operations are highly dependent on our customers and the loss of any of our customers may adversely affect our sales and consequently on our business and results of operations. The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Any decline in our quality standards, growing competition and any change in the demand, may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations.

However, the composition and revenue generated from these customers might change, as we continue to add new customers in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new customers, there can be no assurance that we will be able to maintain long term relationships with such customers or find new customers in time.

The breakup of our top one, top two, top five and top ten customer contribution to our total sales for the period ended October 31, 2023, financial year ended on, March 31, 2023, 2022 and 2021, respectively are set forth in the table below:

(Rs. in Lakhs)

Particulars	October 31, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	Amount	Percentage	Amount	Percentage	Amount	Percentage	Amount	Percentage
Top 1 Customer	3360.63	64.62	611.28	7.97	2856.61	46.06	1095	22.18
Top 2 Customer	3569.19	68.63	1216.16	15.86	3364.06	54.24	2011.63	40.75
Top 5 Customer	3,954.54	76.04	2,632.88	34.34	4,140.65	66.76	3,181.54	64.45
Top 10 Customer	4,305.97	82.8	3,901.10	50.87	4,429.24	71.42	3,584.87	72.62

2. We have certain outstanding litigation against us, an adverse outcome of which may adversely affect our business, reputation and results of operations.

There are outstanding legal proceedings involving our Company, our Directors and our Promoters. For details, see “*Outstanding Litigation and Material Developments*” beginning on Page No. 224 of this Red Herring Prospectus.

**Litigations involving the Company:**

Nature of Cases	No. of Outstanding Cases	Amount in ₹ dispute/demanded to the extent ascertainable
<b>Criminal proceedings filed against the Company</b>	-	-
<b>Criminal proceedings filed by the Company</b>	-	-
<b>Tax proceedings:</b>		
Direct Tax	4	2,70,646.71
Indirect Tax	-	-
<b>Other pending material litigation against the Company</b>	-	-
<b>Other pending material litigation filed by the Company</b>	1	12,00,000
<b>Total</b>	<b>5</b>	<b>1470646.71</b>

**Litigations involving our Promoter & Directors:**

Nature of Cases	No. of Outstanding Cases	Amount in ₹ dispute/demanded to the extent ascertainable
<b>Criminal proceedings filed against the Promoter &amp; Director</b>	1	Not ascertainable
<b>Criminal proceedings filed by the Promoter &amp; Director</b>	-	-
<b>Tax proceedings:</b>		
Direct Tax	3	95,718
Indirect Tax	-	-
<b>Other pending material litigation against the Promoter &amp; Director</b>	1	-
<b>Other pending material litigation filed by the Promoter &amp; Director</b>	-	-
<b>Total</b>	<b>5</b>	<b>95,718</b>

**Litigations involving our Subsidiaries:**

Nature of Cases	No. of Outstanding Cases	Amount in ₹ dispute/demanded to the extent ascertainable
<b>Criminal proceedings filed against the Subsidiaries</b>	-	-
<b>Criminal proceedings filed by the Subsidiaries</b>	-	-
<b>Tax proceedings:</b>		
Direct Tax	1	6,264
Indirect Tax	-	-
<b>Other pending material litigation against the Subsidiaries</b>	-	-
<b>Other pending material litigation filed by the Subsidiaries</b>	-	-
<b>Total</b>	<b>1</b>	<b>6,264</b>

Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Red Herring Prospectus. For further details, please refer to

the chapter titled “**Outstanding Litigations and Material Developments**” on Page No.224 of this Red Herring Prospectus.

**3. The unexpected loss, shutdown or slowdown of operations at our manufacturing plant could have a material adverse effect on our results of operations and financial condition.**

Our manufacturing plant is subject to operating risks, such as the breakdown or failure of equipment, power supply interruptions, facility obsolescence or disrepair, labour disputes, natural disasters and industrial accidents. While we undertake precautions to minimize the risk of any significant operational problems at our plant, there can be no assurance that our business, financial position and operations will not be adversely affected by disruption caused by operational problems at our manufacturing plant. Any unscheduled, unplanned or prolonged disruption of our manufacturing operations, including, power failure, fire and unexpected mechanical failure of equipment, performance below expected levels of output or efficiency, obsolescence, labour disputes, strikes, lock-outs, earthquakes and other natural disasters, industrial accidents, any significant social, political or economic disturbances or infectious disease outbreaks such as the COVID-19 pandemic, could reduce our ability to meet the conditions of our Purchase order and adversely affect sales and revenues from operations in such period. The occurrence of any of these risks could affect our operations by causing production at our manufacturing plant to shut down or slowdown. For instance, the operating restrictions/lockdown consequent to COVID-19 pandemic our manufacturing unit was working with limited workforce Due to which we had operational and financial impact on the business.

The unexpected loss, shutdown, or slowdown of operations at our manufacturing plant represents a critical risk that could have a profound and material adverse effect on our company's results of operations and financial condition. Manufacturing operations are at the core of our business, and any disruptions to these processes can lead to significant consequences. Such unexpected events could arise from various sources, including natural disasters, equipment failures, supply chain disruptions, regulatory issues, or unforeseen external factors.

The impact of a manufacturing plant loss or shutdown would be multifaceted. Firstly, there would likely be a direct negative effect on our production capabilities, resulting in a reduction or complete halt in output. This, in turn, could lead to a decline in product availability, delayed order fulfillment, and potential contractual breaches with customers. The financial repercussions could include revenue losses, increased costs associated with idle facilities, and potential contractual penalties for failing to meet delivery obligations.

Furthermore, the reputational damage incurred from an operational disruption could have lasting effects. Customers may lose confidence in our ability to meet their needs consistently, and our standing within the industry could be compromised. The market perception of our reliability and dependability would likely be negatively impacted, potentially leading to decreased customer trust and a subsequent decline in market share.

Financially, the costs of addressing and recovering from the operational disruption such as repairs, replacements, or investments in contingency planning could be substantial. In addition, the interruption to our cash flow and revenue stream during the shutdown period could strain our liquidity and financial stability.

To mitigate the risks associated with unexpected operational disruptions, our company should invest in robust risk management strategies, implement comprehensive business continuity plans, and regularly assess the resilience of our manufacturing facilities. This includes evaluating the reliability of equipment, ensuring redundancy in critical systems, and establishing contingency plans for supply chain disruptions. Additionally, maintaining adequate insurance coverage for property damage and business interruption can provide a financial safety net in the event of unforeseen operational challenges. Proactive measures, combined with a commitment to continuous improvement, are essential for minimizing the potential material adverse effects on our results of operations and financial condition stemming from unexpected disruptions at our manufacturing plant.

**4. Inaccurate estimation of risks, revenues, or costs for a projects could negatively impact our profitability and operational results. Actual costs during project execution may significantly deviate from bid assumptions, leading to challenges in recovering additional expenses and potentially having a material adverse effect on our operational results, cash flows, and financial condition.**

We typically agree to receive a predetermined sum of money from clients for our projects subject to variations in terms that covers changes in the project requirements. However, some of our future projects may not include price escalation clauses, leaving us exposed to potential cost variations. As a result, the actual expenses incurred during these projects may significantly differ from the bid assumptions due to various factors. These factors include unanticipated increases in cost of materials, fuel, labor, or other input costs, unexpected conditions leading to delays and higher expenses, weather-related disruptions, and non-performance by suppliers.

If we are unable to generate adequate revenue due to increases in the costs to clients on account of limited or no price escalation provisions, our profitability may be adversely affected, and we could incur financial losses. Additionally, the inherent risks in the industry may result in lower profits than initially estimated or lead to cost and time overruns, potentially impacting our cash flows, overall business, financial health, and operational results.

The accurate estimation of risks, revenues, and costs for a project is critical to ensure profitability and operational success. Any inaccuracies in these estimates can have detrimental effects on our financial performance. Such deviations can have a material adverse impact on our operational results, cash flows, and overall financial condition.

**5. *Our operations are significantly influenced by the prices, availability, and quality of the raw materials essential for our production processes.***

Our Company has not entered into any long-term contracts with our suppliers, and the pricing dynamics of materials purchased by our Company are usually based on quotes from various suppliers. Unforeseen factors such as sudden price fluctuations post-order placement, shortages, delayed deliveries, quality issues, or factors beyond our control could lead to disruptions in the supply chain of these critical materials, impacting our business.

The susceptibility to risks associated with rising or fluctuating steel prices is notable, as these are influenced by global and Indian market demand, supply conditions, and government policies.

The quality of raw materials supplied directly affects our product quality and delivery timelines. Despite stringent quality control measures, the occurrence of substandard materials from our suppliers might lead to customer claims against us, potentially tarnishing our reputation and adversely affecting our business. Litigation arising from such claims could strain our resources.

Our pricing strategy with customers is intricately linked to the cost of raw materials, expected selling prices, and targeted gross margins. To safeguard our gross margins, we align the pricing of required materials at approximately the same time as customer orders. However, significant spikes in steel prices, without the ability to pass on these increases to customers or find alternative suppliers at competitive prices, could adversely impact our business and financial performance.

**6. *Failure to successfully implement our business strategies may materially and adversely affect our business, prospects, financial condition and results of operations.***

The failure to effectively implement our business strategies represents a critical risk that has the potential to materially and adversely impact various facets of our organization, including our business trajectory, prospects, financial condition, and operational results. Business strategies serve as the blueprint for achieving long-term objectives and staying competitive in a dynamic market environment. Any shortcomings in the execution of these strategies may lead to a series of interconnected challenges. We aim to implement our business strategies to ensure future business growth, which may be subject to various risks and uncertainties, including but not limited to the following:

- ***Maintaining Competitive Edge:*** We face the risk of cost overruns or delays in project execution, which could erode our competitive advantage and reputation. Failing to deliver projects in a timely manner or meeting quality specifications may hinder our growth prospects.
- ***Intensified Competition and Payment Issues:*** We operate in a competitive landscape, and intensified competition may affect our ability to purchase orders. Delays or non-payments by clients and associated legal proceedings may also pose financial and operational challenges.
- ***Financing Challenges:*** Financial implications are also significant. Inefficient execution of business strategies may lead to increased operational costs, missed revenue targets, or misallocation of resources. Such financial strains can jeopardize our overall financial health, limiting our capacity for future investments, innovation, and strategic initiatives. Managing financing resources and obtaining funds at affordable costs are critical for our business growth. Failure to maintain financial discipline may affect our ability to undertake projects.
- ***Regulatory and Political Environment:*** Changes in laws, regulations, policies, or the political environment could impact our business operations and profitability.
- ***Diversification and Business Segments:*** Expanding into new states or business segments involves inherent risks, including market acceptance and operational challenges.
- ***Talent Acquisition and Retention:*** Skilled employees play a vital role in our success. Difficulty in recruiting and retaining talent could affect our operations and project execution.
- ***Market Trends and Portfolio Optimization:*** Failure to identify market trends or optimize our project portfolio may hinder our ability to acquire new projects and meet client expectations.
- ***Cost and Rate Fluctuations:*** Fluctuations in the costs of raw materials, fuel, labor, equipment, and interest rates may impact project economics and profitability.

- **Corrupt Practices:** The risk of fraud or improper conduct may adversely affect our reputation and financial standing.

Implementation of our strategies may be subject to a number of risks and uncertainties including the ones mentioned above, some of which are beyond our control. There can be no assurance that we will be able to execute our growth strategy on time and within the estimated costs, or that we will meet the expectations of our clients. In order to manage growth effectively, we must implement and improve operational systems, procedures and controls on a timely basis, which, as we grow and diversify, we may not be able to implement, manage or execute efficiently and in a timely manner or at all, which could result in delays, increased costs and diminished quality and may adversely affect our results of operations and our reputation. Any failure or delay in the implementation of any of our strategies may have a material adverse effect on our business, prospects, financial condition and results of operations.

7. ***Our existing customers does not guarantee realization of future income. Our revenue may be subject to modifications, cancellations, delays, holds, or partial payments by customers, which could have adverse effects on our operational results.***

Our project execution relies on the cooperation of customers and other service providers involved. Factors beyond our or our clients' control, such as practical difficulties, may lead to project postponements or cancellations. Due to uncertainties in project execution, we cannot accurately predict when, if, or to what extent a project will be completed, impacting the income and profits derived from the purchase orders. Delays can also lead to payment delays or refusals, affecting expected margins.

There is a risk of default or non-payment by our customers, even if a project proceeds as scheduled. Delays, scope reductions, cancellations, execution difficulties, payment postponements, defaults, or disputes related to the ongoing projects can adversely affect cash flow, operational revenues, and profitability. These inherent risks in our industry and contractual relationships must be recognized as they can significantly impact our financial performance.

8. ***We have experienced negative cash flows in the past, and we may have negative cash flows in the future.***

Our cash flows from operating activities, investing activities and financing activities for the October 31, 2023, Fiscal 2023, 2022 and 2021 are set forth below:

Particulars	(₹ in lakhs)			
	October 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Net cash generated from/(used in) operating activities	(392.78)	292.88	157.50	261.86
Net cash generated from/(used in) Investing activities	(86.58)	(161.02)	(584.75)	(446.68)
Net cash generated from/(used in) Financing activities	605.26	(131.25)	456.80	174.16

Cash flows of a company are a key indicator to show the extent of cash generated from the operations of a company to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

9. ***We operate our business from rented premises.***

Our office premises along with the manufacturing facility and warehouse facility, through which we operate our business, in Bangalore are taken on rent from third parties. 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 this rent or leave and licence 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 manufacturing facilities and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms.

If we are required to relocate our business operations during this period or in the event of inability or delay in relocating our manufacturing activities to the proposed new manufacturing facility, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition. For further details, please refer to the chapter titled '**Our Business**' on Page No. 101 of Red Hearing Prospectus.

10. ***We have incurred losses in the past and may continue to incur significant losses in the future.***

We have incurred losses in the past, as specified below:

(₹ in lakhs)



Particulars	October 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Profit After Tax	358.91	48.30	(20.49)	118.42

There can be no assurance that we will not continue to incur significant operating losses in the future. In addition, our operating expenses may increase in the future due to various factors including the proposed expansion of our operations, our technology infrastructure, marketing and branding initiatives, addition of human resources, expansion of service offerings, research and development initiatives and upgradation of operational and financial systems. As a result, any decrease or delay in generating additional revenue could result in substantial operating losses which would have an adverse effect on our business, results of operations and financial condition. There can be no assurance that we will turn profitable in the future or that the price of our Equity Shares will not be significantly and adversely affected.

**11. *Our competitiveness relies heavily on our capacity to foresee and comprehend changes in consumer preferences and industry trends, ensuring we can meet the demands of our customers. Any shortcomings in identifying and understanding these trends could have a material and adverse impact on our business.***

The dynamic landscape of our industry involves addressing several key challenges. One significant factor is the ever-shifting landscape of consumer preferences. The way people choose and interact with products is subject to constant change, influenced by various factors such as cultural shifts, emerging trends, and technological advancements. Companies that can swiftly identify and adapt to these changes are better positioned to meet consumer expectations and remain competitive.

Moreover, the regulatory environment is continuously evolving. New standards and requirements are introduced to address emerging concerns or technologies. Staying ahead of these regulatory changes is crucial to ensure compliance and avoid disruptions in product offerings.

Another critical aspect is technological advancements and innovation within the industry. The introduction of new technologies or improvements to existing ones can quickly make current products outdated. Remaining at the forefront of technological trends is essential to anticipate changes and proactively develop new and enhanced products.

However, successfully introducing new products is not without its challenges. The market's response to a new product is often uncertain, and there is a risk that it may not gain the expected traction. Understanding and predicting customer preferences, which are influenced by a myriad of factors, is a complex task. Additionally, the competitive landscape adds another layer of complexity. Competitors introducing innovative products can alter the market dynamics and impact the position of existing offerings.

In summary, our ability to proactively identify and respond to changes in consumer preferences, regulatory standards, and technological advancements is pivotal for staying competitive. It requires a combination of market insight, agility in product development, and a proactive approach to regulatory compliance. By effectively navigating these challenges, we can position ourselves for continued success in a rapidly evolving industry.

**12. *Our success depends on our ability to attract and retain our key management personnel. If we are unable to do so, it would adversely affect our business and results of operations.***

Our future success substantially depends on the continued service and performance of the members of our senior management team and other key personnel in our business for management, running of our daily operations, and the planning and execution of our business strategy. There is intense competition for experienced senior management and other key personnel with technical and industry expertise in our business and if we lose the services of any of these or other key individuals and are unable to find suitable replacements in a timely manner, our ability to realise our strategic objectives could be impaired. We face specific disadvantages in our efforts to attract and retain our management.

Additionally, we may not have in place the necessary systems and processes to develop key personnel internally. Our Company does not maintain any director's and officer's insurance policy or any keyman insurance policy. The loss of key members of our senior management or other key team members, particularly to competitors, could have an adverse effect on our business and results of operations. Our performance also depends on our ability to attract and train highly skilled personnel. If we are unable to do so, it would materially and adversely affect our business, prospects and results of operations.

**13. *Our Company has not received sanction letters for certain unsecured loans, and this lack of clarity on terms and conditions may potentially impact our business operations.***

Our Company has not received sanction letters from a few lenders for some of the unsecured loans. The non-receipt of these sanctioned letters poses a challenge, as our Company is unable to identify any adverse conditions outlined in the sanction letters. Additionally, we may not be aware of any changes in terms and conditions imposed by the lenders, as we lack information on the original terms and conditions of the sanction.

While our Company has not encountered any disputes with lenders to date, the potential for future changes in terms and conditions

by lenders could significantly impact our financial standing. It is imperative to address this situation to mitigate potential risks and uncertainties.

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

Our operations are subject to hazards inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. Long periods of business disruption could result in a loss of customers. Although we take precautions to minimize the risk of any significant operational problems at our manufacturing facilities, and we have not experienced any such material incidents in the past, there can be no assurance that we will not face such disruptions in the future.

During the manufacturing process, we may be exposed to various risks which we may not be able to foresee or may not have adequate insurance coverage. Our insurance coverage may not be adequate to cover such loss or damage to life and property, and any consequential losses arising due to such events will affect our operations and financial condition. Further, in addition to the above, any such fatal accident or incident causing damage or loss to life and property, even if we are fully insured or held not to be liable, could negatively affect our reputation, thereby making it more difficult for us to conduct our business operations effectively, and could significantly affect our business, availability of insurance coverage in the future and our results of operations. The occurrence of any one of the above events may result in us being named as a defendant in lawsuits asserting claims for substantial damages, including for personal injury and property damage and fines and/or penalties.

While we believe that the insurance coverage that we maintain is in accordance with industry standards, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all material losses. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, that is not covered by insurance or exceeds our insurance coverage, the loss would have to be borne by us and our cash flows, results of operations and financial performance could be adversely affected. In the event that our Company files a claim under the applicable insurance policy, there is no assurance that we will be able to recover all, or part of the losses incurred.

**15. *We may face significant competition in our business. An inability to compete effectively may lead to a lower market share or reduced operating margins.***

As we are operating in a highly competitive industry with minimal entry barriers exposes our company to the constant threat of new entrants, fostering a landscape characterized by numerous players, both organized and unorganized. The absence of entry barriers intensifies competition, requiring us to navigate challenges from both established and emerging competitors. Our strategic focus centers on delivering standardized, uniformly high-quality products at competitive prices to our consumers. The competitive arena is regionally and product-line segmented, with the added complexity of contending with competitors boasting significantly larger capital bases and resources, offering a broader range of products.

Key determinants of our competitiveness include client relationships, reputation, employee capabilities, market focus, and the perceived quality and pricing of our products. Recognizing these factors, we prioritize consistent product quality and timely delivery at competitive prices to fortify our brand over time. Our competitive edge stems from cost-effective and integrated offerings, a dedicated focus on customer satisfaction, and a reputation for reliability coupled with a commitment to quality assurance.

In navigating the competition posed by both organized and unorganized players, we leverage our technical capabilities, extensive industry experience, and a steadfast commitment to quality assurance. However, it is acknowledged that the competitive landscape is dynamic, and our success hinges on our ability to continually innovate, adapt, and effectively implement future strategies. While we believe our strengths position us well to overcome competitive challenges, there is no assurance that we will consistently compete successfully or fully mitigate the impact of increased competition from other industry players. Vigilant monitoring of market dynamics, agility in strategy implementation, and a relentless commitment to meeting customer expectations remain paramount as we strive to secure and strengthen our position in this competitive business environment.

**16. *Our financial condition could be negatively impacted by delays or defaults in customer payments.***

Our company faces inherent financial risks associated with payment delays and potential defaults by customers, and our overall financial position and performance are intricately linked to the creditworthiness of our clientele. Notably, we encounter situations where advance payments are not received upon the signing of purchase orders, exposing us to working capital challenges, particularly when delays in customer payments necessitate additional investments. This dependence on the timely receipt of payments is crucial for maintaining healthy operating results.

While our company has not experienced customer defaults in the past, the Restated consolidated financial statements for the fiscal years ending March 31, 2021, 2022, 2023 and for the period ended October 31, 2023 indicate trade receivables of ₹ 1,631.37 lakhs, ₹ 1,439.45 lakhs, ₹ 1,914.79 lakhs and ₹ 2,748.92 lakhs, respectively. Despite a history without such instances of default, it is crucial to recognize that past performance does not guarantee future outcomes.

The potential risks lie in uncertainties surrounding the timeliness of customer payments and their ability to fulfill financial obligations, which may be influenced by factors such as their financial difficulties, cash flow challenges, declining business performance, or broader economic downturns. Any instance where a customer defaults, especially after our company has committed significant resources or made substantial investments, could significantly impact our operating results.

**17. *The stability and reliability of the logistics and transportation infrastructure are crucial for our success. Any disruption in these services could hinder our suppliers' ability to deliver materials or our ability to deliver materials to our customers. Additionally, such disruptions may lead to increased transportation costs, adversely affecting our operations.***

Our reliance on third-party transportation services for the procurement and supply of materials introduces inherent risks, particularly in road transportation. The transportation process is exposed to various potential hazards, including collisions, grounding, storms, fires, explosions, lightning, political instability, and operational restrictions or lockdowns resulting from events such as the outbreak of infectious diseases. These risks have the potential to cause delays and disruptions in the transportation of materials, which could, in turn, adversely impact on our ability to procure materials and fulfill customer delivery schedules in an economically efficient manner.

To mitigate the risks associated with potential delays and disruptions in transportation, we may find it necessary to maintain an inventory. While this strategy can contribute to ensuring timely delivery, it concurrently presents the challenge of increased inventory holding costs, potentially impacting our overall operational expenses.

Despite our proactive approach to risk management, including the provision of insurance coverage, the unpredictable nature of external events and unforeseen circumstances remains a challenge. The effectiveness of our risk mitigation strategies may be tested during unexpected events, and any lapses in the transportation process could have cascading effects on our supply chain, production, and customer commitments.

Our utilization of third-party transportation services is essential for the efficient functioning of our procurement and supply chain, it is crucial to acknowledge and actively manage the associated risks. This includes ongoing assessments of our transportation providers, contingency planning for potential disruptions, and a proactive response to unforeseen events that could impact the transportation of materials.

**18. *Our Company has not identified list of MSME vendors.***

Our Company has not identified list of MSME vendors in the past. On account of non-identification of MSME vendors, there may be inaccuracy in disclosures made in the Restated financial statements of the Company. While our Company has not encountered any disputes with vendors or received any notice from any regulatory authority till date. Any dispute or notice from regulatory authority could significantly impact our financial standing. It is imperative to address this situation to mitigate potential risks and uncertainties.

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

Our Company has entered into various transactions with our Directors, Promoters and Promoter Group members and Subsidiary Companies. These transactions, inter-alia include salary/remuneration, loans and advances, reimbursement of expenses etc. For details, please refer to "Related Party Transactions" under Section titled "*Financial Information of the Company*" and Chapter titled "*Capital Structure*" beginning on Page No. 159 and 66 respectively of this Red Herring Prospectus. Our Company has entered into such transactions due to easy proximity and quick execution. 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 favourable 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.

**20. *Default in filing statutory forms with Registrar of Companies and other statutory authorities. Any penalty or action taken by any regulatory authorities in future, for non-compliance with provisions of corporate and other law could impact the reputation and financial position of the Company to that extent.***

Our company has failed to comply with certain statutory provisions in the past including but not limited to the details as mentioned in this risk factor. The Company has not filed certain ROC forms such as DPT-3 for March 31, 2019 and March 31, 2020, MSME Forms Form CHG-1 loans taken in the past which inter-alia includes non-compliance of Section 77 of the Companies Act, 2013 and is subject to penalty under section 86 and/or other relevant provision(s) of Companies Act, 2013, as maybe applicable. There are certain discrepancies in complying with some of the provisions of Companies Act, 2013. As mentioned on Page No. 159 of Consolidated financial statements auditors have mentioned remarks for Financial year 2021 and 2022, stating that the management wrongly adopted percentage consolidation method to present its consolidated financial statement. Hence, figures were understated, hence restated now as per applicable Accounting Standard AS-21 Consolidated of financial statements, In Financial year 2021 and 2022, the management wrongly adopted percentage consolidation method to present its consolidated financial statement. Hence, Minority Share of Profit and reserves were understated, hence now restated as per applicable accounting standard AS-21 Consolidated of financial statements.

Further, our company has made certain errors in complying with the provisions of Companies Act, 2013 such as submission of incorrect/unsigned attachments in ROC Forms, no reply in the Directors' Report for adverse remark of Auditors Reports. Although, no show cause notice in respect of the above has been received by the Company till date, any penalty imposed for such non-compliance in future by any regulatory authority could affect our financial conditions to that extent.

Also, in the past, there have been some instances of delay in statutory filings like GST, PF/ESIC returns and there is no assurance that such delay may not happen in future. Although, no show cause notice in respect of the above has been received by the Company till date, any penalty imposed for such non-compliance or delay in future by any regulatory authority could affect our financial conditions to that extent.

**21. *Our adherence to strict quality requirements is essential as any failure to comply with these standards could result in the cancellation of existing and future orders. Moreover, unsatisfied clientele can significantly impact our business operations and future prospects.***

Adherence to quality standards is crucial for our business to maintain strong relationships with customers and ensure their satisfaction. Failure to achieve or sustain compliance with these standards can lead to adverse consequences, including a potential decrease in orders from our client's. Client's may prefer competitors who consistently meet quality requirements, which can harm our reputation and market position.

In the event of a degradation in quality, we may face legal disputes and commercial conflicts, further impacting our business and financial condition. Inadequate insurance coverage for potential liabilities may also expose us to financial risks, affecting our overall financial performance.

Maintaining positive and ongoing relationships with customers is essential for our business continuity. Any disruption or failure to maintain these relationships could have adverse effects on our business, financial condition, and operational results. To sustain this trend, we must diligently manage our reputation and ensure a track record of successful project execution. Failure to do so may result in losing opportunities to bid on limited tenders from both existing and potential clients, negatively impacting our growth prospects.

Moreover, the termination of existing purchase orders at the sole discretion of clients could be detrimental to our reputation and growth potential. Clients appointing other companies to complete balance work may lead to revenue losses and hinder our ability to secure future projects.

**22. *Our inability to manage inventory and trade receivables in an effective manner could affect our business.***

Our business model requires us to maintain a certain level of inventory to meet the present and future orders. If we underestimate the orders that we may receive we may experience inventory shortages and a loss of opportunity. Similarly, an over estimation of orders may result in over stocking leading to increased holding costs. Additionally, any over run in holding of such goods may lead to their decay. Therefore, any mismanagement on our part to determine the optimum inventory levels may impact our operations and cause us to incur losses. Also, an increase in trade receivables could adversely affect our business.

**23. *Orders in our order book may be delayed, modified or cancelled and may be withdrawn or may not translate to confirmed orders, which may have a material adverse effect on our business, results of operations and financial condition.***

Due to changes in project scope and schedule, we cannot predict with certainty when, or if the projects in our order book will be performed. In addition, when a project proceeds as scheduled, it is possible that our customers may default and fail to pay amounts due. We cannot guarantee that the income anticipated in our order book will be realized on time, or at all. Any project cancellations

or scope adjustments, which may occur from time to time, could reduce the amount of our order book and the income and profits that we ultimately earn from the contracts. Any delay, cancellation or payment default could have a material adverse effect on our business, results of operations and financial condition. For further details, please refer to chapter titled “Our Business” beginning on Page No. 101 of this Red Herring Prospectus.

**24. *Latent defects in our products may increase its after-sales cost or we may suffer losses on account of replacements/ product recalls.***

Despite conducting thorough testing before dispatch, our products may still encounter errors, defects, performance issues, or latent defects in both existing and new offerings and the presence of such defects may lead to substantial after sales support and repair costs under our purchase orders. Moreover, the recurrence of these issues could result in delays or a decline in market acceptance, posing potential risks to our business, market reputation, and financial condition.

As of the date of this Red Herring Prospectus, no instances of product recall have been experienced. However, potential losses could arise from the replacement or repair of products that fail to perform as outlined in the purchase orders of with the client. Manufacturing defects may also contribute to the erosion of our goodwill.

In the event that a supplier fails to meet quality standards, it exposes the Company to the risk of product liability claims or disruptions in the production schedule. Defects in products may lead to customer claims for damages, resulting in substantial costs and adverse publicity while defending such claims. Despite obtaining quality assurances from suppliers, there is no guarantee that these assurances or warranties will be successfully obtained or enforced. Any occurrences of product recalls would adversely impact the Company's business, financial results, and overall financial condition.

**25. *We may fail to obtain certain regulatory approvals in the ordinary course of our business in a timely manner or at all, or to comply with the terms and conditions of our existing regulatory approvals and licences which may have a material adverse effect on the continuity of our business and may impede our effective operations in the future.***

We have submitted certain applications to various regulatory authorities seeking approvals and licenses. For details, please refer to the section titled “**Government Approvals**” of this Red Herring Prospectus. There can be no assurance that the relevant authorities will issue such permits or approvals to us or that they will be issued on time. Further, these permits, licenses and approvals are subject to several conditions and we cannot assure you that we will be able to continuously meet the conditions, which may lead to cancellation, revocation or suspension of relevant permits/licences/approvals. Failure on our part to renew or maintain such permits, licenses or approvals may result in the interruption of our operations and may have a material impact on our business.

In the future, we may also be required to obtain new permits and approvals for our proposed operations. While we believe that we will be able to obtain such permits and approvals as and when required, there can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Failure by us to maintain or obtain the required permits or approvals, may result in the interruption of our operations or delay or prevent our expansion plans and may have a material and adverse effect on our business, financial condition and results of operations.

**26. *As we continue to grow, we may not be able to effectively manage our growth and the increased complexity of our business, which could negatively impact our brand and financial performance.***

Our growth strategies are ambitious and have the potential to place significant demands on our management, administrative, technological, operational, and financial infrastructure. As we expand our business, there is a risk that we may face challenges in maintaining the quality of our services. The success of our growth strategies is subject to various factors, including business developments, securing new projects, timely project completions, investment opportunities, and unforeseen contingencies. We acknowledge that there may be difficulties and delays in executing our growth plans due to factors beyond our control, such as the availability of human and capital resources, delayed or non-payment by clients, failure to accurately identify market trends, cost escalations for raw materials and labour.

The execution of our projects may also be affected by delays arising from unanticipated circumstances or unforeseen risks, leading to potential delays and increased costs. We cannot guarantee that we will always meet the expectations of our clients or execute our growth strategy on time and within estimated costs. To effectively manage our growth, we recognize the need to implement and improve operational systems, procedures, and controls. However, as we expand and diversify, there is a possibility that we may face challenges in implementing, managing, or executing these initiatives efficiently and in a timely manner. Such challenges could result in delays, increased costs, and potential compromises in service quality, which may adversely affect our results of operations and reputation.

Moreover, if we raise additional funds for our growth through debt financing, it will increase our interest and debt repayment obligations, potentially limiting our access to cash flow from operations and other means of financing. The availability and costs of financing are subject to various economic and financial market conditions, investor confidence, and the success of our ongoing

projects.

It is essential to acknowledge that our management may reassess current strategies, and any changes in our approach could impose significant strain on our resources and operations. There is also a risk that we may not achieve the targeted operational levels from our future projects. The successful execution of our growth strategies is not guaranteed, and there are inherent uncertainties associated with such endeavors. If we encounter challenges or fail to execute our growth plans effectively, it could materially and adversely impact our business, prospects, and results of operations.

**27. *Fluctuating prices of raw materials may affect our operations.***

Production quantity and cost of our products are dependent on our ability to source raw materials at acceptable prices and maintain a stable and sufficient supply of our major raw materials. We procure majority of raw material from local suppliers with whom we have no formal arrangements. There can be no assurance that we will be able to procure all of our future raw material requirements at commercially viable prices. Furthermore, in the event that such suppliers discontinue their supply to us or if we are unable to source quality raw material from other suppliers at competitive prices, we may not be able to meet our production and sales targets. Interruption of, or a shortage in the supply of, raw material may result in our inability to operate our production facilities at optimal capacities or at all, leading to a decline in production and sales. An inability to procure sufficient quality raw material at reasonable cost, or an inability to pass on any increases in the price of raw material to our customers could adversely affect our business, results of operations and financial condition.

**28. *If our company fails to deliver solutions in the required manner or with the expected quality, it could impact our ability to secure future projects in the market and tarnish the company's reputation.***

The inability of our company to deliver solutions in the manner and quality expected by clients poses significant risks to our market standing and future project acquisition. Meeting client expectations is not only critical for securing current projects but also plays a pivotal role in shaping our reputation and influencing our ability to attract future business. If our company falls short in delivering solutions according to client specifications, it could lead to dissatisfied customers, damage our brand image, and erode the trust that is essential in client relationships.

Furthermore, subpar performance on current projects may result in negative word-of-mouth, adversely affecting our chances of securing new projects. Clients often rely on references and past performance when making decisions about project awards, and a tarnished reputation may hinder our competitiveness in the market.

To mitigate these risks, it is imperative for our company to prioritize quality assurance, client satisfaction, and effective communication throughout the project lifecycle. This involves clearly understanding client requirements, setting realistic expectations, and ensuring that our team has the necessary skills and resources to deliver high-quality solutions. Proactive communication with clients, addressing concerns promptly, and demonstrating a commitment to continuous improvement can help build and maintain positive relationships.

Investing in ongoing training for our workforce, staying abreast of industry best practices, and incorporating client feedback into our processes are crucial steps in ensuring that our company remains capable of delivering solutions that meet or exceed client expectations. By consistently providing high-quality solutions and fostering positive client relationships, we can safeguard our reputation, enhance our market standing, and position ourselves favorably for future project opportunities.

**27. *Our Subsidiary Company is engaged in similar line of business. Any conflict of interest in future may occur between us and our Subsidiary Company which may adversely affect our business, prospects, results of operations and financial condition.***

Our Company is engaged in the business of providing various kinds of storage solutions to the clients. Our Subsidiary entity/company namely Glaukoustech Solutions Private Limited is also engaged in the similar line of business. Further we have not executed any Non-Compete Agreement with our Subsidiary Entity/Company.

As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and Subsidiary Company, in circumstances where our respective interests diverge. In cases of conflict, our Promoters may favour our Subsidiary Company in which our Promoters have interests. There can be no assurance that our Promoters/Promoter Group and Subsidiary Companies will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our business, results of operations and financial condition. For further details please refer to chapter titled “*Our History and Corporate Structure*” beginning on Page no. 127 of this Red Herring Prospectus.

**28. *We have significant working capital requirements. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business, cash flows and results of operations.***

The successful operation of our business heavily relies on significant working capital, which is essential for various aspects, including financing project operations, inventory management, and the purchase of raw materials. However, changes in credit terms and payment delays can adversely impact our working capital, resulting in lower cash flows and increased funding requirements. Inadequate financing of our working capital needs may arise due to several factors, such as delays in disbursements under financing arrangements, higher interest rates, increased insurance costs, or borrowing and lending restrictions. Such circumstances could have a material adverse effect on our overall business, financial condition, and prospects.

Another aspect influencing our working capital is the retention money withheld by clients, which is typically released after product testing or supply completion. Delays in receiving progress payments, release of retention money, or obtaining guarantees in the form from clients can significantly impact our working capital needs.

The combination of these factors places a substantial demand on our working capital, making its management and optimization a critical aspect of our business strategy. As such, we continually strive to enhance our financial management practices to effectively address working capital challenges. By closely monitoring credit terms, payment schedules, and Purchase Orders, we aim to mitigate risks associated with fluctuations in working capital requirements. Additionally, prudent financial planning, exploring diverse financing options, and maintaining strong relationships with financial institutions are key factors in managing our working capital efficiently. Despite our proactive measures, there can be no assurance that working capital fluctuations will not impact our business operations or financial performance.

**29. *If we are unable to service our debt obligations in a timely manner or to comply with various financial and other covenants and other terms and conditions of our financing agreements, it may adversely affect our business, prospects, results of operations and financial condition.***

As of October 31, 2023 our Company had total indebtedness in the form of short term and long-term borrowings of ₹1632.53 lakhs. Our indebtedness could have several important consequences, including but not limited to the following:

- a portion of our cash flows may be used towards repayment of our existing debt, which will reduce the availability of our cash flows to fund working capital, capital expenditures and other general corporate requirements;
- our ability to obtain additional financing in the future at reasonable terms may be restricted;
- fluctuations in market interest rates may affect the cost of our borrowings, as some of our indebtedness is at variable interest rates;
- there could be a material adverse effect on our business, financial condition and results of operations if we are unable to service our indebtedness or otherwise comply with financial and other covenants specified in the financing agreements; and

Some of our financing sanction letters/ agreements may include various conditions and covenants that require us to obtain consent of the lenders prior to carrying out certain activities or entering into certain transactions we have not received sanctioned letters from some the lenders of our Company Certain covenants the arrangement with lenders may require us to obtain approval/permission from our lenders in certain conditions. In the event of default or the breach of certain covenants, our lenders may have 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 No. 210 of this Red Herring Prospectus.

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

Our project operations require deployment and our ability to retain labour. In case such labour workforce is unavailable, or we are unable to identify and retain such labour our business could be adversely affected. We cannot guarantee that we may be able to continue with the same on favourable terms or at all. Any such failure may impact the operations, business process and profitability. Additionally, there have been amendments in the labour and Employment related laws, which may have a direct impact on our employee costs and consequently, on our margins. Further, latest amendments in labour laws in India may be lead to increasing cost of compliance, wages, social security, Occupational Safety, Health and Working Conditions. We cannot assure you that we will continue to comply with all these labour related laws and that as we continue to grow our business in the future, our labour and employee costs coupled with operating compliances and expenses will not significantly increase. Our employees are not unionized currently. However, there is no assurance that our employees will not seek unionization in the future. In the event that employees at our project sites take any steps to unionise, it may become difficult for us to maintain flexible labour policies, and may increase our costs and adversely affect our business.

Any strikes or lock-outs, work stoppages, slowdowns, shut downs, supply interruptions or costs or other factors beyond our control, may disrupt our operations and could negatively impact our financial performance or financial condition. Additionally, our inability to recruit employees, in particular skilled employees and retain our current workforce could have a material adverse effect on our business, financial condition and profitability. There can be no assurance that we will not experience slowdowns or shutdowns in the manner described above, or in any other manner, in the future, for reasons which are beyond our control. Any slowdown or shutdown will adversely impact our results of operations, market share and financial condition.

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

To remain competitive and efficient, modernization and technology upgradation are crucial for reducing costs and increasing output. Our business heavily relies on technology and machinery to deliver quality services. However, there is a risk of our technology and machinery becoming obsolete over time or not being upgraded timely, which can adversely impact our operations and financial condition, leading to a loss of competitive edge in the market. While we believe that we have implemented updated technology, we understand the importance of continuous improvement. We are committed to staying abreast of the latest technological standards and trends to enhance our capabilities. In the event of a new technology emerging in our industry, we may be required to invest in adopting that technology or upgrading our existing machinery and equipment to remain competitive.

The costs associated with upgrading technology and modernizing machinery are significant, and they can have a substantial impact on our finances and operations. These investments may lead to higher capital expenditures and can temporarily affect our profitability and cash flow. We must carefully assess the potential benefits and returns on such investments to ensure they align with our long-term growth objectives.

Our ability to successfully implement technology upgrades and modernization efforts depends on various factors, including availability of skilled technicians, compatibility of new technology with existing systems, and adequate financial resources. Delays or challenges in adopting new technology can hinder our operational efficiency and competitiveness in the market.

**32. *Failure to efficiently identify and secure business opportunities may hinder our ability to meet our financial objectives.***

The achievement of our financial objectives hinges on our capacity to identify, evaluate, and successfully pursue business opportunities. For business expansion, the recruitment, training, supervision, and management of new employees are imperative, as well as the implementation of systems capable of accommodating our anticipated growth. However, there is no guarantee that these employees will contribute to the success of our business, or that the implementation of such systems will be executed effectively.

The failure to source business opportunities effectively poses a significant risk, potentially resulting in a material adverse impact on our business, financial condition, and operational results. Additionally, the effectiveness of our strategies may be subject to change, and we cannot assure stakeholders that future strategies will mirror those currently in use. There is inherent uncertainty regarding the success of our market analyses, strategies, and plans, particularly under various market conditions. Therefore, the realization of our financial objectives remains contingent on our ability to navigate these challenges and uncertainties effectively.

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

Our Company has availed unsecured loans which may be called by their lenders at any time. As on October 31, 2023 the unsecured loan amounting Rs. 302.55 lakhs were due to lenders. In the event that lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Also, there is no formal agreement with any of our lenders. 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*” and “*Restated Financial Statement*” beginning on Page No. 210 and 159 respectively of Red Herring Prospectus.

**34. *Excessive dependence on banks and financial institutions in respect of Loan facilities obtained by our Company.***

Our company relies on credit facilities provided by banks and financial institutions for various financial requirements, including term loans, overdraft facilities, and other funding needs. These credit facilities play a critical role in supporting our operations and financial stability. Any default or breach of the terms and conditions of these arrangements with the lender could lead to significant challenges for the company.

In the event of a default, we may face operational difficulties, as our ability to access funds for ongoing operations, projects, and repayments may be compromised. This could adversely impact our financial stability and overall financial position. Furthermore, a default could also lead to strained relationships with the lender and may result in additional financial penalties or restrictions on future credit facilities.

The dependency on credit facilities means that our financial health is closely linked to our compliance with the terms of the loan agreements and maintaining a strong financial position. It is essential for us to carefully manage our financial commitments and ensure timely repayments to safeguard our relationship with the lender and maintain access to these credit facilities. It is crucial for us to maintain a strong and positive working relationship with banks and financial institutions, ensure timely repayment of our obligations, and demonstrate sound financial performance to uphold our financial stability and ability to access credit in the future.



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

Our performance depends largely on the efforts and abilities of our promoters, senior management and other key personnel. They have gained experience in this line of business and have over the years built relations with our customers 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 project development and procurement activities, and our overall business operations and the strategic directions taken by our Company. For details in relation to the experience of our key management personnel, see **“Our Management”** on Page No. 132 of this 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 also be required to increase our levels of employee incentives 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.

**36. *The average cost of acquisition of Equity Shares by our Promoters, could be lower than the issue price.***

Our Promoters’ average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price decided by the Company in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapters **“Capital Structure”** beginning on Page No. 66 of this Red Herring Prospectus.

**37. *We could be adversely affected due to misconduct or errors of our employees that are difficult to detect and any such incidents 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 damage 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.

**38. *Failure to efficiently oversee project execution and adhere to milestone schedules may result in project delays, potentially negatively impacting our business and operational outcomes.***

The success of our business is intricately linked to our ability to adeptly manage the execution of our projects. Ineffectiveness or inefficiency in our operational management, particularly in project execution procedures, could escalate our costs and expenses. This, in turn, has the potential to lead to project delays, significantly and adversely impacting our overall profitability.

Moreover, some of our purchase orders typically outline specific milestones that must be achieved within predetermined timeframes. Failure to meet these project milestones, as stipulated in the terms of the relevant purchase order, may render us liable to our clients. The efficacy of our project management processes and our capacity to execute projects in a timely manner may be influenced by a range of factors, including:

- *Delays in Client Inputs:* Slow receipt of work schedules and necessary design inputs, approvals, and decisions from the client can impede project progress.
- *Supply Chain Challenges:* Delays in the delivery of raw materials, components, or equipment can disrupt project timelines.
- *Changes in Project Plans:* Modifications to project plans and process requirements may introduce complexities and cause delays.
- *Interface Issues:* Delays resulting from interface issues between various project components can hinder overall project execution.
- *Environmental Considerations:* Delays attributable to environmental considerations can affect project timelines and execution.
- *Onsite Incidents:* Accidents during the delivery, installation, or onsite activities related to our products can lead to delays.
- *Labor Availability:* Shortages in skilled and unskilled labor can impact the efficiency of project execution.
- *External Disruptions:* Local strikes, work stoppages, curfews by political parties, adverse weather conditions, and changes to legal, regulatory, or tax regimes can introduce unpredictability and disruptions.

The occurrence of any of these factors has the potential to adversely affect our results of operations and financial condition. Therefore, proactive management and mitigation strategies are essential to navigate these challenges effectively and ensure the successful execution of projects within the stipulated timelines.

**39. *We may not be able to secure new contracts and/or customers.***

A significant portion of our business operates on an order-based and non-recurring model, necessitating a continuous and consistent effort to acquire new customers and secure orders. Ensuring that our products offer the best value for money in the market is crucial during order execution. Striking a balance between providing high value to customers and maintaining sufficient profit margins requires optimal efficiency in our designs, team operations, and after-sales services compared to our competitors.

Throughout the order execution process, our design and manufacturing team conceptualizes the product before production, determining raw material requirements based on the design. Leveraging advanced technology, we anticipate our design and engineering team's ability to create products that use the least raw materials without compromising safety and stability. However, any increase in the cost of raw materials would lead to a corresponding rise in the steel consumption for the order, consequently escalating the overall order cost. Importantly, there is no guarantee that competitors will not enhance the efficiency of their product designs through the latest technology.

Efficient product delivery is pivotal in securing new customers and projects. Failing to do so not only impacts profitability but also affects our overall financial performance. Executing projects with lower profit margins presents challenges to our financial well-being. Consequently, our profitability and financial performance are intricately linked to our ability to consistently secure new, profitable projects. Any hindrance to this process, for whatever reason, has the potential to materially and adversely affect our profitability and overall financial performance. Therefore, the ongoing pursuit of profitable projects remains critical to our sustained success in the dynamic market landscape.

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

Our company faces potential risks related to incidents of theft or damage to inventory. While we have not encountered such situations in the past, we acknowledge that there is a possibility of experiencing inventory losses due to various factors such as employee theft, vendor fraud, and general administrative errors. These incidents could have a negative impact on our results of operations and financial condition. During the execution of the contract and up to defect liability period we are generally fully liable to compensate all concerned for any loss, damage, or destruction of work, structure, property etc. including third party risk arising due to causes attributable to us.

Despite implementing security measures and internal controls, there is no guarantee that we will completely avoid instances of fraud, theft, employee negligence, or security lapses in the future. Any such occurrence could lead to significant financial losses and affect our overall business performance.

Although we have insurance coverage against losses due to theft, fire, breakage, or damage caused by other casualties, the extent of coverage may not fully mitigate the financial impact of such incidents on our operations and financial condition. In some cases, the losses incurred may exceed the insurance coverage, resulting in additional financial strain for the company.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our Dividend history refer to the Section "*Dividend Policy*" on Page No. 158 of the Red Herring Prospectus.

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

Our promoter along with the promoter group will continue to hold collectively upto 70.09 % of the postpaid up Equity share capital of the company. As a result of the same, they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholder's vote. Such a concentration of the ownership may also have the affect of delaying, preventing or deterring any change in the control of our company. In addition to the above, our promoter will continue to have the ability to take actions that are not in, or may conflict with our interest or the interest of some or all of our minority shareholders, and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

**43. Any variation in the utilization of the Net Proceeds as disclosed in this 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 utilization for the working capital requirement of our Company and general corporate purposes. For further details of the proposed objects of the Issue, see “*Objects of the Issue*” beginning on Page No. 80. However, these objects of the Issue have not been appraised by any bank, financial institution or other independent agency. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this 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 Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoter will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition, if any, which may adversely affect our business and results of operations.

**44. Any future issuance of our Equity Shares may dilute prospective investors’ shareholding, and sales of our Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.**

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

Any 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.

**45. 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 Offer Price.**

The offer price of the equity shares have been based on many factor and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled “*Basis for Issue Price*” beginning on Page No. 86 of the Red Herring Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

**46. Our Promoters and Directors have provided personal guarantees for financing facilities availed by our Company and may in the future provide additional guarantees and any failure or default by our Company to repay such facilities in accordance with the terms and conditions of the financing agreements could trigger repayment obligations on them, which may impact their ability to effectively service their obligations as our Promoters and Directors and thereby, adversely impact our**

***business and operations.***

Our Promoters have personally guaranteed the repayment of certain loan facilities taken by us. Our Promoters and Directors may continue to provide such guarantees and other security post listing. In case of a default under our loan agreements, any of the guarantees provided by our Promoters and Directors may be invoked, which could negatively impact the reputation and net worth of our Promoters and Directors. In addition, our guarantors may be required to liquidate their shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company.

Furthermore, in the event that our Promoters and Directors withdraw or terminate their guarantees, 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.

- 47. The Objects of the Issue for which funds are being raised, are based on our management estimates and the same have not been appraised by any bank or financial institution or any independent agency. The deployment of funds is entirely at our discretion, based on the parameters as mentioned in the chapter titles “Objects of the Issue”.***

The fund requirement and deployment, as mentioned in the “*Objects of the Issue*” on page 86 of this Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the 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 on page 84 under chapter “*Objects of the Issue*” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated on page 84 under chapter “*Objects of the Issue*” will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

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

This Red Herring Prospectus includes information on Industry in which we operate from various sources. For further details, please see “*Industry Overview*” beginning on page 94. 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 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.

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

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

- 50. Our Company has not received appropriate documentary evidence with regard to the past Experience of some of our Directors.***

The Experience certificates pertaining to the work experience of our some of the Directors of our Company are not traceable. While our company has taken all necessary steps in order to obtain the relevant supporting documents, some of our directors have not been able to procure the same. Accordingly, our Company has relied upon undertaking/bio-data furnished by our Directors. Our Company cannot assure whether details furnished by our Directors in undertaking/bio-data is appropriate.

- 51. Our Company has not received permanent account number and driving license for some of our promoter/ promoters group***

*/ directors is not available*

The Permanent Account Number documentation for certain members within the Promoter Group is currently untraceable. Notably, two of our promoters, namely Khasim Sait and Mohammad Arif Abdul Gaffar Dor, do not possess a valid driving license. Additionally, it has come to our attention that Mohammad Arif Abdul Gaffar Dor's driving license has expired, and he has not initiated the renewal process. Furthermore, Khasim Sait has never applied for a driving license.

In response to these circumstances, our Company has relied upon affidavits, undertakings, and email confirmations provided by the promoters and promoter group. However, it is crucial to note that our Company cannot guarantee the accuracy or appropriateness of the information furnished by them in these affidavits, undertakings, or email confirmations.

#### **EXTERNAL RISKS:**

- 1. 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. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations.

- 2. Investor may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short-term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 10%, in excess of Rs. 1,00,000. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

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

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

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.

**4. *The COVID-19 pandemic, or any future pandemic or widespread public health emergency, could materially and adversely impact our business, financial condition, cash flows and results of operations.***

In late 2019, COVID-19 emerged and by March 11, 2020 was declared a global pandemic by The World Health Organization. Governments and municipalities around the world instituted measures in an effort to control the spread of COVID-19, including quarantines, shelter-in-place orders, school closings, travel restrictions, lock down of cities and closure of non-essential businesses. By the end of March, the macroeconomic impacts became significant, exhibited by, among other things, a rise in unemployment and market volatility. The outbreak of COVID-19 in many countries, including India, the United Kingdom and the United States, has significantly and adversely impacted economic activity and has contributed to significant volatility and negative pressure in financial markets, and it is possible that the outbreak of COVID-19 will cause a prolonged global economic crisis, recession or depression, despite monetary and fiscal interventions by governments and central banks globally. On March 24, 2020, the Government of India ordered a national lockdown in response to the spread of COVID-19.

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our clients and service providers, which could adversely affect our business, financial condition and results of operations. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines, shelter in place orders, and shutdowns. These measures have impacted and may further impact our workforce and operations, the operations of our clients, and those of our respective service providers.

The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency impacts our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including: the scope, severity, and duration of the pandemic; actions taken by governments, business and individuals in response to the pandemic; the effect on customer demand for and ability to pay for our products; the impact on our capital expenditure; disruptions or restrictions on our employees' and suppliers' ability to work and travel; any extended period of remote work arrangements; and strain on our or our customers' business continuity plans, and resultant operational risk.

**5. *Terrorist attacks or war or conflicts involving India or other countries could adversely affect consumer and business sentiment and the financial markets and adversely affect our business.***

Terrorist attacks and other acts of violence or war may adversely affect global equity markets and economic growth as well as the Indian economy and stock markets. Such acts negatively impact business and economic sentiment, which could adversely affect our business and profitability. Also, India has from time to time experienced, and continues to experience, social and civil unrest and hostilities with neighboring countries. Armed conflicts could disrupt communications and adversely affect the Indian economy. Such events could also create a perception that investments in Indian companies involve a high degree of risk. This, in turn, could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares. The consequences of any armed conflicts are unpredictable and we therefore may not be able to foresee events that could have an adverse effect on our business.

**6. *Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock prices.***

Global economic and political factors that are beyond our control, influence forecasts directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

**7. *The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.***

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

**8. *Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

**9. *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 affect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

**10. *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.

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

**12. *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, investor's 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.

**13. *We have not prepared, and currently do not intend to prepare, our Restated financial statements in accordance with the International Financial Reporting Standards ("IFRS"). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.***

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in

accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the “IFRS Convergence Note”). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders’ equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

**14. *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 229 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 224. 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.

**15. *The Equity Shares have never been publicly traded, and the Offer may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Offer Price.***

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for the Equity



Shares will develop, or if developed, there will be liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Offer. The market price of the Equity Shares after the Offer can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian and global machine tools industry, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalisation and deregulation policies, and significant developments in India's fiscal regulations. In addition, the Stock Exchanges may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Equity Shares. General or industry-specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance may also affect the price of the Equity Shares. In particular, the stock market as a whole in the past has experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

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

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations, which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and, or, we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition.

Any further issuance of Equity Shares, or convertible securities or other equity-linked instruments by us may dilute your shareholding. We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. We cannot assure you that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

**17. *Financial difficulty and other problems in certain long-term lending institutions and investment institutions in India could have a negative impact on our business.***

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is referred to as "systemic risk," may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we interact on a daily basis. Our transactions with these financial institutions expose us to credit risk in the event of default by the counter party, which can be exacerbated during periods of market illiquidity. As the Indian financial system operates within an emerging market, we face risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions and banks. This in turn could adversely affect our business, financial condition, results of operations and cash flows.

**18. *The sale of Equity Shares by our Promoters in future may adversely affect the market price of the Equity Shares.***

After the completion of the Offer, our Promoters will still own a significant percentage of our issued Equity Shares. The sale of a large number of the Equity Shares by our Promoters could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur, could adversely affect the market price of the Equity Shares. No assurance may be given that our Promoters will not dispose of, pledge or encumber their Equity Shares in the future.

**19. *There is no guarantee that our Equity Shares will be listed on the BSE in a timely manner or at all.***

There is no guarantee that our Equity Shares will be listed on the BSE in a timely manner or at all. In accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

## SECTION IV – INTRODUCTION

### THE ISSUE

The following table summarizes the Issue details of this Red Herring Prospectus:

<b>Equity Shares Issued</b> <sup>(1)(2)(3)*</sup>	Issue of upto 38,40,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. [●]/- per Equity Share (including a share premium of ₹ [●] per equity share) aggregating Rs. [●] Lakhs
<b>Consisting of</b>	
<b>Reserved for Market Maker</b>	2,00,000 Equity Shares of face value of Rs. 10/- each fully paid for cash each at a price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakhs
<b>Net Issue to the Public</b>	Upto 36,40,000 Equity Shares of Rs. 10/- each fully paid for cash at a price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakhs
<b>Of which</b>	
<b>A. QIB Portion</b> <sup>(4)(5)</sup>	Not more than 18,17,600 Equity Shares aggregating ₹ [●] Lakhs
<b>Of which:</b>	
i) Anchor Investor Portion	10,89,600 Equity Shares aggregating to ₹ [●] Lakhs
ii) Net QIB Portion (Assuming Anchor Investor Portion is fully subscribed)	7,28,000 Equity Shares aggregating to ₹ [●] Lakhs
<b>Of which:</b>	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>B. Non-Institutional Portion</b>	Not less than 5,47,200 Equity Shares aggregating up to ₹ [●] Lakhs
<b>C. Retail Portion</b>	Not less than 12,75,200 Equity Shares aggregating up to ₹ [●] Lakhs
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	90,00,000 Equity Shares of Rs. 10/- each fully paid-up
<b>Equity Shares outstanding after the Issue</b>	1,28,40,000 Equity Shares of Rs. 10/- each fully paid-up
<b>Use of Net Proceeds</b>	For details, please refer chapter titled “ <i>Objects of The Issue</i> ” beginning on Page no. 80 of this Red Herring Prospectus.

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

- (1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) and Regulation 253(1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being issued to the public for subscription.
- (2) The present Issue has been authorized pursuant to a resolution of our Board dated January 10, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on January 10, 2024.
- (3) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price.
- (4) Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

- (5) Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the 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 within the offer price band. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “*Issue Procedure*” beginning on page 257 of this Red Herring Prospectus.

**SUMMARY OF FINANCIAL INFORMATION**

**ANNEXURE – 1: RESTATED STATEMENT OF ASSETS AND LIABILITIES**

*(₹ in lakhs)*

Sr. No.	Particulars	For the period ended	For the year ended		
		October 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
	<b>EQUITY AND LIABILITIES</b>				
1)	<b><u>Shareholder's Funds</u></b>				
	a. Share Capital	300.00	300.00	300.00	100.00
	b. Reserves & Surplus	653.52	294.61	246.31	466.81
	c. Minority Interest	15.20	15.78	3.53	3.94
2)	<b><u>Non - Current Liabilities</u></b>				
	a. Long-term Borrowings	404.13	358.62	566.71	205.01
	b. Deferred Tax Liabilities	27.16	15.08	7.71	2.51
	c. Long-term Provisions	36.80	45.02	33.79	33.82
3)	<b><u>Current Liabilities</u></b>				
	a. Short Term Borrowings	1,228.40	573.01	304.39	142.47
	b. Trade Payables				
	- Due to Micro, Small and Medium Enterprises	-	-	-	-
	- Due to Others	2,748.92	1,914.79	1,439.45	1,631.37
	c. Other Current Liabilities	845.46	411.34	578.65	459.43
	d. Short Term Provisions	116.18	75.76	87.16	67.68
	<b>T O T A L</b>	<b>6,375.77</b>	<b>4,004.01</b>	<b>3,567.70</b>	<b>3,113.04</b>
	<b>ASSETS</b>				
1)	<b><u>Non-Current Assets</u></b>				
	a. Property, Plant & Equipment and Intangible Assets				
	- Property, Plant & Equipment	898.91	930.59	991.06	618.34
	- Intangible Assets	2.47	1.72	1.70	-
	- Capital Work-in-Progress	-	-	-	-
	b. Deferred Tax Assets	-	-	-	-
	c. Long-term Loans & Advances	66.17	11.92	49.75	-
	d. Other Non-current assets	149.62	147.65	147.65	124.66
2)	<b><u>Current Assets</u></b>				
	a. Inventories	1,390.62	633.60	543.81	382.19
	b. Trade Receivables	2,712.42	1,571.34	1,431.67	1,617.16
	c. Cash and Bank Balance	266.47	140.56	120.56	91.04
	d. Short-term loan and advances	888.87	565.99	280.86	278.99
	e. Other current assets	0.22	0.64	0.64	0.66
	<b>TOTAL</b>	<b>6,375.77</b>	<b>4,004.01</b>	<b>3,567.70</b>	<b>3,113.04</b>

**ANNEXURE 2: RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS**

*(₹ in lakhs)*

Sr. No.	Particulars	For the Period	For the year ended
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		ended			
		October 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>A</b>	<b>Revenues:</b>				
	Revenue from Operations	5,291.70	8,131.94	6,986.65	4,849.48
	Other Income	25.39	5.18	3.07	2.90
	<b>Total Revenues (A)</b>	<b>5,317.09</b>	<b>8,137.12</b>	<b>6,989.72</b>	<b>4,852.38</b>
<b>B</b>	<b>Expenses:</b>				
	Cost of material consumed	3,777.81	5,301.31	4,797.15	3,299.65
	Direct Expenses	200.51	243.74	248.89	239.60
	Changes in Inventories of Work-in-progress, Finished goods and Stock in trade	(338.57)	8.57	(10.24)	(35.72)
	Employee benefits expense	464.11	826.78	877.84	653.37
	Finance costs	110.01	165.40	65.70	26.33
	Depreciation and amortization expense	118.33	223.57	211.26	100.91
	Other expenses	499.82	1,289.01	800.69	381.29
	<b>Total Expenses (B)</b>	<b>4,832.02</b>	<b>8,058.38</b>	<b>6,991.29</b>	<b>4,665.43</b>
<b>C</b>	<b>Profit before extraordinary items and tax(A-B)</b>	<b>485.07</b>	<b>78.74</b>	<b>(1.57)</b>	<b>186.95</b>
	Prior period items (Net)		-		
	<b>Profit before exceptional, extraordinary items and tax</b>	485.07	78.74	(1.57)	186.95
	Exceptional items	-	-	-	-
	<b>Profit before extraordinary items and tax</b>	485.07	78.74	(1.57)	186.95
	Extraordinary items	-	-	-	-
<b>C</b>	<b>Profit before tax</b>	<b>485.07</b>	<b>78.74</b>	<b>(1.57)</b>	<b>186.95</b>
<b>D</b>	<b>Tax Expense:</b>				
	(i) Current tax	114.65	10.84	14.11	44.68
	(ii) Deferred tax expenses/(credit)	12.08	7.36	5.21	20.56
	<b>Total Expenses (D)</b>	<b>126.73</b>	<b>18.20</b>	<b>19.32</b>	<b>65.24</b>
<b>E</b>	<b>Profit from continuing operations (C - D)</b>	<b>358.34</b>	<b>60.54</b>	<b>(20.89)</b>	<b>121.71</b>
<b>F</b>	<b>Minority Interest</b>	<b>(0.57)</b>	<b>12.24</b>	<b>(0.40)</b>	<b>3.29</b>
<b>G</b>	<b>Profit for the year (E-F)</b>	<b>358.91</b>	<b>48.30</b>	<b>-20.49</b>	<b>118.42</b>
<b>H</b>	<b>Earnings per share (Face value of ₹ 10/- each):</b>				
	<b>Pre-Bonus issue</b>				
	<b>i. Basic</b>	<b>11.96</b>	<b>1.61</b>	<b>(2.05)</b>	<b>11.84</b>
	<b>ii. Diluted</b>	<b>11.96</b>	<b>1.61</b>	<b>(2.05)</b>	<b>11.84</b>
	<b>Post Bonus issue</b>				
	<b>i. Basic</b>	<b>11.96</b>	<b>1.61</b>	<b>(0.68)</b>	<b>3.95</b>
	<b>ii. Diluted</b>	<b>11.96</b>	<b>1.61</b>	<b>(0.68)</b>	<b>3.95</b>

**ANNEXURE 3: RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS**

(₹ in lakhs)

Particulars	For the Period ended	For the year ended		
	October 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b><u>Cash Flow from Operating Activities:</u></b>				
Net Profit before tax as per Profit and Loss A/c	485.07	78.74	(1.57)	186.95
<b>Adjustments for:</b>				
Finance Cost	110.01	165.40	65.70	26.33
Gratuity Provision	(7.20)	13.21	0.58	2.73
Foreign exchange (gain) /loss	21.17	(2.71)	(1.41)	0.25
Interest Income	(0.74)	(2.12)	(0.97)	(0.29)
Loss/(Profit) on sale of fixed assets	(0.08)	-	-	-
Depreciation and Amortisation Expense	118.33	223.57	211.26	100.91
<b>Operating Profit Before Working Capital Changes</b>	<b>726.56</b>	<b>476.09</b>	<b>273.59</b>	<b>316.88</b>
Adjusted for (Increase)/Decrease in operating assets				
Inventories	(757.02)	(89.79)	(161.62)	(78.35)
Trade Receivables	(1,162.24)	(136.96)	186.90	(907.54)
Short term loan and advances	(322.88)	(285.13)	(1.87)	(260.77)
Other assets	(1.55)	(19.38)	(22.97)	(66.30)
Adjusted for Increase/(Decrease) in operating liabilities:				
Trade Payables	834.13	475.34	(191.92)	859.87
Other Current Liabilities & Provisions	459.12	(154.28)	171.39	397.32
<b>Cash Generated from Operations Before Extra-Ordinary Items</b>	<b>(223.88)</b>	<b>265.89</b>	<b>253.50</b>	<b>261.11</b>
Net Income Tax paid/ refunded	(168.90)	26.99	(96.00)	0.76
<b>Net Cash Flow from/ (used in) Operating Activities: (A)</b>	<b>(392.78)</b>	<b>292.88</b>	<b>157.50</b>	<b>261.86</b>
Investment in subsidiary company	-	-	-	-
Purchase of property, plant & equipment and intangible assets	(88.18)	(163.14)	(586.00)	(446.97)
Sale of property, plant & equipment	0.86	-	0.28	-
Interest Income Received	0.74	2.12	0.97	0.29
<b>Net Cash Flow from/ (used in) Investing Activities: (B)</b>	<b>(86.58)</b>	<b>(161.02)</b>	<b>(584.75)</b>	<b>(446.68)</b>
<b><u>Cash Flow from Financing Activities:</u></b>				
Proceeds/(Repayment) of Borrowings	715.27	34.15	522.50	200.49
Finance Cost Paid	(110.01)	(165.40)	(65.70)	(26.33)
<b>Net Cash Flow from/ (used in) Financing Activities (C)</b>	<b>605.26</b>	<b>(131.25)</b>	<b>456.80</b>	<b>174.16</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	125.90	0.61	29.55	(10.66)
Cash & Cash Equivalents as At Beginning of the Year	121.25	120.64	91.09	101.75
Cash & Cash Equivalents as At End of the Year	<b>247.15</b>	<b>121.25</b>	<b>120.64</b>	<b>91.09</b>

## SECTION V-GENERAL INFORMATION

Our Company was originally incorporated as “Company Limited by Shares” under the name “Storage Technologies and Automation Private Limited” under the provisions of the Companies Act, 1956 and the Certificate of Incorporation was issued by Registrar of Companies, Bangalore on March 19, 2010, vide certificate of incorporation bearing CIN U74900KA2010PTC052918 issue by Central Registration Centre, Assistant Registrar of Companies, Karnataka. 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 August 31, 2023 and consequently the name of our Company was changed from “Storage Technologies and Automation Private Limited ” to “Storage Technologies and Automation Limited ” vide fresh Certificate of Incorporation granted to our Company consequent upon conversion into public limited company dated October 12, 2023 by the Registrar of Companies, Bangalore bearing Corporate Identification Number U74900KA2010PLC052918. For details of change in registered office of our Company, please refer to chapter titled “*History and Corporate Matters*” beginning on Page No. 127 of this Red Herring Prospectus.

### **BRIEF INFORMATION ON COMPANY AND ISSUE**

<b>Particulars</b>	<b>Detail</b>
<b>Name of Issuer</b>	Storage Technologies And Automation Limited
<b>Registered Office</b>	No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore-560064, Karnataka, India,
<b>Telephone No.</b>	+91 98444 86300
<b>E-Mail</b>	<a href="mailto:cs@racksandrollers.com">cs@racksandrollers.com</a>
<b>Website</b>	<a href="https://racksandrollers.com">https://racksandrollers.com</a>
<b>Date of Incorporation</b>	March 19, 2010
<b>Company Identification Number</b>	U74900KA2010PLC052918
<b>Company Registration Number</b>	052918
<b>Company Category</b>	Company Limited by Shares
<b>Registrar of Company</b>	ROC – Bangalore
<b>Company Secretary and Compliance Officer</b>	Ms. Theja Raju <b>Address:</b> No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore-560064, Karnataka, India <b>Telephone No.:</b> +91 98444 86300 <b>Website:</b> <a href="https://racksandrollers.com">https://racksandrollers.com</a> ; <b>E-Mail:</b> <a href="mailto:cs@racksandrollers.com">cs@racksandrollers.com</a>
<b>Chief Financial Officer (CFO)</b>	Mr. Nuumaan Khasim <b>Address:</b> No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore-560064, Karnataka, India <b>Telephone No.:</b> +91 +91 9916666554 <b>Website:</b> <a href="https://racksandrollers.com">https://racksandrollers.com</a> ; <b>E-Mail:</b> <a href="mailto:nuumaan@racksandrollers.com">nuumaan@racksandrollers.com</a>
<b>Designated Stock Exchange</b>	<b>BSE Limited</b>

### **Investor Grievances:**

Investors can contact the Company Secretary and Compliance officer in case of any pre issue or post issue related problems such as non-receipt of letter of allotment or credit of securities in depository’s beneficiary account or dispatch of refund order etc.

All grievances relating to the ASBA process and UPI Process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted or Sponsor Bank, as the case may be. The Applicant should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, UPI ID (in case of RII’s if applicable), date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the Investors shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries/SCSB in addition to the information mentioned hereinabove.

### **BOARD OF DIRECTORS OF OUR COMPANY**



Our Board of Directors of the Company comprises of the following Directors:

Sr. No.	Name	Designation	DIN	Address
1	Mr. Mohammad Arif Abdul Gaffar Dor	Managing Director	02943466	B-1004 RMZ Galleria Residencies, Ambedkar Colony, Yelahanka New Town, Yelahanka, Bengaluru, Karnataka, 560064
2.	Mr. Khasim Sait	Whole time Director	02943503	31, 2nd Main Road, Kausar Nagar, Bangalore North, Bangalore, RT Nagar, Karnataka, 560032
3.	Mr. Nuumaan Khasim	Whole time Director and Chief Financial Officer	06752207	31, 2 <sup>nd</sup> Main Road, Kausar Nagar, Bangalore North, Bangalore, RT Nagar, Karnataka, 560032
4.	Mr. Afzal Hussain	Whole time Director and Chief Executive officer	07522387	31, 2 <sup>nd</sup> Main Road, Kausar Nagar, Bangalore North, Bangalore, RT Nagar, Karnataka, 560032
5.	Mr. Syed Azeem	Whole time Director and COO	07532528	801, 1st Floor 10th Main, 6th Cross, Indiranagar, 2nd Stage Bangalore, Indiranagar, Bangalore, Karnataka, 560038
6.	Mr. Hanif A Khatri	Whole time Director and Chairman	06396115	Apartment No. 3171, 3rd Block Casa Serenita, Soba City Thanisandra Main Road, Bangalore North, Bengaluru, Karnataka, 560077
7.	Mr. Arthur Denzlin Hireanallur Girishappa	Independent Director	03518445	No. 12C Industrial Area, Muddur Taluk, Somanahalli, Mandya Karnataka-571429
8.	Mr. Fayaz Gangjee	Independent Director	00514103	107, S J R Park, Vistaoff Sarjapura Road, Banglore (East), Banglore - 560102
9.	Mr. R Sreenivasan	Independent Director	00034190	B 166, Near Apollo Hospital, Sarita Vihar, South Delhi, Delhi 110076
10.	Ms. Japna Chaudhary	Independent Director	06571320	475, Phase No. 1, Radhey Shyam Vihar, Murad Nagar, Ghaziabad 201001, Uttar Pradesh.

For further details pertaining to the educational qualifications and experience of our directors, please refer to the chapter titled "Our Management" beginning on Page No. 132 of this Red Herring Prospectus.

#### DETAILS OF KEY MARKET INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
<p><b>Oneview Corporate Advisors Private Limited</b>  <b>SEBI Registration Number:</b> INM000011930  <b>Address:</b> Bajaj Bhawan, Room No. 111, 11th Floor, Nariman Point, Mumbai - 400021  <b>Telephone Number:</b> +91- 22- 43472247  <b>Email Id:</b> mbd@oneviewadvisors.com  <b>Website:</b> http://www.oneviewadvisors.com  <b>Contact Person:</b> Alka Mishra  <b>CIN:</b> U74999MH1976PTC407933</p>	<p><b>Integrated Registry Management Services Private limited</b>  <b>SEBI Registration Number:</b> INR000000544  <b>Address:</b> #30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru-560003  <b>Tel. Number:</b> 080-23460815 - 818  <b>Email Id:</b> csdstd@integratedindia.in  <b>Investors Grievance Id:</b> giri@integratedindia.in  <b>Website:</b> www.integratedindia.in  <b>Contact Person:</b> Mr. S Vijayagopal  <b>CIN:</b> U74900TN2015PTC101466</p>
STATUTORY & PEER REVIEW AUDITORS OF THE COMPANY	LEGAL ADVISOR TO THE COMPANY
<p><b>M/s. CGSS &amp; Associates LLP</b>  Chartered Accountants  <b>Address:</b> No. 210, 2<sup>nd</sup> Floor, Commerce House, Cunningham</p>	<p><b>Mindspright Legal</b>  <b>Address:</b> 712-714, C-Wing, Trade World, Kamla City, Senapati Bapat Marg, Lower Parel (West), Mumbai-</p>

Road, Bangalore- 560052, Karnataka. <b>Tel. No.:</b> 080-22280886 <b>Contact Person:</b> Chinnappa. B <b>Email Id:</b> chinnappa@chinnappaassociates.com <b>Membership No.:</b> 204458 <b>Firm Registration No:</b> S200053	400013, Maharashtra, India. <b>Tel No.:</b> +91-22-40020665, <b>Fax:</b> +91-22-40020664 <b>Email:</b> legal@mindspright.co.in <b>Contact Person:</b> Ms. Richa Bhansali <b>Website:</b> https://mindspright.co.in
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BANKERS TO THE COMPANY	BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK
<b>HDFC Bank Limited</b> <b>Address:</b> HDFC Bank Limited 4 <sup>th</sup> Floor, Municipal No, 30/01, Ward No. 77 Nrupathunga Road, Bengaluru-560001 <b>Tel:</b> 8249130025 <b>Mail:</b> Sritam.Sahu@hdfcbank.com <b>Website:</b> www.hdfcbank.com <b>Contact Person:</b> Mr. Sritam Sahu	<b>ICICI Bank Limited</b> <b>Address:</b> Capital Market Division, 163, 5 <sup>th</sup> Floor, H.T.Parekh Marg Backbay Reclamation, Churchgate, Mumbai – 400020 <b>Tel:</b> 022- 68052182 <b>Fax:</b> 022- 22611138 <b>Mail:</b> varun.badai@icicibank.com <b>Website:</b> www.icicibank.com <b>Contact Person:</b> Mr. Varun Badai

### DESIGNATED INTERMEDIARIES

### SELF-CERTIFIED SYNDICATE BANKS

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

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

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

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

### BROKERS TO THE ISSUE

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

### REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

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

### COLLECTING DEPOSITORY PARTICIPANTS

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

### EXPERT OPINION

Except as stated below, our Company has not obtained any expert opinions:

Except for the reports in the section “*Financial Information of the Company*” and “*Statement of Special Tax Benefits*” on page 159 and 91 respectively of this Red Herring Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditor for inclusion of their name. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1933.

#### STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Oneview Corporate Advisors Private Limited is only Book Running Lead Manager to the issue, all the responsibility of the issue will be managed by them.

#### GREEN SHOE OPTION

No Green Shoe Option is applicable for this Issue

#### CREDIT RATING

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

#### IPO GRADING

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

#### FILING OF DRAFT RED HERRING PROSPECTUS / RED HERRING PROSPECTUS/PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

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

The Draft Red Herring Prospectus was not filed with SEBI. SEBI will not issue any observation on the offer document in term of Regulation 246(2) of the 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 the Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus/Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 will be filed online for registration to the Registrar of Companies (RoC) situated ‘E’ Wing, 2<sup>nd</sup> Floor, Kendriya Sadana, Kormangala, Bangalore-560034, Karnataka.

#### CHANGES IN AUDITORS DURING LAST THREE (3) YEARS

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

Particulars	Date of Change	Reason for change
<b>M/s. Chinnappa &amp; Associates</b> Chartered Accountants <b>Address:</b> No. 210, 2nd Floor, Commerce House, Cunningham Road, Bangalore- 560052, Karnataka. <b>Tel. No.:</b> 080-22280886 <b>Contact Person:</b> Chinnappa. B <b>Email Id:</b> chinnappa@chinnappaassociates.com <b>Membership No.:</b> 204458 <b>Firm Registration No:</b> 007124S	December 27, 2023	Due to Non-availability of Peer Review Certificate to Audit the Listed Entities
<b>M/s. CGSS &amp; Associates LLP</b> Chartered Accountants <b>Address:</b> No. 210, 2nd Floor, Commerce House, Cunningham Road, Bangalore- 560052, Karnataka. <b>Tel. No.:</b> 080-22280886 <b>Contact Person:</b> Chinnappa. B <b>Email Id:</b> chinnappa@chinnappaassociates.com <b>Membership No.:</b> 204458 <b>Firm Registration No:</b> S200053	January 10, 2024	Auditor appointed in case of Casual vacancy

M/s. CGSS & Associates LLP, Chartered Accountants, holds Peer Review Certificate issued by The Institute of Chartered Accountants of India vide their Certificate No. 016072 dated December 15, 2023.

## DEBENTURE TRUSTEES

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

## APPRAISAL AND MONITORING AGENCY

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 10,000/- Lakhs. Hence, our Company is not required to appoint a monitoring agency in relation to the issue. However, Audit Committee of our Company will be monitoring the utilization of the Issue Proceeds.

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

## BOOK BUILDING PROCESS

Book Building, in the context of the Issue, refers to the process of collection of Bids from bidders on the basis of the Red Herring Prospectus and the Bid Cum Application forms and the revision forms within the Price Band. The Price Band which were decided by our Company in consultation with the Book Running Lead Manager and advertised in all editions of English national newspaper, all editions of Hindi national newspaper and Regional newspaper where our registered office is situated at least two working days prior to the Bid/ Issue Opening date.

The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date.

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

In terms of SEBI ICDR Regulations, QIBs and Non-Institutional Investors were not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of number of Equity Shares or the Bid Amount) at any stage. RIIs Bidding could revise their Bid(s) during Bid/ Issue Period and withdraw their Bid(s) until Bid/ Issue Closing date. Allocation in the issue will be made on a proportionate basis.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled "**Issue Procedure**" beginning on page 257 of the Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue. For further details on the method and procedure for Bidding, please see section entitled "**Issue Procedure**" on page 257 of this Red Herring Prospectus.

## UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement has been entered on March 19, 2024. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of shares underwritten*	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
<b>Oneview Corporate Advisors Private Limited</b> <b>SEBI Registration Number:</b> INM000011930 <b>Address:</b> Bajaj Bhawan, Room No. 111, 11 <sup>th</sup> Floor, Nariman Point, Mumbai - 400021 <b>Telephone Number:</b> +91- 22- 43472247 <b>Email Id:</b> mbd@oneviewadvisors.com <b>Website:</b> http://www.oneviewadvisors.com <b>Contact Person:</b> Alka Mishra <b>CIN:</b> U74999MH1976PTC407933	Upto 38,40,000 Equity Shares	[•]	100

\*Includes 2,00,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, Nikunj Stock Brokers Limited in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.

In the opinion of our Board of Directors the resources of the above- mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full.

#### DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Book Running Lead Manager have entered into an agreement dated March 19, 2024 with the following Market Maker to fulfil the obligations of Market Making:

<b>Name</b>	Nikunj Stock Brokers Limited
<b>Address</b>	A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi – 110007, India
<b>Telephone No.</b>	+91-11-47030017-18/ 9999492292
<b>Fax No.</b>	NA
<b>Email id</b>	<a href="mailto:complianceofficer@nikunjonline.com">complianceofficer@nikunjonline.com</a>
<b>Website</b>	<a href="http://www.nikunjonline.com">www.nikunjonline.com</a>
<b>Contact Person</b>	Anupam Suman
<b>SEBI Registration No.</b>	INZ000169335
<b>BSE SME Registration Number</b>	SMEMM0664523112017

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the BSE and SEBI in this regard from time to time.

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

- 1) 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).
- 2) The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 4) After a period of three months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the 5% Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% Equity Shares would not be taken into consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.

- 5) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE Limited may intimate the same to SEBI after due verification.
- 6) 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.
- 7) 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. In case equilibrium price is not discovered the price band in the normal trading session shall be based on issue price.
- 8) The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 9) 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.
- 10) The Market Maker(s) shall have the right to terminate said arrangement by giving a one months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

- 11) Risk containment measures and monitoring for Market Makers: SME Platform of BSE Limited will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time- to-time.
- 12) Punitive Action in case of default by Market Makers: BSE 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.

- 13) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
  - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

- 14) Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the issue size and as follows:

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

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / BSE from time to time.

## SECTION VI - CAPITAL STRUCTURE

The Equity Share Capital of our Company, before the issue and after giving effect to the issue, as on the date of filing of the Red Herring Prospectus, is set forth below:

(₹ In Lakh except per share amount)

Sr. No.	Particulars	Aggregate Nominal value	Aggregate value at issue price
1.	<b>Authorized Share Capital</b> 1,50,00,000 Equity Shares of face value of ₹ 10/- each	1500.00	-
2.	<b>Issued, Subscribed and Paid-Up Equity Share Capital before the Issue</b> 90,00,000 Equity Shares of face value of ₹ 10/- each	900.00	-
3.	<b>Present Issue in terms of the Red Herring Prospectus</b>		
	Issue of upto 38,40,000 Equity Shares having Face of ₹ 10/- each at a price of ₹ [●] per Equity Share.	384.00	[●]
	<b>Which comprises of</b>		
	<b>Reservation for Market Maker Portion</b> 2,00,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share reserved as Market Maker Portion	20.00	[●]
	<b>Net Issue to Public</b> Net Issue to Public of 36,40,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share to the Public	364.00	[●]
	Net Issue* to Public consists of :		
	Atleast 12,75,200 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share will be available for allocation to Retail Individual Investors	127.52	[●]
	Atleast 5,47,200 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share will be available for allocation to Non-Institutional Investors	54.72	[●]
	Not more than 18,17,600 Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Qualified Institutional Buyers, five percent. of which shall be allocated to mutual funds.	181.76	[●]
4.	Paid Up Equity Capital after the Issue Upto 1,28,40,000 Equity Shares of ₹ 10/- each	1284.00	-
5.	Securities Premium Account		
	Before the Issue	Nil	
	After the Issue		[●]

\* For detailed information on the Net Issue and its allocation various categories, please refer chapter titled “The Issue” on Page no. 53 of this Red Herring Prospectus.

The Present Issue upto 38,40,000 Equity Shares in terms of this Red Herring Prospectus has been authorized by the Board of Directors vide a resolution passed at its meeting held on January 10, 2024 and by the shareholders of our Company vide a special resolution passed at the Extra Ordinary General Meeting held on January 10, 2024.

### CLASS OF SHARES

The company has only one class of shares i.e. Equity shares of ₹ 10/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of the Red Herring Prospectus.

Our Company does not have any partly paid-up equity shares as on the date of this Red Herring Prospectus.

Our Company does not have any outstanding convertible instruments as on the date of the Red Herring Prospectus.

### NOTES TO THE CAPITAL STRUCTURE:

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

Since Incorporation of our Company, the Authorized Equity Share Capital of our Company has been changed in the manner set forth below:



Sr. No.	Particulars of Increase	Cumulative No. of Equity Shares	Cumulative Authorized Equity Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EGM
1	On incorporation	1,00,000	10.00	N.A.	N.A.
2	Increase in Authorized Equity Share Capital from ₹ 10.00 Lakh to ₹ 100.00 Lakh	10,00,000	100.00	March 24, 2014	EGM
3	Increase in Authorized Equity Share Capital from ₹ 100.00 Lakh to ₹ 300.00 Lakh	30,00,000	300.00	March 18, 2022	EGM
4	Increase in Authorized Equity Share Capital from ₹ 300.00 Lakh to ₹ 1500.00 Lakh	1,50,00,000	1500.00	November 24, 2023	EGM

## 2. History of Paid-up Share Capital:

### a. Our existing Paid-up Equity Share Capital has been subscribed and allotted in the manner set forth below:

Date of allotment	Nature of allotment	No. of Equity Shares allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share Capital (₹ in Lakh)	Cumulative Share Premium (In ₹ Lakhs)
March, 19, 2010 (On Incorporation)	Subscription to Memorandum of Association <sup>(1)</sup>	10,000	10.00	10.00	Cash	10,000	1.00	0.00
March 27, 2014	Right issue <sup>(2)</sup>	9,90,000	10.00	10.00	Cash	10,00,000	100.00	0.00
March 23, 2022	Bonus Issue <sup>(3)</sup>	20,00,000	10.00	Nil	Other than Cash	30,00,000	300.00	0.00
January 10, 2024	Bonus Issue <sup>(4)</sup>	60,00,000	10.00	Nil	Other than Cash	90,00,000	900.00	0.00

(i) The details of allotment of 10,000 Fully Paid-up Equity Shares made to the subscribers to the Memorandum of Association, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1	Khasim Sait	5,000	10.00	10.00
2	Mohammed Arif Abdul Gaffar Dor	5,000	10.00	10.00
<b>Total</b>		<b>10,000</b>	-	-

(ii) The details of allotment of 9,90,000 Equity Shares made on March 27, 2014 under Rights Issue at an issue price of ₹ 10/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1	Hanif A Khatri	5,70,000	10.00	10.00
2	Khasim Sait	1,75,000	10.00	10.00
3	Mohammad Arif Abdul Gaffar Dor	1,55,000	10.00	10.00
4	Nuumaan Khasim	50,000	10.00	10.00
5	Syed Azeem	30,000	10.00	10.00
6	Abdul Sattar	10,000	10.00	10.00

<b>Total</b>	<b>9,90,000</b>	-	-
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(iii) The details of allotment of 20,00,000 Equity Shares made on March 23, 2022 in the ratio of 2:1 i.e. Two equity shares for every one equity share held on March 18, 2022 under Bonus Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1	Mohammad Arif Abdul Gaffar Dor	3,00,000	10.00	Nil
2	Khasim Sait	2,00,000	10.00	Nil
3	Hanif A Khatri	10,40,000	10.00	Nil
4	Nuumaan Khasim	1,20,000	10.00	Nil
5	Afzal Hussain	1,60,000	10.00	Nil
6	Syed Azeem	1,60,000	10.00	Nil
7	Muneera Banu	20,000	10.00	Nil
<b>Total</b>		<b>20,00,000</b>	-	-

(iv) The details of allotment of 60,00,000 Equity Shares made on January 10, 2024 in the ratio of 2:1 i.e. Two equity shares for every one equity share held on January 10, 2024 under Bonus Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1	Mohammad Arif Abdul Gaffar Dor	9,00,000	10.00	Nil
2	Khasim Sait	6,00,000	10.00	Nil
3	Hanif A Khatri	31,20,000	10.00	Nil
4	Nuumaan Khasim	3,60,000	10.00	Nil
5	Afzal Hussain	4,80,000	10.00	Nil
6	Syed Azeem	4,80,000	10.00	Nil
7	Muneera Banu	60,000	10.00	Nil
<b>Total</b>		<b>60,00,000</b>	-	-

- b. As on the date of this Red Herring Prospectus, our Company does not have any Preference Share Capital.
3. Except as mentioned in point number 4 below, the Company has not issued any Equity Shares in the last two years preceding the date of this 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	No. of Equity Shares Allotted	Face Value (₹)	Issue Price (₹)	Reasons for Allotment	Name of Allottees	No. of Equity Shares Allotted	Benefits Accrued to our Company
March 18, 2022	20,00,000	10.00	Nil	Bonus issue of Shares in ratio of 2:1	Mohammad Arif Abdul Gaffar Dor	3,00,000	Capitalization of Reserves & Surplus
					Khasim Sait	2,00,000	
					Hanif A Khatri	10,40,000	
					Nuumaan Khasim	1,20,000	
					Afzal Hussain	1,60,000	
					Syed Azeem	1,60,000	
					Muneera Banu	20,000	
<b>Total</b>						<b>20,00,000</b>	
January 10, 2024	60,00,000	10	Nil	Bonus issue of Shares in ratio of 2:1	Khasim Sait	6,00,000	Capitalization of Reserves & Surplus
					Mohammad Arif Abdul Gaffar Dor	9,00,000	
					Hanif A	31,20,000	

					Khatri		
					Nuumaan	3,60,000	
					Khasim		
					Syed Azeem	4,80,000	
					Afzal	4,80,000	
					Hussain		
					Muuneera	60,000	
					Banu		
<b>Total</b>						<b>60,00,000</b>	

5. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.
6. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
7. Except for bonus issue made on January 10, 2024, our Company has not issued Equity shares at price below the Issue price within last one year from the date of the Red Herring Prospectus.
8. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
9. Our Shareholding Pattern:

The Shareholding Pattern of our Company before the issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

**Table I – Our Shareholding Pattern**

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per clause (b) of sub-section (1) of section 2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Depository Receipts (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+C)			No. (a)	As a % of total	No. (a)	As a % of total shares held (b)	
								Class (eg: X)	Class (eg: Y)	Total								
(A)	Promoter & Promoter Group	7	90,00,000	0	0	90,00,000	100	90,00,000	0	90,00,000	100	0	100	0	0	0	0	90,00,000
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non-Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>7</b>	<b>90,00,000</b>	<b>0</b>	<b>0</b>	<b>90,00,000</b>	<b>100</b>	<b>90,00,000</b>	<b>0</b>	<b>90,00,000</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>90,00,000</b>

Note:

1. C=C1+C2
2. Grand Total=A+B+C

Notes-

- As on date of this Red Herring Prospectus 1 Equity share holds 1 vote. We have only one class of Equity Shares of face value of ₹ 10/- each. We have entered into tripartite agreement with CDSL & NSDL.
- Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the Stock Exchange before commencement of trading of such Equity Shares.

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

a. As on date of filing of the Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of Pre-issue paid up Capital**#
1	Mohmmad Arif Abdul Gaffar Dor	13,50,000	15.00
2	Khasim Sait	9,00,000	10.00

<b>Sr. No.</b>	<b>Name of shareholders</b>	<b>No. of Equity Shares held*</b>	<b>% of Pre-issue paid up Capital**#</b>
3	Hanif A Khatri	46,80,000	52.00
4	Nuumaan Khasim	5,40,000	6.00
5	Afzal Hussain	7,20,000	8.00
6	Syed Azeem	7,20,000	8.00
7	Muneera Banu	90,000	1.00
<b>Total</b>		<b>90,00,000</b>	<b>100.00</b>

*\* The Company has not issued any convertible instruments like warrants, debentures, etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Red Herring Prospectus.*

*\*\* Rounded off*

*# the % has been calculated based on existing (pre-issue) paid up capital of the Company.*

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

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of Pre-issue paid up Capital**#
1	Mohammad Arif Abdul Gaffar Dor	13,50,000	15.00
2	Khasim Sait	9,00,000	10.00
3	Hanif A Khatri	46,80,000	52.00
4	Nuumaan Khasim	5,40,000	6.00
5	Afzal Hussain	7,20,000	8.00
6	Syed Azeem	7,20,000	8.00
7	Muneera Banu	90,000	1.00
<b>Total</b>		<b>90,00,000</b>	<b>100.00</b>

\* The Company has not issued any convertible instruments like warrants, debentures, etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Red Herring Prospectus.

\*\* Rounded off

# the % has been calculated based on existing (pre-issue) paid up capital of the Company.

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

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of Pre-issue paid up Capital**#
1	Mohammad Arif Abdul Gaffar Dor	4,50,000	15.00
2	Khasim Sait	3,00,000	10.00
3	Hanif A Khatri	15,60,000	52.00
4	Nuumaan Khasim	180,000	6.00
5	Afzal Hussain	240,000	8.00
6	Syed Azeem	240,000	8.00
7	Muneera Banu	30,000	1.00
<b>Total</b>		<b>30,00,000</b>	<b>100.00</b>

\* The Company has not issued any convertible instruments like warrants, debentures, etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Red Herring Prospectus.

\*\* Rounded off

# the % has been calculated based on existing (pre-issue) paid up capital of the Company

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

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of Pre-issue paid up Capital**#
1	Mohammad Arif Abdul Gaffar Dor	150,000	15.00
2	Khasim Sait	100,000	10.00
3	Hanif A Khatri	520,000	52.00
4	Nuumaan Khasim	60,000	6.00
5	Afzal Hussain	80,000	8.00
6	Syed Azeem	80,000	8.00
7	Muneera Banu	10,000	1.00
<b>Total</b>		<b>10,00,000</b>	<b>100.00</b>

\* The Company has not issued any convertible instruments like warrants, debentures, etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Red Herring Prospectus.

\*\* Rounded off

# the % has been calculated based on existing (pre-issue) paid up capital of the Company

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 Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, except for the allotment of equity shares pursuant to the issue and the pre-ipo Placement, if any, 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 Buildup in respect of Shareholding of our Promoters

As on the date of this Red Herring Prospectus, Our Promoters, Mohammad Arif Abdul Gaffar Dor, Khasim Sait, Mr. Hanif A Khatri, Syed Azeem, Afzal Hussain, and Nuumaan Khasim collectively hold 89,10,000 Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

<b>Mohammad Arif Abdul Gaffar Dor</b>								
<b>Date of Allotment / Transfer</b>	<b>Nature of Issue Allotment / Transfer</b>	<b>Number of Equity shares</b>	<b>Cumulative No. of Equity Shares</b>	<b>Face Value (in ₹) per share</b>	<b>Issue/ Transfer Price (in ₹) per share</b>	<b>Total Consideration Paid/Received (in ₹)</b>	<b>% of Pre Issue Capital</b>	<b>% of post issue Capital</b>
March, 19, 2010	Subscriber to MOA	5,000	5,000	10/-	10/-	50,000	0.06	0.04
March 27, 2014	Rights Issue	1,55,000	1,60,000	10/-	10/-	15,50,000	1.72	1.21
March 30, 2016	Share transferred to Nuumaan Khasim	(10,000)	1,50,000	10/-	10/-	(1,00,000)	(0.11)	-
March 23, 2022	Bonus Issue in the ratio of 2:1	3,00,000	4,50,000	10/-	0.00	NIL	3.34	2.34
January 10, 2024	Bonus Issue in the ratio of 2:1	9,00,000	13,50,000	10/-	0.00	Nil	10.00	7.01
<b>Total</b>		<b>13,50,000</b>				<b>15,00,000</b>	<b>15.00</b>	<b>10.51</b>

<b>Mr. Khasim Sait</b>								
<b>Date of Allotment / Transfer</b>	<b>Nature of Issue Allotment / Transfer</b>	<b>Number of Equity shares</b>	<b>Cumulative No. of Equity Shares</b>	<b>Face Value (in ₹) per share</b>	<b>Issue/ Transfer Price (in ₹) per share</b>	<b>Total Consideration Paid/Received (in ₹)</b>	<b>% of Pre-Issue Capital</b>	<b>% of Post - Issue Capital</b>
March, 19, 2010	Subscriber to MOA	5,000	5,000	10/-	10/-	50,000	0.06	0.04
March 27, 2014	Rights Issue	1,75,000	1,80,000	10/-	10/-	17,50,000	1.94	1.36
March 30, 2016	Share transferred to Afzal Hussain	(80,000)	1,00,000	10/-	10/-	(8,00,000)	(0.89)	-
March 23, 2022	Bonus Issue in the ratio of 2:1	2,00,000	3,00,000	10/-	0.00	Nil	2.23	1.56
January 10, 2024	Bonus Issue in the ratio of 2:1	6,00,000	9,00,000	10-	0.00	Nil	6.67	4.67
<b>Total</b>		<b>9,00,000</b>				<b>10,00,000</b>	<b>10.00</b>	<b>7.01</b>

Mr. Hanif A Khatri								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre-Issue Capital	% of Post - Issue Capital
March 27, 2014	Rights Issue	5,70,000	5,70,000	10/-	10/-	57,00,000	6.34	4.44
March 30, 2016	Share transferred to Syed Azeem	(50,000)	5,20,000	10/-	10/-	(5,00,000)	(0.56)	-
March 23, 2022	Bonus Issue in the ratio of 2:1	10,40,000	15,60,000	10/-	0.00	Nil	11.56	8.10
January 10, 2024	Bonus Issue in the ratio of 2:1	31,20,000	46,80,000	10/-	0.00	Nil	34.67	24.30
<b>Total</b>		<b>46,80,000</b>				<b>52,00,000</b>	<b>52.00</b>	<b>36.35</b>

Mr. Nuumaan Khasim								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre-Issue Capital	% of Post - Issue Capital
March 27, 2014	Rights Issue	50,000	50,000	10/-	10/-	5,00,000	0.56	0.39
March 30, 2016	Share transfer received from Mohammad Arif Abdul Gaffar Dor	10,000	60,000	10/-	10/-	1,00,000	0.11	0.08
March 23, 2022	Bonus Issue in the ratio of 2:1	1,20,000	1,80,000	10/-	0.00	Nil	1.34	0.93
January 10, 2024	Bonus Issue in the ratio of 2:1	3,60,000	5,40,000	10/-	0.00	Nil	4.00	2.80
<b>Total</b>		<b>5,40,000</b>				<b>6,00,000</b>	<b>6.00</b>	<b>4.21</b>

Mr. Syed Azeem								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre-Issue Capital	% of Post - Issue Capital
March 27, 2014	Rights Issue	30,000	30,000	10/-	10/-	3,00,000	0.34	0.23
March 30, 2016	Share transfer received from Hanif A Khatri	50,000	80,000	10/-	10/-	5,00,000	0.56	0.39
March 23, 2022	Bonus Issue in the ratio	1,60,000	2,40,000	10/-	0.00	Nil	1.78	1.25



<b>Mr. Syed Azeem</b>								
<b>Date of Allotment / Transfer</b>	<b>Nature of Issue Allotment / Transfer</b>	<b>Number of Equity shares</b>	<b>Cumulative No. of Equity Shares</b>	<b>Face Value (in ₹) per share</b>	<b>Issue/ Transfer Price (in ₹) per share</b>	<b>Total Consideration Paid/Received (in ₹)</b>	<b>% of Pre-Issue Capital</b>	<b>% of Post - Issue Capital</b>
	of 2:1							
January 10, 2024	Bonus Issue in the ratio of 2:1	4,80,000	7,20,000	10/-	0.00	Nil	5.34	3.74
<b>Total</b>		<b>7,20,000</b>				<b>8,00,000</b>	<b>8.00</b>	<b>5.61</b>

<b>Mr. Afzal Hussain</b>								
<b>Date of Allotment / Transfer</b>	<b>Nature of Issue Allotment / Transfer</b>	<b>Number of Equity shares</b>	<b>Cumulative No. of Equity Shares</b>	<b>Face Value (in ₹) per share</b>	<b>Issue/ Transfer Price (in ₹) per share</b>	<b>Total Consideration Paid/Received (in ₹)</b>	<b>% of Pre-Issue Capital</b>	<b>% of Post - Issue Capital</b>
March 30, 2016	Share transferred received from Khasim Sait	80,000	80,000	10/-	10/-	8,00,000	0.89	0.62
March 23, 2022	Bonus Issue in the ratio of 2:1	1,60,000	2,40,000	10/-	0.00	Nil	1.78	1.25
January 10, 2024	Bonus Issue in the ratio of 2:1	4,80,000	7,20,000	10/-	0.00	Nil	5.34	3.74
<b>Total</b>		<b>7,20,000</b>				<b>8,00,000</b>	<b>8.00</b>	<b>5.61</b>

**14. The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:**

<b>Sr. No.</b>	<b>Name of Promoters</b>	<b>No. of Equity Shares held</b>	<b>Average Cost of Acquisition per equity share (in ₹)*#</b>
1.	Mohammad Arif Abdul Gaffar Dor	13,50,000	1.11
2.	Khasim Sait	9,00,000	1.11
3.	Hanif A Khatri	46,80,000	1.11
4.	Nuumaan Khasim	5,40,000	1.11
5.	Afzal Hussain	7,20,000	1.11
6.	Syed Azeem	7,20,000	1.11
	<b>Total</b>	<b>90,00,000</b>	

\* The Company has not issued any convertible instruments like warrants, debentures, etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Red Herring Prospectus.

\*\* Rounded off

# the % has been calculated based on existing (pre-issue) paid up capital of the Company.

**15. Shareholding of Promoters & Promoter Group and Public**

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

Sr. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital*#	No. of equity shares	As a % of Issued Capital*
Promoters					
1.	Mohammad Arif Abdul Gaffar Dor	13,50,000	15.00	13,50,000	10.51
2.	Khasim Sait	9,00,000	10.00	9,00,000	7.01
3.	Hanif A Khatri	46,80,000	52.00	46,80,000	36.45
4.	Nuumaan Khasim	5,40,000	6.00	5,40,000	4.21
5.	Afzal Hussain	7,20,000	8.00	7,20,000	5.61
6.	Syed Azeem	7,20,000	8.00	7,20,000	5.61
Total – A		89,10,000		89,10,000	<b>69.39</b>
Promoters' Group					
1.	Muneera Banu	90,000	1.00	90,000	0.70
Total-B		90,000	1.00	90,000	
Public					
1.	Others-Public**	0.00	0.00	38,40,000	29.91
Total-C		0.00	0.00	38,40,000	29.91
<b>Total Promoters and Promoters' Group and Public (A+B+C)</b>		<b>90,00,000</b>	<b>100.00</b>	<b>1,28,40,000</b>	<b>100</b>

\* The Company has not issued any convertible instruments like warrants, debentures, etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Red Herring Prospectus.

\*\* Rounded off

# the % has been calculated based on existing (pre-issue) paid up capital of the Company.

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

Date of Allotment / Transfer	Name of Shareholder	Number of Equity shares	% of Pre issue Capital	Subscribed/ Acquire/ Transfer	Category of Allottees (Promoters/Promoters Group)
January 10, 2024	Bonus Issue in the ratio of 2:1	60,00,000	66.67	Subscribed	Promoter & Promoter Group
<b>Total</b>		<b>60,00,000</b>	<b>66.67</b>		

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

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

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

As on the date of this Red Herring Prospectus, our Promoters collectively hold 89,10,000 Equity Shares constituting 69.39% of the Post-Issued, subscribed and paid-up Equity Share Capital of our Company, which are eligible for the Promoters' contribution.

Our Promoters, have given written consent to include 26,90,000. Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting 20.95% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the Issue.

Name of Promoter	Date of Allotment/ Transfer and made fully Paid Up	No. of Equity Shares locked-in*	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of transaction	Post-Issue Shareholding %	Lock in Period
Hanif A. Khatri	January 10, 2024	14,25,700	10	Nil	Bonus	11.10	3 years
Mohammad Arif Abdul Gaffar Dor	January 10, 2024	4,03,500	10	Nil	Bonus	3.14	3 years
Khasim Sait	January 10, 2024	2,69,000	10	Nil	Bonus	2.10	3 years
Nuumaan Khasim	January 10, 2024	1,61,400	10	Nil	Bonus	1.26	3 years
Afzal Hussain	January 10, 2024	2,15,200	10	Nil	Bonus	1.68	3 years
Syed Azeem	January 10, 2024	2,15,200	10	Nil	Bonus	1.68	3 years
<b>Total</b>		<b>26,90,000</b>				<b>20.95</b>	

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

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

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

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237(1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible</b>
237 (1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible</b>
237 (1) (b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>
237(1) (c)	Specified securities allotted to promoter during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
	formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoter of the issuer and there is no change in the management: Provided that specified securities, allotted to promoter against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible</b>

#### Details of Promoters' Contribution Locked-in for One Year

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 63,10,000 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

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

#### Other requirements in respect of lock-in:

- 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 Issue.
- In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
- Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoter or any person of the Promoter Group or a new promoter or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
- Neither, we nor our Promoters, Directors and the BRLM to this Issue have entered into any buyback and/ or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person.
- As on the date of this Red Herring Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid-up Equity Shares.
- The BRLM and their associates do not hold any Equity Shares in our Company as on the date of filing of this Red Herring Prospectus.
- As on the date of this Red Herring Prospectus, we do not have any Employees Stock Option Scheme/ Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
- We have seven (7) shareholders as on the date of filing of thi Red Herring Prospectus.

9. As on the date of filing of this Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer
10. Our Company has not raised any bridge loan against the proceeds of the Issue.
11. As on the date of this Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are subject to any pledge.
12. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner except for the issued and allotment of Equity Shares pursuant to the Pre-IPO Placement, if any, during the period commencing from the date of the Red Herring Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
13. None of our Equity Shares has been issued out of revaluation reserve created out of revaluation of assets.
14. An over-subscription to the extent of 1% of the Issue, can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
15. Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and Designated Stock Exchange i.e. BSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
16. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
17. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
18. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
19. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
20. There are no Equity Shares against which depository receipts have been issued.
21. Other than the Equity Shares, there is no other class of securities issued by our Company.
22. There are no safety net arrangements for this public issue.
23. As per RBI regulations, OCBs were not allowed to participate in this issue.
24. Our Promoters and Promoter Group will not participated in this Issue.
25. This Issue is being made through Book Building Process.
26. Our Company has not made any public issue of any kind or class of securities since its incorporation.
27. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
28. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
29. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing the Red Herring Prospectus with the Registrar of companies and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

## SECTION VII: PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue includes a public Issue upto of 38,40,000 Equity Shares of our Company at an Issue Price of ₹ [●] per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects: -

1. To meet Working Capital requirements
2. General Corporate Purpose

(Collectively referred as the “objects”)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of BSE (BSE SME). 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 of Association (MOA) enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association (MOA).

#### Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amt. (₹ in Lakhs)
Gross Issue Proceeds	[●]
Less: Issue related expenses in relation to Issue	[●]
<b>Net Issue Proceeds</b>	[●]

#### 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:

Sr. No.	Particulars	Amt. (₹ in Lakhs)
1.	To meet Working Capital requirements	2,750.00
2.	General Corporate Expenses	[●]
	<b>Total</b>	[●]

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

#### Means of Finance

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

Sr. No	Particulars	Amt. (₹ in Lakhs)
1.	Net Issue Proceeds	[●]
	<b>Total</b>	[●]

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

Subject to applicable law, if the actual utilization towards the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 7(2) of the SEBI ICDR Regulations. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilisation of funds earmarked for the purpose set forth above, increased funding requirements for a particular purpose may be financed by

surplus funds, if any, available in respect of other purposes for which funds are being raised in the Fresh Issue. Any variation in the utilisation of the Net Proceeds as disclosed in this Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

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

This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 30 of this Red Herring Prospectus.

### Details of Utilization of Net Proceeds

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

#### To Meet Working Capital Requirements

Our Company proposes to utilize ₹ 2,750.00 lakhs from the Net Proceeds of the Issue in Fiscal 2025 towards our Company's working capital requirements. The balance portion of our Company working capital requirement shall be met from the borrowings for meeting working capital requirements and internal accruals at appropriate time. The proposed working capital requirements and key assumptions with respect to the determination of the same are mentioned below:

S. No	Particulars	Restated Standalone			Estimated	
		31-March-21	31-March-22	31-March-23	31-March-24	31-March-25
	<b>Current Assets</b>					
	Inventories	317.25	519.59	610.51	784.89	1,177.34
	Trade Receivables	1,538.35	1,374.06	1,827.77	2,674.93	4,012.40
	Cash and Bank Balances	19.27	111.15	115.04	268.14	402.20
	Short term loan and advances	125.99	211.32	268.91	884.24	1,326.36
	Other current assets	0.66	0.64	0.64	0.62	0.94
	<b>Total(A)</b>	<b>2001.52</b>	<b>2216.76</b>	<b>2822.87</b>	<b>4612.83</b>	<b>6919.24</b>
	<b>Current Liabilities</b>					
	Trade Payables	1,492.78	1,380.25	1,935.20	2,749.01	2,474.11
	Other Current Liabilities & Short Term Provision	337.35	588.18	435.41	725.33	652.80
	<b>Total (B)</b>	<b>1,830.13</b>	<b>1,968.43</b>	<b>2,370.61</b>	<b>3,474.34</b>	<b>3,126.91</b>
	<b>Total Working Capital Gap (A-B)</b>	<b>171.39</b>	<b>248.33</b>	<b>452.26</b>	<b>1,138.49</b>	<b>3,792.33</b>
	<b>Funding Pattern</b>					
	<i>I) Borrowings for meeting working capital requirements</i>	-	248.33	452.26	1,138.49	714.00
	<i>II) Networth / Internal Accruals</i>	171.39	-	-		328.33
	<i>III) Proceeds from IPO</i>	-	-	-		<b>2,750.00</b>

The above estimates are as per management of the Company and passed in Board Resolution of the Company dated January 23, 2024

### 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 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	Actual (Restated )	Actual (Restated)	Actual (Restated)	Estimated	
		31-March-21	31-March-22	31-March-23	31-March-24	31-March-25
Inventories	Days	31	34	37	36	36
Trade Receivables	Days	83	86	76	86	89
Trade Payables	Days	103	98	92	106	82

### Justification:

<b>Inventories</b>	Throughout Fiscal Years 2021, to Fiscal 2025, our average inventory turnover days consistently rose, aligning with the growth in our revenue. The progressive increase in inventory holding levels from Fiscal 2021 to the estimated Fiscal 2023 suggests a cautious and adaptive approach to the challenging economic conditions, potentially influenced by the impact of COVID-19. The gradual rise, from 31 days to 36 days, indicates a strategic move to maintain a buffer, allowing the company to navigate uncertainties without compromising production or sales. This demonstrates prudent inventory management, ensuring an adequate supply without excess or shortages. The upward trend may signify the organization's resilience and ability to align its working capital strategy with the evolving market dynamics, positioning itself to respond effectively to future uncertainties.
<b>Trade Receivables</b>	In Fiscal Years 2021, 2022 and 2023, we observed variations in our average debtor holding periods, which were 83 days, 86 days and 76 days, respectively. In Fiscal 2021 & 2022 the average debtor holding period exceeded the typical debtors' payment period due to the impact of COVID-19. However, in Fiscal Years 2023, we successfully maintained our average debtor holding periods within the range of 60 to 80 days. Looking ahead to Fiscal Year 2025, we anticipate an increase in the average debtor holding period to approximately 89 days. This adjustment is due to our plans to engage with new clients and extend longer credit periods as part of our strategy to build stronger relationships.
<b>Trade Payables</b>	In Fiscal Years 2021, 2022 and 2023, our average creditor cycle period exhibited variations, with figures of 103 days, 98 days and 92 days, respectively. The significant increase in Trade Payables in Fiscal 2021 was primarily driven by the effects of the COVID-19 pandemic. Subsequently, in Fiscal Years 2022 and 2023 we managed to maintain the creditor cycle period within the anticipated range. Looking forward to Fiscal Year 2025 we have set objectives to reduce the creditor cycle period to 82 days. This strategic move is aimed at enhancing our business's overall value, which in turn, will allow us to negotiate more favourable terms and establish longer-lasting relationships with our creditors.
<b>Short term loan and advances</b>	The working capital numbers for the specified period demonstrate consistently positive trends, reflecting favourable financial health. The substantial increase in short-term loans and advances from Rs.18.22 lakhs in Fiscal 2020 to Rs.884.24 lakhs in Fiscal 2024 indicates a robust ability to meet short-term obligations. It's is an estimate of around Rs.1326.36 lakhs in Fiscal 2025 which suggests improved liquidity and potentially successful capital deployment.
<b>Other current assets</b>	The stability and modest values of other current assets over the years ranging around Rs.0.64 lakhs indicate effective management of non-cash assets. An estimate of Rs.0.94 lakhs is considered by looking towards to a vast expansion in business operations and turnover. the upward trajectory in current assets is a positive sign, implying potential business expansion, efficient operational management, and an ability to capitalize on growth opportunities.
<b>Other Current Liabilities &amp; Short Term Provision</b>	The working capital dynamics, as reflected in the current liabilities, present us a favourable trends from Fiscal 2020 to the estimated Fiscal 2024. The consistent decrease in "Other Current Liabilities & Short-Term Provision" values, from Rs.134.20 lakhs to Rs.725.33 Lakhs, is noteworthy. This reduction suggests efficient management of obligations related to taxes, gratuity, employee benefits, and advances to customers. The declining trend may indicate improved financial stability, prudent fiscal management, and enhanced liquidity. A lower burden of current liabilities relative to current assets, can contribute providing the company with greater flexibility and resilience in meeting short-term obligations. Overall, the data reflects a positive trend in managing current liabilities over the specified period.



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

### Public Issue Expenses

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

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

Notes:

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

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

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

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

No additional processing fees shall be payable to the SCSBs on the applications directly procured by them.

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.

Processing fees payable to the SCSBs of Rs. 5 per valid application (plus applicable taxes) for processing the Bid cum Application of Retail Individual Bidders, Non-Institutional Bidders procured by the Syndicate Member/ Sub-Syndicate Members/ Registered Brokers / RTAs / CDPs and submitted to SCSBs for blocking. In case the total ASBA processing charges payable to SCSBs exceeds Rs.50,000/-, the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed Rs.50,000/-.

### For Syndicate (including their Sub-Syndicate Members), RTAs and CDPs

Brokerages, selling commission and processing/uploading charges on the portion for Retail Individual Bidders (using the UPI mechanism), portion for Non-Institutional Bidders which are procured by members of Syndicate (including their Sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:

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

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

The selling commission payable to the 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.

The payment of selling commission payable to the sub-brokers/ agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member

The Selling commission payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE.

Uploading charges/ processing charges of Rs. 5/- valid application (plus applicable taxes) is applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: for applications made by Retail Individual investors using the UPI Mechanism. In case the total processing charges payable under this head exceeds Rs.50,000/-, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed Rs.50,000/-

Uploading charges/processing charges of Rs. 5/- valid applications (plus applicable taxes) are applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: (a) for applications made by Retail Individual Bidders using 3-in-1 type accounts; and (b) for Non-Institutional Bids using Syndicate ASBA mechanism / using 3-in-1 type accounts. (In case the total processing charges payable under this head exceeds Rs.50,000/-, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed Rs.50,000/-.

The Bidding/uploading charges payable to the Syndicate/ Sub-Syndicate Members, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE.

**For Registered Brokers:**

Selling commission payable to the registered brokers on the portion for Retail Individual Bidders and Non-institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows:

Portion for Retail Individual Bidders and Non-Institutional Bidders	0.10 % of the amount allotted* (plus applicable taxes)
---------------------------------------------------------------------	--------------------------------------------------------

**Proposed Schedule of Implementation:**

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

(₹ in Lakhs)

No.	Particulars	Amount to be deployed and utilized in F.Y. 2024-25
1.	To meet Working Capital Requirements	2,750.00
2.	General Corporate Purpose	[●]

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects.

**Funds Deployed and Source of Funds Deployed:**

CGSS & Associates, Chartered Accountants vide their certificate dated April 19, 2024 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt. (₹ in Lakhs)
Issue Expenses	15.40
<b>Total</b>	<b>15.40</b>

**Sources of Financing for the Funds Deployed:**

CGSS & Associates, Chartered Accountants vide their certificate dated April 19, 2024 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt. (₹ in Lakhs)
Internal Accruals	15.40
<b>Total</b>	<b>15.40</b>

## **Appraisal**

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

## **Shortfall of Funds**

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

## **Bridge Financing Facilities**

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

## **Monitoring Utilization of Funds**

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

## **Interim Use of Proceeds**

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

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

## **Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our 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 and our Company's key Managerial personnel, in relation to the utilization of the Net Proceeds.

## BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 30, 101 and 159 respectively of the Red Herring Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of their investment.

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

### QUALITATIVE FACTORS

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 101 of this Red Herring Prospectus.

### QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Consolidated Financial Statements. For details, please refer section titled “*Financial Information of the Company*” on page 159 of this Red Herring Prospectus. Some of the quantitative factors which may form the basis for calculating the Issue Price are as follows:

#### 1. Basic and Diluted Earnings / (Loss) Per Share (“EPS”)

S. No	Period	Basic (₹)	Weights
1.	Financial Year ending March 31, 2023	1.61	3
2.	Financial Year ending March 31, 2022	(0.68)	2
3.	Financial Year ending March 31, 2021	3.95	1
	<b>Weighted Average</b>	<b>1.24</b>	<b>6</b>
	<b>For the Stub Period Ended on October 31, 2023</b>	11.96*	

\*Not Annualised

Notes:

- i. The figures disclosed above are based on the restated consolidated 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 Consolidated Financial Statements as appearing in Annexure IV.
- v. Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders /Weighted average number of equity shares outstanding during the year/ period
- vi. Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders /Weighted average number of diluted potential equity shares outstanding during the year/ period.

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

S. No	Particulars	(P/E) Ratio at the Floor Price	(P/E) Ratio at the Cap Price
1.	P/E ratio based on the Basic EPS, as restated consolidated financial for FY 2022-23	[●]	[●]
2.	P/E ratio based on the Weighted Average EPS, as restated	[●]	[●]

#### Industry PE

Particulars*	(P/E) Ratio
Highest	33.17
Lowest	33.17
Average	33.17

\* 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.

Note:

- i) The P/E ratio of our Company has been computed by dividing Issue Price with EPS.
- ii) P/E Ratio of the peer company is based on the standalone audited results for the F.Y. 2022-23 and stock exchange data dated April 18, 2024.

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

S. No	Period	RoNW (%)	Weights
1.	FY 2020-21	8.12	1
2.	FY 2021-22	(3.75)	2
3.	FY 2022-23	20.89	3
	<b>Weighted Average</b>	<b>6.29</b>	<b>6</b>
	<b>For the Stub Period Ended on October 31, 2023</b>	<b>37.64*</b>	

\*Not Annualised

Notes:

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

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

S. No	NAV per Equity Share	(Amount in ₹)
1.	March 31, 2021	56.68
2.	March 31, 2022	18.21
3.	March 31, 2023	19.82
4.	October 31, 2023	31.78
	NAV per Equity after Issue	
	i) At Floor Price	[•]
	ii) At Cap Price	[•]
	<b>Issue Price</b>	<b>[•]</b>

Notes:

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

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

Name of Company	Current Market Price (₹)	Face Value (₹)	EPS (Basic & Diluted)	PE	RoNW (%)	NAV per Share (₹)	Total Income (₹ In lakhs)
Storage Technologies and Automation Limited	[•]	10	1.61	[•]	8.12%	19.82	8,137.12
<b>Peer Group</b>							
Alphalogic Industries Limited*	200.00	10	6.03	33.17	50.60%	138.64	1,823.14

Notes:

- All the financial information for our Company above is sourced from the Restated Consolidated Financial Statements.
- Considering the nature and size of business of the Company, the peers are not strictly comparable. However same have been included for broad comparison.

\*Source: All the financial information for listed peer Company mentioned above taken is as on March 31, 2023 (standalone basis) and sourced from the prospectus dated June 23, 2023 and financial data available on the website of BSE of the aforesaid listed peer company and stock exchange data dated April 18, 2024 to compute the corresponding financial ratios.

(1) P/E figures for the peer are based on closing market prices of equity shares on BSE on April 18, 2024 divided by the Basic EPS as at March 31, 2023

- (2) Basic and Diluted EPS refers to the Basic and Diluted EPS sourced from the financial data as on March 31, 2023 of the listed peer company.
- (3) Return on Net Worth (%) for listed industry peer has been computed based on the Net Profit After Tax for the year ended March 31, 2023 divided by Total Equity as on March 31, 2023.
- (4) NAV per share for listed peer is computed as the networth as on March 31, 2023 divided by the outstanding number of equity shares as on March 31, 2023

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

## 7. Key Performance Indicators (“KPIs”)

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 in the Board Meeting dated January 20, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Red Herring Prospectus. Further, the KPIs herein have been certified by CGSS & Associates LLP., Chartered Accountants, by their certificate dated January 20, 2024.

The KPIs of our Company have been disclosed in the sections titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 101 and 215 respectively. We have described and defined the KPIs as applicable in “Definitions and Abbreviations” on page 1.

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

### Key Performance Indicators of our Company.

(₹ in Lakhs except percentages)

Key Financial Performance	October 31, 2023*	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations <sup>(1)</sup>	5,291.70	8,131.94	6,986.65	4,849.48
EBITDA <sup>(2)</sup>	706.93	435.71	268.49	303.39
EBITDA Margin <sup>(3)</sup>	13.36%	5.36%	3.84%	6.26%
PAT	358.91	48.3	(20.49)	118.42
PAT Margin <sup>(4)</sup>	6.78%	0.59%	(0.29%)	2.44%
RoE (%) <sup>(5)</sup>	46.37	8.47	(3.68)	23.33
RoCE (%) <sup>(6)</sup>	22.52	13.76	4.02	22.09

KPI disclosed above is certified by M/s CGSS & Associates LLP, Chartered Accountants the statutory auditors of our Company pursuant to their certificate dated January 20, 2024 and UDIN no.24204458BKFKCW1777

\*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 Margin’ is calculated as PAT for the period/year divided by revenue from operations..
- (5) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity
- (6) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders’ equity plus total borrowings {current & non-current} plus deferred tax liabilities.

### Explanation for KPI metrics:

Key Financial Performance	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business

EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business
RoE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

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

*(₹ in Lakhs except percentages)*

Name of Company	Storage Technologies and Automation Limited			Alphalogic Industries limited		
	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2023	March 31, 2022	March 31, 2021
Key Financial Performance						
Revenue from Operations <sup>(1)</sup>	8,131.94	6,986.65	4,849.48	1,801.85	784.33	322.33
EBITDA <sup>(2)</sup>	435.71	268.49	303.39	333.41	70.58	17.35
EBITDA Margin <sup>(3)</sup>	5.36%	3.84%	6.26%	18.50%	9.00%	5.38%
PAT	48.30	(20.49)	118.42	219.41	30.51	8.29
PAT Margin <sup>(4)</sup>	0.59%	(0.29%)	2.44%	12.18%	3.89%	2.57%
RoE(%) <sup>(5)</sup>	8.47	(3.68)	23.33	50.60	35.70	45.34
RoCE (%) <sup>(6)</sup>	13.76	4.02	22.09	74.73	27.00	23.00

KPI disclosed above is certified by M/s CGSS & Associates LLP., Chartered Accountants the statutory auditors of our Company pursuant to their certificate dated April 19, 2024 and UDIN24204458BKFKDS5739.

Sources of Peer Company: Financial Figures are taken from prospectus dated June 23, 2023 and Financial Statements filed with BSE of Alphalogic Industries Ltd, available on website of BSE Limited.

**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 Margin' is calculated as PAT for the period/year divided by revenue from operations.

(5) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

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

**9. Weighted average cost of acquisition**

- The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities). There has been no issuance of the Equity Shares other than Equity Shares issued pursuant to a bonus issue on January 10, 2024, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuance").
- The price per share of our Company based on the secondary sale/ acquisition of shares (equity shares). There have been no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.
- 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 Red Herring Prospectus irrespective of the size of transactions, is as below

**Primary Transactions:**

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

Prospectus:

Date of Allotment	No. of equity shares allotted	Issue price per equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration
23/03/2022	20,00,000	Nil	Bonus Issue	Other than Cash	Nil
10/01/2024	60,00,000	Nil	Bonus Issue	Other than Cash	Nil

#### Secondary Transactions:

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

Date of Allotment	No. of equity shares allotted	Issue price per equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration
Nil	Nil	Nil	Nil	Nil	Nil

#### Weighted average cost of acquisition & issue 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 9(a) above.	NA <sup>^</sup>	NA <sup>^</sup>	NA <sup>^</sup>
Weighted average cost of acquisition for secondary sale/ acquisition as per paragraph 9(b) above.	NA <sup>^^</sup>	NA <sup>^^</sup>	NA <sup>^^</sup>
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph 9(c) above – Primary Transaction	-	-	-

Weighted average cost of acquisition disclosed above is certified by M/s CGSS & Associates LLP, Chartered Accountants the statutory auditors of our Company pursuant to their certificate dated January 20, 2024.

Note: <sup>^</sup>There were no primary/ new issue of shares (equity/ convertible securities) as mentioned in paragraph 9(a) above, in last 18 months from the date of this Red Herring Prospectus.

<sup>^^</sup>There were no secondary sale/ acquisitions as mentioned in paragraph 9(b) above, in last 18 months from the date of this this Red Herring Prospectus.

\* To be updated at the Prospectus stage.

The Issue Price of ₹ [●] will 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 abovementioned information along with “Our Business”, “Risk Factors” and “Restated Financial Statements” on pages 101, 30 and 159 respectively of this Red Herring Prospectus to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “Risk Factors” or any other factors that may arise in the future and you may lose all or part of your investments.



## STATEMENT OF SPECIAL TAX BENEFITS

To,  
**The Board of Directors**  
**Storage Technologies And Automation Limited**  
**(Formerly known as "Storage Technologies And Automation Private Limited")**  
No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8  
Singanayakanahalli, Yelahanka, Bangalore,  
Karnataka, India, 560064

Dear Sirs,

**Sub: Statement of possible special tax benefits available to Storage Technologies and Automation Limited**  
**(Formerly known as "Storage Technologies And Automation Private Limited") ("the Company") and its shareholders**  
**under direct and indirect tax laws**

We refer to the proposed initial public offering of equity shares (the "Offer") of the Company. We enclose herewith the annexure showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the direct and indirect tax laws, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act"), the Customs Act, 1962 and the Customs Tariff Act, 1975, (collectively the "**Taxation Laws**") including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws, as presently in force and applicable to the assessment year 2024-2025 relevant to the financial year 2023-24 for inclusion in the Red-Herring Prospectus/ Red-herring Prospectus/ Prospectus ("Offer Document") for the proposed offer of equity shares, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of taxation laws. Hence, the ability of the Company or its shareholders to derive these tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide 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 their own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

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

- The Company or its Shareholders will continue to obtain these benefits in future;
- The conditions prescribed for availing the benefits have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

We hereby give our consent to include enclosed statement regarding the tax benefits available to the Company and to its shareholders in the offer document for the proposed public offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the offer document.

### **LIMITATIONS**

*Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the existing tax laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed*

*issue relying on the statement.*

*This statement has been prepared solely in connection with the offering of Equity shares by the Company under the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the Issue).*

**For CGSS & Associates LLP**  
**Chartered Accountants**  
**(Firm's Registration No. – S200053)**

**Sd/-**

**CA B Chinnappa**  
**(Partner)**  
**(M. No. 204458)**  
**(UDIN – 24204458BKFKDA3870)**  
**Place: Bangalore**  
**Date: January 23, 2024**

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

### **Direct Taxation**

Outlined below are the special tax benefits available to the Company and its shareholders under the Income-tax Act, 1961 ('the Act'), as amended by Finance Act, 2023 i.e., applicable for Financial Year 2023-24 relevant to the Assessment Year 2024-25, presently in force in India

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

Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of tax of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/deductions or set-off of losses, depreciation etc. and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

The Company has represented to us that it has opted for section 115BAA for the assessment year 2023-24 and 2024-25.

#### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS**

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

### **Indirect Taxation**

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017/ Integrated Goods and Services Tax Act, 2017 read with Rules, Circulars, and Notifications ("GST law"), the Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law") and Foreign Trade Policy 2015-2020 ("FTP") (collectively referred as "Indirect Tax").

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

There are no special tax benefits available to the Company under GST law.

#### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS**

The Shareholders of the Company are not entitled to any special tax benefits under the Indirect Tax.

## **SECTION VIII – ABOUT OUR COMPANY**

### **INDUSTRY OVERVIEW**

*The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications, publicly available documents and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Restated Financial Statements” and related notes beginning on page nos. 30 and 159 of this Red Herring Prospectus.*

#### **GLOBAL ECONOMIC OVERVIEW**

The global economy is yet again at a highly uncertain moment, with the cumulative effects of the past three years of adverse shocks most notably, the COVID-19 pandemic and Russia’s invasion of Ukraine manifesting in unforeseen ways. Spurred by pent-up demand, lingering supply disruptions, and commodity price spikes, inflation reached multidecade highs last year in many economies, leading central banks to tighten aggressively to bring it back toward their targets and keep inflation expectations anchored. The unexpected failures of two specialized regional banks in the United States in mid-March 2023 and the collapse of confidence in Credit Suisse—a globally significant bank—have roiled financial markets, with bank depositors and investors reevaluating the safety of their holdings and shifting away from institutions and investments perceived as vulnerable.

The baseline forecast is for growth to fall from 3.4 percent in 2022 to 2.8 percent in 2023, before settling at 3.0 percent in 2024. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7 percent in 2022 to 1.3 percent in 2023. In a plausible alternative scenario with further financial sector stress, global growth declines to about 2.5 percent in 2023 with advanced economy growth falling below 1 percent. Global headline inflation in the baseline is set to fall from 8.7 percent in 2022 to 7.0 percent in 2023 on the back of lower commodity prices but underlying (core) inflation is likely to decline more slowly. Inflation’s return to target is unlikely before 2025 in most cases. In the latest forecast, global growth will bottom out at 2.8 percent this year before rising modestly to 3.0 percent in 2024. Global inflation will decrease, although more slowly than initially anticipated, from 8.7 percent in 2022 to 7.0 percent this year and 4.9 percent in 2024.

With the recent increase in financial market volatility and multiple indicators pointing in different directions, the fog around the world economic outlook has thickened. Uncertainty is high, and the balance of risks has shifted firmly to the downside so long as the financial sector remains unsettled. The major forces that affected the world in 2022 central banks’ tight monetary stances to allay inflation, limited fiscal buffers to absorb shocks amid historically high debt levels, commodity price spikes and geoeconomic fragmentation with Russia’s war in Ukraine, and China’s economic reopening—seem likely to continue into 2023. But these forces are now overlaid by and interacting with new financial stability concerns.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2023/04/11/world-economic-outlook-april-2023>)

#### **INDIAN ECONOMIC OVERVIEW**

- Recovering from pandemic-induced contraction, Russian-Ukraine conflict and inflation, the Indian economy is staging a broad-based recovery across sectors, positioning to ascend to the pre-pandemic growth path in FY23.
- India's GDP growth is expected to remain robust in FY24. GDP forecast for FY24 to be in the range of 6-6.8%.
- Private consumption in H1 is the highest since FY15 and this has led to a boost to production activity resulting in enhanced capacity utilisation across sectors.
- The Capital Expenditure of the Central Government and crowding in the private Capex led by strengthening the balance sheets of the Corporates is one of the growth drivers of the Indian economy in the current year.
- The credit growth to the MSME sector was over 30.6% on average during Jan-Nov 2022.
- Retail inflation is back within RBI's target range in November 2022.
- Indian Rupee performed well compared to other Emerging Market Economies in Apr-Dec 2022.
- Direct Tax collections for the period April-November 2022 remain buoyant.
- Enhanced Employment generation seen in the declining urban unemployment rate and in the faster net registration in Employee Provident Fund.

- Economic growth to be boosted by the expansion of public digital platforms and measures to boost manufacturing output.

(Source: <https://www.ibef.org/economy/economic-survey-2022-23>)

### RACKING SYSTEM MARKET - INTRODUCTION:

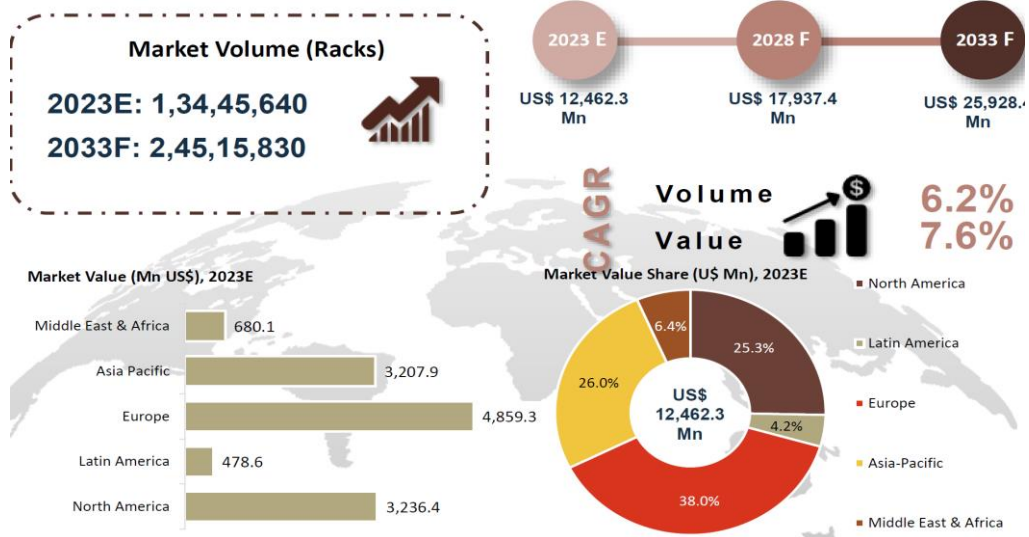
The global industrial racking systems market stood at ~US\$ 9 billion in 2018 and grew with 6.7% CAGR to reach US\$ 12.5 billion in 2023. India holds about 4.4% of this market and stands at US\$ 545.6 million in 2023. The Middle East & Africa region holds 5.5% of the overall market with a market size of US\$ 680.1 million in 2023.

Thus, the India and Middle East & Africa (MEA) industrial racking systems market is evaluated to stand at US\$ 1,225.5 million in 2023 and projected to grow with significant CAGR of 8.5% during the forecast period. The market will reach US\$ 2,768.9 million by the end of 2033. Booming e-commerce sector in this region is one of the key driving factor for this impressive market growth.

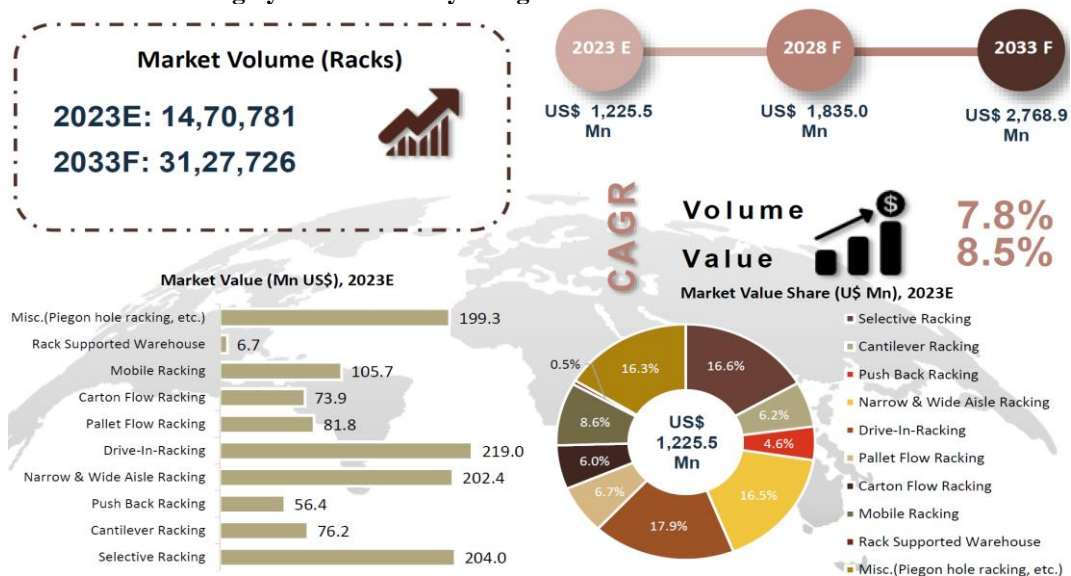
India holds around 45% of the overall market and expected to show high growth for industrial racking systems in coming decade. According to the data, the number of warehouses in India is anticipated to double by the end of this decade. This will bring significant prospers to the demand for industrial racking systems in the country.

During the historical period of 2018 to 2022, the market witnessed significant variations in the growth rate due to the impact of COVID-19 on the global economy. The industrial racking systems market witnessed a Y-o-Y fall of 9% in 2020 due to the shutdown in industries, disruptions in supply chains and uncertain demand from the end-use sectors. However, in 2021, the demand for industrial racking systems gained momentum showing strong recovery in post-covid market.

### Global Industrial Racking System Market: Introduction



### India & MEA Industrial Racking System Market by Design : Introduction



### KEY MARKET TRENDS:

**Rising e-commerce fuels demand for innovative smart warehousing solutions:**

The surge in online shopping prompts a heightened demand for smart warehousing solutions. Businesses, driven by the need for efficient storage and fulfilment, are incorporating Artificial Intelligence, Robots, and the Internet of Things (IoT) to automate and digitize warehouse activities. This trend enhances operational efficiency, reduces costs, and addresses the complexities of managing diverse inventory in the dynamic e-commerce landscape. Smart warehousing proves essential in meeting the accelerating demands of the e-commerce market while optimizing supply chain operations through advanced technologies.

**Increase in automation with a strong need for reduction of complexity:**

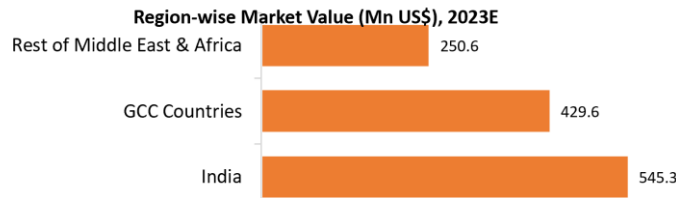
Efficient storage, retrieval, and product handling are critical for cost and operational efficiency in both traditional and emerging business models, such as E-commerce. Anticipating this, many companies are poised to invest in modernizing storage and warehouse facilities, with a focus on automation to optimize space utilization and enhance goods availability. The drive for efficiency includes accelerating commissioning and picking speeds, along with improving overall access time to stored goods. While manufacturing capabilities in high-cost European countries lead the automation trend, the rest of Europe, North America, Asia/Pacific, and Latin America are progressively adopting these advancements. Despite this, studies reveal that only 30% of distribution centres and warehouses in Europe and a global average of about 10% have undergone automation, indicating substantial untapped potential.

**Increasing adoption of rack supported warehouses due to their versatility:**

Rack Supported Warehouses (RSWs) have emerged as a favoured solution in industrial settings, offering high-density storage and efficient vertical space utilization. Particularly relevant in regions like India and the Middle East & Africa (MEA), where land scarcity or cost is a concern, RSWs optimize storage within limited floor areas. They present a cost-effective alternative to traditional warehouses, significantly reducing the need for extensive horizontal space, a crucial advantage in high real estate cost markets. With RSWs, the vertical storage capability substantially boosts overall storage capacity, especially beneficial in densely populated areas with high storage demands. This adoption trend not only presents growth opportunities but aligns with market demands, emphasizing RSWs as pivotal for modern industrial storage solutions in India and the MEA region, combining space optimization, cost efficiency, customization, and technological advancements.

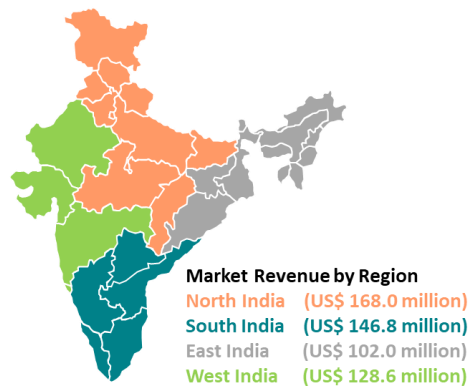
**Market Overview by Region:**

Region-wise India is the leading market that demonstrated strong growth in racking systems market after the COVID pandemic. The country is expected to remain dominant over GCC and Rest of MEA regions. According to PMR analysis the region-wise distribution of industrial racking market is demonstrated in below figure:



Focusing on the largest market, India, the North region is estimated to hold about 30% of the market share followed by south, west and east regions. Significant development of logistics and e-commerce business in north India along with the strong developments of infrastructure and transportation projects are catering to the grow of India market. The region-wise market overview of India Industrial racking market is shown in figure below:

**India Industrial Racking System Market Snapshot**

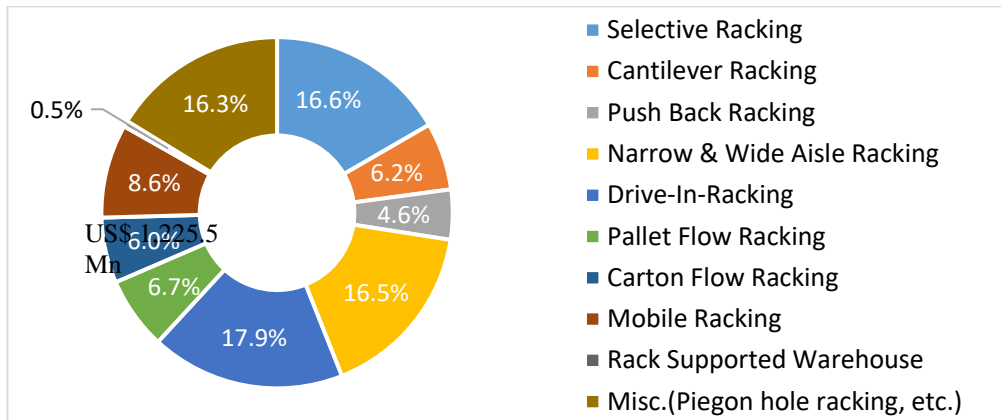


**Market Overview by Design:**

On the basis of design, selective racking is the most preferred type of racking system which holds around 1/4<sup>th</sup> of the market by

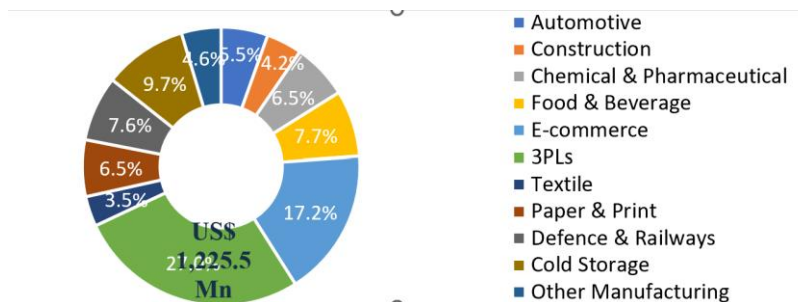
revenue. The product has high demand from retail, FMCG and wholesale warehouses. As the retail and FMCG industry continues to grow in India & MEA, the demand for selective racking will prosper in the coming years. Rack supported warehouse (RSW) is the fastest growing segment among design. RSW provides robust and powerful solution for warehouse system that benefits in space utilization, storage capacity, and low cost construction. The market for rack supported warehouse is projected to grow at 12% CAGR in the region.

Below is the chart depicting the India & MEA Industrial Racking Market by Design in 2023:



### Market Overview by End-use:

Based on end-use, 3PLs and e-commerce are the leading segments together holding about 45% of the market share. Growing industrialization and urbanization in India & MEA supported by the growing businesses for 3PL companies is pushing the industrial racking systems market forward. On the other hand, the rising consumer income in the region is booming the business for e-commerce sector. In India, the e-commerce sector is expected to reach about US\$ 200 billion by 2026 up from US\$ 100 billion in 2023. This will create new opportunities for industrial racking systems and warehouses in the country. The overview of India & MEA industrial racking market by End-use segments in 2023 is given below:



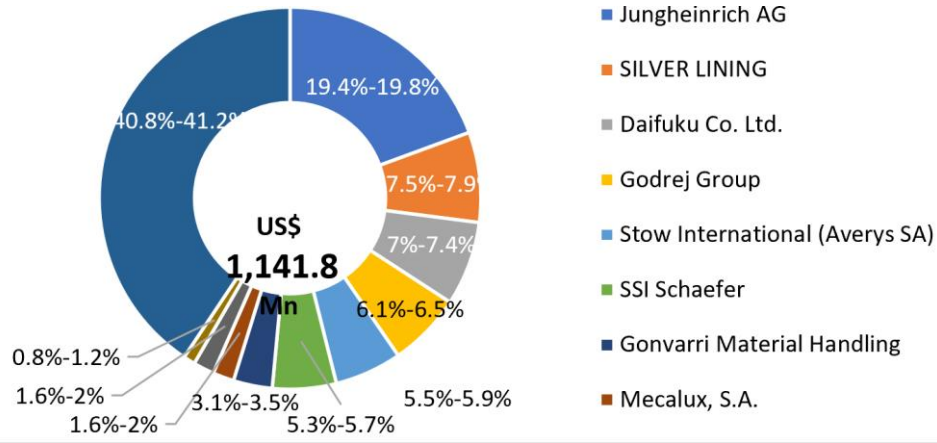
### Market Overview by Competition:

PMR provides a deep drive analysis of competition across value chain of Industrial Racking Systems. The market is found to be unorganized with the presence of number of small and regional racking system providers. However, a few leading market participants holds about 45-50% share of India & MEA market.

Manufacturers are strategically introducing new and innovative products aligned with the latest industry research and technological advancements to capture customer attention and fulfil precise needs without additional customization costs. Simultaneously, there is a focus on expanding product portfolios to encompass various racking solutions, such as pallet racking, cantilever racking, drive-in/drive-through racking, and mezzanine flooring, tailored to specific industry demands. Offering more customizable and modular racking systems adds flexibility in design, enabling adaptation to diverse warehouse layouts and addressing a range of industry requirements.

The competition analysis with estimated market share of top 10 market participants in India & MEA industrial racking systems market for base year 2022 is depicted in figure below:

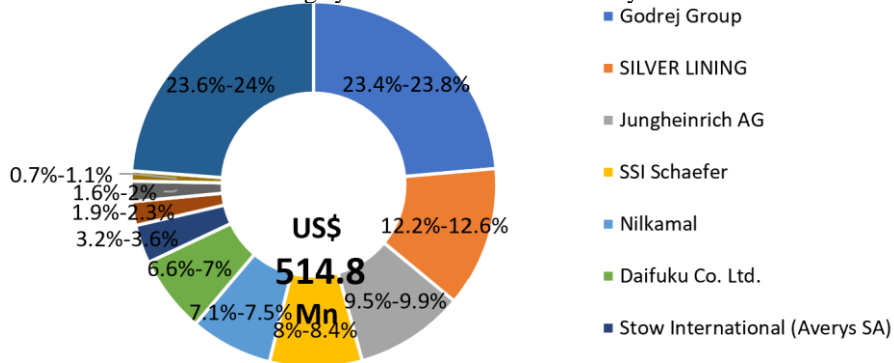




The India industrial racking system market is dominated by the regional players due to the presence of large number of small to medium manufacturers and their extensive network of dealers and distributors.

Large players in India are Godrej & Boyce, Nilkamal Ltd., Silver Lining Storage, Storage Technologies & Automation Pvt. Ltd. (Racks and Rollers), Jugehneinrich AG and SSI Schaefer.

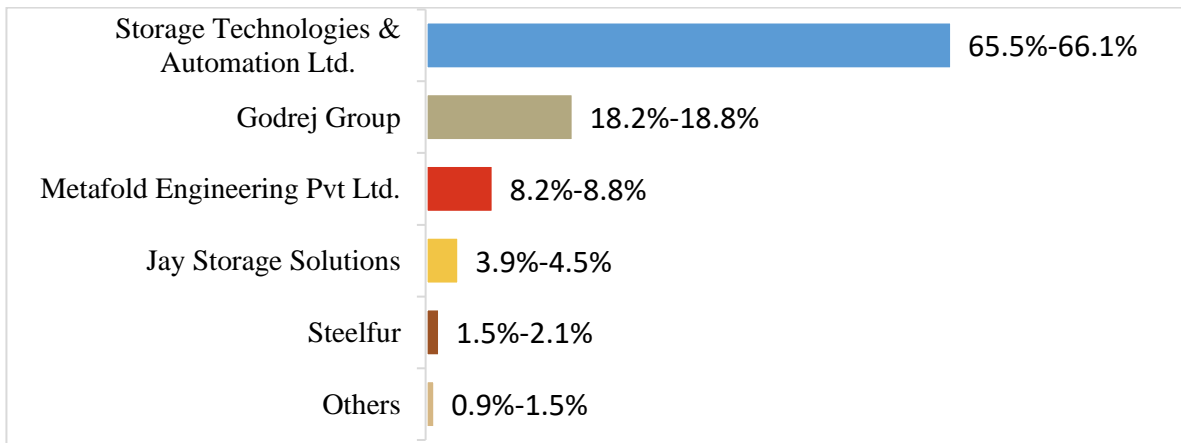
Top 10 market players in India Industrial racking systems market for the base year 2022 are shown in the figure below:



Rack supported warehouse is the fastest growing product segment in India industrial racking system market. In 2022, the India market of rack supported warehouse stood at US\$ 2.5 million which is expected to grow to US\$ 9.8 million by 2033 at a CAGR of 13.2%. The market is considered to be consolidated with a few market participants accounting for more than 90% of the market share.

Storage Technologies & Automation Ltd. (Racks and Rollers) is by far the leading provider of rack supported warehouse solutions in the country. The company holds about 2/3<sup>rd</sup> of the market share in 2022. Godrej Group, Metafold Engineering Pvt. Ltd., Jay Storage Solutions, Steelfur, etc. are some of the other players operating in India rack supported warehouse market.

Market share of top 5 companies in India rack supported warehouse market for the base year 2022 are presented in figure below:



## DEMAND-SIDE TRENDS

### E-commerce Boom and Changing Retail Landscape



The surge in online shopping and e-commerce activities has significantly increased the need for efficient storage and fulfillment solutions. This demand stems from the requirement for optimized warehouse layouts that cater to quick retrieval and dispatch of goods to meet consumer demands. Retailers are increasingly adopting Omni-channel strategies, blurring the lines between online and offline retail. This shift requires versatile storage solutions capable of handling both traditional retail stock and e-commerce inventory.

### Supply Chain Optimization

Businesses are constantly seeking ways to optimize supply chain operations. Efficient storage solutions play a pivotal role in reducing operational costs, improving inventory management, and streamlining logistics processes. Effective racking systems facilitate better organization and management of inventory, enabling companies to reduce stockouts, minimize wastage, and enhance overall operational efficiency.

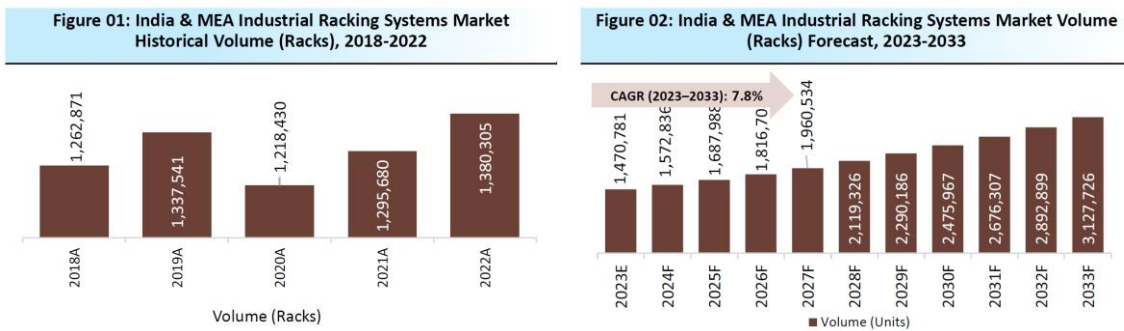
### Automation and Industry

The increasing adoption of automation and Industry 4.0 practices in warehouses requires compatible racking systems capable of integrating seamlessly with automated material handling systems. This demand is driven by the need for enhanced efficiency and reduced human intervention in logistics operations. The use of robots for material handling and order fulfillment necessitates racking systems that can accommodate these technologies while ensuring safe and efficient operations.

### Smart Technologies

The increasing demand for warehousing technologies, effective inventory management, and space optimization. Smart warehousing refers to the incorporation of Artificial Intelligence, Robots, the Internet of Things (IoT) to automate and digitize various fulfillment activities to make the warehouses fast and efficient

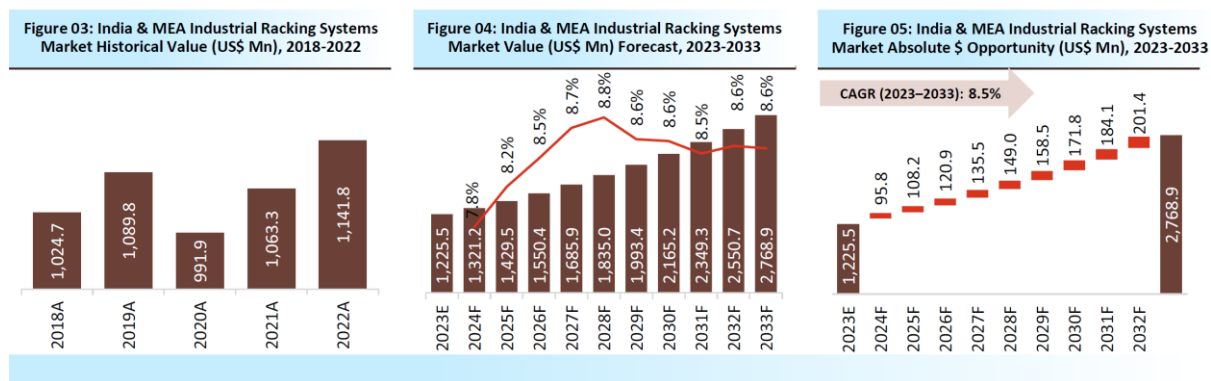
## India & MEA Industrial Racking Systems Market Demand (in Volume Racks) Analysis and Forecast



Figures above highlight the India & MEA Industrial Racking Systems Market historical volume 2018-2022, forecast 2023-2033, y-o-y growth (%) and absolute \$ Opportunity between the forecast period

- The demand for India & MEA Industrial Racking Systems Market was around 12,62,871 Racks in 2018, and it increased to 13,80,305 Racks in 2022. This was because of the rising huge investment in the field of logistics and inventory management along with the capital investment in Warehousing. The India market is estimated to reach 14,70,781 Racks by 2023 end, which is further expected to expand at a CAGR of 7.8% during 2023-2033 and is estimated to reach 31,27,726 Racks by 2033 end.

## India & MEA Industrial Racking Systems Market Demand (in Value or Size in US\$ Mn) Analysis and Forecast



**Figures above highlight the India & MEA Industrial Racking Systems Market historical value 2018-2022, forecast 2023-2033, y-o-y growth (%) and absolute \$ Opportunity between the forecast period**

- The India & MEA Industrial Racking Systems Market was valued at around **US\$ 1,024.7 Mn in 2018**, and increased to **US\$ 1,141.8 Mn in 2022**. The market reached **US\$ 1,225.5 Mn by 2023 end**, which is further expected to expand at a CAGR of **8.5%** during 2023-2033 and is estimated to reach **US\$ 2,768.9 Mn by 2033 end**.
- The India & MEA Industrial Racking Systems market is expected to witness a significant incremental \$ Opportunity of **US\$ 1,543.4 Mn** during the forecast period.

**Conclusion:**

Persistence Market Research anticipates that the India and MEA industrial racking systems market will flourish in the coming years. The region holds high growth potential owing to the key developing countries like India, GCC, South Africa, Egypt, etc. For instance, India industrial racking systems market is set to grow at 8.9% CAGR which is 17% higher than the global average of 7.6%.

The selective racking system are expected to continue to dominate the market in terms of revenue, whereas the demand for rack supported warehouse systems is anticipated to peak in the forecast period. On the basis of carrying capacity, medium duty and heavy duty racks are a preferred choice from the end-users, however, light duty racks are particularly in demand from retail stores. Among the direct ownership and rental rack systems, the later segment not only dominates the market but also growing at rapid pace.

The market for rack supported warehouse remain fragmented with presence of several tier-3 and tier-2 market participants. These players hold about 50-55% of the overall market whereas the remaining market is hold by few leading tier-1 market players. These players adopt several differentiating strategies such as lower cost, quick lead time, aftersales service, product innovations, one-stop solution, portfolio expansion and supply chain expansion to improve their market share in India and MEA industrial racking systems market.

**Sources:** Persistence Market Research Report.

## OUR BUSINESS

*Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward – looking statements that involve risks and uncertainties. You should read the chapter titled “Forward Looking Statements” beginning on page 18 of this Red Herring Prospectus, 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.*

*All financial information included herein is based on Restated Financial in the chapter titled “Restated Financial Statement” beginning on page 159 of this Red Herring Prospectus. The following information qualifies in its entirety by, and should be read together with, the more detailed financial and other information included in this Red Herring Prospectus, including the information contained in the section titled “Risk Factors”, “Industry Overview”, “Management Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Financial Statements” beginning on page no. 30, 94, 215, and 159 respectively of this Red Herring Prospectus.*

*Unless the context otherwise requires, in relation to business operations, in this chapter of this Red Herring Prospectus, all references to “We”, “Us”, “Our” and “Our Company” are to Storage Technologies and Automation Limited as the case may be.*

### **BUSINESS OVERVIEW**

Our Company was incorporated in the year 2010 and is engaged into storage racking system. We specialise in design, manufacturing, installation services of metal storage racks, automated warehouses and other storage solutions. Our range of products and services demonstrates their commitment to providing innovative, efficient solutions for diverse warehousing needs, catering to a wide range of industries each with its own specific storage and logistical requirements, which includes oil & gas, automotive components & aerospace, food & beverages and cold storage, pharmaceutical, textile, retail, FMCG and others.

We are a customer-centric business driven by a focus on continuing innovation and operational efficiency. We offer our clients with a wide variety of display and storage racks for commercial as well as industrial purposes. These are manufactured using qualitative raw materials. This helps in ensuring the durability and optimum strength of the finished products. We also use different grades of Mild steel (Hot rolled coils, cold rolled coils, Galvanised steel coils, PPGI coils, pipes and structural sections), powder for powder coating, Epoxy, Enamel paints and plastic for packaging as raw material.

As an ISO 9001:2015 certified storage solution manufacturing company, our commitment to quality is evident. Our expansive infrastructure, spanning approximately 56,250 square feet in Singanayakanahalli, Yelahanka Hobli, Bangalore-560064, Karnataka and approximately 56,250 square feet of storage facility supports a streamlined manufacturing process.

We carry out product designing, manufacturing, quality checking, packaging, storing and delivery processes in various specialized segments of our infrastructure. All procedures are strictly monitored by our experienced team of quality controllers.

Our manufacturing process, combined with our competitive strengths and strategic business approaches, positions us to meet the evolving needs of our clients effectively. We are dedicated to innovation, quality, and providing economically feasible solutions that don't just meet but exceed our clients' expectations.

The company was founded by our promoter Mr. Mohammed Arif and Mr. Khasim Sait with experience of around, 13 years and 13 years in the storage racking system industry. Their wide industrial experience and in-depth product knowledge have helped us in marching ahead with confidence and enthusiasm. The company's core values revolve around integrity, innovation, and customer focus.

Our competent team enable us to deliver projects with precision, adhere to strict safety standards, and maintain exceptional quality, making us a reliable and trusted partner for our clients. Our services are consistent round the year. We are a quality conscious company. We constantly striving to expand our service portfolio and we always look forward to complementing projects of our clients.

As of April 01, 2024, the total order book value of our Company is ₹ 2136.00 Lakhs. We believe that our experience in execution of projects, technical capabilities, timely performance, reputation for quality and timely delivery, as well as the price competitiveness has enabled us to obtain the projects.

## FINANCIAL HIGHLIGHTS

### Key Performance Indicators of our Company based on Consolidated Financial Statement






(₹ in Lakhs except percentages and ratios)

Key Financial Performance	For the period ended October 31, 2023*	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from operations <sup>(1)</sup>	5291.70	8131.94	6986.65	4849.48
EBITDA <sup>(2)</sup>	706.93	435.71	268.49	303.39
EBITDA Margin <sup>(3)</sup>	13.36	5.36	3.84	6.26
PAT	358.91	48.3	(20.49)	118.42
PAT Margin <sup>(4)</sup>	6.8	0.6	(0.29%)	2.4
RoE(%) <sup>(5)</sup>	46.37	8.47	(3.68)	23.33
RoCE (%) <sup>(6)</sup>	22.52	13.76	4.02	22.09

\*Not Annualized








For further reference please see Chapter "Management Discussion and Analysis of Financial Conditions and Result of Operations" beginning on page no. 215 of this Red Herring Prospectus.

### OUR PRODUCTS ARE:

RACKING SOLUTIONS		
<b>SELECTIVE PALLET RACKING</b>		<b>Uses:</b> Offers versatile storage for palletized products; easily adjustable and accessible
<b>DRIVE-IN PALLET RACKING</b>		<b>Uses:</b> Ideal for storing large quantities of similar goods; enhances space utilization
<b>RADIO SHUTTLE RACKING</b>		<b>Uses:</b> Automated system for high-density storage, improving efficiency and reducing manual handling
<b>CANTILEVER RACKING</b>		<b>Uses:</b> Perfect for long or bulky items, like timber or pipes; easily accessible.
<b>PALLET FLOW RACKING</b>		<b>Uses:</b> Utilizes gravity rollers for automatic stock rotation, suitable for high-throughput warehouses.





<p><b>MOBILE PALLET RACKING</b></p>		<p><b>Uses:</b> Space-saving solution that allows pallet racks to move on rails.</p>
<p><b>PUSH BACK PALLET RACKING</b></p>		<p><b>Uses:</b> Allows for storing pallets 2-5 deep, facilitating better use of space.</p>
<p><b>SHELVING SOLUTIONS</b></p>		
<p><b>SLOTTED ANGLE SHELVING</b></p>		<p><b>Uses:</b> Versatile and adjustable, suitable for a variety of storage needs.</p>
<p><b>LONG SPAN SHELVING</b></p>		<p><b>Uses:</b> Ideal for storing large quantities of similar goods; enhances space utilization.</p>
<p><b>BOLTS FREE SHELVING</b></p>		<p><b>Uses:</b> Automated system for high density storage, improving efficiency and reducing manual handling</p>
<p><b>MULTI-TIER SHELVING</b></p>		<p><b>Uses:</b> Perfect for long or bulky items, like timber or pipes; easily accessible.</p>
<p><b>HEAVY DUTY SHELVING</b></p>		<p><b>Uses:</b> Utilizes gravity rollers for automatic stock rotation, suitable for high-throughput warehouses.</p>
<p><b>GARMENT ON HANGERS</b></p>		<p><b>Uses:</b> Space-saving solution that allows pallet racks to move on rails.</p>

<p><b>LIVE SHELVING</b></p>		<p><b>Uses:</b> Allows for storing pallets 2-5 deep, facilitating better use of space.</p>
<p><b>SUPERMARKET SHELVING</b></p>		<p><b>Uses:</b> Tailored for retail environments; enhances product display and accessibility.</p>
<p><b>AUTOMATION SOLUTIONS</b></p>		
<p><b>CONVEYOR SYSTEMS</b></p>		<p><b>Uses:</b> Facilitates the movement of goods; increases efficiency.</p>
<p><b>MERGE &amp; SORT</b></p>		<p><b>Uses:</b> Automated systems for sorting and merging products</p>
<p><b>ASRS WITH CRANE AND SHUTTLE</b></p>		<p><b>Uses:</b> Automated storage and retrieval systems that increase efficiency and reduce errors.</p>
<p><b>VERTICAL GOODS LIFT</b></p>		<p><b>Uses:</b> Transports goods between different warehouse levels.</p>
<p><b>RADIO SHUTTLE</b></p>		<p><b>Uses:</b> Automated pallet carrier, improving storage density and throughput</p>

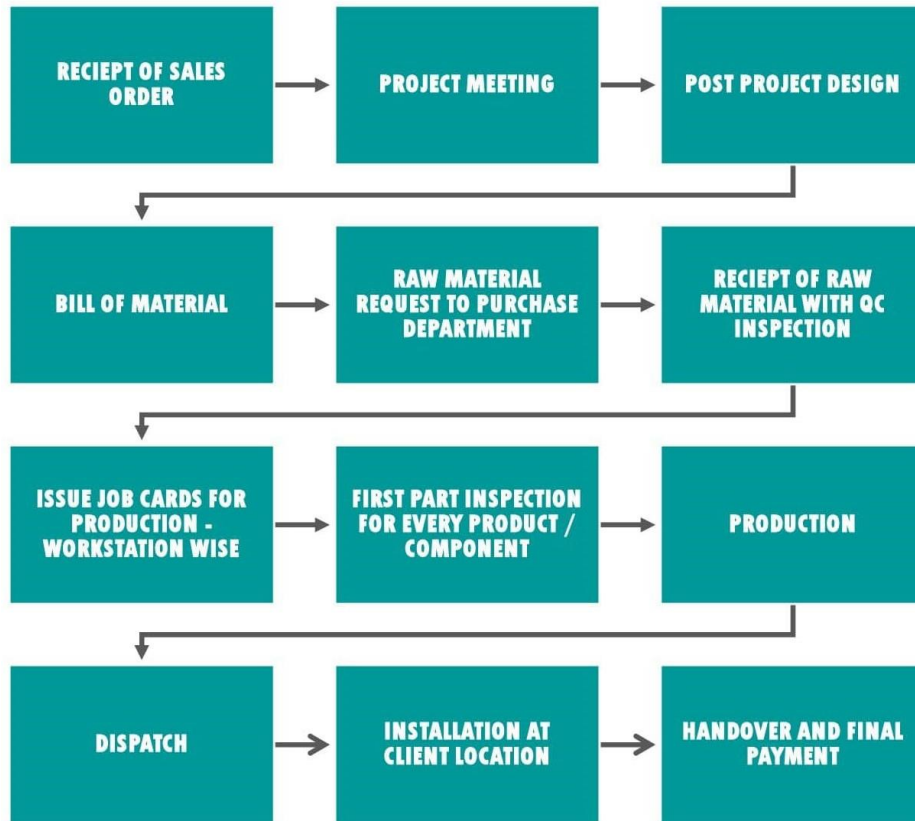


<p><b>PICK / PUT TO LIGHT</b></p>		<p><b>Uses:</b> Increases picking accuracy and speed in order fulfillment</p>
<p><b>STRUCTURAL SOLUTIONS</b></p>		
<p><b>MEZZANINE</b></p>		<p><b>Uses:</b> Adds extra floor space in existing warehouses</p>
<p><b>STACKABLE PALLETS</b></p>		<p><b>Uses:</b> Enhances storage density and organization</p>
<p><b>RACK SUPPORTED WAREHOUSES</b></p>		<p><b>Uses:</b> Integrates storage racks into the building's structure</p>
<p><b>PREENGINEERED BUILDINGS</b></p>		<p><b>Uses:</b> Custom-built for specific warehousing needs.</p>
<p><b>TEMPERATURE CONTROLLED WAREHOUSES</b></p>		<p><b>Uses:</b> For goods requiring regulated temperatures.</p>
<p><b>CONSULTING SERVICES</b></p>		
<p><b>TURNKEY SOLUTIONS</b></p>		<p><b>Uses:</b> Comprehensive, start-to-finish project management</p>

<p><b>INTRALOGISTICS DESIGN</b></p>		<p><b>Uses:</b> Optimizing internal logistics and workflow.</p>
<p><b>WAREHOUSE MANAGEMENT SYSTEMS</b></p>		<p><b>Uses:</b> Implementing systems for improved warehouse management.</p>
<p><b>PROJECT COMMISSIONING</b></p>		<p><b>Uses:</b> Ensuring smooth project execution and implementation.</p>
<p><b>SIMULATION</b></p>		<p><b>Uses:</b> Using virtual models to optimize warehouse design.</p>
<p><b>RACK INSPECTIONS</b></p>		<p><b>Uses:</b> Ensuring safety and compliance of rack systems.</p>

**Our Business Model, Manufacturing Process and Flow Chart**





**Lead Generation:** Our journey begins with proactive lead generation strategies, leveraging various channels such as existing customer referrals, , online marketing initiatives, targeted cold calls, and tapping into reliable references.

**Gathering Customer Requirements:** Our dedicated team engages with potential clients to understand their unique needs, including available space for racking, specific storage requirements, and throughout expectations. This crucial step lays the foundation for tailoring solutions to meet individual client needs.

**Data Analysis and Efficient System Design:** The gathered customer requirements undergo thorough analysis to craft an efficient racking system design. Our expert team utilizes state-of-the-art technology and industry best practices to ensure optimal space utilization and functionality. The design is then presented to the customer for approval.

**Quotation Submission:** Upon design approval, our company promptly generates a detailed quotation, providing a transparent breakdown of costs associated with the proposed solution. This document is submitted to the client for review and consideration.

**Receipt of Sales Order with Advance Payment:** Once the client is satisfied and decides to move forward, the sales order is officially received, accompanied by the required advance payment. This step initiates the formalization of the project and signifies the client's commitment to the proposed solution.

**Project Meeting:** A comprehensive project meeting is organized, bringing together key persons from both our pre-sales and the post-sales design department. This meeting serves to align expectations, discuss project timelines, and address any specific concerns or requirements.

**Post-Project Design:** Building upon the approved design, our team refines and finalizes the details, incorporating any feedback from the project meeting. This ensures that the final solution aligns perfectly with the client's expectations and operational needs.

**Bill of Material:** With the design finalized, a detailed Bill of Material (BOM) is compiled, listing all the necessary materials and components required for the industrial racking system. This document guides the subsequent procurement process.

**Raw Material Request to Purchase Department:** The approved BOM is forwarded to the purchase department, initiating the procurement of raw materials. Our streamlined processes ensure timely acquisition of quality materials from trusted suppliers.

**Receipt of Raw Material with QC Inspection:** Upon material arrival, a rigorous Quality Control (QC) inspection is conducted to verify that the raw materials meet our stringent standards. This ensures the foundation for a robust and reliable industrial racking system.

**Issue Job Cards for Production Workstation Wise:** Job cards are issued to production workstations, detailing the specific tasks and production schedule. This organized approach ensures efficiency and adherence to project timelines.

**First Part Inspection for Every Product:** Before full-scale production, the initial parts undergo meticulous inspection to guarantee that quality standards are maintained. Any deviations are promptly addressed, ensuring consistency throughout the manufacturing process.

**Production with Step-Wise QC Control:** The manufacturing process unfolds with step-wise QC control measures in place, ensuring that each stage adheres to the predefined quality standards. This meticulous approach contributes to the delivery of high-quality systems.

**Dispatch and Material Receipt at Customer Facility:** The finished products are carefully packaged and dispatched to the customer's facility. Simultaneously, we coordinate with the client to ensure a seamless receipt of materials, minimizing any disruptions to their operations.

**Installation at Customer:** Our trained professionals take charge of the installation process at the customer's facility. This step involves meticulous planning and execution to guarantee that the industrial racking system is installed efficiently and meets all safety and functionality requirements.

**Final Handover:** The project culminates in the final handover of the racking system to the client. Our team ensures that the client is satisfied with the installation and functionality. The final payment is then collected, marking the successful completion of the project.

Storage Technologies and Automation Limited's manufacturing process is a meticulous and client-focused journey, ensuring that industrial racking systems are not only designed with precision but also delivered and installed to exceed client expectations. This commitment to excellence establishes our company as a reliable partner in transforming spaces for optimal storage solutions.

## OUR COMPETITIVE STRENGTHS

### *Experienced Promoters supported by senior management team*

We are led by a qualified and experienced senior management team, who are supported by a qualified team of managers and other employees. Our Promoters have substantial industry knowledge and extensive managerial experience in this sector, with a cumulative work experience of over 20 years. We credit the experience and leadership of our Promoters as having played a role in our growth and development. Our experienced and dedicated senior management team also guide and assist us to capture market opportunities, formulate and execute business strategies and manage client expectations. The management team with profound understanding of the subject matter, enable us to provide value engineering in every project.

### *Wide range of products*

Our design process prioritizes ergonomics and economic feasibility, ensuring we deliver the best solution to our clients, not just a profitable business. Our wide range of products and ability to develop new ones based on client requirements, coupled with our extensive resources of engineers, positions us uniquely in the market.

### *Consistent focus on quality*

We believe that quality is a pre-requisite for a positive consumer experience and long-term brand loyalty. This philosophy has formed the foundation of the expansion and diversification of our product portfolio. Our focus on quality is maintained at all stages right from the sourcing of raw materials to the product manufacturing and assembly stage, which is subject to a rigorous review and monitoring process undertaken at our manufacturing facilities. For products which are sourced by us from third party suppliers, we have a dedicated sourcing team and quality assurance team, which closely monitors the quality of such products.

### *Product development and design optimisation capabilities*

We rely on our integrated location-focussed manufacturing operations, product development and design capabilities, and our focus on quality and cost-efficient manufacturing processes to achieve customer satisfaction, foster customer loyalty and accordingly, generate repeat business. The evolution of our product portfolio and our ability to provide customised manufacturing solutions to our customers have been driven by our product development and design capabilities.

## OUR BUSINESS STRATEGY

*Strengthen customer relationship and acquire new business by adding new customers.*

We intend to strengthen our relationships with our existing customers and explore opportunities to grow along the value chain by expanding the array of our existing products and solutions that we supply to our customers and to win new customer order by developing products and solutions aligned with their needs.

We have focused on quality, ability to respond to any demand volatility with agility, ability to maintain consistent supply of our products, ability to work with our customers from the product conceptualisation stage, and the price competitiveness of our products in order to help us establish and maintain long term relationships with our customers. We strive to offer our customers value added and customised products and solutions to our customers. By doing so, we seek to deepen our customer relationships with the objective of becoming their preferred suppliers.

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

Offering quality products at attractive prices is a key aspect of maintaining and expanding our relationships with our customers. 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 intend to continue using other manufacturing strategies and cost reduction strategies to continue to improve our operational efficiencies.

***Optimal Utilization of Resources***

Our company constantly endeavours to improve our production process, skill up gradation of workers, modernization of plant and machineries to optimize the utilization of resources. We regularly analyse our material procurement policy and manufacturing process to de-bottle neck the grey areas and take corrective measures for smooth and efficient working thereby putting resources to optimal use.

***Technological Advancement***

Adopting technological advancement as a strategic approach involves leveraging cutting-edge tools and solutions to enhance various aspects of the business. Incorporating automated design and planning through advanced software and CAD technologies ensures precision and customization in creating tailored racking solutions for clients. Integrating Internet of Things (IoT) into shelving systems enables the development of smart solutions that provide real-time data on inventory levels, improving inventory management and optimizing storage space. Seamless e-commerce integration allows clients to visualize, customize, and order products online, enhancing overall customer experience and expanding market reach. Additionally, utilizing data analytics for demand forecasting and supply chain visibility enables the business to anticipate market needs, optimize inventory, and maintain a competitive edge in meeting customer requirements. Embracing technological advancements not only streamlines internal processes but also positions the racking and shelving business to be more responsive, efficient, and customer-centric in a rapidly evolving market landscape.

**OUR CUSTOMERS AND SUPPLIERS**

The following is the breakup of top one, top two, top five and top ten customers of our Company for the period ended October 31, 2023 and for the Fiscal 2023, 2022 and 2021, based on Restated Consolidated Financial Statements are as below:

*(Rs. in Lakhs)*

Particulars	October 31, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	Amount	Percentage	Amount	Percentage	Amount	Percentage	Amount	Percentage
Top 1 Customer	3360.63	64.62	611.28	7.97	2856.61	46.06	1095	22.18
Top 2 Customer	3569.19	68.63	1216.16	15.86	3364.06	54.24	2011.63	40.75
Top 5 Customer	3,954.54	76.04	2,632.88	34.34	4,140.65	66.76	3,181.54	64.45
Top 10 Customer	4,305.97	82.80	3,901.1	50.87	4,429.24	71.42	3,584.87	72.62


The following is the breakup of top five and top ten suppliers of our Company for the period ended October 31, 2023 and for the Fiscal 2023, 2022 and 2021, based on Restated Consolidated Financial Statements are as below:


*(Rs. in Lakhs)*

Particulars	October 31, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	Amount	Percentage	Amount	Percentage	Amount	Percentage	Amount	Percentage
Top 5 Suppliers	2,457.96	58.97	2,741.60	52.55	2,159.87	49.71	1,636.47	48.22

Top 10 Suppliers	2,790.62	66.95	3,159.88	60.57	2,418.23	55.66	1,840.31	54.23
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**LIST OF PLANT AND MACHINERY:**

Sr. No	Name of Plant & Machinery	Quantity	Picture of Machinery
1	4MT BENDING MACHINE	1	 A large industrial bending machine with a yellow body and black rollers, featuring the 'ADH' logo on the front panel.
2	2.5MT BENDING MACHINE	1	 A smaller industrial bending machine, similar in design to the 4MT model, with a yellow body and 'ADH' branding.
3	3MT BENDING MACHINE	1	 A medium-sized industrial bending machine with a yellow body and 'ADH' branding, positioned in a factory setting.
4	4MT SHEARING MACHINE	1	 A large industrial shearing machine with a yellow body and a large metal blade, used for cutting metal sheets.
5	LASER MACHINE	1	 A laser cutting machine with a white and black body, featuring a large metal table and a laser head.
6	PLASMA MACHINE	1	 A plasma cutting machine with a yellow body and a black metal table, used for cutting metal plates.

6	INVERTER & FEEDER	4	
7	50T POWER PRESS		3
8	30T POWER PRESS		1
9	20T POWER PRESS		1
10	10T POWER PRESS		2
11	1.5 MT BENDING MACHINE		1
12	1.5 MT SHEARING MACHINE		1
13	TUBE CUTTING MACHINE		3
14	TUBE WELDING MACHINE		2
15	ROBOTIC ARM		2
16	ANGLE GRINDER		6
17	CUT OFF		2

## COMPETITION

We operate in the highly competitive industry. There are no entry barriers in our industry which puts us to the threat of competition from new entrants. There is competition from regional, unorganized manufacturers and few organized players as well. We believe that our experience, quality of product, competitive price, timely delivery of our products to our customers is the key to overcome competition posed by such organized and unorganized players and making it easy for customers to identify and distinguish them from those of competitors. Our clients have been instrumental in spreading positive word of mouth appreciation about our quality of product and services.

## QUALITY ASSURANCE

Quality assurance for us is paramount. We adhere to strict quality control processes and standards, ensuring every product meets the quality and safety standards. Our facilities are equipped for rigorous testing and inspections, and we hold various certifications that underline our commitment to quality.

## SALES & MARKETING

Our senior management oversee and conduct regular reviews of new business development and new product development initiatives of our Company. Our sales and marketing team comprise of nine employees as on October 31, 2023. We keep enhancing our sales and marketing teams by employing more members to the team. Our sales and marketing teams comprise members with ability and focus on developing relationships with our customers to understand and identify their specific requirements.

Our team approaches new customers to display our capabilities to bring in new business and, our existing customers often approach us to get additional/new products manufactured. We follow a business development process for customer acquisition and retention for both new and existing customers. The process typically includes receiving product requirements from such customers, internal review of inputs and clarifications from such customers, incorporation of customer feedback. Our strong relationships with our customers as well as our strategy to cross sell our products to existing customers enable us to market our products with little expenditure on marketing.

We also participate in various industry specific exhibitions and advertise in events.

## INFRASTRUCTURE FACILITIES AND UTILITIES

**Registered Office and Factory:** No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore-560064, Karnataka, India,

**Warehouse:** Survey no. 21/9 and 21/10 Located at Singanayakanahalli, Yelahanka Hobli, Bangalore-560064, Karnataka

## Raw Material

The manufacturing process involves receipt of raw material and components like HR steel coils and plates, Galvanised steel coils and, CR steel coils and sheets, Structural steel, ERW tubes and pipes, Fasteners, powder for coating, paints, packing material and other consumables like welding rods and copper coils etc.

**Power**

Our Office and Manufacturing Facility have adequate power supply from Bangalore Electricity Supply Company limited (BESCOM).

**Water**

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

**Transportations:**

We rely on third party transporters for the delivery of our products to our customers and for procurement of Materials from suppliers.

**EXPORT AND EXPORT OBLIGATIONS**

As on date of this Red Herring Prospectus, our Company does not have any export obligations.

**COLLABORATION/TIE-UPS/JOINT VENTURE DETAILS**

As on date of this Red Herring Prospectus, our Company has not entered into any technical or other Collaboration / Tie Ups / Joint Ventures.

**HUMAN RESOURCES**

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best talent. Our Company considers factors such as specific skill-sets, interests and background, while recruiting the employees that would be an asset for our business. As on October 31, 2023, we have a total of 166 Permanent employees and 94 contractual basis. The table below shows the functional breakdown of our employees:

S.No.	Particulars	No of Employees
1.	Management	6
2.	Design & Analysis	10
3.	Manufacturing	74
4.	Projects	57
5.	Sales & Marketing Team	9
6.	Accounts & Finance	3
7.	Office Assistance	5
8.	Human Resource	1
9.	Legal & Compliance	1
	<b>Total</b>	<b>166</b>

**SWOT ANALYSIS**

**Strength:**

- Diverse Product Range
- Technological Integration
- Innovation in Design
- Customization Capabilities
- Established Players

**Weakness:**

- Highly Competitive
- Management of working capital and high debt
- Dependency on Economic Conditions
- Reliance on Raw Materials

**Opportunities:**

- E-commerce Growth

- Global Expansion
- Technological Advancements
- Sustainable Practices

**Threats:**

- Economic Downturns
- Regulatory Changes
- Global Supply Chain Disruptions
- Rapid Technological Changes

**INSURANCE POLICIES**

Company recognizes the potential risks and uncertainties in our business operations, such as theft, fire, natural calamities, terrorism, and force majeure events. To address these challenges, we prioritize risk management and have a comprehensive insurance strategy in place. Details of Insurance policies obtained by our Company are mentioned below:

Sr. No.	Particulars	Policy no.	Coverage Section	Company name	Period
1.	Digit My Business Policy-- Laghu Udyam Suraksha  (Risk Location: Survey no 21/6A,21/7A,21/7 B and 21/8 Singanayakanahalli, Yelahanka, Hobli, Bangalore North  Bangalore, Karnataka 560 064.)	D142595883	Building	Go Digit General Insurance Ltd	From April 03, 2024 to April 02, 2025
2.	Digit My Business Policy- Laghu Udyam Suraksha  (Risk Location: Survey no 21/6A,21/7A,21/7 B and 21/8 Singanayakanahalli, Yelahanka, Hobli, Bangalore North  Bangalore, Karnataka 560 064.)	D142594165	Go Digit, Bharat Laghu Udyam Suraksha (Including STFI, EQ, Terrorism Coverage)  Digit Burglary Insurance Policy	Go Digit General Insurance Ltd	From April 03. 2024 to April 02, 2025
3.	Employees Compensation Insurance	2250031191	Employees all over India	Tata AIG General Insurance Company Ltd	From June 05, 2023 to June 04, 2024
4.	Marine Cargo Open Policy	6520003157	Domestic sales From Anywhere in India to anywhere in India. Domestic	Tata AIG General Insurance Company Ltd	From June 22, 2023 to June 21, 2024.

			Purchase From anywhere in India to anywhere in India		
5.	Erection All Risk Insurance	2600041331	Erection of Steel Structure for Factories & Buildings.	Tata AIG General Insurance Company Ltd	From June 22, 2023 to November 05, 2024 Including 1 Month Testing
6.	Car Insurance policy	DCTR0109936 2054/00	Hyundai Elantra Car number KA03MW7261 Registration number KA03MW7261	ACKO General Insurance Limited	From August 01, 2023 to December 31, 2024
7.	Car Insurance policy	230220600237 2700000	Model- XL6 Smart Hybrid Automatic Alpha/Maruti XL6 Smart Hybrid Automatic Alpha	Maruti Insurance Broking Private Limited	From January 02, 2024 to January 01, 2025
8.	Car Insurance policy	ACCA0104335 4797/00	Model- Honda New City  Car no. KA05MP7669	ACKO General Insurance Limited	From August 01, 2023 to December 31, 2024
9.	Car Insurance policy	DCCR0109736 0484/00	Model- Volkswagen Polo GT  Car no. KA03NJ3850	ACKO General Insurance Limited	From August 01, 2023 to December 31, 2024
10.	Car Renault	DCAR0109939 3518/00	Renault Kwid  Car no. KA05Z0122	ACKO General Insurance Limited	From November 24, 2023 to November 23, 2024
11.	Car Insurance policy	18122524	Model- Nexon EV	IFFCO Tokio General Insurance Company Limited	From August 24, 2021 to August 23, 2024

## PROPERTY DETAILS

The following table sets forth the locations and other details of the properties of our Company:




Sr.	Details of the	Actual Use	Owned/	Area	Details of the Lessor/Licensor
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No.	Property		Leased	(Sq.ft/Sq.mtr.)	
1.	Survey no. 21/6A, 21/7A, 21/7B and 21/8 Located at Singanayakanahalli, Yelahanka Hobli, Bangalore-560064, Karnataka	Office Premises (Registered Office) & Factory/Manufacturing Unit	Leased	56,250 Sq. ft.	<p>Lease Agreement dated December 01, 2023 executed between i) Mr. S. K. Mohan Kumar ii) Mr. S. K. Sunil Kumar iii) Mr. S.V. Krishna Reddy and M/s Storage Technologies and Automation Private Limited.</p> <p>Period: 3 Year w.e.f. December 01, 2023 to November 30, 2026.</p> <p>Rent: ₹9,56,250/- (Rupees Nine Lakhs Fifty-Six Thousand Two Hundred Fifty only).</p> <p>Security Deposits: ₹40,00,000/- (Forty Lakhs Only)</p>
2.	Survey no. 21/9 and 21/10 Located at Singanayakanahalli, Yelahanka Hobli, Bangalore-560064, Karnataka	Warehouse	Leased	56,250 Sq. ft.	<p>Lease Agreement dated February 12, 2021 executed between i) Mr. S. K. Mohan Kumar ii) Mr. S. K. Sunil Kumar iii) Mr. S.V. Krishna Reddy and M/s Storage Technologies and Automation Private Limited.</p> <p><u>Period: Six months w.e.f. February 12, 2024 to August 11, 2024</u></p> <p>Rent: ₹6,28,000/- (Rupees Six Lakh Twenty-eight Thousand only) per month. Security Deposits: 40,00,000/- (Forty Lakhs Only)</p>

## INTELLECTUAL PROPERTIES

The details of trademark used by our Company are: -

Sr No.	Name Applied	Nature	Application Date	Application Number	Class	Present Status
1.	 RACKS & ROLLERS	Trademark	March 17, 2020	4475284	6	Approved
2.	 RACKS & ROLLERS	Trademark	March 17, 2020	4475286	37	Approved
3.	 RACKS & ROLLERS	Trademark	March 17, 2020	4475287	39	Approved

## KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India, and the respective bye laws framed by the local bodies, and others incorporated under the laws of India. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The statements produced below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions and may not be exhaustive, and are only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice. We are subject to a number of Central and State legislations which regulate substantive and procedural aspects of the business. Additionally, the business activities of our Company require sanctions, approvals, licenses, registrations etc. from the concerned authorities, under the relevant Central and State legislations and local bye-laws. For details of Government and Other Approvals obtained by the Company in compliance with these regulations, see section titled "Government and Other Approvals" beginning on page 229 of this Red Herring Prospectus. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in the field of real estate developers for commercial purposes.

### INDUSTRY SPECIFIC REGULATIONS

#### ***The Bureau of Indian Standards Act, 2016***

The Bureau of Indian Standards Act, 2016 ("BIS Act") provides for the establishment of bureau for the standardization, marking and quality certification of goods. Functions of the bureau include, inter-alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

#### ***Bureau of Indian Standards Rules, 2018 (the "Bureau of Indian Standards Rules")***

The Bureau of India Standards Rules, 2018, as amended, have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the Central Government, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

#### ***Importer-Exporter Code***

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

#### ***Steel and Steel Products (Quality Control) Order, 2020 (the "Quality Control Order 2020")***

The Steel and Steel Products (Quality Control) Order, 2020, as, was notified by the Ministry of Steel, Government of India, to bring specified steel products under mandatory BIS certification. All manufacturers of steel and steel products are required to apply to the Bureau of Indian Standards for certification and ensure compliance with the Quality Control Order 2020.

#### ***Legal Metrology Act, 2009 (the "Metrology Act")***

The Legal Metrology Act, 2009, as amended was enacted with the objective to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Metrology Act states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the Metrology Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in rules by each state.

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

#### ***Karnataka Electricity (Taxation on Consumption) Act, 1959***

Different rates of taxation on consumption of electricity have been in force since the Reorganization of States in the several areas of the State and it has been considered necessary to have a uniform tax structure all over the State. This uniform structure could not however be introduced until the tariff structure was made uniform. The State Electricity Board has introduced a uniform tariff structure all over the State with effect from 1<sup>st</sup> July 1959. As it was necessary to introduce the uniform tax structure simultaneously with the introduction of uniform rates, an Ordinance was promulgated on 23<sup>rd</sup> June 1959.

#### ***The Karnataka Shops and Commercial Establishments Act, 1961***

An Act to provide for the regulation of conditions of work and employment in shops and commercial establishments. Whereas it is expedient to provide for the regulation of conditions of work and employment in shops and commercial establishments and other incidental matters.

#### ***The Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976***

The act extends to the whole of the State of Karnataka, and it shall be deemed to have come into force on the first day of April 1976. Profession tax is levied under the Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976.

This tax shall be paid by every person exercising any profession or calling or is engaged in any trade or holds any appointment, public or private, as specified in the Schedule to the Act. The Government of Karnataka on April 26, 2021 has issued the Karnataka Tax on Professions, Trades, Callings and Employment Removal of Difficulties Order, 2021 to further amend the Karnataka Tax on Professions, Trades, Callings and Employment (Removal of Difficulties) Order, 1976.

### **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 ten or more employees are employed. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than 5 (five) years:

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

#### ***Workmen's Compensation Act, 1923 ("WCA")***

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

#### ***Maternity Benefit Act, 1961***

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

### ***Minimum Wages Act, 1948***

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

### ***Contract Labour (Regulation and Abolition) Act, 1970, as amended (the “CLRA Act”)***

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

### ***Employees’ State Insurance Act, 1948***

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

### ***Employees’ Provident Funds and Miscellaneous Provisions Act, 1952(“EPF Act”)***

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

### ***Payment of Wages Act, 1936***

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

### ***Industrial Disputes Act, 1947***

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

### ***Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013***

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (SHWPPR Act) provides for

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

### ***Apprentices Act, 1961***

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

### ***Equal Remuneration Act, 1976***

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

### ***Occupational Safety, Health and Working Conditions Code, 2020***

The Government of India enacted 'The Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.

### ***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 Pass-Book to every inter-state migrant workmen 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***

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

### ***Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001***

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

## **TAX RELATED LEGISLATIONS**

### ***Income Tax Act, 1961***

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

### ***Goods and Service Tax (GST)***

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

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

### ***Central Excise Act, 1944***

Excise duty is levied on production of goods but the liability of excise duty arises only on removal of goods from the place of storage, i.e., factory or warehouse. Unless specifically exempted, excise duty is levied even if the duty was paid on the raw material used in production.

### ***Customs Regulations***

All imports into India are subject to duties under the Customs Act, 1962 at the rates specified under the Customs Tariff Act, 1975. However, the Indian Government has the power to exempt certain specified goods from excise duty by notification.

## **ENVIRONMENTAL LAWS AND REGULATIONS**

### ***Environmental Regulations***

The **Environmental Protection Act, 1986** (“**Environment Protection Act**”), **Water (Prevention and Control of Pollution) Act, 1974** (“**Water Act**”) and the **Air (Prevention and Control of Pollution) Act, 1981** (“**Air Act**”) provide for the prevention, control and abatement of pollution. Pollution Control Boards (“**PCBs**”) have been constituted in all the States in India to exercise the authority provided under these statutes for the purpose of preventing and controlling pollution. Companies are required to obtain approvals of the relevant State PCBs for emissions and discharge of effluents into the environment. **The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008** (“**Hazardous Waste Rules**”) impose an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such hazardous wastes properly including proper collection, treatment, storage and disposal. Every occupier and operator of the facility

generating hazardous waste is required to obtain an approval from the PCB for collecting, storing and treating the hazardous waste.

### ***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

### ***Plastic Waste Management (PWM) Rules, 2016***

The Government of India, through the Ministry of Environment, Forest and Climate Change notified the new Plastic Waste Management Rules, 2016 (through a Gazette notification dated 18 March 2016). This supersedes the Plastic Waste (Management and Handling) Rules, 2011 that governed such activities earlier. This provides the framework for how plastic waste generators, local bodies, manufacturers, importers etc., to manage plastic waste.

### ***The Municipal Solid Wastes (Management and Handling) Rules, 2000 (“Waste Management Rules, 2000”) as superseded by Solid Waste Management Rules, 2016 (“Waste Management Rules, 2016”)***

The Waste Management Rules, 2000 applied to every municipal authority responsible for collection, segregation, storage, transportation, processing and disposal of municipal solid wastes. Any municipal solid waste generated in a city or a town, was required to be managed and handled in accordance with the compliance criteria and the procedure laid down in Schedule II of the Waste Management Rules, 2000. The Waste Management Rules, 2000 make the persons or establishments generating municipal solid wastes responsible for ensuring delivery of wastes in accordance with the collection and segregation system as notified by the municipal authority. The Waste Management Rules, 2000 have been superseded by the Waste Management Rules, 2016 which stipulate various duties of waste generators which, inter alia, include segregation and storage of waste generated by them in the manner prescribed in the Waste Management Rules, 2016; separate storage of construction and demolition waste and payment of user fee for solid waste management as specified in the bye-laws of the local bodies.

## **FDI POLICY**

### ***Foreign Trade (Development and Regulation) Act, 1992***

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

### ***Foreign Trade Policy***

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

### ***Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations Framed Thereunder.***

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the

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

### ***The Foreign Direct Investment***

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP Offers an updated circular. The reporting requirements for any investment in India by a person resident in India under Foreign Exchange Management (Non Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification no. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at <https://firms.rbi.org.in>. Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates.

## **GENERAL STATUTORY LEGISLATIONS**

### ***Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951***

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951 ("MSMED Act") inter-alia seeks to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The MSMED Act inter-alia empowers the Central Government to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as:

- (i) a micro enterprise, where the investment in plant and machinery does not exceed ₹ 25,00,000/- (Rupees Twenty- Five Lakhs Only);
- (ii) a small enterprise, where the investment in plant and machinery is more than ₹ 25,00,000/- (Rupees Twenty -Five Lakh Only) but does not exceed ₹ 5,00,00,000/- (Rupees Five Crores Only); or
- (iii) a medium enterprise, where the investment in plant and machinery is more than ₹ 5,00,00,000/- (Rupees Five Crores Only) but does not exceed ₹ 10,00,00,000/- (Rupees Ten Crores Only).

In case of enterprises engaged in providing or rendering of services, the enterprise may be classified as:

- (i) a micro enterprise, where the investment in equipment does not exceed ₹ 10,00,000/- (Rupees Ten Lakhs Only); (
- (ii) a small enterprise, where the investment in equipment is more than ₹ 10,00,000/- (Rupees Ten Lakhs Only) but does not exceed ₹ 2,00,00,000/- (Rupees Two Crores Only); or (iii) a medium enterprise, where the investment in equipment is more than ₹ 2,00,00,000/- (Rupees Two Crores Only) but does not exceed ₹ 5,00,00,000/- (Rupees Five Crores Only).

The MSMED Act also inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

### ***Companies Act, 2013 ("Companies Act")***

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29<sup>th</sup> August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the director's payable by the companies is under Part II of the said schedule.



### ***Competition Act, 2002***

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates combinations in India. The Competition Act also established the Competition Commission of India (the —CCI) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

### ***Indian Contract Act, 1872***

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as ‘void’ or ‘voidable’. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

### ***Information Technology Act, 2000 and Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011***

Our Company uses computer or computerized system and hence our working is governed by Information Technology Act, 2000 (“IT Act”). IT Act governs and provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as —electronic commerce. It also gives legal recognition to Digital Signatures and facilitates storage of data. The IT Act is applicable to any offence or contravention committed outside India as well. If the conduct of person constituting the offence involves a computer or a computerized system or network located in India, then irrespective of his/her nationality, the person is punishable under the IT Act.

### ***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.”

### ***Specific Relief Act, 1963***

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

### ***Sale of Goods Act, 1930***

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional.

### ***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.

### ***Code of Criminal Procedure Code, 1973***

It is the main legislation on procedure for administration of substantive criminal law in India. It was enacted in 1973 and came into force on 1<sup>st</sup> April, 1974. It provides the machinery for the investigation of crime, apprehension of suspected criminals, collection of evidence, determination of guilt or innocence of the accused person and the determination of punishment of the guilty.

Criminal law occupies a pre-dominant place among the agencies of social control and is regarded as a formidable weapon that society has forged to protect itself against anti-social behaviour. The law of criminal procedure is meant to be complimentary to criminal law. It is intended to provide a mechanism for the enforcement of criminal law. The Code of Criminal Procedure creates the necessary machinery for apprehending the criminals, investigating the criminal cases, their trials before the criminal courts and imposition of proper punishment on the guilty person. The Code enumerates the hierarchy of criminal courts in which different offences can be tried and then it spells out the limits of sentences which such Courts are authorized to pass.

The law of criminal procedure is intended to provide a mechanism for the enforcement of criminal law. Without the proper procedural law the substantive criminal law which defines offences and provides punishment for them would be almost worthless.

### ***Arbitration & Conciliation Act, 1996***

The Arbitration and Conciliation Act, 1996 is an act to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. It aims at streamlining the process of arbitration and facilitating conciliation in business matters. The Act recognizes the autonomy of parties in the conduct of arbitral proceedings by the arbitral tribunal and abolishes the scope of judicial review of the award and minimizes the supervisory role of Courts. A significant feature of the Act is the appointment of arbitrators by the Chief Justice of India or Chief Justice of High Court. The Chief Justice may either appoint the arbitrator himself or nominate a person or Institution to nominate the arbitrator. The autonomy of the arbitral tribunal has further been strengthened by empowering them to decide on jurisdiction and to consider objections regarding the existence or validity of the arbitration agreement.

### ***Negotiable Instruments Act, 1881***

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

### ***Indian Stamp Act, 1899***

Under the Indian Stamp Act, 1899 (the “Stamp Act”) stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

### ***The Energy Conservation (Amendment) Act, 2022***

The Energy Conservation Act, 2001 was enacted to provide for efficient use of energy, its conservation and for matters connected therewith and/ or incidental thereto. The amended Act provides for regulation of energy consumption by equipment, appliances, vehicles, vessels, industrial units, buildings or establishments that consume, generate, transmit or supply energy. With special focus on promotion of new and renewable energy and the National Green Hydrogen Mission, the amendment seeks to (i) facilitate the achievement of “Panchamrit” — the five nectar elements presented by India in COP-26 (Conference of Parties -26) in Glasgow 2021.

In addition to facilitating the achievement of ‘Panchamrit’, the amended Act aims to promote renewable energy and develop the domestic carbon market to combat climate change and introduce new concepts such as carbon trading and mandate the use of non-fossil sources to ensure faster decarbonisation and help achieve sustainable development goals in line with the Paris Agreement and various other actions related to climate change.

## **INTELLECTUAL PROPERTY RELATED LEGISLATIONS**

In general, the Intellectual Property Rights include but are not limited to the following enactments:

- i. Trademarks Act, 1999
- ii. Indian Copyright Act, 1957
- iii. Design Act, 2000

### ***Trade Marks Act, 1999 (“Trade Marks Act”)***

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. It provides for the application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trade Marks Act, an application for trade mark registration may be made with the Controller General of Patents, Designs and Trademarks by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trade mark in the future. Once granted, a trade mark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying for trademarks. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trade mark in India and other countries has been made available to owners of Indian and foreign trade marks. It also seeks to simplify the law relating to the transfer of ownership of trade marks by assignment or transmission

and to bring the law in line with international practices.

### ***Copyright Act, 1957***

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

### ***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. Section 2(d) of the Design act, 2002 provide the definition of 'Design' A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms, by an industrial process or means, whether manual, mechanical or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye.

## **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.

### ***Approvals from Local Authorities***

Setting up of a Factory or Manufacturing/Housing unit/Establishments entails the requisite Planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents from the state Pollution Control Board(s), the relevant state Electricity Board(s), the State Excise Authorities, Sales Tax, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

## HISTORY AND CORPORATE STRUCTURE

### Brief history of our Company

Our Company was originally incorporated as “Company Limited by Shares” under the name “Storage Technologies and Automation Private Limited” under the provisions of the Companies Act, 1956 and the Certificate of Incorporation was issued by Registrar of Companies, Bangalore on March 19, 2010, vide certificate of incorporation bearing CIN U74900KA2010PTC052918 issue by Central Registration Centre, Assistant Registrar of Companies, Karnataka. 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 August 31, 2023 and consequently the name of our Company was changed from “Storage Technologies and Automation Private Limited ” to “Storage Technologies and Automation Limited ” vide fresh Certificate of Incorporation granted to our Company consequent upon conversion into public limited company dated October 12, 2023 by the Registrar of Companies, Bangalore bearing Corporate Identification Number U74900KA2010PLC052918.

Mr. Khasim Sait and Mr. Mohammed Arif Abdul Gaffar Dor are the initial subscribers to the Memorandum of Association of our Company. As on the date of this Red Herring Prospectus, Mr. Mohammad Arif Abdul Gaffar Dor, Mr. Khasim Sait, Mr. Hanif A Khatri, Mr. Syed Azeem, Mr. Afzal Hussain and Mr. Numaan Khasim, are the Promoters of the Company.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major Vendors and suppliers, please refer the sections titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Financial information of the Company*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 101, 94, 132, 159 and 215 respectively of this Red Herring Prospectus.

### Address of the Registered Office

<b>Registered Office</b>	No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore-560 064.
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### Changes in Registered Office of the Company since Incorporation

Except as mentioned below, there has not been any change in our registered office since inception till the date of the Red herring Prospectus.

Effective Date	From	To	Reason for Change
Upon Incorporation	Shed no. 2, Survey no. 55 / P – 25 Bellahalli Village, Yelhanka Post, Bangalore Karnataka		
September 20, 2021	Shed no. 2, Survey no. 55 / P – 25 Bellahalli Village, Yelhanka Post, Bangalore Karnataka	No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore-560 064.	To increase Operational Efficiency

### Main Objects of Memorandum of Association

The main objects of our Company as contained in our Clause III (A) of Memorandum of Association of our Company are as follows:

- To carry on the business of design, manufacturing, installation, maintenance of products, technology, automation used for construction of large storage and warehousing systems.

### Amendments to the Memorandum of Association

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

Date of Meeting	Type of Meeting	Amendments
March 24, 2014	EGM	Alteration in Capital Clause V of the Memorandum of Association was amended to reflect increase in the authorized share capital of the company from ₹ 1,00,000/- divided into 10,000 Equity Shares of ₹ 10/- each to ₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹ 10/- each.
March 18, 2022	EGM	Increase in Authorized Share Capital from ₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹ 10/- each to ₹ 3,00,00,000/- divided into 30,00,000 Equity Shares of ₹ 10/-

Date of Meeting	Type of Meeting	Amendments
		each.
August 31, 2023	EGM	Conversion of Private Limited into Limited Company
November 24, 2023	EGM	Increase in Authorized Share Capital from ₹ 3,00,00,000/- divided into 30,00,000 Equity Shares of ₹ 10/- each to ₹ 15,00,00,000/- divided into 150,00,000 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/F.Y.	Key Events / Milestone / Achievements
2010	Incorporation of Company in the name and style of Storage Technologies and Automation Private Limited
2018	Certificate of Recognition for India 5000 Best MSME Awards
2013	Started factory operations
2023	The Company was converted from a private limited company to public limited company and consequently, the name of Company was changed from “Storage Technologies and Automation Private Limited” to “Storage Technologies and Automation Limited”.

### **Other details about our Company**

For details of our Company’s activities, products, growth, awards & recognitions, capacity, location of plants, technology, marketing strategy, competition and our customers, please refer section titled “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and “*Basis for Issue Price*” on pages 101, 215, and 86 respectively of this Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “*Our Management*” and “*Capital Structure*” beginning on page 132 and 66 of the Red Herring Prospectus respectively.

### **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 Red Herring Prospectus.

### **Our Holding Company**

As on the date of the Red Herring Prospectus, Our Company is not a Subsidiary of any Company.

### **Our Subsidiary Company**

As on the date of the Red Herring Prospectus, we have 2 (Two) Subsidiaries Company, the details of which are as given below:

#### ***1. Glaukoustech Solutions Private Limited***

### **Corporate Information:**

Glaukoustech Solutions Private Limited was incorporated on February 26, 2020 as a private limited company under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Bangalore.

<b>CIN</b>	U74900KA2020PTC133046
<b>PAN</b>	AAICG2510Q
<b>Registered Office</b>	Apt 41206 12 <sup>th</sup> Floor, Tower 4 Wing D Nikoo Homes Bhartiya City, Thanisandra Main Road, Bangalore 560064.

### **Nature of Business**

Glaukoustech Solutions Private Limited is engaged in business of development of hardware and software technologies for automation of movement of goods in warehouse and also providing consult configure commission install for the purpose of making them operational or fully functional.

### **Capital Structure**

As on the date of this Red Herring Prospectus, the Authorised share capital of the Glaukoustech Solutions Private Limited is Rs.10,00,000/- divided into 1,00,000 equity shares of ₹10/- each. The issued, subscribed and paid-up equity share capital of

the Glaukoustech Solutions Private Limited is Rs.1,00,000/- divided into 10,000 equity shares of ₹10/- each.

### **Shareholding Pattern**

The shareholding pattern of Glaukoustech Solutions Private Limited as on the date of this Red Herring Prospectus is mentioned below:

<b>Sr. No.</b>	<b>Name of Shareholders</b>	<b>No. of Shares</b>	<b>% Percentage</b>
1.	Girach Mohmmmed Nazim	1,500	15.00%
2.	Mohamed Tanzil Mohamed Hanif Khatri	1,500	15.00%
3.	Tehsinbanu Khatri	1,500	15.00%
4.	Storage Technologies and Automation Limited	5,500	55.00%
	<b>Total</b>	<b>10,000</b>	<b>100.00%</b>

### **Board of Directors**

Following are the Directors of Glaukoustech Solutions Private Limited as on the date of this Red Herring Prospectus:

<b>Sr. No.</b>	<b>Name of Directors</b>	<b>DIN</b>
1.	Girach Mohammed Nazim	08711315
2.	Mohamed Hanif Khatri Tanzil Mohamed	08711316
3.	Tehsinbanu Khatri	08711317

## **2. *DI&P Services Private Limited***

### **Corporate Information:**

DI&P Services Private Limited was incorporated on March 18, 2020 as a private limited company under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Bangalore.

<b>CIN</b>	U74999KA2020PTC133458
<b>PAN</b>	AAHCD7107R
<b>Registered Office</b>	Apt 41206 12 <sup>th</sup> Floor, Tower 4 Wing D Nikoo Homes Bhartiya City Thanisandra Main Road, Bangalore 560064.

### **Nature of Business**

DI&P Services Private Limited is engaged in the business of engineering consultancy to Manufacturing Industry and providing support in the field of engineering services.

### **Capital Structure**

As on the date of this Red Herring Prospectus, the authorised share capital of the DI&P Services Private Limited is Rs.10,00,000 divided into 100,000 equity shares of ₹10 each. The issued, subscribed and paid-up equity share capital of the DI&P Services Private Limited is Rs. 1,00,000 divided into 10,000 equity shares of ₹10 each.

### **Shareholding Pattern**

The shareholding pattern of DI&P Services Private Limited as on the date of this Red Herring Prospectus is mentioned below:

<b>Sr. No.</b>	<b>Name of Shareholders</b>	<b>No. of Shares</b>	<b>% Percentage</b>
1	Storage Technologies and Automation Limited	8,000	80%
2	Ali Mohammed Bheda	2,000	20%
	<b>Total</b>	<b>10,000</b>	<b>100%</b>

### **Board of Directors**

Following are the Directors of DI&P Services Private Limited as on the date of this Red Herring Prospectus:

<b>Sr. No.</b>	<b>Name of Directors</b>	<b>DIN</b>
1	Ali Mohammed Bheda	08726735
2.	<u>Hanif A Khatri</u>	<u>06396115</u>
3.	<u>Nuumaan Khasim</u>	<u>06752207</u>
4	<u>Lughman Khan</u>	<u>09428512</u>

### **Our Associate Company**

As on the date of this Red Herring Prospectus, our Company have no Associate Company.

### **Joint Ventures**

As on the date of this Red Herring Prospectus, our Company has not formed any joint ventures.

### **Strategic Partners:**

Our Company does not have any strategic partners as on the date of this Red Herring Prospectus.

### **Financial Partners**

Apart from the arrangements with bankers and lenders which our Company undertakes in the ordinary course of business, as on the date of this Red Herring Prospectus, our Company does not have any financial partner.

### **Details regarding Acquisition of Business/Undertakings, Mergers, Amalgamation, Revaluation of Assets etc.**

Except as disclosed in this Red Herring Prospectus, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Red Herring Prospectus.

### **Time and Cost Overruns in Setting up Projects**

There have been no instances of time and cost overruns in setting up of our projects in the past.

### **Capacity/ Facility Creation, Location of Plants**

For details pertaining to capacity / facility creation, location of plant refers section "*Business Overview*" on page 101 of this 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 products services, entry in new geographies or exit from existing markets, please refer chapter titled "*Business Overview*" on page 101 of this Red Herring Prospectus.

### **Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks**

There have been no defaults or rescheduling/restructuring of borrowings with any of the financial institutions/banks or conversion of loans into equity in relation to our Company.

### **Collaboration**

Our Company has not entered into any Collaboration as on the date of this Red Herring Prospectus.

### **Lock-Out and Strikes**

There have been no material instances of strikes or lock-outs at any time in our Company.

### **Injunction or Restraining Orders**

There are no injunctions/restraining orders that have been passed against 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 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.

### **Other Material Agreements**

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

## OUR MANAGEMENT

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15. Our Company currently has 10 (Ten) directors on our Board, out of which 6 (Six) is Executive Director and 4 (Four) are Independent Directors.

1. Mr. Mohammad Arif Abdul Gaffar Dor - Managing Director
2. Mr. Khasim Sait - Whole time Director
3. Mr. Nuumaan Khasim - Whole time Director and Chief Financial Officer
4. Mr. Afzal Hussain - Whole time Director and Chief Executive officer
5. Mr. Syed Azeem - Whole time Director and Chief Operating Officer
6. Mr. Hanif A Khatri - Whole time Director and Chairman
7. Mr. Arthur Denzlin Hireallur Girishappa - Independent Director
8. Mr. Fayaz Gangjee - Independent Director
9. Mr. R Sreenivasan - Independent Director
10. Ms. Japna Chaudhary - Independent Director

The Following table sets forth details regarding the Board of Directors as on the date of this Red Herring Prospectus: -

<b>Mr. Mohammad Arif Abdul Gaffar Dor</b>	
Father's Name	Mr. Mohammad Abdul Gaffar Dor
DIN	02943466
Date of Birth	July 28, 1985
Age	38 Years
Designation	Managing Director
Status	Executive
Qualification	Bachelor of Engineering in Chemical Engineering from Visveswaraiiah Technological University, Belgaum, Karnataka
No. of Years of Experience	He is having more than 13 Years of experience in following areas such as: New Product Development of racking system and manufacturing of racking and shelving System
Address	B-1004, RMZ Galleria Residencies, Ambekdar Colony, Yelahanka New Town, Yelahanka, Bengaluru, Karnataka – 560064
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as Director of the company on March 19, 2010. Further, he is reappointed as Managing Director of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.
Term of Appointment and date of expiration of current term of office.	Currently he holds office for the period of 3 (Three) years w.e.f. November 01, 2023, liable to retire by rotation
Other Directorships	NIL

<b>Mr. Khasim Sait</b>	
Father's Name	Mr. Abdul Azeem
DIN	02943503
Date of Birth	May 12, 1957
Age	66 years
Designation	Whole time Director
Status	Executive

Qualification	- National Apprenticeship Certificate From National Council for Training in Vocational Trades - Certificate from Department of Employment and Training
No. of Years of Experience	He is having more than 13 of experience in the field of manufacturing of racking and shelving system and machine maintenance
Address	House/Bldng/Apt-31, Street Road Lane-2 Main, Area / Locality/Sector – Kausar Nagar, Village / Town / City-Bangalore North, Dist - Bangalore, PO - RT Nagar, State, Karnataka Pin – 560032
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as Director of the company on March 19, 2010. Further, he is reappointed as Whole Time Director of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.
Term of Appointment and date of expiration of current term of office.	Currently he holds office for the period of 3 (Three) years w.e.f. November 01, 2023, liable to retire by rotation
Other Directorships	NIL

<b>Mr. Nuumaan Khasim</b>	
Father's Name	Mr. Khasim Sait
DIN	06752207
Date of Birth	December 21, 1987
Age	36 Years
Designation	Whole time Director and Chief Financial Officer
Status	Executive
Qualification	Bachelor Of Engineering in Information Science & Engineering from Visveswaraiah Technological University, Belgaum, Karnataka
No. of Years of Experience	He is having more than 5 Years of experience in the field of Programmer analyst more than 7 years of experience in the field of procurement of Steel Raw Materials and Finance
Address	House/Bldng/Apt-31, Street Road Lane-2 Main, Area / Locality/Sector – Kausar Nagar, Village/ Town / City-Bangalore North, Dist –Bangalore, PO - RT Nagar, State, Karnataka Pin – 560032
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as Director of the company on June 01, 2016. Further, he is reappointed as Whole time Director and CFO of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.
Term of Appointment and date of expiration of current term of office.	Currently he holds office for the period of 3 (Three) years w.e.f. November 01, 2023, liable to retire by rotation
Other Directorships	DI&P Services Private Limited

<b>Mr. Afzal Hussain</b>	
Father's Name	Mr. Khasim Sait
DIN	07522387
Date of Birth	September 03, 1986
Age	37 Years
Designation	Whole time Director and Chief Executive officer
Status	Executive
Qualification	- Bachelor Of Engineering from Visveswaraiah Technological University, Belgaum, Karnataka

	- Certificate in Planning & Entrepreneurship from the Indian Institute of Planning and Management, -Post Graduate Degree in Management from International Management Institute, Brussels
No. of Years of Experience	He is having more than 7 Years of experience in the field of Design sales and marketing of Industrial Racking and Shelving System
Address	House/Bldng/Apt-31, Street Road Lane-2 Main, Area / Locality/Sector – Kausar Nagar, Village / Town / City-Bangalore North, Dist - Bangalore, PO - RT Nagar, State, Karnataka Pin – 560032
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as Director of the company on June 01, 2016. Further, he is reappointed as Whole time Director and Chief Executive officer of the Company for the period of 3 (Three) years w.e.f. November 1, 2023.
Term of Appointment and date of expiration of current term of office.	Currently he holds office for the period of 3 (Three) years w.e.f. November 01, 2023, liable to retire by rotation
Other Directorships	NIL

<b>Mr. Syed Azeem</b>	
Father's Name	Mr. Syed Wasiul Hussain
DIN	07532528
Date of Birth	September 03, 1984
Age	39 Years
Designation	Whole time Director and Chief Operating Officer
Status	Executive
Qualification	Second Year Pre-university Examination from Department of Pre-University Education, Bangalore
No. of Years of Experience	He is having more than 7 Years of experience in the field of Sales and Marketing of Industrial Racking and Shelving System.
Address	801, 1 <sup>st</sup> Floor 10 <sup>th</sup> Main, 6 <sup>th</sup> Cross, Indiranagar, 2 <sup>nd</sup> Stage Bangalore, Indiranagar, Bangalore, Karnataka, 560038
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as Director of the company on June 01, 2016. Further, he is reappointed as Whole time Director and COO of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.
Term of Appointment and date of expiration of current term of office.	Currently he holds office for the period of 3 (Three) years w.e.f. November 01, 2023, liable to retire by rotation
Other Directorships	Manzar Experience Curators Private Limited

<b>Mr. Hanif A Khatri</b>	
Father's Name	Mr. Abdul Gaffar Khatri
DIN	06396115
Date of Birth	December 09, 1965
Age	58 Years
Designation	Whole time Director and Chairman
Status	Executive
Qualification	Bachelor of Engineering in Electronics from Bangalore University
No. of Years of Experience	He is having more than 23 Years of experience in the field of Consultation, Sales, Marketing and Design of Industrial Racking and Shelving System

Address	Apartment no 3171, 3rd Block, CASA Serenita, Soba City, Thanisandra Main Road, Bangalore North, Bengaluru Karnataka – 560077
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as Director of the company on June 01, 2016. Further, he is reappointed as Whole time Director and Chairman of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.
Term of Appointment and date of expiration of current term of office.	Currently he holds office for the period of 3 (Three) years w.e.f. November 01, 2023, liable to retire by rotation
Other Directorships	DI&P Services Private Limited

<b>Mr. Arthur Denzlin Hirehallur Girishappa</b>	
Father's Name	Mr. Girishappa Hirehallur Esharappa
DIN	03518445
Date of Birth	March 06, 1986
Age	38 Years
Designation	Independent Director
Status	Non- Executive
Qualification	Post Graduate Diploma in Planning and Management from the Indian Institute of Planning & Management
No. of Years of Experience	Having Experience of more than 10 years in the field of Metallurgy.
Address	No. 12C Industrial Area, Muddur Taluk, Somanahalli, Mandya Karnataka-571429
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as Additional Independent Director by the Board of Directors of the Company w.e.f. November 23, 2023. Subsequently his appointment was regularised by the shareholders of the company for the position of Independent Director in the Extra Ordinary General Meeting w.e.f. November 24, 2023 for the period of 1 year.
Term of Appointment and date of expiration of current term of office.	Currently he holds Office as Independent Director of the company w.e.f. November 24, 2023 for the period of 1 year.
Other Directorships	C G Aluminum Allieds Private Limited

<b>Mr. Fayaz Gangjee</b>	
Father's Name	Mr. Hassan Ali Gangjee
DIN	00514103
Date of Birth	December 07, 1952
Age	70 Years
Designation	Independent Director
Status	Non- Executive
Qualification	Bachelor of Engineering from Indian Institute of Technology, Madras
No. of Years of Experience	35 years of experience in the field of business
Address	107, S J R Park, Vistaoff Sarjapura Road, Banglore (East), Banglore 560102
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as Additional Independent Director by the Board of Directors of the Company w.e.f. November 23, 2023. Subsequently his appointment was regularised by the shareholders of the company for the position of Independent

	Director in the Extra Ordinary General Meeting w.e.f. November 24, 2023 for the period of 1 year.
Term of Appointment and date of expiration of current term of office.	Currently he holds Office as Independent Director of the company w.e.f. November 24, 2023 for the period of 1 year.
Other Directorships	NIL

<b>Mr. R Sreenivasan</b>	
Father's Name	Mr. Dadibatla Ramkrishnan
DIN	00034190
Date of Birth	September 17, 1966
Age	57 Years
Designation	Independent Director
Status	Non- Executive
Qualification	Master of Technology from Jawaharlal Nehru University, New Delhi and Post Graduate Diploma in Management from Indian Institute of Management, Bangalore
No. of Years of Experience	30 years, as a trainer, career and Life Coach to the middle and top leadership in organizations and movements.
Address	B 166, Near Apollo Hospital, Sarita Vihar, South Delhi, Delhi 110076
Occupation	Business
Nationality	Indian
Date of Appointment	He was appointed as Additional Independent Director by the Board of Directors of the Company w.e.f. November 23, 2023. Subsequently his appointment was regularised by the shareholders of the company for the position of Independent Director in the Extra Ordinary General Meeting w.e.f. November 24, 2023 for the period of 1 year.
Term of Appointment and date of expiration of current term of office.	Currently he holds Office as Independent Director of the company w.e.f. November 24, 2023 for the period of 1 year.
Other Directorships	1. Career Launcher Education Infrastructure and Services Limited 2. Career Launcher Foundation 3. CL Higher Educational Services Private Limited

<b>Ms. Japna Choudhary</b>	
Father's Name	Mr. Kuwar Pal Singh
DIN	06571320
Date of Birth	May 21, 1987
Age	36 Years
Designation	Independent Director
Status	Non- Executive
Qualification	1. Fellow Member of Institute of Companies Secretaries of India. 2. Certificate course on POSH conducted by Institute of Companies Secretaries of India. 3. Bachelor of Law from CCS University, Meerut 4. M.com from CCS University, Meerut 5. Post Graduate Diploma in Intellectual Property Rights from National Law School 6. B.com from CCS University, Meerut
No. of Years of Experience	09 years as a Practicing Company Secretary
Address	475, Phase No. 1, Radhey Shyam Vihar, Murad Nagar, Ghaziabad 201001, Uttar Pradesh.

Occupation	Self-Employed
Nationality	Indian
Date of Appointment	She was appointed as Additional Independent Director by the Board of Directors of the Company w.e.f. November 23, 2023. Subsequently her appointment was regularised by the shareholders of the company for the position of Independent Director in the Extra Ordinary General Meeting w.e.f. November 24, 2023 for the period of 1 year.
Term of Appointment and date of expiration of current term of office.	Currently she holds office as Independent Director of the company w.e.f. November 24, 2023 for the period of 1 year.
Other Directorships	<ol style="list-style-type: none"> <li>1. Greenchef Appliances Limited</li> <li>2. Kris Sumeru Investments Private Limited</li> <li>3. NET4SITE Consulting India Private Limited</li> <li>4. Intergram Logistics Private Limited</li> <li>5. Eurobelt Belting Solutions Private Limited</li> <li>6. Westconcomstor International (India) Private Limited</li> </ol>

As on the date of the Red Herring Prospectus

A. None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers

None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.

B. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

C. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filling of this Red Herring Prospectus.

D. None of Promoters or Directors of our Company are a fugitive economic offender.

E. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.

F. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

#### **RELATIONSHIP BETWEEN THE DIRECTORS**

There is no relationship between any of the Directors of our Company except the following relationship: -

<b>Name of Director</b>	<b>Designation</b>	<b>Relation</b>
Mr. Mohammad Arif Abdul Gaffar Dor	Whole-time Director and Managing Director	Brother of Hanif Khatri
Mr. Khasim Sait	Whole-time Director	Father of Afzal Hussain & Nuumaan Khasim
Mr. Nuumaan Khasim	Whole-time Director and Chief Financial Officer	Son of Mr Khasim Sait
Mr. Afzal Hussain	Whole time Director and Chief Executive officer	Son of Mr Khasim Sait
Mr. Hanif A Khatri	Whole time Director and Chairman	Brother of Mohammed Arif Abdul Gaffar Dor

## **ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS**

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above-mentioned Directors was selected as director or member of senior management.

## **SERVICE CONTRACTS**

None of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed, however their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of employment.

## **BORROWING POWERS OF THE BOARD OF DIRECTORS**

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on November 24, 2023 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 50/- Crores (Rupees Fifty Crores only).

## **BRIEF PROFILE OF OUR DIRECTORS**

### **Mr. Mohammad Arif Abdul Gaffar Dor**

Mr. Mohammad Arif Abdul Gaffar Dor aged 38 years is Promoter of the company as well as Whole-time Director and Managing Director of the Company. He has completed his Bachelor of Engineering from Visveswaraiiah Technological University, Belgaum. He is having more than 13 Years of experience in the field of New Product Development of racking system and manufacturing of racking and shelving System. He was originally appointed as Executive Director of the on March 19, 2010. Further, he is reappointed as Whole time Director and Managing Director of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.

### **Mr. Khasim Sait**

Mr. Khasim Sait aged 66 years is Promoter of the company as well as Whole-time Director of the Company. He has completed his National Apprenticeship Certificate from National Council for Training in Vocational Trades, Certificate from Department of Employment and Training. He is having more than 13 Years of experience in the field of manufacturing of racking and shelving system and machine maintenance. He was appointed as Director of the company on March 19, 2010. Further, he is reappointed as Whole Time Director of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.

### **Mr. Nuumaan Khasim**

Mr. Nuumaan Khasim aged 36 years is Whole-time Director and Chief Financial Officer of the Company. He has completed his Bachelor of Engineering from Visveswaraiiah Technological University, Belgaum. He is having more than 5 Years of experience in the field of Programmer analyst and more than 7 years of experience in the field of procurement of Steel Raw Materials and Finance . He was appointed as Executive Director of the company on June 01, 2016. Further, he is reappointed as Whole time Director and Chief Financial Officer of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.

### **Mr. Afzal Hussain**

Mr. Afzal Hussain aged 37 years is Whole-time Director and Chief Executive Officer of the Company. He has completed his Bachelor of Engineering and Certificate in Financial Management and Marketing Management from the Indian Institute of Planning and Management, Post Graduate Degree in Management from International Management Institute. He is having more than 7 Years of experience in the field of Design, sales and marketing of Industrial Racking and Shelving System. He was appointed as Executive Director of the company on June 01, 2016. Further, he is reappointed as Whole time Director and Chief Executive Officer of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.



**Mr. Syed Azeem**

Mr. Syed Azeem aged 39 years is Whole-time Director and Chief Operation Officer of the Company. He has completed his Second Year Pre-university Examination conducted by Department of Pre-university Education. He is having more than 7 Years of experience in the field of Sales and Marketing of Industrial Racking and Shelving System.. He was appointed as Director of the company on June 01, 2016. Further, he is reappointed as Whole time Director and COO of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.

**Mr. Hanif A Khatri**

Mr. Hanif A Khatri aged 58 years is Whole-time Director and Chairman of the Company. He has completed his Bachelor in Engineering in Electronics from Bangalore University. He is having more than 23 Years of experience in the field of Consultation, Sales, Marketing and Design of Industrial Racking and Shelving System. He was appointed as Director of the company on March 19, 2010. Further, he is reappointed as Whole time Director and Chairman of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.

**Mr. Arthur Denzlin Hireallur Girishappa**

Mr. Arthur Denzlin Hireallur Girishappa aged 37 years is Independent Director of the Company. He has completed his Post Graduate Diploma in Planning and Management from the Indian Institute of Planning & Management. He is having 10 Years of experience in the field of Metallurgy. He was appointed as Additional Independent Director by the Board of Directors of the Company w.e.f. November 23, 2023. Subsequently his appointment was regularised by the shareholders of the company for the position of Independent Director in the Extra Ordinary General Meeting w.e.f. November 24, 2023 for the period of 1 year.

**Mr. Fayaz Gangjee**

Mr. Fayaz Gangjee aged 70 years is Independent Director of the Company. He has completed his Bachelor of Engineering from Indian Institute of Technology, Madras He is having 35 Years of experience in the field of business. He was appointed as Additional Independent Director by the Board of Directors of the Company w.e.f. November 23, 2023. Subsequently his appointment was regularised by the shareholders of the company for the position of Independent Director in the Extra Ordinary General Meeting w.e.f. November 24, 2023 for the period of 1 year.

**Mr. R Sreenivasan**

Mr. R Sreenivasan aged 57 years is Independent Director of the Company. He has completed his Master of Technology from Jawaharlal Nehru University, New Delhi and Post Graduate Diploma in Management form Indian Institute of Management, Bangalore. He is having more than 30 Years of experience in the field of Training and leadership. He was appointed as Additional Independent Director by the Board of Directors of the Company w.e.f. November 23, 2023. Subsequently his appointment was regularised by the shareholders of the company for the position of Independent Director in the Extra Ordinary General Meeting w.e.f. November 24, 2023 for the period of 1 year.

**Ms. Japna Choudhary**

Ms. Japna Choudhary aged 37 years is Independent Director of the Company. She is Fellow Member of Institute of Companies Secretaries of India from more than 9 years. She was appointed as Additional Independent Director by the Board of Directors of the Company w.e.f. November 23, 2023. Subsequently her appointment was regularised by the shareholders of the company for the position of Independent Director in the Extra Ordinary General Meeting w.e.f. November 24, 2023 for the period of 1 year.

<b>COMPENSATION AND BENEFITS TO THE CHAIRMAN, WHOLETIME DIRECTOR AND MANAGING DIRECTOR ARE AS FOLLOWS:</b>
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<b>Name</b>	<b>Mr. Mohammad Arif Abdul Gaffar Dor</b>	<b>Mr. Hanif A Khatri</b>
<b>Designation</b>	Managing Director	Whole time Director and Chairman
<b>Date of Appointment/ Change in Designation</b>	He was appointed as Director of the company on March 19, 2010. Further, he is reappointed as Managing Director of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.	He was appointed as Director of the company on June 01, 2016. Further, he is reappointed as Whole time Director and Chairman of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.

<b>Period</b>	From November 01, 2023 to November 01, 2026	From November 01, 2023 to November 01, 2026
<b>Salary</b>	Rs. 2,25,000/- (Rupees Two Lakhs Twenty Five Thousand Only) Per Month	Rs. 2,70,000/- (Rupees Two Lakhs Seventy Thousand Only) Per Month
<b>Bonus</b>	-	-
<b>Perquisite/Benefits</b>	-	-
<b>Commission:</b>	-	-
<b>Compensation/ remuneration paid during the F.Y. 2022-23 in the capacity of Executive Director</b>	Rs. 14.70 Lakh	Rs. 12.25 Lakh

<b>Name</b>	<b>Mr. Khasim Sait</b>	<b>Mr. Nuumaan Khasim</b>
<b>Designation</b>	Whole time Director	Whole time Director and Chief Financial Officer
<b>Date of Appointment/ Change in Designation</b>	He was appointed as Director of the company on March 19, 2010. Further, he is reappointed as Whole time Director of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.	He was appointed as Director of the company on June 01, 2016. Further, he is reappointed as Whole time Director and Chief Financial Officer of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.
<b>Period</b>	From November 01, 2023 to November 01, 2026	From November 01, 2023 to November 01, 2026
<b>Salary</b>	Rs. 2,25,000/- (Rupees Two Lakhs Twenty Five Thousand Only) Per Month	Rs. 2,25,000/- (Rupees Two Lakhs Twenty Five Thousand Only) Per Month
<b>Bonus</b>	-	-
<b>Perquisite/Benefits</b>	-	-
<b>Commission:</b>	-	-
<b>Compensation/ remuneration paid during the F.Y. 2022-23 in the capacity of Executive Director</b>	Rs. 12.25 Lakh	Rs. 12.25 Lakh

<b>Name</b>	<b>Mr. Afzal Hussain</b>	<b>Mr. Syed Azeem</b>
<b>Designation</b>	Whole time Director and Chief Executive officer	Whole time Director and Chief Operating Officer
<b>Date of Appointment/ Change in Designation</b>	He was appointed as Director of the company on June 01, 2016. Further, he is reappointed as Whole time Director and Chief Executive officer of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.	He was appointed as Director of the company on June 01, 2016. Further, he is reappointed as Whole time Director and Chief Operating Officer of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.
<b>Period</b>	From November 01, 2023 to November 01, 2026	From November 01, 2023 to November 01, 2026
<b>Salary</b>	Rs. 2,25,000/- (Rupees Two Lakhs Twenty Five Thousand Only) Per Month	Rs. 2,25,000/- (Rupees Two Lakhs Twenty Five Thousand Only) Per Month

	Thousand Only) Per Month	Five Thousand Only) Per Month
<b>Bonus</b>	-	-
<b>Perquisite/Benefits</b>	-	-
<b>Commission:</b>	-	-
<b>Compensation/ remuneration paid during the F.Y. 2022-23 in the capacity of Executive Director</b>	Rs. 12.25 Lakh	Rs. 12.25 Lakh

#### **SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS**

Till date, our Company has not paid any sitting fees to any of the Non-Executive Directors for attending any of the Board or Committee Meetings. Further, The Board of Directors vide its board resolution dated April 19, 2024, decided to pay sitting fees of Rs.25,000/- per meeting.

#### **SHAREHOLDING OF DIRECTORS**

The shareholding of our directors as on the date of this Red Herring Prospectus is as follows:

<b>Sr. No.</b>	<b>Name of Directors</b>	<b>No. Equity Shares held</b>	<b>Category/ Status</b>
1.	Mr. Mohammad Arif Abdul Gaffar Dor	13,50,000	Managing Director
2.	Mr. Khasim Sait	9,00,000	Whole time Director
3.	Mr. Nuumaan Khasim	5,40,000	Whole time Director and Chief Financial Officer
4.	Mr. Afzal Hussain	7,20,000	Whole time Director and Chief Executive officer
5.	Mr. Syed Azeem	7,20,000	Whole time Director and Chief Operating Officer
6.	Mr. Hanif A Khatri	46,80,000	Whole time Director and Chairman

#### **INTEREST OF DIRECTORS**

All the non-executive directors of the company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Executive Directors are interested to the extent of remuneration paid to them for services rendered to the company.

Except as stated under “Related Party Transactions” under Chapter titled “Restated Financial Information” beginning on page 159 of the Red Herring Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Red Herring Prospectus in which our directors are interested.

#### **CHANGES IN THE BOARD OF DIRECTORS DURING THE AST THREE YEARS**

<b>Name of Director</b>	<b>Date of Event</b>	<b>Nature of Event</b>	<b>Reason for the changes in the board</b>
Mr. Mohammad Arif Abdul Gaffar Dor	November 01, 2023.	Change in Designation	His designation was changed to Chairman and Managing Director of the company.
Mr. Khasim Sait	November 01, 2023.	Change in	His designation was changed to Whole time Director of the company.

		designation	
Mr. Nuumaan Khasim	November 01, 2023	Change in designation	His designation was changed to Whole time Director and Chief Financial Officer of the company.
Mr. Afzal Hussain	November 01, 2023.	Change in designation	His designation was changed to Whole time Director and Chief Executive officer of the company.
Mr. Syed Azeem	November 01, 2023.	Change in designation	His designation was changed to Whole time Director and Chief Operating Officer of the company.
Mr. Hanif A Khatri	November 01, 2023.	Change in designation	His designation was changed to Whole time Director and Chairman of the company.
Mr. Arthur Denzlin Hireallur Girishappa	November 23, 2023	Appointment	He was Appointed as additional Independent Director of our company
Mr. Fayaz Gangjee	November 23, 2023	Appointment	He was Appointed as additional Independent Director of our company
Mr. R Sreenivasan	November 23, 2023	Appointment	He was Appointed as additional Independent Director of our company
Ms. Japna Choudhary	November 23, 2023	Appointment	She was Appointed as additional Independent Director of our company
Mr. Arthur Denzlin Hireallur Girishappa	November 24, 2023	Regularisation	He was regularised as an Independent Director of our company.
Mr. Fayaz Gangjee	November 24, 2023	Regularisation	He was regularised as an Independent Director of our company.
Mr. R Sreenivasan	November 24, 2023	Regularisation	He was regularised as an Independent Director of our company.
Ms. Japna Choudhary	November 24, 2023	Regularisation	She was regularised as an Independent Director of our company.

## CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges.

As on date of this Red Herring Prospectus , as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i)of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavours to comply with the good Corporate Governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

### Composition of Board of Directors

Currently our Board is consisting of 10 (Ten) directors on our Board, out of which 6 (Six) is Executive Director and 4 (Four) are Independent Directors.

Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Name of Directors	Designation	Status	DIN
1.	Mr. Mohammad Arif Abdul Gaffar Dor	Managing Director	Executive	02943466

2.	Mr. Khasim Sait	Whole-time Director	Executive	02943503
3.	Mr. Nuumaan Khasim	Whole-time Director and Chief Financial officer	Executive	06752207
4.	Mr. Afzal Hussain	Whole-time Director and Chief Executive officer	Executive	07522387
5.	Mr. Syed Azeem	Whole-time Director and Chief Operating Officer	Executive	07532528
6.	Mr. Hanif A Khatri	Whole-time Director and Chairman	Executive	06396115
7.	Mr. Arthur Denzlin Hireallur Girishappa	Independent Director	Non-executive	03518445
8.	Mr. Fayaz Gangjee	Independent Director	Non-executive	00514103
9.	Mr. R Sreenivasan	Independent Director	Non-executive	00034190
10.	Ms. Japna Choudhary	Independent Director	Non-executive	06571320

### **Constitution of Committees**

Our company has constituted the following Committees of the Board;

- 1. Audit Committee**
- 2. Stakeholders Relationship Committee**
- 3. Nomination and Remuneration Committee**

Details of composition, terms of reference etc. of each of the above committees are provided hereunder:

#### **1. Audit Committee:**

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on November 23, 2023 constituted Audit Committee.

The constitution of the Audit Committee is as follows:

<b>Name of the Directors</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Mr. Japna Choudhary	Chairman	Independent Director
Mr. Arthur Denzlin Hireallur Girishappa	Member	Independent Director
Mr. Nuumaan Khasim	Member	Whole time Director and CFO

- A. Our Company Secretary and Compliance officer will act as the secretary of the Committee.
- B. **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.
- C. **Meetings of the Committee:** The committee shall meet at least four times in a year and not more than one hundred and twenty day 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.

#### **D. Power of the Committee:**

The Audit Committee shall have powers, including the following:

- a) to investigate any activity within its terms of reference;
- b) to seek information from any employee;
- c) to obtain outside legal or other professional advice;
- d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- e) To have full access to information contained in records of Company.

#### **E. 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:

**The role of the Audit Committee shall include the following:**

- 1) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- 2) Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- 3) Approving payments to the 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. Qualifications and modified opinions 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, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- 7) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, the performance of statutory and internal auditors, and 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) Discussing with internal auditors on any significant findings and follow up thereon;
- 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) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) Reviewing the functioning of the whistle blower mechanism;
- 19) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1.00 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- 21) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- 22) 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 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.

## Quorum and Meetings

The audit committee shall meet as often as necessary subject to minimum 4 times in financial years. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall present at the Meeting.

### 2. Stakeholders Relationship Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on November 23, 2023 constituted Stakeholders Relationship Committee.

The constitution of the Stakeholders Relationship Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Arthur Denzlin Hirehallur Girishappa	Chairman	Independent Director
Fayaz Ganjee	Member	Independent Director
Mohammad Arif Abdul Gaffar Dor	Member	Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

#### 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 Stakeholder Relationship Committee shall meet at least once in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

#### C. Scope and terms of reference:

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations, 2015 and Companies Act, 2013 shall be as under:

1. To consider and resolve grievances of security holders of the Company, 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. To review of measures taken for effective exercise of voting rights by shareholders;
3. To review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. to review various measures and initiatives taken by the Company 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 other functions / roles as may be delegated to the Committee by the Board and/or as may be required under applicable laws.

## Quorum and Meetings

The Stakeholders Relationship Committee shall meet at least once in financial year. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

### 3. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on November 23, 2023 constituted Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Fayaz Gangjee	Chairman	Non-Executive Independent Director
Mr. R. Sreenivasan	Member	Non-Executive Independent Director
Mr. H G Arthur Denzin	Member	Non-Executive Independent Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

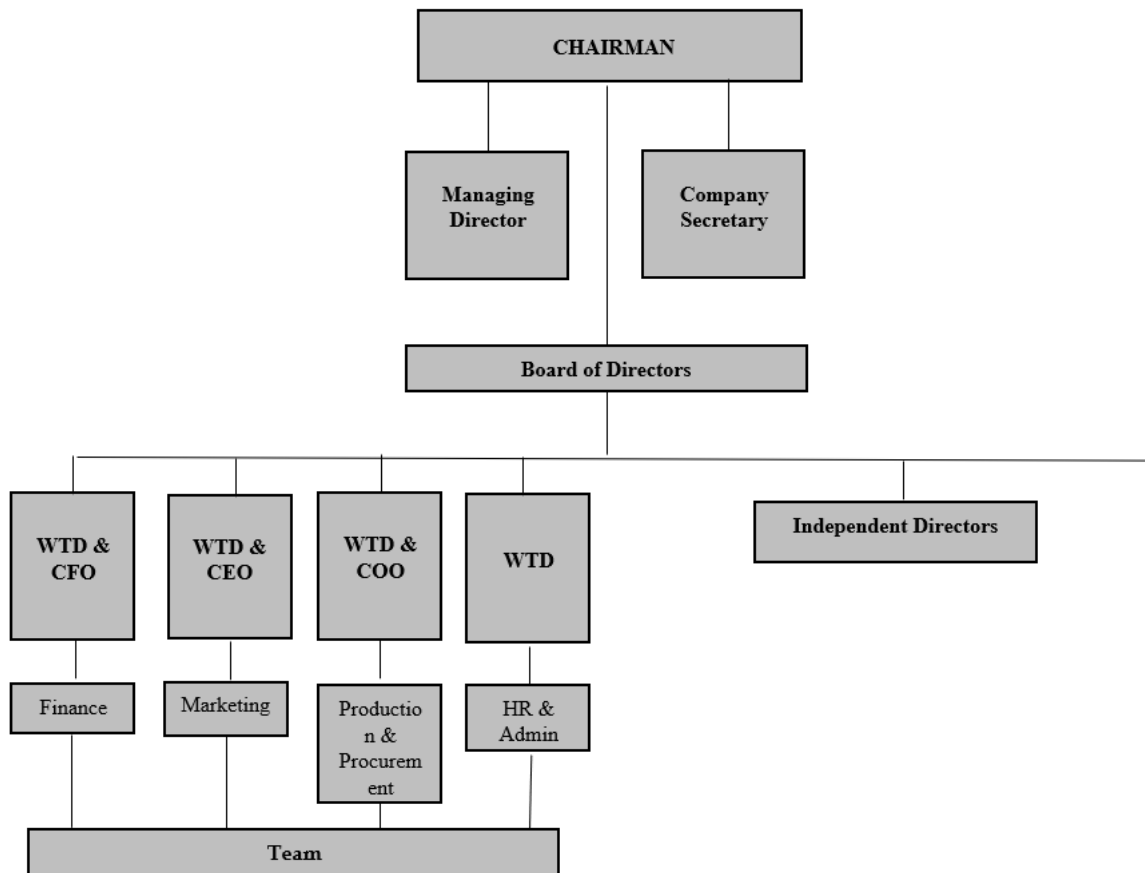
- A. Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.
- B. Meetings of the committee:** The committee shall meet as and when the need arises, subject to at least once in a year. The quorum for a meeting 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. Scope and Terms of reference:** The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:
- 1) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
  - 2) Evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
    - a) use the services of external agencies, if required;
    - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
    - c) Consider the time commitments of the candidates.
  - 3) Formulation of criteria for evaluation of the performance of independent directors and the Board;
  - 4) Specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
  - 5) devising a policy on diversity of the Board;
  - 6) identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal;
  - 7) 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;
  - 8) recommending to the Board, all remuneration, in whatever form, payable to senior management; and
  - 9) Such other functions / roles as may be delegated to the Committee by the Board and/or as may be required under applicable laws.

#### **Quorum and Meeting**

The Committee is required to meet at least once in financial year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher.



**ORGANIZATION STRUCTURE**



**OUR KEY MANGERIAL PERSONNEL**

The Key Managerial Personnel of our Company other than our Executive Directors are as follows: -

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2022-23 in a capacity of Executive Director (Amount in Lakhs)
<b>Name</b>	Mr. Mohammad Arif Abdul Gaffar Dor	Bachelor of Engineering in Chemical Engineering from Visveswaraiiah Technological University, Belgaum, Karnataka	NIL	14.70
<b>Designation</b>	Managing Director			
<b>Date of Appointment</b>	November 01, 2023			
<b>Overall Experience</b>	He is having more than 13 Years of experience in following areas such as: New Product Development of racking system and manufacturing of racking and shelving System			
<b>Name</b>	Mr. Khasim Sait	- National Apprenticeship Certificate From National Council for Training in Vocational Trades - Certificate from Department of Employment and Training	NIL	12.25
<b>Designation</b>	Whole time Director			
<b>Date of Appointment</b>	November 01, 2023			
<b>Overall Experience</b>	He is self-employed in the field of garment sector form 1981 to 2010 and He is having more than 13 of experience in the field of manufacturing of racking and shelving system and machine maintenance			
<b>Name</b>	Mr. Nuumaan Khasim	Bachelor Of Engineering in Information Science & Engineering from Visveswaraiiah Technological University, Belgaum, Karnataka	Worked for Cognizant as Programmer analyst	12.25
<b>Designation</b>	Whole time Director and Chief Financial Officer			
<b>Date of Appointment</b>	November 01, 2023			
<b>Overall Experience</b>	He is having more than 5 Years of experience in the field of Programmer analyst more than 7 years of experience in the field of of procurement of Steel Raw Materials and Finance			
<b>Name</b>	Mr. Afzal Hussain	- Bachelor Of Engineering from Visveswaraiiah Technological University, Belgaum,	NIL	12.25
<b>Designation</b>	Whole time Director and Chief Executive officer			
<b>Date of Appointment</b>	November 01, 2023			

		Karnataka - Certificate in Planning & Entrepreneurship from the Indian Institute of Planning and Management, -Post Graduate Degree in Management from International Management Institute, Brussels		
<b>Overall Experience</b>	He is having more than 7 Years of experience in the field of Design, sales and marketing of Industrial Racking and Shelving System.			
<b>Name</b>	Mr. Syed Azeem	Second Year Pre-university Examination from Department of Pre-University Education, Bangalore	NIL	12.25
<b>Designation</b>	Whole time Director and Chief Operating Officer			
<b>Date of Appointment</b>	November 01, 2023			
<b>Overall Experience</b>	He is having more than 7 Years of experience in the field of Sales and Marketing of Industrial Racking and Shelving system.			
<b>Name</b>	Mr. Theja Raju	Company Secretary	Compliance officer under : CS Ajay Madaiah PCS, Mysuru	NA
<b>Designation</b>	Company Secretary and Compliance Officer			
<b>Date of Appointment</b>	November 23, 2023			
<b>Overall Experience</b>	4 years of Experience in Secretarial Compliances.			

#### **BONUS OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL**

Currently, Our Company does not have any bonus or profit-sharing plan for our Key Managerial personnel. In future, Discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the Key Managerial Personnel, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

#### **CHANGES IN THE KEY MANAGERIAL PERSONNEL**

The following are the changes in the Key Management Personnel in the last three years preceding the date of filing this Red Herring Prospectus, otherwise than by way of retirement in due course.

<b>Name of Key Managerial Personnel</b>	<b>Date of Event</b>	<b>Nature of Event</b>	<b>Reason for the changes</b>
Mr. Mohammad Arif Abdul Gaffar Dor	November 01, 2023.	Change in Designation	His designation was changed to Chairman and Managing Director of the company.
Mr. Khasim Sait	November 01, 2023.	Change in designation	His designation was changed to Whole time Director of the company.

Mr. Nuumaan Khasim	November 01, 2023	Change in designation	His designation was changed to Whole time Director and Chief Financial Officer of the company.
Mr. Afzal Hussain	November 01, 2023.	Change in designation	His designation was changed to Whole time Director and Chief Executive officer of the company.
Mr. Syed Azeem	November 01, 2023.	Change in designation	His designation was changed to Whole time Director and Chief Operating Officer of the company.
Mr. Hanif A Khatri	November 01, 2023.	Change in designation	His designation was changed to Whole time Director and Chairman of the company.
Mr. Theja Raju	November 23, 2023	Appointed as Company Secretary and Compliance Officer	To ensure better Corporate Governance and compliance with Companies Act, 2013

#### EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of Red Herring Prospectus, our company does not have any ESOP Scheme for its employees.

#### RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

Except as mentioned in relationship amongst directors, there are no relationship between Key Managerial Personnel of our company.

#### PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except the statutory payments made by our Company, in the last two years, our company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

Notes:

- All the key managerial personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel have been recruited.
- None of our Key Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.
- None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our company and Further, our Company has appointed certain Key Managerial Personnel i.e. Chief Financial Officer and Company Secretary and Compliance officer for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.

#### SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Red Herring Prospectus.

Sr. No.	Name of Key Management Personnel	No. Equity Shares held	Category/ Status
a)	Mr. Mohammad Arif Abdul Gaffar Dor	13,50,000	Managing Director
b)	Mr. Khasim Sait	9,00,000	Whole time Director
c)	Mr. Nuumaan Khasim	5,40,000	Whole time Director and Chief Financial Officer
d)	Mr. Afzal Hussain	7,20,000	Whole time Director and Chief Executive officer


e)	Mr. Syed Azeem	7,20,000	Whole time Director and Chief Operating Officer
f)	Mr. Hanif A Khatri	46,80,000	Whole time Director
g)	Ms. Theja Raju	Nil	Company Secretary and Compliance Officer


## OUR PROMOTERS & PROMOTERS GROUP

### Our Promoters:


Mr. Hanif Khatri, Mr. Mohammad Arif Abdul Gaffar Dor, Mr. Khasim Sait, Mr. Syed Azeem, Mr. Afzal Hussain and Mr. Nuumaan Khasim are the promoters of our Company. As on date of this Red Herring Prospectus, the Promoters, collectively holds 99% Equity shares of our Company, representing 99% of the pre-issue paid-up Equity Share capital of our Company. For details see “*Capital Structure – History of Paid-up Share Capital*”, on pages 67 of this Red Herring Prospectus.


### Brief Profile of our Promoters is as under:


	<b>Mohammad Arif Abdul Gaffar Dor - Promoter</b>
	Mohammad Arif Abdul Gaffar Dor, aged 38 years, is the Managing Director of our Company. Pan Number: AQTPM3517D
<b>Date of Birth</b>	July 28, 1985
<b>Educational Qualification</b>	Bachelor of Engineering in Chemical Engineering from Visveswaraiah Technological University, Belgaum, Karnataka
<b>Experience in Business/Employment</b>	He is having more than 13 Years of experience in following areas such as: of New Product Development of racking system and manufacturing of racking and shelving System
<b>Present Residential Address</b>	B-1004, RMZ Galleria Residencies, Ambekdar Colony, Yelahanka New Town, Yelahanka, Bengaluru, Karnataka – 560064
<b>Position/posts held in the past</b>	He was appointed as Director of the company on March 19, 2010. Further, he is reappointed as Managing Director of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.
<b>Other Directorship held</b>	NIL
<b>Other Ventures</b>	NIL

	<b>Khasim Sait - Promoter</b>
	Khasim Sait, aged 66 years, is the Whole-time Director of our Company. Pan Number: AKWPS1993A
<b>Date of Birth</b>	May 12, 1957
<b>Educational Qualification</b>	National Apprenticeship Certificate From National Council for Training in Vocational Trades, Certificate from Department of Employment and Training
<b>Experience in Business/Employment</b>	He is having more than 13 of experience in the field of manufacturing of racking and shelving system and machine maintenance
<b>Present Residential Address</b>	House/Bldng/Apt-31, Street Road Lane-2, Main Area / Locality/Sector – Kausar Nagar, Village / Town / City-Bangalore North, Dist - Bangalore, PO - RT Nagar, State, Karnataka Pin – 560032
<b>Position/posts held in the past</b>	He was appointed as Director of the company on March 19, 2010. Further, he is reappointed as Whole Time Director of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.
<b>Other Directorship held</b>	NIL
<b>Other Ventures</b>	NIL


	<b>Hanif A Khatri – Promoter</b>
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	Hanif Khatri, aged 58 years, is the Whole-time Director and Chairman of our Company. Pan Number: ASEP3388B
<b>Date of Birth</b>	December 09, 1965
<b>Educational Qualification</b>	Bachelor of Engineering in Electronics from Bangalore University
<b>Experience in Business/Employment</b>	He is having more than 23 Years of experience in the field of Consultation, Sales, Marketing and Design of Industrial Racking and Shelving System
<b>Present Residential Address</b>	Apartment no 3171, 3rd Block, CASA Serenita, Soba City, Thanisandra Main Road, Bangalore North, Bengaluru Karnataka - 560077
<b>Position/posts held in the past</b>	He was appointed as Director of the company on March 19, 2010. Further, he is reappointed as Whole time Director and Chairman of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.
<b>Other Directorship held</b>	DI&P Services Private Limited
<b>Other Ventures</b>	NIL

	<b>Syed Azeem - Promoter</b> Syed Azeem, aged 39 years, is the Whole-time Director and Chief Operation Officer of our Company. Pan Number: BSGPS2608F
<b>Date of Birth</b>	September 03, 1984
<b>Educational Qualification</b>	Second Year Pre-university Examination from Department of Pre-University Education, Bangalore
<b>Experience in Business/Employment</b>	He is having more than 7 Years of experience in the field of Sales and Marketing of industrial racking and shelving system
<b>Present Residential Address</b>	801, 1 <sup>st</sup> Floor 10th Main, 6th Cross, Indiranagar, 2nd Stage Bangalore, Indiranagar, Bangalore, Karnataka, 560038
<b>Position/posts held in the past</b>	He was appointed as Director of the company on June 01, 2016. Further, he is reappointed as Whole time Director and COO of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.
<b>Other Directorship held</b>	Manzar Experience Curators Private Limited
<b>Other Ventures</b>	NIL

	<b>Afzal Hussain – Promoter</b> Afzal Hussain, aged 37 years, is the Whole-time Director and Chief Executive Officer of our Company. Pan Number: ADEPH9780K
<b>Date of Birth</b>	September 03, 1986
<b>Educational Qualification</b>	-Bachelor Of Engineering from Visveswaraiah Technological University, Belgaum, Karnataka -Certificate in Planning & Entrepreneurship from the Indian Institute of Planning and Management,

	-Post Graduate Degree in Management from International Management Institute, Brussels
<b>Experience in Business/Employment</b>	He is having more than 7 Years of experience in the field of Design, sales & marketing of Industrial raking and shelving system
<b>Present Residential Address</b>	House/Bldng/Apt-31, Street Road Lane-2, Main Area / Locality/Sector – Kausar Nagar, Village / Town / City-Bangalore North, Dist - Bangalore, PO - RT Nagar, State, Karnataka Pin – 560032
<b>Position/posts held in the past</b>	He was appointed as Director of the company on June 01, 2016. Further, he is reappointed as Whole time Director and Chief Executive officer of the Company for the period of 3 (Three) years w.e.f. November 1, 2023.
<b>Other Directorship held</b>	NIL
<b>Other Ventures</b>	NIL

	<b>Nuumaan Khasim - Promoter</b>
	Nuumaan Khasim, aged 36 years, is the Whole-time Director and Chief Financial Officer of our Company. <b>Pan Number:</b> AHHPN0891J
<b>Date of Birth</b>	December 21, 1987
<b>Educational Qualification</b>	Bachelor Of Engineering in Information Science & Engineering from Visveswaraiah Technological University, Belgaum, Karnataka
<b>Experience in Business/Employment</b>	He is having more than 14 Years of experience in the field of Programmer analyst and procurement of Steel Raw Materials and Finance
<b>Present Residential Address</b>	House/Bldng/Apt-31, Street Road Lane-2, Main Area / Locality/Sector – Kausar Nagar, Village/ Town / City-Bangalore North, Dist –Bangalore, PO - RT Nagar, State, Karnataka Pin – 560032
<b>Position/posts held in the past</b>	He was appointed as Director of the company on June 01, 2016. Further, he is reappointed as Whole time Director and CFO of the Company for the period of 3 (Three) years w.e.f. November 01, 2023.
<b>Other Directorship held</b>	DI&P Services Private Limited
<b>Other Ventures</b>	NIL

Our Company confirms that the PAN, Bank Account numbers, Passport numbers, Aadhaar Card number and Driving License number of our individual promoters shall be submitted to BSE at the time of filing of this Red Herring Prospectus.

### Change in control of our Company

There has been no change in the management or control of our Company during the last five years preceding the date of this Red Herring Prospectus.

### Other ventures of our Promoters:

Other than as disclosed in “*Our Promoters and Promoter Group*” below and in “*Our Management*” on page 152 and 132 of this Red Herring Prospectus, our Promoters are not interested in any other ventures.

### Interest of our Promoters:

Interest in promotion and Shareholding of Our Company - Our Promoters are interested in the promotion of our Company to the extent (i) that they have promoted our Company; (ii) their shareholding in our Company; (iii) the dividends payable thereon; and (iv) any other distributions in respect of their shareholding in our Company. For further details, please refer to the chapter titled “*Capital Structure*” on page 66.

Additionally, our Promoter may be interested in transactions entered into by our Company with other entities (i) in which our Promoter holds shares, or (ii) controlled by our Promoter. For further details of interest of our Promoter in our Company, see “*Financial Statements-Restated Consolidated Financial Statements –Notes to Restated Consolidated Financial Statements –Related Party Transactions*” on page 159



Further, the Promoters of our Company, are also interested in our Company as the Chairman and Managing Director and Whole-Time Director of our Company and may be deemed to be interested in the remuneration payable to them, where applicable, and the reimbursement of expenses incurred by them in their capacity as the Directors. Further, our Promoters are also interested in remuneration payable to them by our Subsidiaries. For further details, see “*Our Management*” on page 132.

As on date of this Red Herring Prospectus, our Promoter does not have any interest in any property acquired or proposed to be acquired by our Company or of our Company.

Our Promoters have majority shareholdings in the entities form part of our Promoter Group of our Company. These entities are involved in activities similar to those conducted by our Company. Except as stated above, our Promoters does not have any interest in any venture that is involved in activities similar to those conducted by our Company. For risks relating to the same, please refer to “*Risk Factors – 17. We have entered into related party transactions in the past and may continue to do so in the future.*” at page no. 37.

No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as a director or Promoters or otherwise for services rendered by the Promoters, or by such firm or company, in connection with the promotion or formation of our Company.

### **Interest in the property of our Company**

Our Promoters do not have any interest in any property acquired by our Company in the three years preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery.

### **Other Interests in our Company**

For transactions in respect of loans and other monetary transactions entered in past please refer “*Related Party Transactions*” forming part of “*Financial Information of Our Company*” on page no. 159 of this Red Herring Prospectus.

Further, our promoters are interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards financial facilities of our Company please refer to “*Statement of Financial Indebtedness*” and “*Financial Information of Our Company*” on page 210 and 159 respectively of this Red Herring Prospectus.

### **Payment or Benefits to our Promoters and Promoters Group during the last 2 years:**

Except as disclosed herein and as stated in “*Restated Consolidated Financial Information -Related Party Disclosures*” on page 159 , there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Red Herring Prospectus.

### **Companies/ Firms with which our Promoters has disassociated in the last (3) three years:**

Our promoters have not disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Red Herring Prospectus.

### **Material Guarantees to third parties with respect to the Equity Shares**

Except as stated in the “*Statement of Financial Indebtedness*” and “*Financial Information of the Company*” beginning on page 210 and 159 of this Red Herring Prospectus respectively, our Promoters has not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Red Herring Prospectus.

### **Other confirmations**

Our Promoter is not a Wilful Defaulter or a Fraudulent Borrower.

Our Promoter is not a Fugitive Economic Offender.

Our Promoter and members of the Promoter Group have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Our Promoter is not, and has not been in the past, a promoter or a director of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

## OUR PROMOTERS GROUP

In addition to our Promoter, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

Natural Persons who are part of the Promoters Group

Sr. No.	Relationship with Promoter	Mohammad Arif Abdul Gaffar Dor	Khasim Sait	Hanif A. Khatri	Syed Azeem	Afzal Hussain	Nuumaan Khasim
1.	Father	Late Abdul Gaffar	Late Abdul Aziz	Late Abdul Gaffar	Wasiul Hasan	Khasim Sait	Khasim Sait
2.	Mother	Azeemabbai Abdul Gaffur Khatri	Late Zubeda	Azeemabbai Abdul Gaffur Khatri	Syeda Bano	Yasmin Khasim	Yasmin Khasim
3.	Spouse	Shaziya Khatri	Yasmin Khasim	Zaheda Banu Hanif Khatri	Azmat Ali Mir	Kausar Jahan	Sazmin Khathuriya
4.	Brother	Hanif A. Khatri	Mohammed Hashim	Mohammad Arif Abdul Gaffar Dor	1-Wajhat Hussain 2-Syed Kashif Ali	1-Nuumaan Khasim 2-Mateen Khasim	1-Afzal Hussain 2-Mateen Khasim
5.	Sister	1.Rukhsana Girach 2.-Tasneem Idrish Girach 3.-Shahedabanu I Dhahda	1-Bilkish Iqbal Girach 2- Khairunnisa 3-Najma Altaf Arbani	1.Rukhsana Girach 2.Tasnim Idrish Girach 3.Shahedabanu I Dhahda	1-Asad Fathima 2-Kaneez Fathima	NA	NA
6.	Son	Ayaan Khatri	1-Afzal Hussain 2-Nuumaan Khasim 3-Mateen Khasim	1- Mohammed Tanzil Mohammed Hanif Khatri 2- Ammar Hanif Khatri	NA	Mohammad Umar Darbar	Mohammad Hamza
7.	Daughter	NA	NA	Tehsinbanu Khatri	NA	Adeeba Fatima	NA
8.	Spouse's Father	Salim Hasan Khatri	Late Ayoob Machhar	Late Abdul Sattar	Aamir Ali Mir	Aftab Ahmed Ghulamhusain	Shoab Ibrahim Khathuriya
9.	Spouse's Mother	Yashmin Salim Khatri	Late Saya Ayoob Machhar	Late Roshan Abdul Sattar	Syed Masuma Rizvi	Munira A Karatela	Khathuriya Samim Shoab
10.	Spouse's Brother	1- Shoaib Salim Khatri 2- Salman Salim Khatri	NA	NA	Mohammed Hasnain Ali Mir	1-Siraj A Karatela 2-Abrar Ahmed Kartaela	Mohammad Sufiyan Shoaib Khathuriya
11.	Spouse's Sister	NA	1-Feroza Ilyas Bheda 2- Kulsum Abdul Gaffar Bhoot 3-Fatima Arif	1-Muneera Banu 2-Rizwana Mohammad shafi Karatela 3-Badrunnisha Faizal Aboo	NA	NA	Sabiha Shoab Khathuriya

Bodies corporates, partnership firms forming part of the Promoter Group

Sr. No.	Nature of Relationship	Entities
1.	Any Body Corporate (other than Subsidiary & Associate) in which 20% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm in which the Promoter or any one or more of his immediate relatives is a member;	1. Manzar Experience Curators Private Limited 2. UNS (Proprietary Firm) (Mr. Syed Azeem is holding interest in abovementioned entities)
2.	Any Body Corporate in which a body corporate as provided in (1.) above holds 20% or more, of the equity share capital; and	NIL

Other persons included in Promoters Group:

None of other persons forms part of promoters group for the purpose of shareholding of the Promoters Group under Regulation 2(1) (pp) (v) of SEBI (ICDR) Regulations 2018.

## **DIVIDEND POLICY**

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on few numbers of factors, including but not limited, net operating profit after tax, working capital requirements, capital expenditure requirements, and cash flow required to meet contingencies, outstanding borrowings and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. As on the date of this Red Herring Prospectus, our Company does not have a formal dividend policy.

Upon the listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

Our Company has not declared any dividends during the last three financial years. Further, Our Company has not declared any dividend in the current Fiscal. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in future. For details in relation to the risk involved, please refer section titled “*Risk Factors*” beginning on Page No. 30 of this Red Herring Prospectus.

## SECTION IX: FINANCIAL INFORMATION OF THE COMPANY

### RESTATED FINANCIAL STATEMENTS

#### Independent Auditor's Report on Restated Financial Information

To,  
**The Board of Directors**  
**Storage Technologies And Automation Limited**  
**(Formerly known as "Storage Technologies And Automation Private Limited")**  
No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8  
Singanayakanahalli, Yelahanka, Bangalore,  
Karnataka, India, 560064

1. We have examined the attached consolidated restated financial information of **Storage Technologies And Automation Limited (Formerly known as "Storage Technologies And Automation Private Limited")** (hereinafter referred to as **"the Company"**) and its subsidiaries (the Company and its subsidiaries together referred to as the **"Group"**) comprising the restated consolidated statement of assets and liabilities as at October 31, 2023, March 31, 2023, 2022 and 2021, restated consolidated statement of profit and loss and restated consolidated cash flow statement for the financial period / year ended on October 31, 2023, March 31, 2023, 2022 and 2021 and the summary statement of significant accounting policies and other explanatory information (collectively referred to as the **"restated financial information"** or **"Restated Consolidated Financial Information"**) annexed to this report and initialed by us for identification purposes. These Restated Consolidated Financial Information have been prepared by the management of the Company and approved by the board of directors at their meeting in connection with the proposed Initial Public Offering on SME Platform (**"IPO"** or **"SME IPO"**) of BSE Limited (**"BSE"**) of the company.
2. These restated summary statements have been prepared in accordance with the requirements of:
  - (i) Section 26 of Part – I of Chapter III of Companies Act, 2013 (the **"Act"**) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (**"ICDR Regulations"**) and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India (**"SEBI"**);
  - (iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (**"Guidance Note"**)
3. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for inclusion in the Red Herring Prospectus/Prospectus (**"Offer Document"**) to be filed with Securities and Exchange Board of India (**"SEBI"**), BSE and Registrar of Companies (Bangalore) in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Consolidated Financial Information. The responsibility of the board of directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated 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.
4. We have examined such Restated Consolidated Financial Information taking into consideration:
  - (i) The terms of reference and terms of our engagement letter requesting us to carry out the assignment, in connection with the proposed SME IPO;
  - (ii) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - (iii) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information;
  - (iv) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. The Restated Consolidated Financial Information of the Company have been compiled by the management from consolidated

audited financial statements for the period / year ended on October 31, 2023, March 31, 2023, 2022 and 2021.

6. Audit for the financial period ended on October 31, 2023 was conducted by us vide report 08.01.2024. Audit for the financial year ended March 31, 2023, 2022 and 2021 was conducted by B. Chinnappa vide their report dt. August 23, 2023, September 02, 2022 and November 13, 2021. There are no audit qualifications in the audit reports issued by previous auditors and which would require adjustments in the Restated Consolidated Financial Information of the Company. The financial report included for these years is based solely on the report submitted by him.
7. We did not audit the Financial Statements of the Subsidiaries for the period / year ended October 31, 2023, March 31, 2023, 2022, and 2021, whose share of total assets, total revenues, net cash inflows/(outflows) included in the Restated Consolidated Financial Statements for the relevant years is tabulated below which have been audited by other auditors and our opinion on the Restated Consolidated Financial Statements in so far as it related to amounts and disclosures included in respect of Subsidiaries is based on the report of such other auditors:

**a. Glaukoustech Solutions Private Limited**

(₹ in Lakhs)

Particulars	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Total Assets	197.40	134.56	17.00	20.89
Total Revenues	135.30	662.62	6.39	16.34
Net Cash Inflows/(Outflows)	(45.72)	14.67	(19.67)	2.96

**b. DI&P Services Private Limited**

(₹ in Lakhs)

Particulars	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Total Assets	95.80	92.76	122.07	223.80
Total Revenues	15.16	268.19	783.54	198.31
Net Cash Inflows/(Outflows)	1.98	11.33	58.92	16.17

8. Based on our examination and according to information and explanations given to us, we are of the opinion that the Restated Consolidated Financial Information:
- have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial period / year ended on October 31, 2023, March 31, 2023, 2022 and 2021.
  - do not require any adjustment for modification as there is no modification in the underlying audit reports;
  - have no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
  - have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.
9. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:
- The “**restated consolidated statement of asset and liabilities**” of the Company as at October 31, 2023, March 31, 2023, 2022 and 2021 examined by us, as set out in **Annexure I** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.
  - The “**restated consolidated statement of profit and loss**” of the Company for the financial year ended on at October 31, 2023, March 31, 2023, 2022 and 2021 examined by us, as set out in **Annexure II** to this report read with significant

accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

- (iii) The “**restated consolidated statement of cash flows**” of the Company for the financial period/ year ended on at October 31, 2023, March 31, 2023, 2022 and 2021 examined by us, as set out in **Annexure III** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to restated summary statements to this report.

10. We have also examined the following other financial information relating to the Company prepared by the management and approved by the board of directors of the Company and annexed to this report relating to the Company for the financial year ended on at October 31, 2023, March 31, 2023, 2022 and 2021 proposed to be included in the Offer Document.

**Annexure to Restated Consolidated Financial Information of the Company: -**

- I. Consolidated statement of assets and liabilities, as restated as appearing in ANNEXURE I;
- II. Consolidated statement of profit and loss, as restated as appearing in ANNEXURE II;
- III. Consolidated statement of cash flows as restated as appearing in ANNEXURE III;
- IV. Corporate Information, Significant accounting policies as restated and Notes to reconciliation of restated profits and net worth as appearing in ANNEXURE IV;
- V. Details of share capital as restated as appearing in ANNEXURE V to this report;
- VI. Details of reserves and surplus as restated as appearing in ANNEXURE VI to this report;
- VII. Details of long-term borrowings as restated as appearing in ANNEXURE VII to this report;
- VIII. Details of long-term provisions as restated as appearing in ANNEXURE VIII to this report;
- IX. Details of short-term borrowings as restated as appearing in ANNEXURE IX to this report;
- X. Details of trade payables as restated as appearing in ANNEXURE X to this report;
- XI. Details of other current liabilities as restated as appearing in ANNEXURE XI to this report;
- XII. Details of short-term provisions as restated as appearing in ANNEXURE XII to this report;
- XIII. Details of property, plant & equipment and intangible assets as appearing in ANNEXURE XIII to this report;
- XIV. Details of deferred tax asset as restated as appearing in ANNEXURE XIV to this report;
- XV. Details of long-term loans and advances as restated as appearing in ANNEXURE XV to this report;
- XVI. Details of other non-current assets as restated as appearing in ANNEXURE XVI to this report;
- XVII. Details of inventories as restated as appearing in ANNEXURE XVII to this report;
- XVIII. Details of trade receivables as restated as appearing in ANNEXURE XVIII to this report;
- XIX. Details of cash and bank balances as restated as appearing in ANNEXURE XIX to this report;
- XX. Details of short-term loans and advances as restated as appearing in ANNEXURE XX to this report;
- XXI. Details of other current assets as restated as appearing in ANNEXURE XXI to this report;
- XXII. Details of revenue from operations as restated as appearing in ANNEXURE XXII to this report;
- XXIII. Details of other income as restated as appearing in ANNEXURE XXIII to this report;
- XXIV. Details of cost of raw material consumed as restated as appearing in ANNEXURE XXIV to this report;
- XXV. Details of direct expenses as restated as appearing in ANNEXURE XXV to this report;
- XXVI. Details of changes in inventories of work in Progress, finished goods and stock in trade as restated as appearing in ANNEXURE XXVI to this report;
- XXVII. Details of employee benefit expenses as restated as appearing in ANNEXURE XXVII to this report;
- XXVIII. Details of finance costs as restated as appearing in ANNEXURE XXVIII to this report;
- XXIX. Details of depreciation and amortization expense as restated as appearing in ANNEXURE XXIX to this report;
- XXX. Details of other expenses as restated as appearing in ANNEXURE XXX to this report;
- XXXI. Details of bifurcative other income as restated as appearing in ANNEXURE XXXI to this report;
- XXXII. Ageing of trade payables as restated as appearing in ANNEXURE XXXII to this report;
- XXXIII. Ageing of trade receivables as restated as appearing in ANNEXURE XXXIII to this report;
- XXXIV. Disclosure under AS-15 as restated as appearing in ANNEXURE XXXIV to this report;
- XXXV. Summary of significant accounting ratios as per ICDR as restated as appearing in ANNEXURE XXXV to this report;
- XXXVI. Details of related party transactions as restated as appearing in ANNEXURE XXXVI to this report;
- XXXVII. Statement of net assets and profit/(loss) attributable to owners and minority interest as restated as appearing in ANNEXURE XXXVII to this report;

- XXXVIII. Details of contingent liabilities and commitments as restated as appearing in ANNEXUREXXXVIII to this report;
- XXXIX. Dues of small enterprises and micro enterprises as restated as appearing in ANNEXURE XXXIXto this report;
- XL. Additional Regulatory Information as per Para Y of Schedule III to Companies Act, 2013 as restated asappearing in ANNEXURE XL to this report;
- XLI. Capitalisation Statement as at March 31, 2023 as restated as appearing in ANNEXURE XL Ito thisreport;
11. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of thereport.
13. Our report is intended solely for use of the board of directors for inclusion in the offer document to be filedwith SEBI, BSE and Registrar of Companies (Bangalore) in connection with the proposed SME IPO. Ourreport should not be used, referred to or distributed for any other purpose except with our prior consent inwriting. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose orto any other person to whom this report is shown or into whose hands it may come without our prior consentin writing.

**For CGSS & Associates LLP**  
**Chartered Accountants**  
**(Firm's Registration No. – S200053)**

**Sd/-**  
**B Chinnappa**  
**(Partner)**  
**(M. No. 204458)**  
**(UDIN –24204458BKFKCS2833)**  
**Place: Bangalore**  
**Date: January 10, 2024**



**ANNEXURE – I: RESTATED STATEMENT OF ASSETS AND LIABILITIES**

*(₹ in lakhs)*

Sr. No.	Particulars	For the period ended	For the year ended		
		October 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
	<b>EQUITY AND LIABILITIES</b>				
1)	<b><u>Shareholder's Funds</u></b>				
	a. Share Capital	300.00	300.00	300.00	100.00
	b. Reserves & Surplus	653.52	294.61	246.31	466.81
	c. Minority Interest	15.20	15.78	3.53	3.94
2)	<b><u>Non - Current Liabilities</u></b>				
	a. Long-term Borrowings	404.13	358.62	566.71	205.01
	b. Deferred Tax Liabilities	27.16	15.08	7.71	2.51
	c. Long-term Provisions	36.80	45.02	33.79	33.82
3)	<b><u>Current Liabilities</u></b>				
	a. Short Term Borrowings	1,228.40	573.01	304.39	142.47
	b. Trade Payables				
	- Due to Micro, Small and Medium Enterprises	-	-	-	-
	- Due to Others	2,748.92	1,914.79	1,439.45	1,631.37
	c. Other Current Liabilities	845.46	411.34	578.65	459.43
	d. Short Term Provisions	116.18	75.76	87.16	67.68
	<b>TOTAL</b>	<b>6,375.77</b>	<b>4,004.01</b>	<b>3,567.70</b>	<b>3,113.04</b>
	<b>ASSETS</b>				
1)	<b><u>Non-Current Assets</u></b>				
	a. Property, Plant & Equipment and Intangible Assets				
	- Property, Plant & Equipment	898.91	930.59	991.06	618.34
	- Intangible Assets	2.47	1.72	1.70	-
	- Capital Work-in-Progress	-	-	-	-
	b. Deferred Tax Assets	-	-	-	-
	c. Long-term Loans & Advances	66.17	11.92	49.75	-
	d. Other Non-current assets	149.62	147.65	147.65	124.66
2)	<b><u>Current Assets</u></b>				
	a. Inventories	1,390.62	633.60	543.81	382.19
	b. Trade Receivables	2,712.42	1,571.34	1,431.67	1,617.16
	c. Cash and Bank Balance	266.47	140.56	120.56	91.04
	d. Short-term loan and advances	888.87	565.99	280.86	278.99
	e. Other current assets	0.22	0.64	0.64	0.66
	<b>TOTAL</b>	<b>6,375.77</b>	<b>4,004.01</b>	<b>3,567.70</b>	<b>3,113.04</b>

**ANNEXURE II: RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS**

*(₹ in lakhs)*

Sr. No.	Particulars	For the Period ended	For the year ended		
		October 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>A</b>	<b>Income:</b>				
	Revenue from Operations	5,291.70	8,131.94	6,986.65	4,849.48
	Other Income	25.39	5.18	3.07	2.90
	<b>Total Income (A)</b>	<b>5,317.09</b>	<b>8,137.12</b>	<b>6,989.72</b>	<b>4,852.38</b>
<b>B</b>	<b>Expenditure:</b>				
	Cost of material consumed	3,777.81	5,301.31	4,797.15	3,299.65
	Direct Expenses	200.51	243.74	248.89	239.60
	Changes in Inventories of Work-in-progress, Finished goods and Stock in trade	(338.57)	8.57	(10.24)	(35.72)
	Employee benefits expense	464.11	826.78	877.84	653.37
	Finance costs	110.01	165.40	65.70	26.33
	Depreciation and amortization expense	118.33	223.57	211.26	100.91
	Other expenses	499.82	1,289.01	800.69	381.29
	<b>Total Expenses (B)</b>	<b>4,832.02</b>	<b>8,058.38</b>	<b>6,991.29</b>	<b>4,665.43</b>
<b>C</b>	<b>Profit before extraordinary items and tax(A-B)</b>	<b>485.07</b>	<b>78.74</b>	<b>(1.57)</b>	<b>186.95</b>
	Prior period items (Net)	-	-	-	-
	<b>Profit before exceptional, extraordinary items and tax</b>	485.07	78.74	(1.57)	186.95
	Exceptional items	-	-	-	-
	<b>Profit before extraordinary items and tax</b>	485.07	78.74	(1.57)	186.95
	Extraordinary items	-	-	-	-
<b>C</b>	<b>Profit before tax</b>	<b>485.07</b>	<b>78.74</b>	<b>(1.57)</b>	<b>186.95</b>
<b>D</b>	<b>Tax Expense:</b>				
	(i) Current tax	114.65	10.84	14.11	44.68
	(ii) Deferred tax expenses/(credit)	12.08	7.36	5.21	20.56
	<b>Total Expenses (D)</b>	<b>126.73</b>	<b>18.20</b>	<b>19.32</b>	<b>65.24</b>
<b>E</b>	<b>Profit from continuing operations (C - D)</b>	<b>358.34</b>	<b>60.54</b>	<b>(20.89)</b>	<b>121.71</b>
<b>F</b>	<b>Minority Interest</b>	<b>(0.57)</b>	<b>12.24</b>	<b>(0.40)</b>	<b>3.29</b>
<b>G</b>	<b>Profit for the year (E-F)</b>	<b>358.91</b>	<b>48.30</b>	<b>-20.49</b>	<b>118.42</b>
<b>H</b>	<b>Earnings per share (Face value of ₹ 10/- each):</b>				
	<b>Pre-Bonus issue</b>				
	<b>i. Basic</b>	<b>11.96</b>	<b>1.61</b>	<b>(2.05)</b>	<b>11.84</b>
	<b>ii. Diluted</b>	<b>11.96</b>	<b>1.61</b>	<b>(2.05)</b>	<b>11.84</b>
	<b>Post Bonus issue</b>				
	<b>i. Basic</b>	<b>11.96</b>	<b>1.61</b>	<b>(0.68)</b>	<b>3.95</b>
	<b>ii. Diluted</b>	<b>11.96</b>	<b>1.61</b>	<b>(0.68)</b>	<b>3.95</b>

**ANNEXURE III: RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS**

*(₹ in lakhs)*

Particulars	For the Period ended	For the year ended		
	October 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>Cash Flow from Operating Activities:</b>				
Net Profit before tax as per Profit and Loss A/c	485.07	78.74	(1.57)	186.95
<b>Adjustments for:</b>				
Finance Cost	110.01	165.40	65.70	26.33
Gratuity Provision	(7.20)	13.21	0.58	2.73
Foreign exchange (gain) /loss	21.17	(2.71)	(1.41)	0.25
Interest Income	(0.74)	(2.12)	(0.97)	(0.29)
Loss/(Profit) on sale of fixed assets	(0.08)	-	-	-
Depreciation and Amortisation Expense	118.33	223.57	211.26	100.91
<b>Operating Profit Before Working Capital Changes</b>	<b>726.56</b>	<b>476.09</b>	<b>273.59</b>	<b>316.88</b>
Adjusted for (Increase)/Decrease in operating assets				
Inventories	(757.02)	(89.79)	(161.62)	(78.35)
Trade Receivables	(1,162.24)	(136.96)	186.90	(907.54)
Short term loan and advances	(322.88)	(285.13)	(1.87)	(260.77)
Other assets	(1.55)	(19.38)	(22.97)	(66.30)
Adjusted for Increase/(Decrease) in operating liabilities:				
Trade Payables	834.13	475.34	(191.92)	859.87
Other Current Liabilities & Provisions	459.12	(154.28)	171.39	397.32
<b>Cash Generated from Operations Before Extra-Ordinary Items</b>	<b>(223.88)</b>	<b>265.89</b>	<b>253.50</b>	<b>261.11</b>
Net Income Tax paid/ refunded	(168.90)	26.99	(96.00)	0.76
<b>Net Cash Flow from/ (used in) Operating Activities: (A)</b>	<b>(392.78)</b>	<b>292.88</b>	<b>157.50</b>	<b>261.86</b>
Investment in subsidiary company	-	-	-	-
Purchase of property, plant & equipment and intangible assets	(88.18)	(163.14)	(586.00)	(446.97)
Sale of property, plant & equipment	0.86	-	0.28	-
Interest Income Received	0.74	2.12	0.97	0.29
<b>Net Cash Flow from/ (used in) Investing Activities:(B)</b>	<b>(86.58)</b>	<b>(161.02)</b>	<b>(584.75)</b>	<b>(446.68)</b>
<b>Cash Flow from Financing Activities:</b>				
Proceeds/(Repayment) of Borrowings	715.27	34.15	522.50	200.49
Finance Cost Paid	(110.01)	(165.40)	(65.70)	(26.33)
<b>Net Cash Flow from/ (used in) Financing Activities(C)</b>	<b>605.26</b>	<b>(131.25)</b>	<b>456.80</b>	<b>174.16</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	125.90	0.61	29.55	(10.66)
Cash & Cash Equivalents as At Beginning of the Year	121.25	120.64	91.09	101.75
Cash & Cash Equivalents as At End of the Year	<b>247.15</b>	<b>121.25</b>	<b>120.64</b>	<b>91.09</b>

## **ANNEXURE IV: CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH**

### **1. CORPORATE INFORMATION:**

Storage Technologies And Automation Limited is a company Incorporated on March 19, 2010, as formerly "Storage Technologies And Automation Private Limited".

The corporate identification number of the company is U74900KA2010PLC052918.

The company has been converted from Private Company to Public Company on October 12, 2023. The company is engaged in the business of manufacturing, supply and installation of Industrial Racking and Shelving system.

### **2. SIGNIFICANT ACCOUNTING POLICIES:**

#### **2.01 BASIS OF ACCOUNTING AND PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS**

The restated summary statement of Consolidated assets and liabilities of the Company as at October 31, 2023, March 31, 2023, March 31, 2022 and 2021 and the related restated summary statement of Consolidated profits and loss and cash flows for the year/period ended October 31, 2023, March 31, 2023, March 31, 2022 and 2021 (herein collectively referred to as ("Restated Summary Statements")) have been compiled by the management from the audited Consolidated Financial Statements of the Company for the year/period ended on October 31, 2023, March 31, 2023, March 31, 2022 and 2021 approved by the Board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 (the "Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") issued by SEBI and Guidance note on Reports in Companies Prospectuses (Revised 2019) ("Guidance Note"). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the BSE in connection with its proposed SME IPO. The Company's management has recast the Financial Statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated Summary Statements.

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current – non-current classification of assets and liabilities.

The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra- group balances and intra-group transactions resulting in unrealized profits or losses as per Accounting Standard 21 – "Consolidated Financial Statements" notified by Companies (Accounting Standards) Rules, 2021.

Minority Interest in the net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders.

Minority interest in the net assets of consolidated subsidiaries consists of:

- a. The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and
- b. The minority share of movements in equity since the date the parent subsidiary relationship came into existence.

Minority's share of net profit for the year of consolidated subsidiaries is identified and adjusted against the Profit After Tax of the Group.

All assets and liabilities have been classified as current and non-current as per normal operating cycle of the Company and other criteria set out in the Schedule III of the Companies Act, 2013.

#### **2.02 USE OF ESTIMATES**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial

statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

### **2.03 PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS**

**(i) Property, Plant & Equipment:**

All Property, Plant & Equipment are recorded at cost including taxes, duties, freight and other incidental expenses incurred in relation to their acquisition and bringing the asset to its intended use.

**(ii) Intangible Assets:**

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.

### **2.04 DEPRECIATION / AMORTISATION:**

Depreciation on fixed assets is calculated on a Written - Down value method using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013.

### **2.05 INVENTORIES:**

Inventories comprises of Raw Material, Stores and spares, Work in progress and Finished Goods. Inventories are measured at the lower of cost and net realizable value. whereas work in progress is valued on the basis of parentage completion method as at the year end. The cost of inventories is based on the first-in, first-out principle. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### **2.06 IMPAIRMENT OF ASSETS:**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. 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 periods is reversed if there has been a change in the estimate of the recoverable value.

### **2.07 INVESTMENTS:**

Non-current investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis. Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment, determined individually for each investment. Cost of investments sold is arrived using average method.

### **2.08 FOREIGN CURRENCY TRANSLATIONS:**

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Any income or expense on account of exchange difference either on settlement or on translation at the balance sheet date is recognized in Profit & Loss Account in the year in which it arises.

### **2.09 BORROWING COSTS:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred.

### **2.10 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:**

Provision involving substantial degree of estimation in measurement is recognized when there is a present obligation as a result

of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

## **2.11 REVENUE RECOGNITION:**

Revenue from sale of goods is Recognized only when significant risk and rewards of ownership has been transferred to the buyer and it can be reliably measured and it's reasonable to expect ultimate collection of it. Gross sales are of net trade discount & rebates. Revenue from services is recognized, when services have been performed as per terms of contract, amount can be measured and there is no significant uncertainty as to collection. The Company adopts accrual concepts in preparation of accounts. Claims /Refunds not ascertainable with reasonable certainty are accounted for, on final settlement.

## **2.12 OTHER INCOME:**

Interest Income on fixed deposit is recognized on time proportion basis. Other Income is accounted for when right to receive such income is established.

## **2.13 TAXES ON INCOME:**

Income taxes are accounted for in accordance with Accounting Standard (AS-22) – “Accounting for taxes on income”, notified under Companies (Accounting Standard) Rules, 2014. Income tax comprises of both current and deferred tax.

Current tax is measured on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using substantially enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognized, only if there is virtual certainty of its realization, supported by convincing evidence.

Deferred tax assets on account of other timing differences are recognized only to the extent there is a reasonable certainty of its realization.

## **2.14 CASH AND BANK BALANCES:**

Cash and cash equivalents comprise Cash-in-hand, Current Accounts, Fixed Deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. Other Bank Balances are short-term balance (with original maturity is more than three months but less than twelve months).

## **2.15 EARNINGS PER SHARE:**

Basic earnings per share is computed by dividing the profit/ (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity share outstanding during the year.

Diluted earnings per share is computed by dividing the profit/ (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

## **2.16 EMPLOYEE BENEFITS:**

### **Defined Contribution Plan:**

Contributions payable to the recognized provident fund, which is a defined contribution scheme, are charged to the statement of profit and loss.

### **Defined Benefit Plan:**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service without any monetary limit. Vesting occurs upon completion of five years of service. Provision for gratuity has been made in the books as per actuarial valuation done as at the end of the year.

## **2.17 SEGMENT REPORTING:**

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the

operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”.

### 3. NOTES ON RECONCILIATION OF CONSOLIDATED RESTATED PROFITS

(₹ in Lakhs)

Particulars	For the Period ended	For the year ended		
	October 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>Net Profit/(Loss) after Tax as per Audited Profit &amp; Loss Account</b>	<b>334.83</b>	<b>123.81</b>	<b>(52.25)</b>	<b>111.50</b>
<b>Adjustments for:</b>				
Change in revenue due to Adoption of Percentage consolidation to Subsidiary consolidation method.	-	-	154.21	(254.73)
Change in Expense due to Adoption of Percentage consolidation to Subsidiary consolidation method.	-	-	(151.86)	262.36
Change in Minority interest	-	(12.24)	0.40	(3.29)
Prior period adjustment	21.75	-	-	-
Profit on sale of fixed asset	-	-	-	-
Interest /late fees on payment of taxes	-	-	(0.04)	(0.10)
Gratuity expense	-	(23.81)	(0.88)	6.07
Depreciation expense	-	(48.95)	(40.19)	0.75
Reversal of rent expense	-	-	79.10	3.27
Interest on lease payment	-	(18.62)	(15.23)	(0.70)
Reversal of lease expense	-	5.05	25.57	6.91
Income tax expense	(48.08)	36.10	(14.11)	9.87
Deferred tax expense	50.41	(13.04)	(5.21)	(23.49)
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>358.91</b>	<b>48.30</b>	<b>(20.49)</b>	<b>118.42</b>

**Explanatory notes to the above restatements to profits made in the audited Financial Statements of the Company for the respective years:**

- Adoption of Subsidiary Consolidation method:** In Financial year 2021 and 2022, the management wrongly adopted percentage consolidation method to present its consolidated financial statement. Hence, figures were understated, hence restated now as per applicable Accounting Standard AS-21 Consolidated of financial statements.
- Minority Interest:** In Financial year 2021 and 2022, the management wrongly adopted percentage consolidation method to present its consolidated financial statement. Hence, Minority Share of Profit and reserves were understated, hence now restated as per applicable accounting standard AS-21 Consolidated of financial statements.
- Profit on sale of Fixed Asset:** The Company has sold building in the year Stub period on which gain on sale of asset was booked with the higher amount the same has now been restated in the statement of profit and loss.
- Interest / late fees on payment of taxes:** interest & late fee charges expense accrued for TDS Defaults due to late filing, short deduction etc. are booked in their respective year and restated accordingly.
- Gratuity expenses:** Company has previously recognized gratuity expenses on provisional basis, such amount was restated after incorporating liability derived under actuarial valuation in accordance with AS-15.
- Depreciation and Amortization Expense:** Depreciation amount has been restated after using correct useful life as per Schedule II of Companies Act, 2013, The Major impact is due to recognition of Plant & Machinery acquired under finance lease.
- Reversal of rent expense & Lease charges:** Company has acquired plant & Machinery under financial lease agreement such monthly lease rentals for such facility were recognized as rent expense in Profit and loss instead of installment payment against such lease obligations. Hence, such amount was restated in respective years and adjusted against long term lease liability.
- Interest on Lease payments:** Company has acquired plant & Machinery under financial lease agreement. Interest on such lease obligations were recognized and restated in Profit and loss in respective years.

i. **Income Tax Expense:** the income tax liability been restated due to change in value of depreciation and gratuity for restatement adjustment as above and provided for using tax rates related to the respective financial year as per Statement of tax shelters.

j. **Deferred Tax:** It has been restated due to consideration of permanent disallowance and change in amount of depreciation by using enacted rates.

k. **Prior period adjustments:** All adjustments prior to financial year 2023-24 presented above are incorporated in Interim period ended October 31, 2023.

#### 4. NOTES ON RECONCILIATION OF CONSOLIDATED RESTATED NET-WORTH

(₹ in Lakhs)

Particulars	For the Period ended	For the year ended		
	October 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Net Worth as audited (a)	953.60	609.11	497.99	550.24
Adjustments for:				
Opening Balance of Adjustments	(14.50)	48.32	16.57	-
Change in Profit/(Loss)	24.08	(75.51)	31.76	6.92
Prior period adjustment	(9.66)		-	-
Change in minority interest	-	12.69	-	-
Miscellaneous expense	-	-	(0.01)	-
Opening Deferred tax adjustment	-	-	-	15.83
Opening Depreciation adjustment	-	-	-	(5.21)
Prior Interest /late fees on payment of taxes	-	-	-	(0.97)
Closing Balance of Adjustments (b)	(0.08)	(14.50)	48.32	16.57
Net Worth as restated (a +b)	953.52	594.61	546.31	566.81

Explanatory notes to the above restatements to Net Worth made in the audited Financial Statements of the Company for the respective years:

- Reversal of depreciation expenses:** The Company has inappropriately calculated depreciation using WDV method and useful life as per Schedule II of Companies Act, 2013 which has now been restated and debited to opening reserves for impact related to period on or before March 31, 2020
- Deferred Tax Credit for previous years:** Due to Change in Opening Depreciation reserve, Deferred tax impact has been restated accordingly using enacted rates.
- Prior period interest on late payment of taxes & Miscellaneous expense:** TDS Defaults relating to period prior to FY 20 in regards to late filing, short deduction and other miscellaneous expenses were recorded for as liability.
- Change in Profit/(Loss):** Refer Note 3 above.
- Minority Interest:** In Financial year 2021 and 2022, the management wrongly adopted percentage consolidation method to present its consolidated financial statement. Hence, Minority Share of Profit and reserves were understated, hence now restated as per applicable accounting standard AS-21 Consolidated of financial statements.
- Prior period adjustments:** All adjustments prior to financial year 2020 -21 presented above are incorporated in Interim period ended October 31, 2023.

#### 5. ADJUSTMENTS HAVING NO IMPACT ON NETWORTH AND PROFIT:

##### a. Material Regrouping:

Appropriate regroupings have been made in the Restated Summary Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the CONSOLIDATED audited Financial Statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).



**ANNEXURE V: DETAILS OF SHARE CAPITAL AS RESTATED**
*(₹ in Lakhs)*

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>EQUITY SHARE CAPITAL:</b>				
<b>AUTHORISED:</b>				
Equity Shares of ₹ 10 each	300.00	300.00	300.00	100.00
<b>ISSUED, SUBSCRIBED AND PAID UP</b>				
Equity Shares of ₹ 10 each fully paid up	300.00	300.00	300.00	100.00
<b>TOTAL</b>	<b>300.00</b>	<b>300.00</b>	<b>300.00</b>	<b>100.00</b>

**Reconciliation of number of shares outstanding at the end of the year:**

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Equity Shares at the beginning of the year	3,000,000	3,000,000	1,000,000	1,000,000
Add: Bonus Shares issued during the year	-	-	2,000,000	-
<b>Equity Shares at the end of the year</b>	<b>3,000,000</b>	<b>3,000,000</b>	<b>3,000,000</b>	<b>1,000,000</b>

**Note:**

- 1) Terms/Rights attached to Equity Shares: The company has only one class of Equity Shares having a par value of ₹ 10/- per share. Each holder of Equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity share will be entitled to receive remaining Assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.
- 2) The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013.
- 3) Every member of the company holding equity shares has a right to attend the General Meeting of the Company and has a right to speak and on a show of hands, has one vote if he is present in person and on a poll shall have the right to vote in proportion to his share of the paid-up capital of the company.

**Details of Shareholders holding more than 5% of the aggregate shares of the company:**

Name of Shareholders	As at October 31, 2023	
	No. Of Shares Held	% Of Holding
<b>Equity Share Holders</b>		
Mohammad Arif Abdul Gaffar Dor	450,000	15.00%
Khasim Sait	300,000	10.00%
Hanif A Khatri	1,560,000	52.00%
Nuumaan Khasim	180,000	6.00%
Afzal Hussain	240,000	8.00%
Syed Azeem	240,000	8.00%
<b>TOTAL</b>	<b>2,970,000</b>	<b>99.00%</b>

**Details of Shareholders holding more than 5% of the aggregate shares of the company:**

Name of Shareholders	As at March 31, 2023	
	No. of Shares Held	% Of Holding
<b>Equity Share Holders</b>		
Mohammad Arif Abdul Gaffar	450,000	15.00%

Khasim Sait	300,000	10.00%
Hanif A Khatri	1,560,000	52.00%
Nuumaan Khasim	180,000	6.00%
Afzal Hussain	240,000	8.00%
Syed Azeem	240,000	8.00%
<b>TOTAL</b>	<b>2,970,000</b>	<b>99.00%</b>

**Details of Shareholders holding more than 5% of the aggregate shares of the company:**

Name of Shareholders	As at March 31, 2022	
	No. of Shares Held	% Of Holding
<b>Equity Share Holders</b>		
Mohammad Arif Abdul Gaffar	450,000	15.00%
Khasim Sait	300,000	10.00%
Hanif A Khatri	1,560,000	52.00%
Nuumaan Khasim	180,000	6.00%
Afzal Hussain	240,000	8.00%
Syed Azeem	240,000	8.00%
<b>TOTAL</b>	<b>2,970,000</b>	<b>99.00%</b>

**Details of Shareholders holding more than 5% of the aggregate shares of the company:**

Name of Shareholders	As at March 31, 2021	
	No. of Shares Held	% Of Holding
<b>Equity Share Holders</b>		
Mohammad Arif Abdul Gaffar	150,000	15.00%
Khasim Sait	100,000	10.00%
Hanif A Khatri	520,000	52.00%
Nuumaan Khasim	60,000	6.00%
Afzal Hussain	80,000	8.00%
Syed Azeem	80,000	8.00%
<b>TOTAL</b>	<b>990,000</b>	<b>99.00%</b>

**Details of equity shares held by promoters:**

Name of Promoter	As at October 31, 2023		% Change during the year
	No. of Shares Held	% Of Holding	
Mohammad Arif Abdul Gaffar	450,000	15.00%	0.00%
Khasim Sait	300,000	10.00%	0.00%
Hanif A Khatri	1,560,000	52.00%	0.00%
Nuumaan Khasim	180,000	6.00%	0.00%
Afzal Hussain	240,000	8.00%	0.00%
Syed Azeem	240,000	8.00%	0.00%
<b>TOTAL</b>	<b>29,70,000</b>	<b>99.00%</b>	-

**Details of equity shares held by promoters:**

Name of Promoter	As at March 31, 2023		% Change during the year
	No. of Shares Held	% Of Holding	
Mohammad Arif Abdul Gaffar	450,000	15.00%	0.00%
Khasim Sait	300,000	10.00%	0.00%
Hanif A Khatri	1,560,000	52.00%	0.00%
Nuumaan Khasim	180,000	6.00%	0.00%
Afzal Hussain	240,000	8.00%	0.00%
Syed Azeem	240,000	8.00%	0.00%
<b>TOTAL</b>	<b>29,70,000</b>	<b>99.00%</b>	

**Details of equity shares held by promoters:**

Name of Promoter	As at March 31, 2022		% Change during the year
	No. of Shares Held	% Of Holding	
Mohammad Arif Abdul Gaffar	450,000	15.00%	0.00%
Khasim Sait	300,000	10.00%	0.00%
Hanif A Khatri	1,560,000	52.00%	0.00%
Nuumaan Khasim	180,000	6.00%	0.00%
Afzal Hussain	240,000	8.00%	0.00%
Syed Azeem	240,000	8.00%	0.00%
<b>TOTAL</b>	<b>29,70,000</b>	<b>99.00%</b>	

**Details of equity shares held by promoters:**

Name of Promoter	As at March 31, 2021		% Change during the year
	No. of Shares Held	% Of Holding	
Mohammad Arif Abdul Gaffar	150,000	15.00%	-
Khasim Sait	100,000	10.00%	-
Hanif A Khatri	520,000	52.00%	-
Nuumaan Khasim	60,000	6.00%	-
Afzal Hussain	80,000	8.00%	-
Syed Azeem	80,000	8.00%	-
<b>TOTAL</b>	<b>9,90,000</b>	<b>99.00%</b>	

**ANNEXURE VI: DETAILS OF RESERVE & SURPLUS AS RESTATED**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b><u>Balance in profit &amp; Loss A/c</u></b>				
Opening Balance	294.61	246.31	466.81	338.74
Add: Profit for the Period	358.91	48.30	(20.49)	118.42
Less: Expense reversal	-	-	(0.01)	-
Add: Opening Deferred tax adjustment	-	-	-	15.83
Less: Opening Depreciation adjustment	-	-	-	(5.21)
Less: Prior Interest /late fees on payment of taxes	-	-	-	(0.97)
Less: Utilized for issue of bonus shares	-	-	(200.00)	-
<b>TOTAL</b>	<b>653.52</b>	<b>294.61</b>	<b>246.31</b>	<b>466.81</b>

**ANNEXURE – VII: DETAILS OF LONG-TERM BORROWINGS AS RESTATED**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b><u>Secured</u></b>				
<u>Term Loan</u>				
- Banks				
- Others	38.68	19.58	31.31	41.97
<u>Vehicle Loan</u>				
- Banks	9.99	13.68	29.37	36.79
- Others	21.65	26.57	34.41	32.80
Long term maturities of finance lease obligations	31.26	53.36	174.26	-
<b><u>Unsecured</u></b>				
<u>Term Loan</u>				
- Banks	130.68	68.69	137.97	-
- Others	49.55	61.27	30.33	-
<u>Loan from Related parties</u>				
- Directors & relatives *	122.32	115.47	129.06	93.45
<b>TOTAL</b>	<b>404.13</b>	<b>358.62</b>	<b>566.71</b>	<b>205.01</b>

(Refer Annexure for terms of security, repayment and other relevant details)

\*Loan from Directors &amp; Relatives are interest-free.

**ANNEXURE FOR TERMS OF BORROWINGS AS RESTATED:**

Name of Lender	Nature of Security	Sanction (₹ In Lakhs)	Rate of Interest	Tenure (Months)	No of O/S Instalments	Instalment (₹)	Outstanding as on October 31, 2023 (₹ In Lakhs)	Outstanding as on March 31, 2023 (₹ In Lakhs)	Outstanding as on March 31, 2022 (₹ In Lakhs)	Outstanding as on March 31, 2021 (₹ In Lakhs)
HDFC Bank Limited*	Secured - vehicle loan	4.53	8.75% p.a	60	-	Equated monthly installments (EMIs)of Rs.9350	-	-	0.46	1.49
HDFC Bank Limited	Secured - vehicle loan	9.94	7.65% p.a	36	5	Equated monthly installments (EMIs)of Rs.30976	1.52	3.57	6.87	9.94
HDFC Bank Limited	Secured - vehicle loan	9.94	7.65% p.a	36	5	Equated monthly installments (EMIs)of Rs.30976	1.52	3.57	6.87	9.94
Bank of Baroda	Secured - vehicle loan	16.80	3.35% + RBI Repo rate 4.00%	60	34	Equated monthly installments (EMIs)of Rs.33544	10.40	12.30	15.14	-
Kotak Mahindra bank	Secured - vehicle loan	12.77	8% p.a. (Irr/Reset)	60	27	Equated monthly installments (EMIs)of Rs.25898	6.17	7.68	10.14	12.42
Kotak Mahindra bank *	Secured - vehicle loan	16.50	11.5% p.a.	60	1	Equated monthly installments (EMIs)of Rs.36288	-0.14	2.29	6.14	9.60
HDFC Bank Limited	a. Facility of Cash credit, Bank Guarantee , Letter of credit is secured by way of hyopthecation of stock , book debts and equitable mortgage of directors residential property situated at flat No.41206 12Th Floor, Tower 4, Wing Dsy No. 32/1, 32/2, 32/3, 32/4, 35, 37Etc nikoohomes Apartments - 560063 Chokkanahalli Village, Bengaluru.  b. 25% margin on stock , 50% margin on bookdebts and 25% margin on Fixed deposit for availing facility of Bank Guruantee and Letter of credit.	1,070.00	10.5% p.a.	12	N.A.	Lumpsum	181.53	183.24	180.10	126.16
HDFC Bank Limited	Unsecured loan - Credit card	5.00	3.49% p.m	N.A.	N.A.	Lumpsum	0.61	-2.96	0.62	0.68

Kotak Mahindra bank	Such Cash Credit limit is secured by way of hypothecation on all existing & future Receivables / Current assets / Movable assets / Movable fixed assets.	50.00		N.A.	N.A.	Lumpsum	-	-	-	-0.02
Sundaram Finance Limited	Such facility were availed for acquiring Plant & machinery which is currently situated at No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore, Bangalore, Karnataka, India, 560064	38.00	11.25% p.a.	60	24	Equated monthly installments (EMIs)of Rs.83495	16.92	21.55	28.91	35.60
Sundaram Finance Limited	Such facility were availed for acquiring Plant & machinery which is currently situated at No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore, Bangalore, Karnataka, India, 560064	16.27	11.25% p.a.	59	24	Equated monthly installments (EMIs)of Rs.36150	7.34	9.34	12.53	15.42
Sundaram Finance Limited	Secured - vehicle loan	41.89	11.25% p.a.	35	-	Equated monthly installments (EMIs)of Rs.92015	21.65	26.58	34.42	32.80
Shriram Finance LTD**	Unsecured Business Loan	50.00	16.5% p.a.	36	32	Equated monthly installments (EMIs)of Rs.176788	45.24	-	-	-
Axis Bank*	Unsecured Business Loan	40.00	15% (MCLR 7.35%+Spread 7.65%)	36	13	Equated monthly installments (EMIs)of Rs.138661	20.88	24.16	36.18	-
Fulleerton India Credit CO LTD*	Unsecured Business Loan	50.00	15% p.a.	37	13	Equated monthly installments (EMIs)of Rs.173327	19.69	29.74	45.30	-
ICICI Bank	Unsecured Business Loan	40.00	14.% p.a.	36	17	Equated monthly installments (EMIs)of Rs.136973	21.01	24.31	36.40	-
Kotak Mahindra bank*	Unsecured Business Loan	75.00	15% p.a.	36	11	Equated monthly installments (EMIs)of Rs.259990	30.97	45.65	67.97	-
IDFC First Bank*	Unsecured Business Loan	51.00	15% p.a.	24	1	Equated monthly installments (EMIs)of Rs.247281	2.99	19.26	43.52	-
Aditya Birla Finance LTD	Unsecured Business Loan	50.00	16% APR	24	9	Equated monthly installments (EMIs)of Rs.244816	19.29	33.99	-	-
Bajaj Finance LTD*	Unsecured Business Loan	35.62	15% p.a.	24	8	Equated monthly installments (EMIs)of Rs.172687	12.56	23.15	-	-
Clix Capital Services PVT LTD*	Unsecured Business Loan	50.13	16% p.a.	25	8	Equated monthly installments (EMIs)of Rs.245468	24.28	32.66	-	-
Deutsche Bank*	Unsecured Business Loan	50.00	16% p.a.(4.69% EBTL + 11.31% Spread)	24	8	Equated monthly installments (EMIs)of Rs.244816	18.60	33.20	-	-
Fedbank Financial Services LTD	Unsecured Business Loan		16% p.a.	25		Equated monthly installments (EMIs)of				

		30.15			8	Rs.147624	16.23	19.91	-	-
Aditya Birla Finance LTD	Unsecured Business Loan	20.50	16.50% p.a.	36	33	Equated monthly installments (EMIs) of Rs.72759	19.06	-	-	-
Axis Bank*	Unsecured Business Loan	35.00	MCLR 9.1% p.a. + Spread 6.9% p.a. = 16% p.a.	36	32	Equated monthly installments (EMIs) of Rs.123050	10.47	-	-	-
Clix Capital Services PVT LTD*	Unsecured Business Loan	50.15	16.75% p.a.	25	22	Equated monthly installments (EMIs) of Rs.247372	17.12	-	-	-
Fedbank Financial Services LTD	Unsecured Business Loan	30.15	16.50% p.a.	24+1 Pre emi	22	Equated monthly installments (EMIs) of Rs.148345	10.48	-	-	-
HDFC Bank Limited*	Unsecured Business Loan	35.00	15.55% p.a.	36	32	Equated monthly installments (EMIs) of Rs.122618	31.87	-	-	-
Hero Fincorp*	Unsecured Business Loan	30.30	17% p.a.	24	20	Equated monthly installments (EMIs) of Rs.149811	25.43	-	-	-
ICICI Bank*	Unsecured Business Loan	49.00	15.50% p.a.	36	11	Equated monthly installments (EMIs) of Rs.	22.72	-	-	-
IndusInd Bank*	Unsecured Business Loan	50.00	16% p.a.	38	31	Equated monthly installments (EMIs) of Rs.1,75,785	45.41	-	-	-
MAS Financial Services LTD*	Unsecured Business Loan	30.00	16.5% p.a.	36	30	Equated monthly installments (EMIs) of Rs.106213	26.50	-	-	-
IndusInd Bank*	Unsecured Business Loan	50.00	16% p.a.	26	-	Equated monthly installments (EMIs) of Rs.244816	-	30.63	-	-
Unity Small Finance *	Unsecured Business Loan Restructured loan	51.00	16.5% p.a.	24	19	Equated monthly installments (EMIs) of Rs. 2,50,932	44.88	-	-	-
Yes Bank*	Unsecured Business Loan	27.50	16.50% p.a.	36	32	Equated monthly installments (EMIs) of Rs.97362	24.99	-	-	-
Kisetsu Saison Finance (India) PVT LTD**	Unsecured Business Loan	35.70	16% p.a.	24	8	Equated monthly installments (EMIs) of Rs.174799	12.64	23.25	-	-
Poonawala Fincorp LTD	Unsecured Business Loan	50.16	16% p.a.	25	8	Equated monthly installments (EMIs) of Rs.245580	17.75	32.67	-	-
Standard Chartered Bank**	Unsecured Business Loan	50.00	15% p.a.	24	8	Equated monthly installments (EMIs) of Rs.242433	18.35	32.97	-	-
TATA Capital Finance*	Unsecured Business Loan	50.00	16% APR	24	8	Equated monthly installments (EMIs) of Rs.244816	17.45	32.35	-	-
Unity Small Finance *	Unsecured Business Loan	50.00	16% APR	24	-	Equated monthly installments (EMIs) of Rs.244816	-	33.08	-	-
Yes Bank*	Unsecured Business Loan	40.00	15% p.a.	36	13	Equated monthly installments (EMIs) of Rs.138661	16.78	24.66	36.21	-
SG Finserve Ltd	Line of Credit : Such is secured by hypothecation of inventory and receivable and personal guarantees of director	500.00	13% p.a.	NA	NA	Lumpsum payment within maximum 60 days from the date of invoice + 15 days cooling period	478.79	-	-	-

TATA Capital Finance services limited	Such Channel finance facility is Secured against all Stock funded by the lender.	200.00	10% at present i.e.STLR rate Less 10.01%	12.00	NA	Lumsum payment within 90 days from the date of invoice	143.38	-	-	-
HDFC Bank	Such Cash Credit limit is secured by way of hypothecation on all Stock and debtors and gurantee given by Credit Guarantee Fund Trust for Micro and Small Enterprises(CGT MSE)	20.00	9.50% p.a.	12.00	N.A.	Lumpsum	15.62	-	-	-

\*Note : Sanction letters are not available , only Welcome Letter and repayment schedules are available

With the company

\*\*Note : Sanction Letter Welcome Letter and repayment schedules are not available

with the Company.



**ANNEXURE – VIII: DETAILS OF LONG-TERM PROVISIONS AS RESTATED**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Provision for Gratuity	36.80	45.02	33.79	33.82
<b>TOTAL</b>	<b>36.80</b>	<b>45.02</b>	<b>33.79</b>	<b>33.82</b>

**ANNEXURE -IX: DETAILS OF SHORT-TERM BORROWINGS AS RESTATED**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>Secured</b>				
Cash Credit	637.79	-	-	-
Bank overdraft	182.14	180.28	180.72	126.82
Current maturities of long-term debt	408.47	392.73	123.67	15.65
<b>TOTAL</b>	<b>1,228.40</b>	<b>573.01</b>	<b>304.39</b>	<b>142.47</b>
<i>(Refer Annexure for terms of security, repayment and other relevant details)</i>				

**ANNEXURE- X: DETAILS OF TRADE PAYABLES AS RESTATED**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Due to Micro, Small and Medium Enterprises	-	-	-	-
Due to Others	2,748.92	1,914.79	1,439.45	1,631.37
<b>TOTAL</b>	<b>2,748.92</b>	<b>1,914.79</b>	<b>1,439.45</b>	<b>1,631.37</b>

*(Refer Annexure - XXXII for ageing)*

**ANNEXURE – XI: DETAILS OF OTHER CURRENT LIABILITES AS RESTATED**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Statutory Dues payable	55.03	99.78	18.85	47.06
Current Maturities to finance lease obligation	110.45	118.13	111.67	13.37
Bonus payable	115.32	116.32	87.05	58.65
Customer advances	548.62	68.93	321.98	313.43
Rent expense payable	7.95	1.77	26.93	11.38
Audit Fees payable	0.50	0.50	0.50	0.75
Reimbursement expense payable	7.59	5.91	11.67	14.79

<b>TOTAL</b>	<b>845.46</b>	<b>411.34</b>	<b>578.65</b>	<b>459.43</b>

**ANNEXURE -XII: DETAILS OF SHORT-TERM PROVISIONS AS RESTATED**

*(₹ In Lakhs)*

<b>Particulars</b>	<b>As at October 31, 2023</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Provision For Employees Benefit	104.14	63.50	76.53	25.17
Provision for tax (Net of TDS & Advance tax)	-	-	-	32.14
Provision for Gratuity	12.04	12.26	10.63	10.37
	-	-	-	-
<b>TOTAL</b>	<b>116.18</b>	<b>75.76</b>	<b>87.16</b>	<b>67.68</b>

ANNEXURE – XIII: DETAILS OF PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS AS RESTATED

(₹ In Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2023	ADDITIONS	DEDUCTIONS	AS AT 31.10.2023	UPTO 01.04.2023	FOR THE YEAR	DEDUCTIONS	UPTO 31.10.2023	AS AT 31.10.2023	AS AT 31.03.2023
<b><u>Property, Plant &amp; Equipment</u></b> <b><u>Tangible Assets</u></b>										
Plant & Machinery	833.71	34.06	-	867.77	395.04	47.45	-	442.49	425.28	438.67
Motor car	142.02	-	11.43	130.59	100.37	7.42	10.65	97.14	33.45	41.65
Computer & Printer	118.26	2.56	-	120.82	89.46	10.55	-	100.01	20.81	28.80
Office equipment	67.40	0.15	-	67.55	45.88	5.40	-	51.28	16.27	21.52
Office Furniture	15.72	-	-	15.72	7.84	1.19	-	9.03	6.69	7.88
Building Structure	150.30	-	-	150.30	39.92	11.71	-	51.63	98.67	110.38
Plant & Machinery -Lease	387.00	49.69	-	436.69	105.33	33.64	-	138.97	297.72	281.67
Motor vehicle	0.23	-	-	0.23	0.21	-	-	0.21	0.02	0.02
<b><u>Intangible Asset</u></b>	-	-	-	-	-	-	-	-	-	-
Computer software	3.01	1.72	-	4.73	1.29	0.97	-	2.26	2.47	1.72
<b>Total</b>	<b>1,717.65</b>	<b>88.18</b>	<b>11.43</b>	<b>1,794.40</b>	<b>785.34</b>	<b>118.33</b>	<b>10.65</b>	<b>893.02</b>	<b>901.38</b>	<b>932.31</b>

(₹ In Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2022	ADDITIONS	DEDUCTIONS	AS AT 31.03.2023	UPTO 01.04.2022	FOR THE YEAR	DEDUCTIONS	UPTO 31.03.2023	AS AT 31.03.2023	AS AT 31.03.2022
<b>Property, Plant &amp; Equipment Tangible Assets</b>										
Plant & Machinery	756.29	77.42	-	833.71	306.81	88.23	-	395.04	438.67	449.48
Motor car	142.02	-	-	142.02	81.52	18.85	-	100.37	41.65	60.50
Computer & Printer	93.72	24.54	-	118.26	65.54	23.92	-	89.46	28.80	28.18
Office equipment	58.72	8.68	-	67.40	33.55	12.33	-	45.88	21.52	25.17
Office Furniture	14.50	1.22	-	15.72	5.44	2.40	-	7.84	7.88	9.06
Building Structure	100.16	50.14	-	150.30	25.44	14.48	-	39.92	110.38	74.72
Plant & Machinery -Lease	387.00	-	-	387.00	43.08	62.25	-	105.33	281.67	343.92
Motor vehicle	0.23	-	-	0.23	0.20	0.01	-	0.21	0.02	0.03
<b>Intangible Asset</b>										
Computer software	1.87	1.14	-	3.01	0.17	1.12	-	1.29	1.72	1.70
<b>Total</b>	<b>1,554.51</b>	<b>163.14</b>	<b>-</b>	<b>1,717.65</b>	<b>561.75</b>	<b>223.59</b>	<b>-</b>	<b>785.34</b>	<b>932.31</b>	<b>992.76</b>

(₹ In Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2021	ADDITIONS	DEDUCTIONS	AS AT 31.03.2022	UPTO 01.04.2021	FOR THE YEAR	DEDUCTIONS	UPTO 31.03.2022	AS AT 31.03.2022	AS AT 31.03.2021
<b>Property, Plant &amp; Equipment</b>										
<b>Tangible Assets</b>										
Plant & Machinery	560.59	196.03	0.33	756.29	223.38	83.48	0.05	306.81	449.48	337.21
Motor car	124.29	17.73	-	142.02	57.31	24.21	-	81.52	60.50	66.98
Computer & Printer	67.60	26.12	-	93.72	40.38	25.16	-	65.54	28.18	27.22
Office equipment										
	52.04	6.68	-	58.72	16.04	17.51	-	33.55	25.17	36.00
Office Furniture	11.80	2.70	-	14.50	2.65	2.79	-	5.44	9.06	9.15
Building Structure	100.16	-	-	100.16	8.93	16.51	-	25.44	74.72	91.23
& Machinery - Lease	52.13	334.87	-	387.00	1.62	41.46	-	43.08	343.92	50.51
Motor vehicle	0.23	-	-	0.23	0.19	0.01	-	0.20	0.03	0.04
-										
<b>Intangible Asset</b>										
Computer software	-	1.87	-	1.87	-	0.17	-	0.17	1.70	-
<b>Total</b>	<b>968.84</b>	<b>586.00</b>	<b>0.33</b>	<b>1,554.51</b>	<b>350.50</b>	<b>211.30</b>	<b>0.05</b>	<b>561.75</b>	<b>992.76</b>	<b>618.34</b>

(₹ In Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2020	ADDITIONS	DEDUCTIONS	AS AT 31.03.2021	UPTO 01.04.2020	FOR THE YEAR	DEDUCTIONS	UPTO 31.03.2021	AS AT 31.03.2021	AS AT 31.03.2020
<b>Property, Plant &amp; Equipment</b>										
<b>Tangible Assets</b>										
Plant & Machinery	373.96	186.63	-	560.59	174.48	48.90	-	223.3	337.21	199.48
Motor car	79.21	45.08	-	124.29	41.97	15.34	-	8	66.98	37.24
Computer & Printer Office equipment	42.09	25.51	-	67.60	22.92	17.46	-	57.31	27.22	19.17
Office Furniture	12.39	39.65	-	52.04	8.64	7.40	-	40.38	36.00	3.75
Building	3.98	7.82	-	11.80	1.41	1.24	-	16.04	9.15	2.57
Structure	10.01	90.15	-	100.16	-	8.93	-	2.65	91.23	10.01
Plant & Machinery - Lease Motor vehicle	-	52.13	-	52.13	-	1.62	-	8.93	50.51	-
	0.2	-	-	0.23	0.1	0.02	-	1.62	0.04	0.0
	3				7			0.19		6
<b>Total</b>	<b>521.87</b>	<b>446.97</b>	<b>-</b>	<b>968.84</b>	<b>249.59</b>	<b>100.91</b>	<b>-</b>	<b>350.50</b>	<b>618.34</b>	<b>272.28</b>

**ANNEXURE -XIV: DETAILS OF DEFERRED TAX ASSETS (NET) AS RESTATED**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b><i>Deferred Tax Assets arising on account of:</i></b>				
-Difference of WDV as per Companies Act, 2013 and Income Tax Act, 1961	33.48	34.58	21.53	7.66
-Expenses disallowed under Income Tax Act, 1961	(6.32)	(19.50)	(13.82)	(5.15)
<b>TOTAL</b>	<b>27.16</b>	<b>15.08</b>	<b>7.71</b>	<b>2.51</b>

**ANNEXURE – XV: DETAILS OF LONG-TERM LOANS & ADVANCES AS RESTATED:**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Advances tax (Net of provision for tax)	66.17	11.92	49.75	-
<b>TOTAL</b>	<b>66.17</b>	<b>11.92</b>	<b>49.75</b>	<b>-</b>

**ANNEXURE – XVI: DETAILS OF OTHER NON-CURRENT ASSETS AS RESTATED**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Security deposits	113.33	113.34	113.34	87.25
Rent Deposit	36.29	34.31	34.31	37.41
<b>TOTAL</b>	<b>149.62</b>	<b>147.65</b>	<b>147.65</b>	<b>124.66</b>

**ANNEXURE– XVII: DETAILS OF INVENTORIES AS RESTATED**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Raw Materials	864.39	445.94	347.58	196.20
Work-in-Progress	407.82	118.51	99.78	111.10
Finished goods	118.41	69.15	96.45	74.89
<b>TOTAL</b>	<b>1,390.62</b>	<b>633.60</b>	<b>543.81</b>	<b>382.19</b>

**ANNEXURE – XVIII: DETAILS OF TRADE RECEIVABLES AS RESTATED**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>Unsecured, Considered Good</b>				
Trade Receivable More than Six Months	1,046.57	548.32	114.42	165.09
Trade Receivable Less than Six Months	1,665.85	1,023.02	1,317.25	1,452.07
<b>TOTAL</b>	<b>2,712.42</b>	<b>1,571.34</b>	<b>1,431.67</b>	<b>1,617.16</b>

(Refer Annexure - XXXIII for ageing)

**ANNEXURE – XIX: DETAILS OF CASH & BANK BALANCE AS RESTATED**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b><u>a. Cash and Cash Equivalents</u></b>				
Cash-in-Hand	0.99	1.04	3.81	0.59
Bank Balance	246.16	120.21	116.83	90.50
<b><u>b. Other Bank Balances with Scheduled Bank</u></b>				
Fixed Deposit Receipts	19.38	19.38	-	-
(*having original maturity of more than 3 months and remaining maturity of more than 12 months including given as collateral)	-	-	-	-
<b>TOTAL</b>	<b>266.53</b>	<b>140.63</b>	<b>120.64</b>	<b>91.09</b>

**ANNEXURE – XX: DETAILS OF SHORT-TERM LOAN AND ADVANCES AS RESTATED:**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Advance Salary	4.18	4.35	4.04	22.72
Vendor advance	841.94	536.76	250.46	245.96
Balance with revenue authorities	23.11	20.22	20.29	9.42
Staff loans	19.64	4.41	5.82	0.64
Advance to related parties	-	0.25	0.25	0.25
<b>TOTAL</b>	<b>888.87</b>	<b>565.99</b>	<b>280.86</b>	<b>278.99</b>

**ANNEXURE – XXI: DETAILS OF OTHER CURRENT ASSETS AS RESTATED**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
TDS Reimbursement receivable	0.22	0.64	0.64	0.66
<b>TOTAL</b>	<b>0.22</b>	<b>0.64</b>	<b>0.64</b>	<b>0.66</b>



**ANNEXURE- XXII: DETAILS OF REVENUE FROM OPERATIONS AS RESTATED**
*(₹ In Lakhs)*

Particulars	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Sale of Goods	5,290.45	8,131.94	6,986.65	4,674.65
Sales of Services	1.25	-	-	174.83
<b>TOTAL</b>	<b>5,291.70</b>	<b>8,131.94</b>	<b>6,986.65</b>	<b>4,849.48</b>

**ANNEXURE – XXIII: DETAILS OF OTHER INCOME AS RESTATED**
*(₹ In Lakhs)*

Particulars	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Discount Received	17.34	0.12	0.69	0.46
Foreign exchange Gain accounting	-	2.71	1.41	-
Reversal of Gratuity liability	7.20	-	-	-
Bank interest	0.70	0.93	0.97	0.29
Interest on IT refund	0.04	1.19	-	-
Freight Outward	-	-	-	1.79
Duty Draw Back	0.03	0.23	-	0.36
Profit on sale of fixed asset	0.08	-	-	-
<b>TOTAL</b>	<b>25.39</b>	<b>5.18</b>	<b>3.07</b>	<b>2.90</b>

**ANNEXURE – XXIV: DETAILS OF COST OF RAW MATERIAL CONSUMED AS RESTATED**
*(₹ In Lakhs)*

Particulars	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening Stock	445.94	347.58	196.20	153.56
Add: Purchase During the year	4,196.26	5,399.67	4,948.53	3,342.29
Less: Closing Stock	(864.39)	(445.94)	(347.58)	(196.20)
<b>TOTAL</b>	<b>3,777.81</b>	<b>5,301.31</b>	<b>4,797.15</b>	<b>3,299.65</b>

**ANNEXURE – XXV: DETAILS OF DIRECT EXPENSES AS RESTATED**
*(₹ In Lakhs)*

Particulars	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Contract Labor Salaries & Expenses	102.54	129.39	175.81	119.46
Freight Inward	3.46	19.20	19.23	18.35
Import charges	38.77	68.65	4.13	-3.68
Consumption of stores & Spares	0.83	0.33	-	-
Packing charges	0.19	-	-	-
Selling & Distribution expense	0.28	13.09	-	-
Manufacturing expense	-	0.84	28.77	-

Job Work Expenses	53.41	10.96	20.16	105.47
Weighment charges	1.03	1.28	0.79	-
<b>TOTAL</b>	<b>200.51</b>	<b>243.74</b>	<b>248.89</b>	<b>239.60</b>

**ANNEXURE XXVI: DETAILS OF CHANGES IN INVENTORIES OF WORK- IN-PROGRESS, FINISHEDGOODS, AND STOCK-IN- TRADE AS RESTATED**

(₹ In Lakhs)

Particulars	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>a) Work in Progress</b>				
Opening Stock	118.51	99.78	111.10	50.80
Closing Stock	(407.82)	(118.51)	(99.78)	(111.10)
<b>b) Finished Goods</b>				
Opening Stock	69.15	96.45	74.89	99.47
Less: Closing Stock	(118.41)	(69.15)	(96.45)	(74.89)
<b>TOTAL</b>	<b>(338.57)</b>	<b>8.57</b>	<b>(10.24)</b>	<b>(35.72)</b>

**ANNEXURE – XXVII: DETAILS OF EMPLOYEE BENEFIT EXPENSES AS RESTATED**

(₹ In Lakhs)

Particulars	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries	325.66	591.59	520.10	414.44
Bonus	-	31.19	100.63	28.75
Directors Remuneration	105.65	125.45	176.50	145.59
Contribution to PF , ESIC	21.08	40.58	53.49	36.96
Gratuity expense	-	13.21	0.58	2.73
Professional tax	0.03	0.08	-	-
Staff Welfare Expenses	11.69	24.68	26.54	22.87
Performance Incentives	-	-	-	2.03
<b>TOTAL</b>	<b>464.11</b>	<b>826.78</b>	<b>877.84</b>	<b>653.37</b>

**ANNEXURE – XXVIII: DETAILS OF FINANCE COST AS RESTATED**

(₹ In Lakhs)

Particulars	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Bank charges	1.24	11.43	3.26	3.24
Processing Fees	5.81	8.33	4.04	4.27
Interest on late payment of taxes	4.83	0.27	0.45	1.62
Finance Charges of Lease Obligation	8.10	18.61	15.22	0.69

Interest on borrowings	90.03	126.76	42.73	16.51
<b>TOTAL</b>	<b>110.01</b>	<b>165.40</b>	<b>65.70</b>	<b>26.33</b>

**ANNEXURE - XXIX: DETAILS OF DEPRECIATION AND AMORTIZATION EXPENSE AS RESTATED**

(₹ In Lakhs)

Particulars	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation and Amortization Expenses	118.33	223.57	211.26	100.91
<b>TOTAL</b>	<b>118.33</b>	<b>223.57</b>	<b>211.26</b>	<b>100.91</b>

**ANNEXURE – XXX: DETAILS OF OTHER EXPENSES AS RESTATED**

(₹ In Lakhs)

Particulars	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Audit Fees	-	2.00	1.50	2.25
Foreign exchange loss	21.17	-	-	0.25
Business Promotion Expenses	3.24	16.50	15.15	5.08
Cleaning & House Keeping charges	0.59	0.72	0.11	0.44
Clearing & Forwarding Charges	7.35	0.26	0.68	0.93
Commission charges	9.36	72.36	5.55	3.87
Power and Fuel charges	61.22	107.87	68.10	36.80
Discount expense	0.99	1.23	3.52	0.56
Membership & Subscription charges	-	0.11	-	-
Miscellaneous Expenses	-	0.01	-	0.10
Installation Expenses	103.22	355.24	69.30	64.99
Insurance Expense	8.22	7.57	4.90	6.85
Internet Charges	5.22	9.58	10.35	1.33
Lab testing charges	1.47	-	-	-
License Expenses	0.17	1.32	8.17	-
Loading and Unloading Charges	4.14	18.13	4.43	6.53
Office Expenses	2.07	4.80	3.83	4.14
Other expenses	0.45	0.53	0.36	-
Postage & Courier	0.97	1.77	2.87	5.01
Printing & Stationery	0.75	3.53	2.93	0.84
Legal & Professional fees	-	3.00	2.24	2.10
Professional fees	32.31	32.21	20.38	19.95
Pest control service	0.75	0.30	-	-
Repairs & Maintenance	8.79	13.77	17.23	11.53
Rates & Taxes	1.93	0.23	7.17	-0.29
Rent expenses	65.31	158.94	139.16	55.82

Hiring charges for Plant & machinery	4.52	188.80	109.96	16.83
Round Off	-	-	0.08	-
stamp duty	0.04	0.25	-	-
Security Charges	2.77	5.54	2.77	0.19
Software expenses	-	-	-	1.46
Internet and communication expense	0.14	0.68	0.89	0.59
Transportation Charges	124.98	237.48	255.32	121.46
Travelling Expenses	27.68	44.28	35.72	11.68
Training expense	-	-	0.33	-
Selling & Distribution expense	-	-	7.71	-
<b>TOTAL</b>	<b>499.82</b>	<b>1,289.01</b>	<b>800.69</b>	<b>381.29</b>

**ANNEXURE – XXXI: DETAILS OF OTHER INCOME AS RESTATED**

(₹ In Lakhs)

Particulars	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021	Nature
Other Income	25.39	5.18	3.07	2.90	
Net Profit Before Tax as Restated	485.07	78.74	(1.57)	186.95	
<b>Percentage</b>	<b>5.23%</b>	<b>6.58%</b>	<b>(195.54%)</b>	<b>1.55%</b>	

**Source of Income**

Discount Received	17.34	0.12	0.69	0.46	Non-Recurring and related to Business Activity
Foreign exchange Gain accounting	-	2.71	1.41	-	Recurring and not related to Business Activity
Reversal of Gratuity liability	7.20	-	-	-	Non-Recurring and not related to Business Activity
Bank interest	0.70	0.93	0.97	0.29	Recurring and not related to Business Activity
Interest on IT refund	0.04	1.19	-	-	Non-Recurring and not related to Business Activity
Freight Outward	-	-	-	1.79	Non-Recurring and related to Business Activity
Duty Draw Back	0.03	0.23	-	0.36	Recurring and related to Business Activity
Profit on sale of fixed asset	0.08	-	-	-	Non-Recurring and not related to Business Activity
<b>Total Other income</b>	<b>25.39</b>	<b>5.18</b>	<b>3.07</b>	<b>2.90</b>	

**ANNEXURE- XXXII: AGEING OF TRADE PAYABLES AS RESTATED**

**I. Ageing of Creditors as at October 31, 2023**

(₹ In Lakhs)

Particulars		Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a)	MSME	-	-	-	-	-
(b)	Others	2,735.42	6.00	-	7.50	2,748.92
(c)	Disputed Dues - MSME	-	-	-	-	-
(d)	Disputed Dues - Others	-	-	-	-	-
<b>Total</b>		<b>2,735.42</b>	<b>6.00</b>	<b>-</b>	<b>7.50</b>	<b>2,748.92</b>

**II. Ageing of Creditors as at March 31, 2023**

Particulars		Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a)	MSME	-	-	-	-	-
(b)	Others	1886.89	20.04	0.14	7.72	1914.79
(c)	Disputed Dues - MSME	-	-	-	-	-
(d)	Disputed Dues - Others	-	-	-	-	-
<b>Total</b>		<b>1886.89</b>	<b>20.04</b>	<b>0.14</b>	<b>7.72</b>	<b>1914.79</b>

**III. Ageing of Creditors as at March 31, 2022**

Particulars		Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a)	MSME	-	-	-	-	-
(b)	Others	1,422.60	9.35	7.50	-	1,439.45
(c)	Disputed Dues - MSME	-	-	-	-	-
(d)	Disputed Dues - Others	-	-	-	-	-
<b>Total</b>		<b>1,422.60</b>	<b>9.35</b>	<b>7.50</b>	<b>-</b>	<b>1,439.45</b>

**IV. Ageing of Creditors as at March 31, 2021**

Particulars		Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a)	MSME	-	-	-	-	-
(b)	Others	1,618.88	12.31	0.18	-	1,631.37
(c)	Disputed Dues - MSME	-	-	-	-	-
(d)	Disputed Dues - Others	-	-	-	-	-
<b>Total</b>		<b>1,618.88</b>	<b>12.31</b>	<b>0.18</b>	<b>-</b>	<b>1,631.37</b>

**ANNEXURE – XXXIII: AGEING OF TRADE RECEIVABLES AS RESTATED**

**I. Ageing of Debtors as at October 31, 2023**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables - considered good	1,665.85	904.51	93.91	36.93	11.22	2,712.42
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>1,665.85</b>	<b>904.51</b>	<b>93.91</b>	<b>36.93</b>	<b>11.22</b>	<b>2,712.42</b>

**II. Ageing of Debtors as at March 31, 2023**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables - considered good	1,023.02	298.21	238.93	3.90	7.28	1,571.34
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>1,023.02</b>	<b>298.21</b>	<b>238.93</b>	<b>3.90</b>	<b>7.28</b>	<b>1,571.34</b>

(₹ In Lakhs)

**III. Ageing of Debtors as at March 31, 2022**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables - considered good	1,317.25	62.93	33.63	12.50	5.36	1,431.67
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>1,317.25</b>	<b>62.93</b>	<b>33.63</b>	<b>12.50</b>	<b>5.36</b>	<b>1,431.67</b>

**IV. Ageing of Debtors as at March 31, 2021**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables - considered good	1,452.07	78.46	80.78	4.48	1.37	1,617.16
(b) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(c) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(d) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>1,452.07</b>	<b>78.46</b>	<b>80.78</b>	<b>4.48</b>	<b>1.37</b>	<b>1,617.16</b>

**ANNEXURE- XXXIV: DISCLOSURE UNDER AS-15 AS RESTATED****a. DEFINED CONTRIBUTION PLAN**

Particulars	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Employers' Contribution to Provident Fund and ESIC	21.08	40.58	53.49	36.96

**b. DEFINED BENEFIT OBLIGATION**

### i. Gratuity

The gratuity benefit payable to the employees of the Company is as per the provisions of the Payment of Gratuity Act, 1972, as amended. Under the gratuity plan, every employee who has completed at least 5 years of service gets gratuity on separation or at the time of superannuation calculated for equivalent to 15 days salary for each completed year of service calculated on last drawn basic salary. The Company does not have a funded plan for gratuity liability.

<b>I. ASSUMPTIONS:</b>	<b>For the Period ended October 31, 2023</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>	<b>For the year ended March 31, 2021</b>
Discount Rate	7.50%	7.50%	7.50%	7.50%
Salary Escalation	5.00%	5.00%	5.00%	5.00%
Withdrawal Rates	10.00%	10.00%	10.00%	10.00%
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60 years	60 years	60 years	60 years

<b>II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATION:</b>	<b>For the Period ended October 31, 2023</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>	<b>For the year ended March 31, 2021</b>
	<b>(₹ in Lakhs)</b>	<b>(₹ in Lakhs)</b>	<b>(₹ in Lakhs)</b>	<b>(₹ in Lakhs)</b>
Present Value of Benefit Obligations at the beginning of the year	57.28	44.42	44.19	41.46
Current Service Cost	5.01	11.58	10.08	9.63
Interest Cost	2.50	3.33	3.32	3.11
(Benefit paid)	(1.23)	(0.35)	(0.35)	-
Actuarial (gains)/losses	(14.72)	(1.70)	(12.82)	(10.01)
<b>Present value of benefit obligations at the end of the year</b>	<b>48.84</b>	<b>57.28</b>	<b>44.42</b>	<b>44.19</b>

<b>III. ACTUARIAL GAINS/LOSSES:</b>	<b>For the Period ended October 31, 2023</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>	<b>For the year ended March 31, 2021</b>
	<b>(₹ in Lakhs)</b>	<b>(₹ in Lakhs)</b>	<b>(₹ in Lakhs)</b>	<b>(₹ in Lakhs)</b>
Actuarial (gains)/losses on obligation for the year	(14.72)	(1.70)	(12.82)	(10.01)
Actuarial (gains)/losses on asset for the year	-	-	-	-
<b>Actuarial (gains)/losses recognized in income &amp; expenses Statement</b>	<b>(14.72)</b>	<b>(1.70)</b>	<b>(12.82)</b>	<b>(10.01)</b>



IV. EXPENSES RECOGNISED	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Current service cost	5.01	11.58	10.08	9.63
Interest cost	2.51	3.33	3.32	3.11
Actuarial (gains)/losses	(14.72)	(1.70)	(12.82)	(10.01)
<b>Expense charged to the Statement of Profit and Loss</b>	<b>(7.20)</b>	<b>13.21</b>	<b>0.58</b>	<b>2.73</b>

V. BALANCE SHEET RECONCILIATION:	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Opening net liability	57.28	44.42	44.19	41.46
Expense as above	(7.20)	13.21	0.58	2.73
(Benefit paid)	-1.23	-0.35	-0.35	-
<b>Net liability/(asset) recognized in the balance sheet</b>	<b>48.85</b>	<b>57.28</b>	<b>44.42</b>	<b>44.19</b>

VI. EXPERIENCE ADJUSTMENTS	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
On Plan Liability (Gains)/Losses	(14.72)	(1.70)	(12.82)	(10.01)

VII. The estimates of rate of salary increase considered in the actuarial valuation takes into account inflation, seniority, promotion and all other relevant factors including supply and demand in the employment market.

#### ANNEXURE – XXXV: DETAILS OF ACCOUNTING RATIOS AS RESTATED

(₹ In Lakhs, except per share data and ratios)

Particulars	For the Period ended October 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Restated Profit after Tax as per Profit & Loss Statement (A)	358.91	48.30	(20.49)	118.42
Tax Expense (B)	126.73	18.20	19.32	65.24
Depreciation and amortization expense (C)	118.33	223.57	211.26	100.91
Interest Cost (D)	102.96	145.64	58.40	18.82
Weighted Average Number of Equity Shares at the end of the Year Pre- Bonus Issue (E1)	3,000,000	3,000,000	1,000,000	1,000,000

Weighted Average Number of Equity Shares at the end of the Year Post Bonus Issue (E2)	3,000,000	3,000,000	3,000,000	3,000,000
Number of Equity Shares outstanding at the end of the Year (F)	3,000,000	3,000,000	3,000,000	1,000,000
Nominal Value per Equity share (₹)(G)	10.00	10.00	10.00	10.00

Restated Net Worth of Equity Share Holders as per Statement of Assets and Liabilities (H)	953.52	594.61	546.31	566.81
Current Assets (I)	5,258.60	2,912.13	2,377.54	2,370.04
Current Liabilities (J)	4,938.96	2,974.90	2,409.65	2,300.95
<b>Earnings Per Share (Pre-Bonus) Basic &amp; Diluted<sup>1 &amp; 2</sup> (₹) (E1)</b>	<b>11.96</b>	<b>1.61</b>	<b>(2.05)</b>	<b>11.84</b>
<b>Earnings Per Share (Post Bonus) Basic &amp; Diluted<sup>1 &amp; 2</sup> (₹) (E2)</b>	<b>11.96</b>	<b>1.61</b>	<b>(0.68)</b>	<b>3.95</b>
<b>Return on Net Worth<sup>1 &amp; 2</sup> (%)</b>	<b>37.64%</b>	<b>8.12%</b>	<b>(3.75%)</b>	<b>20.89%</b>
<b>Net Asset Value Per Share<sup>1</sup> (₹)</b>	<b>31.78</b>	<b>19.82</b>	<b>18.21</b>	<b>56.68</b>
<b>Current Ratio<sup>1</sup></b>	<b>1.06</b>	<b>0.98</b>	<b>0.99</b>	<b>1.03</b>
<b>Earnings before Interest, Tax and Depreciation and Amortization<sup>1</sup> (EBITDA)</b>	<b>706.93</b>	<b>435.71</b>	<b>268.49</b>	<b>303.39</b>

**Notes -**

1. Ratios have been calculated as below:

Earnings Per Share (₹) (EPS) Pre bonus or Post Bonus:  $\frac{A}{E1 \text{ or } E2}$

Return on Net Worth (%):  $\frac{A}{H}$

Net Asset Value per equity share (₹):  $\frac{H}{F}$

Current Ratio:  $\frac{I}{J}$

Earnings before Interest, Tax and Depreciation and Amortization (EBITDA):  $A+(B+C+D)$

2. Ratios are not annualized.

3. Company issued Bonus shares in the ratio of 2:1 on March 23, 2022.

## ANNEXURE- XXXVI: DETAILS OF RELATED PARTY TRANSACTION AS RESTATED

(₹ in Lakhs)

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount of transaction during the period ended October 31, 2023	Amount outstanding as on October 31, 2023 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2023	Amount outstanding as on March 31, 2023 (Payable)/ Receivable	Amount of transaction during the year ended March 31, 2022	Amount outstanding as on March 31, 2022 (Payable) / Receivable	Amount of transaction during the year ended March 31, 2021	Amount outstanding as on March 31, 2021 (Payable)/ Receivable
Mohammad Arif Abdul Gaffar Dor	Director	Remuneration	12.75	(6.52)	14.70	(4.00)	22.50	(8.59)	20.97	(4.71)
		Reimbursement of Expenses	0.45	-	1.05	-	0.96	(0.23)	0.71	(0.05)
		Reimbursement of Expenses Paid	0.45		1.27		0.78		0.94	
		Loan Taken	-	(10.00)	-	(10.00)	2.43	(12.43)	10.00	(10.00)
		Loan Repaid	-		2.43		-		-	
Khasim Sait	Director	Remuneration	12.75	(6.52)	12.25	(3.61)	22.50	(8.19)	20.97	(4.35)
		Reimbursement of Expenses	1.49	(0.98)	3.72	(0.32)	1.53	0.21	0.42	1.73
		Reimbursement of Expenses Paid	0.82		3.20		-		2.32	
		Loan Taken	-	(5.95)	-	(5.95)	1.87	(7.82)	5.00	(5.95)
		Loan Repaid	-		1.87		-		-	
Nuumaan Khasim	Director	Remuneration	12.75	(6.52)	12.25	(3.69)	22.50	(8.19)	20.97	(4.33)
		Reimbursement of Expenses	5.66	(0.66)	8.39	(1.68)	2.70	(0.27)	2.68	(0.75)
		Reimbursement of Expenses Paid	6.67		6.99		3.18		3.10	
		Loan Taken	-	-	-	1.84	15.00			

		Loan Repaid	-	(15.00)	1.84	(15.00)	-	(16.84)	-	(15.00)
Hanif A Khatri	Director	Remuneration	15.30	(7.82)	12.25	(4.41)	27.00	(9.96)	25.16	(5.33)
		Reimbursement of Expenses	-	-	-	-	0.55	-	1.45	(0.17)
		Reimbursement of Expenses Paid	-	-	-	-	0.72	-	1.45	
		Loan Taken	20.00	(72.00)	-	(72.00)	26.30	(74.30)	48.00	(48.00)
		Loan Repaid	20.00		2.30		-		-	
Afzal Hussain	Director	Remuneration	12.75	(6.52)	12.25	(3.69)	22.50	(8.18)	20.97	(4.33)
		Reimbursement of Expenses	2.31	(0.13)	7.38	(1.59)	7.84	(0.53)	5.81	(1.83)
		Reimbursement of Expenses Paid	3.77		6.31		9.13		4.41	
		Loan Taken	-	-	-	-	1.84	(1.84)	-	-
		Loan Repaid	-		1.84		-		-	
Syed Azeem	Director	Remuneration	12.75	(6.52)	12.25	(4.09)	22.50	(8.20)	20.97	(4.54)
		Reimbursement of Expenses	2.25	(0.45)	6.31	(0.09)	6.18	(0.05)	2.97	(0.66)
		Reimbursement of Expenses Paid	1.89		6.26		6.79		2.91	
		Loan Taken	-	-	-	-	2.31	(2.31)	-	-
		Loan Repaid	-		2.31		-		-	
Girach Mohammed Nazim	Relative & Director in subsidiary company	Reimbursement of Expenses	4.51	(0.60)	6.72	(1.09)	1.34	(1.68)	1.29	(1.23)
		Reimbursement of Expenses Paid	5.00		7.31		0.89		0.16	
		Remuneration	7.00	-	7.50	-	5.00	-	-	-
		Loan Taken	-	(5.41)	-	(6.00)	-	(7.00)	9.00	(9.00)
		Loan Repaid	0.59		1.00		2.00		-	



Ali Mohammed Bheda	Director in subsidiar y compan y	Reimbursement of Expenses	0.18		2.45		-		-	(0.02)
		Reimbursement of Expenses Paid	0.18	-	2.45	-	-	-	-	

**ANNEXURE – XXXVII: STATEMENT OF NET ASSETS AND PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS AND MINORITY INTEREST AS RESTATED:**

(As per para 2 of general instructions for the preparation of consolidated financial statements to Division I of Schedule III of Companies Act, 2013)

(₹ In Lakhs)

Particulars	For the Period ended October 31, 2023				For the year ended March 31, 2023				For the year ended March 31, 2022				For the year ended March 31, 2021			
	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹)	As % of consolidated profit or loss	Amount (₹)	As % of consolidated net assets	Amount (₹)	As % of consolidated profit or loss	Amount (₹)	As % of consolidated net assets	Amount (₹)	As % of consolidated profit or loss	Amount (₹)	As % of consolidated net assets	Amount (₹)	As % of consolidated profit or loss	Amount (₹)
<b>I. Parent</b>																
- Storage Technologies And Automation Limited																
a. Equity Share Holders	91.61%	887.50	100.16%	358.91	88.98%	543.10	79.78%	48.30	93.24%	512.65	98.08%	(20.49)	57.43%	556.31	97.30%	118.42
b. Preference Share Holders	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>II. Subsidiaries</b>																
i) Indian	6.16%	59.64			9.77%	59.65			9.90%	54.44			0.26%	2.56	-	

- DI&P Services Private Limited	0.66%	6.37			1.25%	7.64			(3.14%)	-17.25			1.23%	11.88	-	
- Glaukoustech Solutions Private Limited																

<b>ii) Foreign</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>III. Minority Interest in Subsidiaries</b>																
<b>i) Indian</b>																
- DI&P Services Private Limited	1.25%	12.09	-	(0.00)	-	-	1.72%	1.04		-	(40.74%)	8.51			1.92%	2.34
- Glaukoustech Solutions Private Limited	0.32%	3.12	(0.16%)	(0.57)	-	-	18.50%	11.20		-	42.66%	(8.91)			0.78%	0.95
<b>ii) Foreign</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>100.00%</b>	<b>968.72</b>	<b>100.00%</b>	<b>358.34</b>	<b>100.00%</b>	<b>610.39</b>	<b>100.00%</b>	<b>60.54</b>	<b>100.00%</b>	<b>549.84</b>	<b>100.00%</b>	<b>-20.89</b>	<b>58.92%</b>	<b>570.75</b>	<b>100.00%</b>	<b>121.71</b>



**ANNEXURE – XXXVIII: DETAILS OF CONTINGENT LIABILITIES & COMMITMENTS AS RESTATED**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
<b>I. Contingent Liabilities</b>				
(a) claims against the company not acknowledged as debt;	-	-	-	-
(b) guarantees excluding financial guarantees; and	-	-	-	-
(c) other money for which the company is contingently liable	-	-	-	-
<b>II. Commitments</b>				
(a) estimated amounts of contracts remaining to be executed on capital account and not provided for	-	-	-	-
(b) uncalled liability on shares and other investments partly paid	-	-	-	-
(c) other commitments	-	-	-	-

**ANNEXURE - XXXIX: DUES OF SMALL ENTERPRISES AND MICRO ENTERPRISES AS RESTATED**

(₹ In Lakhs)

Particulars	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
	₹	₹	₹	₹
(a) Dues remaining unpaid to any supplier at the end of each accounting year -Principal				
	-	-	-	-
-Interest on the above				
	-	-	-	-
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-	-

(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-	-	-
(d) 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.	-	-	-	-
<b>Note:</b> Based on the information available with the Company, Company is dealing with MSME vendor and make all the payments as per Company policy, however where was there any delay in payment beyond 45 days, company pay the interest for the delay payment and all invoices were inclusive of principal and interest amount.				

**ANNEXURE– XL: ADDITIONAL REGULATORY INFORMATION AS PER PARA Y OF SCHEDULE III TO COMPANIES ACT, 2013:**

- i. The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) whose title deeds are not held in the name of the company.
- ii. The Company has not revalued its Property, Plant and Equipment.
- iii. The Company has not granted 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
- iv. The Company does not have any capital work-in-progress.
- v. The Company does not have any intangible assets under development.
- vi. No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- vii. The Company has availed borrowings from banks on the basis of security of current assets and monthly returns or statements of current assets are filed by the Company with banks which are in agreement with the books of accounts except as below:

As at October 31, 2023

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ in Lakhs)	Amount as reported in the quarterly return/ statement	Amount of difference (₹ in Lakhs)	Reason for material discrepancies
Q1	HDFC Bank	Book debt	1,015.73	1,021.89	(6.16)	Due to non-Completion of bank entries
		Stock	550.00	713.90	(163.90)	
Q2	HDFC Bank	Book debt	989.37	820.96	168.41	Due to non-Completion of bank entries
		Stock	715.00	819.45	(104.45)	
Q3	HDFC Bank	Book debt	1,350.51	1,299.38	51.13	Due to non-Completion of bank entries
		Stock	313.05	358.25	(45.20)	
Q4	HDFC Bank	Book debt	1,374.06	1,164.87	209.19	Due to non-Completion of bank entries
		Stock	519.60	464.10	55.50	

As at March 31, 2023

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ in Lakhs)	Amount as reported in the quarterly return/ statement (₹ in Lakhs)	Amount of difference (₹ in Lakhs)	Reason for material discrepancies
Q1	HDFC Bank	Book debt	1,283.10	1,180.57	102.53	Due to non-Completion of bank & book entries
		Stock	466.31	516.31	(50.00)	
Q2	HDFC Bank	Book debt	1,877.40	1,838.44	38.96	Due to non-Completion of bank & book entries
		Stock	549.70	449.70	100.00	
Q3	HDFC Bank	Book debt	1,549.71	1,358.45	191.26	Due to non-Completion of bank & book entries
		Stock	557.79	605.79	(48.00)	
Q4	HDFC Bank	Book debt	1,827.77	1,832.59	(4.82)	Due to non-Completion of bank & book entries
		Stock	610.51	610.51	-	

As at March 31, 2022

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ in Lakhs)	Amount as reported in the quarterly return/ statement (₹ in Lakhs)	Amount of difference (₹ in Lakhs)	Reason for material discrepancies
Q1	HDFC Bank	Book debt	1,069.45	1,046.99	22.46	Due to non-Completion of bank & book entries
		Stock	876.24	876.24	-	
Q2	HDFC Bank	Book debt	1,610.38	1,601.83	8.55	Due to non-Completion of bank & book entries
		Stock	1,341.70	1,341.70	-	

- viii. The company is not declared as willful defaulter by any bank or financial institution or other lender.
- ix. The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- x. There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period except for the below charges:

Sr No	Particulars	Date of Sanction	Sanction Amount (₹ in Lakhs)	Nature of Security	Reason not registered
1	HDFC Bank Limited	August 7, 2017	4.53	Secured - vehicle loan	Inadvertently missed to registered suchcharge
2	Bank of Baroda	August 19, 2021	16.80	Secured - vehicle loan	Inadvertently missed to registered suchcharge
3	Kotak Mahindra bank	December 30, 2020	12.77	Secured - vehicle loan	Inadvertently missed to registered suchcharge
4	Kotak Mahindra bank	November 24, 2018	16.50	Secured - vehicle loan	Inadvertently missed to registered suchcharge
5	Sundaram Finance Limited	September 16, 2020	38.00	Such facility was availed for acquiring Plant & machinery which is currently situated at No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore, Bangalore, Karnataka, India, 560064	Inadvertently missed to registered suchcharge

6	Sundaram Finance Limited	September 16, 2020	16.27	Such facility was availed for acquiring Plant & machinery which is currently situated at No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore, Bangalore, Karnataka, India, 560064	Inadvertently missed to registered such charge
7	Sundaram Finance Limited	January 30, 2021	41.89	Secured - vehicle loan	Inadvertently missed to registered such charge
8	MAS Financial Services LTD	June 17, 2023	30.00	Term Loan Such is secured by hypothecation of stock, book debts and personal guarantees of director	Inadvertently missed to registered such charge

xi. The company does not have any investments and hence, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

xii. The Company does not have any scheme of arrangements which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

xiii.

- A. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or thelike on behalf of the Ultimate Beneficiaries.
- B. No funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

**ANNEXURE – XLI: CAPITALISATION STATEMENT AS AT OCTOBER 31, 2023.**

*(₹ In Lakhs)*

<b>Particulars</b>	<b>Pre-Issue</b>	<b>Post Issue</b>
<b>Borrowings</b>		
Short term debt (A)	1,228.40	-
Long Term Debt (B)	404.13	-
<b>Total debts (C)</b>	<b>1,632.53</b>	<b>-</b>
<b>Shareholders' funds</b>		
Share capital	300.00	-
Reserve and surplus - as Restated	653.52	-
<b>Total shareholders' funds (D)</b>	<b>953.52</b>	<b>-</b>
<b>Long term debt / shareholders' funds (B/D)</b>	<b>0.42</b>	<b>-</b>
<b>Total debt / shareholders' funds (C/D)</b>	<b>1.71</b>	<b>-</b>

## OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for the period ended October 31, 2023 and for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 and their respective Audit reports thereon (Audited Financial Statements) are available at [www.racksandrollers.com](http://www.racksandrollers.com)

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of this Red Herring Prospectus or 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	<i>(Rs. In Lakhs)</i>			
	October 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Profit After Tax (₹ in lakhs)	358.91	48.30	(20.49)	118.42
Basic & Diluted Earnings per Share (Rs.) (Pre Bonus)	11.96	1.61	(2.05)	11.84
Basic & Diluted Earnings per Share (Rs.) (Post Bonus)	11.96	1.61	(0.68)	3.95
Return on Networth (%)	37.64%	8.12%	(3.75%)	20.89%
NAV per Equity Shares	31.78	19.82	18.21	56.68
Earnings before interest, tax, depreciation and amortization (EBITDA)	706.93	435.71	268.49	303.39

*Note : Restated Consolidated Financial Statements is considered for the above information*

**STATEMENT OF FINANCIAL INDEBTEDNESS**

To,

Date: 20.01.2024

**The Board of Directors,  
Storage Technologies and Automation Ltd  
Address: #Survey No 21,  
Singanayakanahalli, Bangalore North Taluk,  
Yelahanka Hobli,  
Bengaluru (Bangalore) Urban- 560064,  
Karnataka, India.**

Dear Sirs,

Based on the independent examination of Books of Accounts, Restated Consolidated Financial Statements and other documents of Storage Technologies and Automation Limited and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on October 31, 2023 are mentioned below.

**A. SECURED LOANS**

Sr. no.	Name of Lender	Purpose /Nature of Facility Sanction	Loan/ Agreement A/c No./Ref. No.	Sanction Date	Sanctioned Amount ( Rs. In Lakhs )	Rate of Interest	Re-payment Schedule	Outstanding As on 31-10-2023 (Rs. In Lakhs)
1	HDFC Bank Limited (1)	Secured - vehicle loan	117791700	18-03-2021	9.94	7.65% p.a	36	1.52
2	HDFC Bank Limited (2)	Secured - vehicle loan	117790146	18-03-2021	9.94	7.65% p.a	36	1.52
3	Bank of Baroda(3)	Secured - vehicle loan	000000939183	18-08-2021	16.8	3.35% + RBI Repo rate 4.00%	60	10.40
4	Kotak Mahindra bank (4)	Secured - vehicle loan	CF-18688301	30-12-2020	12.77	8% p.a. (Irr/Reset)	60	6.17
5	Kotak Mahindra bank (5)*	Secured - vehicle loan	CF-16478717	24-11-2018	16.5	11.5% p.a.	60	-0.14
6	HDFC Bank Limited (6)	Secured - Cash credit	88299101	08-08-2023	1070	10.5% p.a.	12	181.53
7	Sundaram Finance Limited(7)	Secured - Machinery loan	Q003300126	11-12-2023	38	11.25% p.a.	60	16.92
8	Sundaram Finance Limited (8)	Secured - Machinery loan	Q003300189	11-12-2023	16.27	11.25% p.a.	59	7.34
9	Sundaram Finance Limited (9)	Secured - vehicle loan	Q003300344	11-12-2023	41.89	11.25% p.a.	35	21.65
10	SG Finserve Ltd (10)	Secured Line of credit	SGFL/SCF/2023-24/671	17-04-2023	500	13% p.a	NA	478.79



11	TATA Capital Finance services limited (11)	Secured Channel finance	CFD000019508	09-01-2023	200	10% at present i.e.STLR rate Less 10.01%	12	143.38
<b>TOTAL</b>								<b>869.08</b>

Note-1 HDFC Bank - Vehicle loan  
Primary Security: Hypothecation of the vehicle Polo G-10 778  
Collateral Security: NA  
Personal Guarantee : NA

Note-2 HDFC Bank - Vehicle loan  
Primary Security: Hypothecation of the vehicle Polo G-10 978  
Collateral Security: NA  
Personal Guarantee : NA

Note-3 Bank of Baroda - Vehicle loan  
Primary Security: Hypothecation of the TATA NEXON ELECTRIC VEHICLE  
Collateral Security: NA  
Personal Guarantee : NA

Note-4 Kotak Mahindra bank - Vehicle loan  
Primary Security: Hypothecation of the MARUTI NEXA  
Collateral Security: NA  
Personal Guarantee : NA

Note-5 Kotak Mahindra bank - Vehicle loan  
Primary Security: Hypothecation of the HYUNDAI SANTAFE 4WDAT CRDI  
Collateral Security: NA  
Personal Guarantee : NA

Note-6 HDFC Bank - Cash credit  
Primary Security: 25 % margin on the stock, 50% margin book debts  
Collateral Security: Property of promoter as mentioned below  
Personal Guarantee: Personal guarantee of Mr. Mohammad Arif Abdul Gaffar Dor, Mr. Khasimsait, Mr. Hanif A Khatri, Mr. Nuumaan Khasim, Mr. Afzal Hussain and Mr. Syed Azeem

**Property Details**

Sl.No	Property description/Address	Type of property (Residential / commercial )	Area	Unit Type	Market value
1	RESIDENTIAL PROPERTY FLAT NO.41206 12TH FLOOR, TOWER 4, WING DSY NO. 32/1, 32/2, 32/3, 32/4, 35, 37ETCNKOOHOMES APARTMENTS560063CHOKKANAHALLI VILLAGE, BENGALURU NORTH TALUK	RESIDENTIAL FLAT / APARTMENT	1917	Sq.Feet	16,536,000.00

Note-(7,8,9) Sundaram Finance Limited - Machinery loan  
Primary Security: Hypothecation of the Machinery  
Collateral Security: NIL  
Personal Guarantee: Personal guarantee of Mr. Mohammad Arif Abdul Gaffar Dor, Mr. Khasim sait, Mr. Hanif A Khatri, Mr. Nuumaan Khasim, Mr. Afzal Hussain and Mr. Syed Azeem

Note-10 SG Finserve Ltd - Secured Line of credit

Primary Security: Exclusive charge on Inventory of the borrower being funded out of facility proceeds extended by SGFL and receivables generated Thereon from sale of all inventory.

Collateral Security: NIL

Personal Guarantee: Personal guarantee of Mr. Mohammad Arif Abdul Gaffar Dor, Mr. Khasim Sait, Mr. Hanif A Khatri, and Mr. Nuumaan Khasim

Note-11 TATA Capital Finance services limited - Channel finance

Primary Security: Charge on stocks funded by TCFSL both present and future

Collateral Security: NIL

Personal Guarantee : Irrevocable and unconditional guarantee of Mr. Mohammad Arif Abdul Gaffar Dor, personal guarantee of Mr. Khasim Sait, Mr. Hanif A Khatri, Mr. Nuumaan Khasim, Mr. Afzal Hussain and Mr. Syed Azeem

## B. UNSECURED LOANS

### From Bank & NBFC

Sr. no.	Name of Lender	Purpose /Nature of Facility Sanction	Loan/ Agreement A/c No./Ref. No.	Sanction Date	Sanctioned Amount (Rs. In Lakhs)	Rate of Interest	Re-payme nt Sched ule	Outstandi ng As on 31-10-2023 (Rs. In Lakhs)
1	HDFC Bank Limited	Unsecured loan - Credit card	5551530100145350	NA*	5	3.49% p.m	N.A.	0.61
2	Shriram Finance LTD**	Unsecured Business Loan	BANNCBU23060900	09-06-2023	50	16.5% p.a.	36	45.24
3	Axis Bank*	Unsecured Business Loan	BPR000906733583	18-11-2021	40	15% (MCLR 7.35%+ Spread 7.65%)	36	20.88
4	Fulleerton India Credit CO LTD*	Unsecured Business Loan	007202410920176	12-11-2021	50	15% p.a.	37	19.69
5	ICICI Bank	Unsecured Business Loan	UPBNG00044684044	03-11-2021	40	14% p.a.	36	21.01
6	Kotak Mahindra bank*	Unsecured Business Loan	CSG-153275110	11-11-2021	75	15% p.a.	36	30.97
7	IDFC First Bank*	Unsecured Business Loan	SL0500841939	29-10-2021	51	15% p.a.	24	2.99
8	Aditya Birla Finance LTD	Unsecured Business Loan	ABBANBIL000000567160	31-05-2022	50	16% APR	24	19.29
9	Bajaj Finance LTD*	Unsecured Business Loan	P404PPS4636726	31-05-2022	35.62	15% p.a.	24	12.56
10	Clix Capital Services PVT LTD*	Unsecured Business Loan	SBLBUSI000096121	31-05-2022	50.13	16% p.a.	25	24.28

11	Deutsche Bank*	Unsecured Business Loan	350040760760019	31-05-2022	50	16% p.a.(4.69% EBTL + 11.31% Spread)	24	18.6
12	Fed bank Financial Services LTD	Unsecured Business Loan	FEDBNG0BL0500578	25-05-2022	30.15	16% p.a.	25	16.23
13	Aditya Birla Finance LTD	Unsecured Business Loan	ABBANBIL000000708983	21-06-2023	20.5	16.50% p.a. APR	36	19.06
14	Axis Bank*	Unsecured Business Loan	BPR000909313114	30-06-2023	35	MCLR 9.1%p.a.+Spread 6.9%p.a.=16% p.a.	36	10.47
15	Clix Capital Services PVT LTD*	Unsecured Business Loan	SBLBUSI000331200	30-06-2023	50.15	16.75% p.a.	25	17.12
16	Fedbank Financial Services LTD	Unsecured Business Loan	FEDBNG0BL0517214	27-05-2023	30.15	16.50% p.a.	24+1 Pre emi	10.48
17	HDFC Bank Limited*	Unsecured Business Loan	142146657	13-06-2023	35	15.55% p.a.	36	31.87
18	Hero Fincorp*	Unsecured Business Loan	HCFBLRUBL00012919015	31-05-2023	30.3	17% p.a.	24	25.43
19	ICICI Bank*	Unsecured Business Loan	UPBNG00048171487	20-06-2023	49	15.5% p.a.	36	22.72
20	IndusInd Bank*	Unsecured Business Loan	756000046707	22-06-2023	50	16% p.a.	38	45.41
21	MAS Financial Services LTD*	Unsecured Business Loan	5367684	17-06-2023	30	16.5% p.a.	36	26.5
22	Unity Small Finance *	Unsecured Business Loan	USFBENLOAN000005010258	07-06-2023	51	16.5% p.a.	24	44.88
23	Yes Bank*	Unsecured Business Loan	BLN002201608011	18-06-2023	27.5	16.50% p.a.	36	24.99
24	Kisetsu Saison Finance (India) PVT LTD**	Unsecured Business Loan	755327	31-05-2022	35.7	16% p.a.	24	12.64

25	Poonawala Fincorp LTD	Unsecured Business Loan	BLU0113DSC0000052 66148	27-05-2022	50.16	16% p.a.	25	17.75
26	Standard Chartered Bank**	Unsecured Business Loan	CLPU-53750462	24-06-2022	50	15% p.a.	24	18.35
27	TATA Capital Finance*	Unsecured Business Loan	TCFBL0485000011466 424	15-06-2022	50	16% APR	24	17.45
28	Yes Bank*	Unsecured Business Loan	BLN002200996839	18-11-2021	40	15% p.a.	36	16.78
<b>TOTAL</b>								<b>594.25</b>

Note: \* Sanction letter are not available only welcome letter and repayment schedules are available with the company

Note: \*\* Sanction and welcome letters and repayment schedule not available with the company.

#### From Others

Sr. no.	Name of Lender	Purpose /Nature of Facility Sanction	Loan/ Agreement A/c No./Ref. No.	Sanction Date / Transaction date	Sanctioned Amount (Rs. In Lakhs)	Rate of Interest	Re-payment Schedule	Outstanding As on 31-10-2023 (Rs. In Lakhs)
1	Khasim Sait	Unsecured Business Loan	na <sup>(1)</sup>	24-11-2020	5.95	na <sup>(1)</sup>	na <sup>(1)</sup>	5.95
2	Mohammad Arif Abdul Gaffar Dor	Unsecured Business Loan	na <sup>(1)</sup>	23-11-2020	10	na <sup>(1)</sup>	na <sup>(1)</sup>	10
3	Nuumaan Khasim	Unsecured Business Loan	na <sup>(1)</sup>	23-11-2020	15	na <sup>(1)</sup>	na <sup>(1)</sup>	15
4	Mr Hanif A Khatri	Unsecured Business Loan	na <sup>(1)</sup>	03-09-2020	72	na <sup>(1)</sup>	na <sup>(1)</sup>	72

Note 1: Loan from Promoters to the company were given interest free& without any repayment schedule

**Yours faithfully,**  
**For CGSS & ASSOCIATES LLP**  
**Chartered Accountants (FRN –S200053)**

Sd/-  
**B Chinnappa Gowda**  
**Partner**  
**Mem No. 204458**

Place: Bangalore  
Date: 20 January 2024  
UDIN: 24204458BKFKCX3730

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial position and results of operations together with our Restated Consolidated Financial Information which have been included in this Red Herring Prospectus. The following discussion and analysis of our financial position and results of operations is based on our Restated Consolidated Financial Information for the period ended October 31, 2023, financial years ended March 31, 2023, 2022 and 2021 including the related notes and reports, included in this Red Herring Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited financial statements for the respective period and years. Accordingly, the degree to which our Restated Consolidated Financial Information will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" on page 30 and 18, respectively, and elsewhere in this Red Herring Prospectus. Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.

### BUSINESS OVERVIEW

Our Company was incorporated in the year 2010 and is engaged into storage racking system. We specialise in design, manufacturing, installation services of metal storage racks, automated warehouses and other storage solutions. Our range of products and services demonstrates their commitment to providing innovative, efficient solutions for diverse warehousing needs, catering to a wide range of industries each with its own specific storage and logistical requirements, which includes oil & gas, automotive components & aerospace, food & beverages and cold storage, pharmaceutical, textile, retail, FMCG and others.

We are a customer-centric business driven by a focus on continuing innovation and operational efficiency. We offer our clients with a wide variety of display and storage racks for commercial as well as industrial purposes. These are manufactured using qualitative raw materials. This helps in ensuring the durability and optimum strength of the finished products. We also use different grades of Mild steel (Hot rolled coils, cold rolled coils, Galvanised steel coils, PPGI coils, pipes and structural sections), powder for powder coating, Epoxy, Enamel paints and plastic for packaging as raw material.

For further details, see "Our Business" on page no. 101. of this Red Herring Prospectus.

The following table sets forth a breakdown of our revenue from operations, as well as other key performance indicators, for the periods indicated:

Key Financial Performance	<i>(₹ in Lakhs except percentages)</i>			
	October 31, 2023*	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations <sup>(1)</sup>	5,291.70	8,131.94	6,986.65	4,849.48
EBITDA <sup>(2)</sup>	706.93	435.71	268.49	303.39
EBITDA Margin <sup>(3)</sup>	13.36%	5.36%	3.84%	6.26%
PAT	358.91	48.3	(20.49)	118.42
PAT Margin <sup>(4)</sup>	6.78%	0.59%	(0.29%)	2.44%
RoE(%) <sup>(5)</sup>	46.37	8.47	(3.68)	23.33
RoCE (%) <sup>(6)</sup>	22.52	13.76	4.02	22.09

\*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 Margin' is calculated as PAT for the period/year divided by revenue from operations.
- (5) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity
- (6) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current} plus deferred tax liabilities.

**Explanation for KPI metrics:**

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

**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

For details in respect of Statement of Significant Accounting Policies, please refer to **“Restated Financial Statements”** on page no. 159 of this Red Herring Prospectus.

**Factors Affecting our Results of Operations**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled **“Risk Factors”** beginning on page no. 30 of this Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations;
3. Our ability to respond to technological changes;
4. Adverse natural calamities having significant impact on regions where we are having projects under implementation;
5. Our ability to attract and retain qualified personnel;
6. Inability to promptly identify and respond to changing customer preferences or evolving trends;
7. Any change in government policies resulting in increases in taxes payable by us;
8. Changes in laws and regulations that apply to the industries in which we operate.
9. Our ability to grow our business;
10. General economic, political and other risks that are out of our control;
11. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
12. Company's ability to successfully implement its growth strategy and expansion plans;
13. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
14. Inability to successfully obtain registrations in a timely manner or at all;

15. Occurrence of Environmental Problems & Uninsured Losses;
16. Conflicts of interest with affiliated companies, the promoter group and other related parties;
17. Any adverse outcome in the legal proceedings in which we are involved; and
18. Concentration of ownership among our Promoters.

### Our Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Consolidated Financial Statements for the period ended October 31, 2023 and for the financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021.

(₹ in lakhs)

Sr. No.	Particulars	October 31, 2023	% of Total Income	March 31, 2023	% of Total Income	March 31, 2022	% of Total Income	March 31, 2021	% of Total Income
<b>A.</b>	<b>Income:</b>								
	Revenue from operations	5,291.70	99.52	8,131.94	99.94	6,986.65	99.96	4,849.48	99.94
	Other income	25.39	0.48	5.18	0.06	3.07	0.04	2.90	0.06
	<b>Total Income (A)</b>	<b>5,317.09</b>	<b>100.00</b>	<b>8,137.12</b>	<b>100.00</b>	<b>6,989.72</b>	<b>100.00</b>	<b>4,852.38</b>	<b>100.00</b>
<b>B.</b>	<b>Expenditure:</b>								
	Cost of material consumed	3,777.81	71.05	5,301.31	65.15	4,797.15	68.63	3,299.65	68.00
	Direct Expenses	200.51	3.77	243.74	3.00	248.89	3.56	239.60	4.94
	Changes in Inventories of Work-in-progress, Finished goods and Stock in trade	(338.57)	-6.37	8.57	0.11	(10.24)	-0.15	(35.72)	-0.74
	Employee benefits expense	464.11	8.73	826.78	10.16	877.84	12.56	653.37	13.46
	Finance costs	110.01	2.07	165.40	2.03	65.70	0.94	26.33	0.54
	Depreciation and amortization expense	118.33	2.23	223.57	2.75	211.26	3.02	100.91	2.08
	Other expenses	499.82	9.40	1,289.01	15.84	800.69	11.46	381.29	7.86
	<b>Total Expenses (B)</b>	<b>4,832.02</b>	<b>90.88</b>	<b>8,058.38</b>	<b>99.03</b>	<b>6,991.29</b>	<b>100.02</b>	<b>4,665.43</b>	<b>96.15</b>
	<b>Profit before extraordinary items and tax(A-B)</b>	<b>485.07</b>	<b>9.12</b>	<b>78.74</b>	<b>0.97</b>	<b>-1.57</b>	<b>-0.02</b>	<b>186.95</b>	<b>3.85</b>
	Prior period items (Net)	-	-	-	-	-	-	-	-
	<b>Profit before exceptional, extraordinary items and tax</b>	<b>485.07</b>	<b>9.12</b>	<b>78.74</b>	<b>0.97</b>	<b>-1.57</b>	<b>-0.02</b>	<b>186.95</b>	<b>3.85</b>
	Exceptional items	-	-	-	-	-	-	-	-
	<b>Profit before extraordinary items and tax</b>	<b>485.07</b>	<b>9.12</b>	<b>78.74</b>	<b>0.97</b>	<b>-1.57</b>	<b>-0.02</b>	<b>186.95</b>	<b>3.85</b>
	Extraordinary items	-	-	-	-	-	-	-	-
<b>C.</b>	<b>Profit before tax</b>	<b>485.07</b>	<b>9.12</b>	<b>78.74</b>	<b>0.97</b>	<b>-1.57</b>	<b>-0.02</b>	<b>186.95</b>	<b>3.85</b>
<b>D.</b>	<b>Tax Expense :-</b>								
	(i) Current tax	114.65	2.16	10.84	0.13	14.11	0.20	44.68	0.92
	(ii) Deferred tax	12.08	<b>0.23</b>	7.36	0.09	5.21	0.07	20.56	0.42

	expenses/(credit)								
	<b>Total Expenses (D)</b>	126.73	2.38	18.20	0.22	19.32	0.28	65.24	1.34
<b>E.</b>	<b>Profit from continuing operations (C - D)</b>	<b>358.34</b>	<b>6.74</b>	<b>60.54</b>	<b>0.74</b>	<b>-20.89</b>	<b>-0.30</b>	<b>121.71</b>	<b>2.51</b>
<b>F.</b>	Minority Interest	(0.57)	-0.01	12.24	0.15	(0.40)	-0.01	3.29	0.07
<b>G.</b>	<b>Profit for the year (E-F)</b>	<b>358.91</b>	<b>6.75</b>	<b>48.30</b>	<b>0.59</b>	<b>-20.49</b>	<b>-0.29</b>	<b>118.42</b>	<b>2.44</b>

## OVERVIEW OF REVENUE AND EXPENSES

### INCOME:

#### Revenue from operations:

Revenue from operations mainly consists of revenue from sale of goods and sales of services.

#### Other Income:

Our other income primarily comprises of discount received, foreign exchange gain accounting, reversal of gratuity liability, bank interest, interest on it refund, freight outward, duty draw back, profit on sale of fixed asset.

### EXPENSES:

Company's expenses consist of cost of material consumed, direct expenses, changes in inventories of work-in-progress, finished goods and stock in trade, employee benefits expense, finance costs, depreciation and amortization expense, other expenses.

#### Cost of material consumed

#### Direct Expenses

Direct Expenses includes contract labour salaries & expenses freight inward import charges consumption of stores & spares packing charges selling & distribution expense manufacturing expense job work expenses and weighment charges.

#### Changes in Inventories of Work-in-progress, Finished goods and Stock in trade

#### Employee benefits expense

Our employee benefits expense primarily comprises of salaries, bonus, directors remuneration, contribution to pf, esic, gratuity expense, professional tax, staff welfare expenses, performance incentives.

#### Finance costs

Our finance cost includes bank charges, processing fees, interest on late payment of taxes, finance charges of lease obligation, interest on borrowings.

#### Depreciation and amortization expense

Depreciation includes comprise of depreciation on tangible and intangible assets.

#### Other expenses

Our other expenses include Audit Fees Foreign exchange loss Business Promotion Expenses Cleaning & House Keeping charges, Clearing & Forwarding Charges, Commission charges Power and Fuel charges Discount expense Membership & Subscription charges, Miscellaneous Expenses Installation Expenses Insurance Expense Internet Charges Lab testing charges License Expenses Loading and Unloading Charges Office Expenses Postage & Courier Printing & Stationery Legal & Professional fees Professional fees Pest control service Repairs & Maintenance Rates & Taxes Rent expenses Hiring charges for Plant & machinery stamp duty Security Charges Software expenses Internet and communication expense Transportation Charges Travelling Expenses Training expense Selling & Distribution expense etc.



## **FINANCIAL PERFORMANCE HIGHLIGHTS FOR THE PERIOD ENDED OCTOBER 31, 2023**

### **Revenue:**

Our revenue from operations were ₹ 5,291.70 for the period ended October 31, 2023. This comprised of sale of goods and sales of services.

Our other income was ₹ 25.39 lakhs which primarily comprised of discount received, reversal of gratuity liability, bank interest, interest on it refund, duty draw back, and profit on sale of fixed asset.

### **Expenses:**

Our total expenses were ₹ 4,832.02 lakhs for the period ended October 31, 2023. This was primarily attributable to the following:

#### **Cost of material consumed**

Cost of material consumed were ₹ 3,777.81 Lakhs for the period ended October 31, 2023.

#### **Direct Expenses**

Direct Expenses were ₹ 200.51 Lakhs

#### **Changes in Inventories of Work-in-progress, Finished goods and Stock in trade**

Changes in Inventories of Work-in-progress, Finished goods and Stock in trade were ₹ (338.57) Lakhs

#### **Employee Benefits Expense:**

Our employee benefit expenses were ₹ 464.11 lakhs for the period ended October 31, 2023.

#### **Finance Costs:**

Our finance cost was ₹ 110.01 lakhs for the period ended October 31, 2023.

#### **Depreciation and Amortisation Expenses:**

Our depreciation and amortization expenses were ₹ 118.33 lakhs for the period ended October 31, 2023.

#### **Other expenses:**

Our other expenses were ₹ 499.82 lakhs for the period ended October 31, 2023

#### **Restated profit for the period:**

Due to the factors discussed above, our restated profit for the period ended October 31, 2023 was ₹ 358.91 lakhs. Our EBIDTA for the period was ₹ 706.93 lakhs for the period ended October 31, 2023.

#### **Comparison of Financial Year 2023 with Financial Year 2022 (Based on Restated Consolidated Financial Statements)**

#### **Total Income:**

Total income for the Fiscal year March 31, 2023 stood at ₹ 8,137.12 Lakhs. Total income for the financial year 2021-22 stood at ₹ 6,989.72 Lakhs representing an increase of 16.42%. The main reason of increase was increase in the business operations of the company and increase in number of customers.

#### **Revenue from Operations:**

During the Fiscal year 2023 revenue from operations was ₹ 8,131.94 Lakhs. Revenue from Operations for the financial year 2021-22 stood at ₹ 6,986.65 Lakhs representing significant increase of 16.39%. The main reason of

increase was increase in the business operations of the company and increase in number of customers.

#### **Other Income:**

During the Fiscal year 2023, other income was ₹ 5.18 Lakhs. For financial year 2022, it was ₹ 3.07 Lakhs representing a increase of 68.73%. The increase was mainly due to Foreign exchange Gain accounting 2.71 lakhs in FY-23 compared to 1.41 lakhs in FY 22

#### **Total Expenses:**

The Total Expenses for the Fiscal year 2023 stood at ₹ 8,058.38 Lakhs. The total expenses represented an increase of 15.26 % as compared to previous year which is ₹ 6,991.29 Lakhs. The increase in total expenses was mainly due:

- a) Increase in Cost of material consumed ₹ 5,301.31 Lakhs for FY 2023 compared to ₹ 4,797.15 Lakhs in FY 2022
- b) Increase in Other expenses ₹ 1,289.01 Lakhs for FY 2023 compared to ₹ 800.69 Lakhs in FY 2022
- c) Increase in Finance costs ₹ 165.40 Lakhs for FY 2023 compared to ₹ 65.70 Lakhs in FY 2022

#### **Employee benefits expense:**

Our Company has incurred ₹ 826.78 Lakhs as Employee benefits expense for the Fiscal year 2023. It stood at ₹ 877.84 Lakhs during the financial year 2022, representing a decrease of -5.82%. The said decrease is due automation of machinery.

#### **Finance costs:**

Finance costs for the Fiscal year 2023 was ₹ 165.40 Lakhs. For financial Year 2022, it was ₹ 65.70 Lakhs, representing an increase of 151.75%, which is mainly due to the increase in borrowings for the purpose of working capital.

#### **Depreciation and Amortization Expenses:**

Depreciation for the Fiscal year 2023 was ₹ 223.57 Lakhs. For financial year 2021-22, it stood at ₹ 211.26 Lakhs, representing an increase of 5.83 % due to depreciation accounted for the purchase of plant & machineries.

#### **Other Expenses:**

Other Expenses for the Fiscal year 2023 stood at ₹ 1,289.01 Lakhs. For Financial Year 2022, other expenses were ₹ 800.69 Lakhs. The significant increase of 60.99% was mainly due:

- a) Increase in Installation expenses of ₹ 355.24 Lakhs for FY 2023 compared to ₹ 69.30 Lakhs in FY 2022
- b) Increase in Power and Fuel charges of ₹ 107.87 Lakhs for FY 2023 compared to ₹ 68.10 Lakhs in FY 2022

#### **Restated Profit/ (Loss) before tax:**

Restated Profit before tax for the Fiscal year 2023 was ₹ 78.74 Lakhs. For financial year 2022, it was loss before tax of ₹ (1.57) Lakhs in the financial year 2022.

The positive shift in financial fortunes during the fiscal year 2023 can be attributed to several key factors. Firstly, there was a substantial increase in total income, with figures reaching Rs. 8137.12 lakhs as opposed to Rs. 4852.38 Lakhs in the financial year 2022. This surge in revenue played a pivotal role in bolstering overall profitability.

Furthermore, prudent cost management strategies contributed to the favourable results. The cost of material consumed witnessed a notable decrease, dropping to 69.00% in the fiscal year 2023 compared to the approximately 73.00% recorded in the financial year 2022. Notably, this reduction was a strategic response to the increased cost of steel in fiscal 2022, stemming from the post-COVID impact. Consequently, there was a commendable improvement in Gross margin, rising from 27.00% to 31.00% approximately.

Additionally, the company achieved cost efficiency in human resources, as evidenced by the decrease in Employee

benefit expense. In the fiscal year 2023, this expense amounted to Rs. 826.78 lacs, representing a decline from Rs. 877.84 lacs incurred in the financial year 2022. This multifaceted approach to financial management underscored Company's commitment to sustainable growth and profitability.

**Restated Profit/ (Loss) after tax:**

The Company reported Restated profit after tax for the Fiscal year 2023 stood at ₹ 48.30 Lakhs in comparison to loss after tax of ₹ (20.49).

Reason for increase in profits for the financial year 2023 was mainly due to Revenue reaching Rs. 8137.12 lakhs as opposed to Rs. 4852.38 Lakhs in the financial year 2022. This surge in revenue played a pivotal role in bolstering overall profitability.

Furthermore, prudent cost management strategies contributed to the favourable results. The cost of material consumed witnessed a notable decrease, dropping to 69.00% in the fiscal year 2023 compared to the approximately 73.00% recorded in the financial year 2022. Notably, this reduction was a strategic response to the increased cost of steel in fiscal 2022, stemming from the post-COVID impact. Consequently, there was a commendable improvement in Gross margin, rising from 27.00% to 31.00% approximately.

At Subsidiary level, i. e under DI & P services private limited and Glaukostech Solutions private limited, the company enjoys profitability, hence current tax expense of Rs.14.11 lakhs are recognized, although at consolidated level company has loss. Hence, Company can identify an increase in overall loss upto Rs. 20.49 Lakhs.

**Comparison of Financial Year 2022 with Financial Year 2021 (Based on Restated Consolidated Financial Statements)**

**Total Income:**

Total income for the financial year 2021-22 stood at ₹ 6,989.72 Lakhs whereas in Financial Year 2020-21 the same stood at ₹ 4,852.38 Lakhs representing significant increase of 44.05%. The main reason of increase was due to single booking of ₹ 2856 lakhs.

**Revenue from Operations:**

Revenue from Operations for the financial year 2021-22 stood at ₹ 6,986.65 Lakhs whereas in Financial Year 2020-21 the same stood at ₹ 4,849.48 Lakhs representing significant increase of 44.07%. The main reason of increase was due to increase in the business operations of the company

**Other Income:**

For financial year 2021-22, it has decreased to ₹ 3.07 Lakhs as against ₹ 2.90 Lakhs in the Financial Year 2020-21 representing a increase of 5.86%. This increase was due to the foreign exchange Gain accounting of ₹ 1.41 lakhs

**Total Expenses:**

For financial year 2021-22, it has significantly increased to ₹ 6,991.29 Lakhs from ₹ 4,665.43 Lakhs in the financial year 2020-21 representing a significant increase of 96.15%. The increase in total expenses was mainly due to due:

- a) Increase in Cost of material consumed ₹ 4797.15 Lakhs for FY 2022 compared to ₹ 3299.45 Lakhs in FY 2021
- b) Increase in Other expenses ₹ 800.69 Lakhs for FY 2022 compared to ₹ 381.29 Lakhs in FY 2021
- c) Increase in Finance costs ₹ 65.70 Lakhs for FY 2022 compared to ₹ 26.33 Lakhs in FY 2021

**Employee benefits expense:**

Our employees benefit expenses stood at ₹ 877.84 Lakhs during the financial year 2021-22 as compared to ₹ 653.37 Lakhs in the financial year 2020-21, representing an increase of 34.36%. The said increase is due the increase in due to increase in the number of employees of the company.

**Finance costs:**

For financial Year 2021-22, it has increased to ₹ 65.70 Lakhs as against ₹ 26.33 Lakhs during the financial year

2020-21, representing an increase of 149.53%, which is mainly due to the increase in borrowings ₹ 296.00 lakhs for the purpose of working capital.

#### **Depreciation and Amortization Expenses:**

For financial year 2021-22, it stood at ₹ 211.26 Lakhs as against ₹ 100.91 Lakhs during the financial year 2020-21, representing an increase of 109.35%.

#### **Other Expenses:**

For Financial Year 2021-22, other expense was ₹ 800.69 Lakhs as against ₹ 381.29 Lakhs during the financial year 2020-21. The significant increase of 110.00% was mainly due:

- a) Increase in Rent expenses of ₹ 139.16 Lakhs for FY 2022 compared to ₹ 55.82 Lakhs in FY 2021
- b) Increase in Power and Fuel charges of ₹ 68.10 Lakhs for FY 2022 compared to ₹ 36.80 Lakhs in FY 2021
- c) Increase in Hiring charges for Plant & machinery of 109.96 lakhs for FY 2022 compared to 16.83 lakhs in FY 2021
- d) Increase in Transportation charges of ₹ 255.32 Lakhs for FY 2022 compared to ₹ 121.46 Lakhs in FY 2021

#### **Restated Profit/ (Loss) before tax:**

The Company reported Restated loss before tax for the Fiscal year 2022 of ₹ (1.57) Lakhs in comparison to profit before tax of ₹ 186.95 Lakhs in the financial year 2021 due to low margins in few projects and increase in depreciation due to purchase of new assets.

#### **Restated Profit/ (Loss) after tax:**

The Company reported Restated loss after tax for the Fiscal year 2022 of ₹ (20.49) Lakhs in comparison to profit after tax of ₹ 118.42 Lakhs in the financial year 2020-21 due low margins in few projects and increase in depreciation due to purchase of new assets.

#### **Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

##### ***1. Unusual or infrequent events or transactions***

There has not been any unusual trend on account of our business activity. Except as disclosed in this Red Herring Prospectus, there are no unusual or infrequent events or transactions in our Company.

##### ***2. Significant economic changes that materially affected or are likely to affect income from continuing operations.***

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

##### ***3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page no. 30 of the Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

##### ***4. Future changes in relationship between costs and revenues***

Other than as described in the sections “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on page no. 30, 101, and 215 respectively, to our

knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

**5. Total turnover of each major industry segment in which our Company operates**

Our business activity primarily falls within a single business segment, i.e., engaged in the business of design, manufacturing, installation services of metal storage racks, automated warehouses and other storage solutions as disclosed in **“Restated Financial Statements”** on page no. 159 of this Red Herring Prospectus therefore there is no separate reportable segment.

**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 no. 94 and 101, respectively.

**8. Dependence on single or few customers**

The top 10 customers of the company accounted for 82.80 % of the total revenue as on October 31,2023. For further details, refer **“Risk Factor”** on page no. 30 of this Red Herring Prospectus.

**9. Competitive conditions**

Competitive conditions are as described under the Chapters **“Industry Overview”** and **“Our Business”** beginning on page nos 94 and 101 respectively of this Red Herring Prospectus.

**10. Details of material developments after the date of last balance sheet i.e. October 31, 2023.**

Except as mentioned in this Red Herring Prospectus, no circumstances have arisen since the date of last financial statement until the date of filing the Red Herring Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months. Our Company has approved Red Herring Prospectus vide resolution in the Board Meeting dated January 25, 2024 and has approved Red Herring Prospectus vide resolution in the Board Meeting dated April 22, 2024

## SECTION X: LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS 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 Promoters in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, Directors and Promoters.*

*Our Board, in its meeting held January 10, 2024 determined that outstanding legal proceedings involving the Company, Directors and Promoters will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 10% of profit after tax of the Company i.e. ₹ 35.89 Lakhs, as per the last restated consolidated financial statements of the Company i.e. October 31, 2023 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 10% of the Company’s trade payables as per the last restated financial statements.*

#### A. LITIGATION INVOLVING THE COMPANY

##### (a) Criminal proceedings against the Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

##### (b) Criminal proceedings filed by the Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings filed by the Company.

##### (c) Actions by statutory and regulatory authorities against the Company

As on the date of this Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

##### (d) Tax Proceedings

Nature of Proceedings	Number of cases	Amount involved (₹)
Direct Tax	4	2,70,646.71
Indirect Tax	Nil	Nil
<b>Total</b>	<b>4</b>	<b>2,70,646.71</b>

##### (e) Other pending material litigations against the Company

As on the date of this Red Herring Prospectus, there are no other pending material litigations against the Company.

##### (f) Other pending material litigations filed by the Company

Our Company, ‘the petitioner’, initiated legal proceedings by filing Suit No. OS 5420 of 2018 against Leela Kanwar, ‘the defendant’, before the City Civil and Sessions Judge in Bangalore. The core of the dispute revolves around a lease agreement for the second floor of the defendant’s commercial property. As a company specializing in Storage and Warehousing Solutions, we faced persistent issues related to maintenance and cleanliness within the leased premises. Despite our earnest attempts to address these concerns through communication with the defendant, a satisfactory resolution remained elusive. In response to the ongoing challenges and the lack of cooperation from the defendant, our company made the decision to terminate the lease agreement. Subsequently, we sought the refund of the security deposit from the defendant, which was met with denial. This disagreement led to the initiation of the aforementioned legal suit, wherein our Company is seeking recovery, totaling Rs. 12,00,000/- (Rupees Twelve

Lakhs), from the defendant. The legal proceedings are currently in progress, awaiting adjudication, with the next hearing scheduled for June 13, 2024.

## B. LITIGATIONS INVOLVING THE DIRECTORS/ PROMOTERS OF THE COMPANY

### (a) Criminal proceedings against the Directors/ Promoters of the Company

A Criminal Appeal, No. 624 of 2020, was filed before the Ld. Addl. City Civil & Sessions Judge (“**Appellate Court**”) in Bengaluru City by Arifulla Khan (“**the Appellant**”) and proprietor of Limra Builders & Builders against Khasim Sait being one of our Director of the Company (“**Respondent**”). This appeal challenged the judgment of the Ld. Trial court, which had convicted him under Section 138 of the Negotiable Instruments Act. The Respondent, in Complaint No. 32945 of 2018, alleged that the Appellant, acting as a broker, failed to complete a property transaction, resulting in the dishonor of a cheque amounting to Rs. 12 Lakhs. However, the Ld. Appellate Court held that the Appellant failed to prove the absence of liability and did not rebut the presumption. The judgment of the trial court was affirmed, and the appeal was dismissed on 10.01.2023. Subsequently, Mr. Arifulla Khan i.e. the Appellant, challenged the aforementioned order dated 10.01.2023 before the Hon’ble High Court of Karnataka through Criminal Revision Petition No. CRL.RP. No. 70 of 2023. A stay was granted on the order dated 10.01.2023, and the matter is currently pending adjudication before the Hon’ble High Court.

### (b) Criminal proceedings filed by the Directors/ Promoters of the Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings filed by the Directors of the Company.

### (c) Actions by statutory and regulatory authorities against the Directors/ Promoters of the Company

As on the date of this Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Directors.

### (d) Tax Proceedings

Tax Liability	Number of cases	Amount Involved (₹)
Direct Tax	3	95,718
Indirect Tax	Nil	Nil
<b>Total</b>	<b>3</b>	<b>95,718</b>

### (e) Other pending material litigations against the Directors/ Promoters of the Company

Smt. Laxmi and another (referred to as “**Petitioners**”) have filed a case against our Promoter and Director, Mr. Khasim Sait (referred to as “Respondent No. 7” or “our Director”) before the Hon’ble High Court of Karnataka under case number RSA 401 of 2022. The essence of the case lies in the fact that our Director acquired a piece of land through a registered sale deed dated 7.02.2007 from the late Shri K.V Ramaiah.

The family members of the late Shri K.V Ramaiah, namely the Petitioners, initiated a civil suit, Suit No. 166 of 2010, seeking partition and separate possession of properties among the family members. In this suit, our Director has been named as defendant no. 8, and the plea seeks the annulment of his registered sale deed. The Senior Civil Judge and JMC at Chickballpur, Karnataka, rendered a judgment and decree on 18.11.2016, affirming the validity of the sale deed in favor of our Director.

Subsequently, the judgment and decree were contested in the appeal, RA no. 123 of 2016, which was resolved on 25.04.2019 by the Ld. III - Additional Districts and Sessions Judge at Chickballpur, Karnataka. The appellate court upheld the validity of the sale deed in favor of our Director. Both the judgment and decree have been challenged before the Hon’ble High Court of Karnataka and are presently awaiting resolution. The next scheduled hearing is on June 09, 2025.

### (f) Other pending material litigations filed by the Directors/ Promoters of the Company

As on the date of this Red Herring Prospectus, there are no such outstanding litigations initiated filed by the Directors, which have been considered material by the Company in accordance with the Materiality Policy.

### C. LITIGATIONS INVOLVING OUR SUBSIDIARY WHICH CAN HAVE A MATERIAL IMPACT ON OUR COMPANY

#### (a) Criminal proceedings against our subsidiary

As on the date of this Red Herring Prospectus, there are no criminal proceedings against our subsidiary of the Company.

#### (b) Criminal proceedings filed by our subsidiary

As on the date of this Red Herring Prospectus, there are no criminal proceedings filed by our subsidiary of the Company.

#### (c) Actions by statutory and regulatory authorities against our subsidiary

As on the date of this Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against our subsidiary.

#### (d) Tax Proceedings

Tax Liability	Number of cases	Amount Involved (₹)
Direct Tax	1	6,264
Indirect Tax	Nil	Nil
<b>Total</b>	<b>1</b>	<b>6,264</b>

#### (e) Other pending material litigations against our subsidiary

As on the date of this Red Herring Prospectus, there are no outstanding material litigation against our subsidiary.

#### (f) Other pending material litigations filed by our subsidiary

As on the date of this Red Herring Prospectus, there are no outstanding material litigation filed by our subsidiary.

### D. LITIGATIONS INVOLVING THE GROUP COMPANIES WHICH CAN HAVE A MATERIAL IMPACT ON OUR COMPANY

As on the date of this Red Herring Prospectus, we do not have any material cases in our Group Company which may impact on our Company.

#### **DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTERS, DIRECTORS, AND GROUP COMPANIES DURING THE LAST 5 FINANCIAL YEARS**

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

#### **PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS**

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Red Herring Prospectus in the case of our Company, Promoters, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Red Herring Prospectus.

#### **OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY**



As on the date of the Red Herring Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

#### **PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES**

There are no proceedings initiated against our Company for any economic offences.

#### **NON-PAYMENT OF STATUTORY DUES**

As on the date of the Red Herring Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

#### **MATERIAL FRAUDS AGAINST OUR COMPANY**

There have been no material frauds committed against our Company in the five years preceding the year of this Red Herring Prospectus.

#### **DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

#### **DISCLOSURES PERTAINING TO FRAUDULENT BORROWER**

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

#### **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 215 of this Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

#### **AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:**

In accordance with our Company's materiality policy, creditors to whom an amount due is equal to or exceeds 5% of the total trade payables as per the latest Restated Consolidated Financial Statements of the Company were considered 'material' creditors. The trade payables for the period ended October 31, 2023 were ₹ 2748.92 lakhs.

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at October 31, 2023 by our Company, are set out below:

<b>Material Creditors</b>	<b>Number of Cases</b>	<b>Amount Involved as on October 31, 2023 (₹ in Lakhs)</b>
Total outstanding dues to Micro and Small & Medium Enterprises Creditors	0	0
Total outstanding dues to other than Micro and Small & Medium Enterprises Creditors	186	2748.92
Total outstanding dues to Material Creditors	7	2050.38

\*Amount due to entities covered under Micro and Small & Medium Enterprises as defined in the Micro and Small & Medium Enterprises Development Act, 2006 have not been identified by the Company

The details pertaining to amounts due towards material creditors are available on the website of our Company at <https://stapl.wpenginepowered.com/wp-content/uploads/2024/01/emptydoc.pdf>

**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 215 of this Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

## **GOVERNMENT AND OTHER STATUTORY APPROVALS**

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.*

*In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Red Herring Prospectus.*

*The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.*

*The Company has got following licenses/registrations/approvals/consents/permissions from the Government and various other Government agencies required for its present business.*

### **I. APPROVALS FOR THE ISSUE**

The following approvals have been obtained or will be obtained in connection with the Issue.

#### **Corporate Approvals:**

- a. Our Board, pursuant to its resolution dated January 10, 2024 authorized the Issue subject to approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary;
- b. The shareholders of our Company have, pursuant to their resolution passed at the Extra Ordinary general meeting of our Company held on January 10, 2024 under Section 62(1)(c) of the Companies Act, 2013, authorized the Issue;
- c. Our Board approved this Draft Red Herring Prospectus pursuant to its resolution dated January 25, 2024;
- d. Our Board approved this Red Herring Prospectus pursuant to its resolution dated April 22, 2024;

#### **Approval from the Stock Exchange:**

- e. In-principle approval dated April 19, 2024 from the BSE 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:**

- f. The company has entered into an agreement dated October 09, 2023 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is Integrated Registry Management Services Private limited for the dematerialization of its shares.
- g. Similarly, the Company has also entered into an agreement dated October 06, 2023 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Integrated Registry Management Services Private limited for the dematerialization of its shares.
- h. The Company's International Securities Identification Number ("ISIN") is INE0RGM01016

## II. INCORPORATION RELATED APPROVALS

Sr No.	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate of Incorporation	U74900KA2010PT C052918	Companies Act, 1956	Registrar of Companies, Bangalore	March 19, 2010	Valid until cancelled
2.	Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company	U74900KA2010PL C052918	Companies Act, 2013	Registrar of Companies, Bangalore	October 12, 2023	Valid until cancelled

## III. TAX RELATED APPROVALS

Sr No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Act, 1961	Income Tax Department, Government of India	AAOCS1579F	March 19, 2010	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Act, 1961	Income Tax Department, Government of India	BLRS40256G	November 5, 2011	Valid until cancelled
3.	Certificate of Registration of Goods and Services Tax (Bangalore, Karnataka)	Centre Goods and Services Tax Act, 2017	Assistant Commissioner of State Tax	29AAOCS1579F1 ZU	October 26, 2021	Valid until cancelled
4.	Professional Tax Registration Certificate	Karnataka Tax on Professional, Trades, Callings and Employments Act, 1976	Professional Tax Officer	1095200857	April 26, 2023	Valid until cancelled

## IV. BUSINESS OPERATION RELATED APPROVALS

Sr No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	Udyam Registration Certificate	MSME Development Act, 2006	Ministry of Micro Small & Medium Enterprises, Government of India	UDYAM-KR-03-0053642	March 01, 2021	Valid until cancelled
2.	Factory License	Factories Act, 1948	Deputy Director of Industrial Safety and Health, Jamnagar	IN-KA36474093802104 V	January 01, 2023	December 31, 2025
3.	LEI Certificate	Legal Entity Identifier India Limited	LEI Register India Private Limited	8945004H1WP9RSO TX111	November 10, 2023	November 10, 2024

Sr No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
4.	Certificate of Importer-Exporter Code (IEC)	Foreign Trade (Development and Regulation) Act, 1992	Ministry of Commerce & Industry, Office of the Joint Director General of Foreign Trade, Bangalore	0710020449	November 08, 2010	Valid until cancelled



#### **V. LABOUR RELATED APPROVALS**


Sr. No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	Registration under ESI	Employees State Insurance Act, 1948	Sub-Regional Office, Employee's State Insurance Corporation	49000334780000599	April 05, 2014	Valid until cancelled
2.	Registration under Employees' Provident Funds	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees' Provident Fund Organisation	Registration No. KN/PF/SRO/YNK/COMP/2014-15/102 Code No. BG/BNG/80125	June 19, 2014	Valid until cancelled

#### **VI. QUALITY CERTIFICATIONS**

Sr No.	Description	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	ISO 14001:2015 Environmental Management System	ROHS Certification Private Limited	21DEIG10	August 5, 2021	August 4, 2024
2.	ISO 9001:2015 Quality Management System	DBS Certifications Private Limited	Q-205021080501	August 5, 2021	August 4, 2024
3.	ISO 45001:2018 Occupational Health & Safety Management System	ROHS Certification Private Limited	21DOID13	August 5, 2021	August 4, 2024

#### **VII. INTELLECTUAL PROPERTY RELATED APPROVALS**

Sr No.	Name Applied	Nature	Application Date	Application Number	Class	Present Status
1.	 RACKS & ROLLERS	Trademark	March 17, 2020	4475284	6	Approved
2.	 RACKS & ROLLERS	Trademark	March 17, 2020	4475286	37	Approved

3.		Trademark	March 17, 2020	4475287	39	Approved
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**THE DETAILS OF DOMAIN REGISTERED BY OUR COMPANY ARE: -**

Sr. No.	Domain Name and ID	Sponsoring Registrar and ID	Registrant Name, ID and Address	Creation Date	Registry Expiry Date
	<a href="http://www.racksandrollers.com">www.racksandrollers.com</a>	1720115815	NA	May 13, 2022	May 13, 2033

**VIII. APPLICATIONS MADE BY OUR COMPANY, PENDING APPROVAL**

1. Application is made to Karnataka Pollution Control Board dated November 28, 2023.
2. Application is made for contract labour registration certificate having Application Receipt no. PR00007873 dated December 16, 2023.

## **OUR GROUP COMPANIES**

Pursuant to a resolution dated January 10, 2024 our Board has noted that in accordance with the SEBI ICDR Regulations and for the purpose of disclosure in this t Red Herring Prospectus, group companies shall include the companies and (other than our Promoter & Subsidiary Company) with which there were related party transactions disclosed as per Ind AS 18 during any of the last three Financial Years in respect of which the Restated Financial Information are included in this Red Herring Prospectus(“Relevant Period”)and(ii) such other company as deemed material by our Board in accordance with the Materiality Policy. For the purposes of (ii) above, such companies that are a part of the Promoter Group with which there were transactions in the most recent financial year and/period ended October 31, 2023, if any, for which Restated Financial Information are included in this Red Herring Prospectus, which individually or in the aggregate, exceeded 10% of the total restated revenue of our Company for the most recent completed full financial year, have been considered material. Accordingly, based on the parameters outlined above, as on the date of this Red Herring Prospectus, our Company does not have any group company.

## SECTION – XI: OTHER REGULATORY AND STATUTORY DISCLOSURES

### **Authority for the Issue:**

#### **Corporate Approvals:**

The Board of Directors, pursuant to a resolution passed at their meeting held on January 10, 2024 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extraordinary General Meeting held on January 10, 2024 authorized the Issue.

#### **In-principle Approval:**

Our Company has obtained in-principle approval from the BSE SME for using its name in the Offer Documents pursuant to an approval letter dated April 19, 2024 . BSE is the Designated Stock Exchange.

#### **Prohibition by SEBI or other Governmental Authorities:**

We confirm that there is no prohibition on our Company, our Promoters, our Promoter Group, our Directors, or the person(s) in control of our Company from accessing or operating in the Capital Markets or debarment from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any securities market regulator in any other jurisdiction or any other authority/ court.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoters, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoters, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority.

There has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter “*Outstanding Litigations and Material Developments*” beginning on page 224 of this Red Herring Prospectus.

#### **Association with Securities Market:**

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors in the past 5 years.

#### **Prohibition by RBI:**

Neither our Company, our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender 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 224 of this 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, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Red Herring Prospectus.



### **Eligibility for the Issue:**

Our Company 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 Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post Offer paid up capital is not more than 25 crore rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the “BSE SME”).

### **We confirm that:**

- 1) In accordance with Regulation 260(1) and (2) of the SEBI (ICDR) Regulations, this Issue will be 100% underwritten and that the BRLM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled “*General Information – Underwriting*” beginning on page 62 of this Red Herring Prospectus.
- 2) In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.
- 3) In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the 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 Red herring Prospectus/Prospectus.
- 4) In accordance with Regulation 261 (1) of the SEBI (ICDR) Regulations, we hereby confirm that we shall enter into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on BSE SME. For further details of the arrangement of market making please refer to section titled “*General Information – Details of the Market Making Arrangements for this Issue*” beginning on page 63 of this Red Herring Prospectus.
- 5) In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a wilful defaulter or a fraudulent borrower.
- 6) In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoters or directors is a fugitive economic offender.
- 7) In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to BSE Limited is the Designated Stock Exchange.
- 8) In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid-up. 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 October 09, 2023 and National Securities Depository Limited (NSDL) dated October 06, 2023 for establishing connectivity.

2. Our Company has a website i.e. <https://racksandrollers.com/>

We confirm that we comply with all the below requirements/ conditions so as to be eligible to be listed on the BSE SME:-

There has been no change in the promoters of the Company in the preceding one year from date of filing application to BSE SME.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE (BSE SME):-

1. Our Company was incorporated as “Storage Technologies and Automation Private Limited” on March 19, 2010 vide certificate of incorporation bearing CIN U74900KA2010PLC052918 under the provisions of the Companies Act, 1956 issue by Registrar of Companies, Bangalore. There is no change in the name of the Company within the last one year from the date of filing Red Herring Prospectus.
2. The present paid up equity capital of our Company is Rs. 900.00 Lakhs. The company is proposing issue of upto 38,40,000 Equity shares of face value of Rs.10/- per Equity Share. Hence, the post issue paid up equity capital of the company will be up to Rs. 12.84 Crores 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 Red Herring Prospectus.
4. As on October 31, 2023, the Company has net tangible assets of Rs. 951.05 Lakhs and as on March 31, 2023, the Company has net tangible assets of Rs. 592.89 Lakhs. The Leverage ratio of the Company is not more than 3:1.
5. The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for atleast 2 financial years preceding the application and its net-worth of atleast Rs. 1 Crore for 2 Preceding full Financial Years

*(Rs. In Lakhs)*

Particulars	October 31 2023	March 31, 2023	March 31, 2022	March 31, 2021
EBITDA	706.93	435.71	268.49	303.39
Net Worth	953.52	594.61	546.31	566.81

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 promoters of the Company;
7. No regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock exchange having nationwide trading terminals.
8. The Promoter(s) or directors are not the promoter(s) or directors of compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is not attracted nor the companies are suspended from trading on account of non-compliance.
9. Directors are not disqualified/ debarred by any of the Regulatory Authority. For details, refer the chapter “Outstanding Litigation & Material Developments” on page 224 of Red Herring Prospectus.
10. There are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by the issuer company, promoters/ promoting company(ies), Subsidiary Companies during the past three years.
11. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR);
12. 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.

13. 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.
14. There is no change in promoters of the Company in preceding one year from date of filing Red Herring Prospectus to BSE SME.

**DISCLAIMER CLAUSE OF SEBI**

**“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE RED HERRING PROSPECTUS OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS, ONEVIEW CORPORATE ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS, ONEVIEW CORPORATE ADVISORS PRIVATE LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED APRIL 22, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER SECTION 34, SECTION 35, SECTION 36 AND SECTION 38 (1) OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THE RED HERRING PROSPECTUS.”**

All legal requirements pertaining to this issue will be complied with at the time of filing of the red herring prospectus with the registrar of companies, Bangalore, in terms of section 26, 32 and section 33 of the companies act, 2013.

**Statement on Price Information of Past Issues handled by Oneview Corporate Advisors Private Limited:**

Sr. No.	Issue name	Issue size (₹ in Lakhs)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 <sup>th</sup> calendar days from listing
1.	Eastern Logica Infoway Limited	1694.25	225	January, 17, 2023	270	0.44% [1.02%]	11.11% [-1.23%]	22.22% [9.78%]
2.	Qualitek	1964.40	100	January,	190	63.00%	-	-

	Labs Limited			29, 2024		[1.60%]		
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Source: All the shares price data is from: [www.bseindia.com](http://www.bseindia.com)

**Summary Statement of Disclosure:**

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in Lakhs)	No. of IPOs trading at discount-calendar from listing			No. of IPOs trading at Premium-calendar from listing			No. of IPOs trading at discount-180 <sup>th</sup> days from listing			No. of IPOs trading at Premium-180 <sup>th</sup> 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%
2021-22	Nil	-	-	-	-	-	-	-	-	-	-	-	-	-
2022-23	1	1694.25	-	-	-	-	-	1	-	-	-	-	-	1
2023-24	-	-	-	-	-	1	-	-	-	-	-	-	-	-

**Track Record of past issues handled by Oneview Corporate Advisors Private Limited:**

For details regarding track record of BRLM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the BRLM at: <http://www.oneviewadvisors.com/>

**Disclaimer from our Company and the Book Running Lead Manager:**

Our Company, its Directors and the BRLM accept no responsibility for statements made otherwise than those contained in this Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the issue agreement entered between the Book Running Lead Manager (Oneview Corporate Advisors Private Limited), our Company on January 11, 2024 and the Underwriting Agreement dated March 19, 2024 entered into between the Underwriters and our Company and the Market Making agreement dated March 19, 2024 entered into between 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, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

**Note:**

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

**Disclaimer in respect of Jurisdiction:**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies Ba non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Bangalore, Karnataka only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**Disclaimer clause of the SME Platform of the BSE:**

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE SME). BSE has given vide its letter April 19, 2024 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 Red Herring Prospectus 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 BSE should not in any way be deemed or construed that the offer document has been cleared or approved by BSE; 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 of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold 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 of Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus with the Designated Stock Exchange/SEBI/ROC**

The Red Herring Prospectus is being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Maharashtra, India.

The Draft Red Herring Prospectus was not filed with SEBI. SEBI will not 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 Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be filed to the RoC Office situated at Registrar of Companies 'E' Wing, 2nd Floor, Kendriya Sadana, Kormangala, Bangalore-560 034, Karnataka.

### **Listing:**

The Equity Shares of our Company are proposed to be listed on BSE (SME platform of BSE). Our Company has obtained in-principle approval from BSE by way of its letter dated April 19, 2024 for listing of equity shares on SME Platform of the BSE.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the BSE SME is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this 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 SME Platform of the BSE mentioned above are taken within three (3) Working Days of the Issue Closing Date. If Equity Shares are not allotted pursuant to the Offer within three (3) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

### **Impersonation:**

Attention of the 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.”

### **Consents:**

Consents in writing of (a) Our Directors, the Company Secretary & Compliance Officer, Chief Financial Officer, Joint Chief Financial Officer, the Statutory Auditor, Banker to the Company; (b) Book Running Lead Manager, Syndicate Member, Registrar to the Issue, Banker to the Offer (Sponsor Bank), Legal Advisor to the Issue, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of filing of the Prospectus with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. CGSS & Associates LLP, Chartered

Accountants, Statutory Auditor and Peer Review 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 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 Red Herring Prospectus.

**Experts Opinion:**

Except for the reports in the section **“Financial Information of the Company”** and **“Statement of Special Tax Benefits”** on page 159 and page 91 from the Statutory Auditors, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1933.

**Fees, Brokerage and Selling Commission payable:**

The total fees payable to the Book Running Lead Manager will be as per the (i) Issue Agreement dated January 11, 2024 with the Book Running Lead Manager, Oneview Corporate Advisors Private Limited, (ii) the Underwriting Agreement dated March 19, 2024 with Underwriter and (iii) the Market Making Agreement dated March 19, 2024 with Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 AM to 5.00 PM on Working Days from the date of the Prospectus until the Issue Closing Date.

**Fees Payable to the Registrar to the Issue:**

The fees payable to the Registrar to the 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 December 02, 2023 a copy of which is available for inspection at our Company’s Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send allotment advice by registered post/speed post/ email.

**Particulars regarding Public or Rights Issues during the last five (5) years:**

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Red Herring Prospectus.

**Previous issues of Equity Shares otherwise than for cash:**

For detailed description please refer to section titled **“Capital Structure”** beginning on page 66 of this Red Herring Prospectus.

**Underwriting Commission, brokerage and selling commission on Previous Issues:**

Since this is the initial public Offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares in last five (5) years.

**Performance vis-a-vis objects – Public/right issue of our Company:**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

**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 Red Herring Prospectus.

**Partly Paid-Up Shares:**

As on the date of this Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

**Outstanding Convertible Instruments:**

Our Company does not have any outstanding convertible instruments as on the date of filing this Red Herring Prospectus.

**Stock Market Data of the Equity Shares:**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

**Mechanism for Redressal of Investor Grievances:**

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of this Red Herring Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Red Herring Prospectus.

Investors may contact the BRLM for any complaint pertaining to the Issue. All grievances, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants’ DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

**Disposal of Investor Grievances by our Company:**

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Theja Raju, Company Secretary and Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Ms. Theja Raju

**Company Secretary & Compliance Officer**

**Storage Technologies and Automation Limited**

**Address:** No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli,  
Yelahanka, Bangalore 560064, Karnataka, India.

**Tel No:** +91 98444 86300

**Email:** [cs@racksandrollers.com](mailto:cs@racksandrollers.com)

**Website:** <https://racksandrollers.com/>

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.



Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system “**SCORES**”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in).

Our Board by a resolution on November 23,2023 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled “**Our Management**” beginning on page 132 of this Red Herring Prospectus.

#### **Status of Investor Complaints**

We confirm that we have not received any investor complaint during the three years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

#### **Disposal of investor grievances by listed companies under the same management as our Company:**

We do not have any listed company under the same management.

#### **Tax Implications:**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “**Statement of Special Tax Benefits**” beginning on page 91 of this Red Herring Prospectus.

#### **Purchase of Property:**

Other than as disclosed in Section “**Our Business**” beginning on page 101 there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Red Herring Prospectus.

Except as stated elsewhere in this Red Herring Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

#### **Capitalization of Reserves or Profits:**

Except as disclosed under section titled “**Capital Structure**” beginning on page 66 of this 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 Red Herring Prospectus.

#### **Servicing Behaviour:**

Except as stated in this Red Herring Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

#### **Payment or benefit to officers of our Company:**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled “**Our Management**” beginning on page 132 and chapter titled “**Other Financial Information**” beginning on page 215 none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

#### **Exemption from complying with any provisions of securities laws, if any:**

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

## SECTION XII: ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018 including amendments thereof, our Memorandum and Articles of Association, the terms of this Red Herring Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advice and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing, and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and any subsequent circulars issued by SEBI in this regard, SEBI has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019. With effect from July 1, 2019, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applicants with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors (“UPI Phase III”), as may be prescribed by SEBI. 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. **The Issue 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.***

*Further vide the said circular, Registrar to the Issue and Depository Participants have also been authorized to collect the Application forms. Investor may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.*

### **AUTHORITY FOR THE ISSUE**

This Issue has been authorized by a resolution of the Board passed at their meeting held on January 10, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on January 10, 2024.

### **RANKING OF EQUITY SHARES**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment in accordance with the Companies Act, 2013 and the Articles of Association of the Company. For further details, please refer to section titled, “**Main Provisions of Article of Association**”, beginning on page 290 of this Red Herring Prospectus.

### **MODE OF PAYMENT OF DIVIDEND**

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection there to and as per the recommendation by our Board of Directors and approved by our 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, 2013, and our Articles of Association. For further details in relation to dividends, please refer to Sections titled, “*Dividend Policy*” and “*Description of Equity Shares and Terms of the Articles of Association*”, beginning on Page No. 158 and Page No. 290 respectively, of this red herring prospectus.

#### **FACE VALUE AND ISSUE PRICE**

The face value of the Equity Shares is ₹ 10/- each and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share (“*Floor Price*”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“*Cap Price*”). The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the Book Running Lead Manager, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper and Regional Language edition of Vishwavani ,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 prefilled in the Bid cum Application Forms available on the website of the Stock Exchange.

The Issue Price is determined by our Company in consultation with the Book Running Lead Manager, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process and is justified under the chapter titled “*Basis for Issue Price*” beginning on Page No. 86 of this Red Herring Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

#### **COMPLIANCE WITH SEBI (ICDR) REGULATIONS, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

#### **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:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the chapter titled “*Description of Equity Shares and Terms of the Articles of Association*” beginning on Page No. 290 of this Red Herring Prospectus.

## **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

In terms of Section 29(1) of the Companies Act 2013, the Equity Shares shall be allotted only in dematerialized form in compliance with the provisions of the Depositories Act, 1996 and the regulations made there under, thus, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, 2018, the trading of the Equity Shares shall only be in dematerialized form for all investors. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated October 06, 2023.
- Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated October 09, 2023.

The trading of the Equity Shares will happen in the minimum lot size of [●] Equity Shares and the same may be modified by SME Platform of BSE (“BSE SME”) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share 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.

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than Rs.1,00,000 (Rupees One Lakh) per application.

## **MINIMUM NUMBER OF ALLOTTEES**

In accordance with the Regulation 268 (1) of SEBI ICDR Regulations, the Minimum number of allottees in this Issue shall be 50 (Fifty). In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs or Sponsor Bank shall be unblocked within two (2) working days of closure of issue.

## **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Bangalore, Karnataka, India.

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## **JOINT HOLDERS**

Where 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 read with Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, 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 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, transfer or alienation 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 our Registered Office or to the registrar and transfer agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of 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 of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (Ninety) days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### **PERIOD OF SUBSCRIPTION LIST OF PUBLIC ISSUE**

An indicative timetable in respect of the Issue is set out below:

<b>Event</b>	<b>Indicative Date</b>
<b>Bid/ Issue Opening Date<sup>1</sup></b>	Tuesday April 30, 2024
<b>Bid/ Issue Closing Date<sup>2</sup></b>	Friday May 03, 2024
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or about Monday May 06, 2024
<b>Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*</b>	On or about Tuesday May 07, 2024
<b>Credit of Equity Shares to Demat Accounts of Allottees</b>	On or about Tuesday May 07, 2024
<b>Commencement of Trading of The Equity Shares on the Stock Exchange</b>	On or about Wednesday May 08, 2024

*Note:*

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

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

\*The above 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 3Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

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

#### **On the Bid / Issue Closing Date:**

- a) in case of Bids by Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 4.00 p.m. (IST); and

- b) in case of Bids by Retail Individual Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. (IST), which may be extended up to such time

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Manager and the RTA on a daily basis.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

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

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

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

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid/ Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the Book Running Lead Manager, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Manager 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.

\*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application

Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding two Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue BRLM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/75 dated May 30, 2022, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

#### **MINIMUM SUBSCRIPTION AND UNDERWRITING**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI (ICDR) Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Further in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,00,000/- (Rupees One Lakh) per application.

#### **NO RESERVATION FOR ELIGIBLE NRIS, FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIS**

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

#### **AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs 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.

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum lot size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by SME Platform of BSE from time to time by giving prior notice to investors at large.

However, in terms of Regulations 261 (5) of SEBI ICDR Regulations the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

#### **RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

Except for lock-in of the pre-Issue Equity Shares and Minimum Promoters' Contribution in the Issue as detailed in the chapter titled "*Capital Structure*" beginning on Page No. 66 of this Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the chapter titled "*Description of Equity Shares and Terms of the Articles of Association*" beginning on Page No. 290 of this Red Herring Prospectus.

#### **NEW FINANCIAL INSTRUMENTS**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

#### **ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM**

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be allotted only in dematerialized form. As per the existing SEBI ICDR Regulations, 2018, the trading of the Equity Shares shall only be in dematerialized form for all investors.

**Furnishing the details depository account is mandatory and applications without a depository account shall be treated as incomplete and rejected.**

Investors should note that Allotment of Equity Shares to all successful applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring Prospectus/ Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

#### **MIGRATION TO MAIN BOARD**

In accordance with the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations. Our Company may migrate to the main board of BSE from the SME Platform on a later date subject to the following:

- a) If the Paid-up Capital of the company is more than ₹ 10 crores and up to ₹ 25 crores, we may migrate Equity Shares to the main board of the stock exchange(s) if shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if Company fulfils the eligibility criteria for listing laid down by the Main Board.



Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

OR

- b) Where the post-issue face value capital of the Company listed on a SME exchange is likely to increase beyond ₹ 25 crores rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its specified securities listed on a SME exchange to the Main Board and seek listing of the specified securities proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board:

Provided that no further issue of capital by the Company shall be made unless.

- a) the shareholders of the Company have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.
- b) the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

## MARKET MAKING

The shares offered through this issue is proposed to be listed on the SME Platform of BSE, wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform of BSE for a minimum period of three years from the date of listing of shares offered through this Red Herring Prospectus. For further details of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker; please refer to “*Details of the Market Making Arrangement for this Issue*” under the section titled “*General Information*” beginning on Page No. 58 of this Red Herring Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

## WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the pre-issue advertisements were published, within two days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue. The BRLM through, the Registrar of the issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than or equal to ₹ 10 crores and upto ₹ 25 crores, shall issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise

Exchange (“*SME Exchange*”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue, please refer chapter titled “*Terms of Issue*” and “*Issue Procedure*” beginning on Page No. 244 and 257, respectively of this Red Herring Prospectus.

Initial Public Issue of upto 38,40,000 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ [●] per Equity Share including a share premium of ₹ [●] per Equity Share (the “**issue price**”) aggregating to ₹ [●] Lakhs (“**the issue**”) by our company.

The Issue comprises of a Public Issue of up to 38,40,000 Equity Shares of face value of ₹10 each fully paid (the “Equity Shares”) for cash at a price of ₹ [●] per Equity Shares (including a share premium ₹ [●] per Equity Share) aggregating up to ₹[●] lakhs (“The Issue”) by our Company of which 2,00,000 Equity Shares of ₹[●] each will be reserved for subscription by Market Maker (“Market Maker Reservation Portion”) and a Net Issue to public of 36,40,000 Equity Shares of ₹[●] each is hereinafter referred to as the Net Issue. The Issue and the Net Issue will constitute 29.91% and 28.35 % respectively of the post issue paid up Equity Share Capital of our Company. The Issue is being made through the Book Building Process.

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
<b>Number of Equity Shares available for allocation</b>	Upto 2,00,000 Equity Shares	Not more than 18,17,600 Equity Shares	Not less than 5,47,200 Equity Shares	Not less than 12,75,200 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	5.21% of the Issue Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
<b>Basis of Allotment<sup>(3)</sup></b>	Firm Allotment	<p>Proportionate as follows (excluding the Anchor Investor Portion):</p> <p>(a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>(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.</p> <p>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</p>	Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares.	Proportionate basis subject to minimum allotment of [●] Equity Shares
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.			
<b>Minimum Bid Size</b>	2,00,000 Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares
<b>Maximum Bid Size</b>	2,00,000 Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	[●] Equity Shares

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
<b>Trading Lot</b>	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
<b>Terms of Payment</b>	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>			
<b>Mode of Bid</b>	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process via Banks or by using UPI ID for payment

\* Subject to finalization of basis of allotment.

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

- <sup>(1)</sup> Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.
- <sup>(2)</sup> In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- <sup>(3)</sup> Subject to valid Bids being received at or above the Issue Price, 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.
- <sup>(4)</sup> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum- Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

#### **WITHDRAWAL OF THE ISSUE**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (*one each in English and Hindi*) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Bid/Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) filing of the Red Herring Prospectus/ Prospectus with ROC.

## ISSUE PROGRAMME

<b>BID/ISSUE OPENS ON</b>	Tuesday April 30, 2024 <sup>1</sup>
<b>BID/ISSUE CLOSES ON</b>	Friday May 03, 2024 <sup>2</sup>
<b>FINALISATION OF BASIS OF ALLOTMENT WITH SME PLATFORM OF BSE</b>	On or about Monday May 06, 2024
<b>INITIATION OF ALLOTMENT / REFUNDS/ UNBLOCKING OF ASBA ACCOUNTS OR UPI ID LINKED BANK ACCOUNT</b>	On or about Tuesday May 07, 2024
<b>CREDIT OF EQUITY SHARES TO DEMAT ACCOUNTS OF THE ALLOTTEES</b>	On or about Tuesday May 07, 2024
<b>COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON SME PLATFORM OF BSE</b>	On or about Wednesday May 08, 2024

### Note:

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

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

Applications and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form.

Standardization of cut-off time for uploading of application on the issue closing date:

- A standard cut-off time of 3.00 PM for acceptance of applications.
- A standard cut-off time of 4.00 PM for uploading of applications received from other than retail individual applicants.
- A standard cut-off time of 5.00 PM for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received upto the closure of timings and reported by Book Running Lead Manager to BSE within half an hour of such closure.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Bid-Cum Application form, for a particular applicant, the details as per physical Bid-Cum application form of that Applicant may be taken as the final data for the purpose of allotment.

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their Bid-cum applications one day prior to the Issue Closing Date and, in any case, not later than 3:00 p.m. IST on the Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in

public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

## ISSUE PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI (“General Information Document”) and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section “PART B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

Additionally, all Bidders may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Bidders eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for Bidders applying through ASBA process and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid Cum Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Bid Cum Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through its UPI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020.

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. The Offer has been made under UPI Phase III of the UPI Circular, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its March 2021 Circular read with June 2021

Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and SEBI Circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021, except as amended pursuant to June 2021 Circular, and the provisions of this circular, as amended, are deemed to form part of this Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. Subsequently, pursuant to the May 30, 2022 Circular, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, **the Offer will be made under UPI Phase III on a mandatory basis**, subject to any circulars, clarification or notification issued by the SEBI from time to time.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stock Brokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by BSE Limited ("BSE") to act as intermediaries for submitting Application Forms are provided on [www.bseindia.com](http://www.bseindia.com). For details on their designated branches for submitting Application Forms, please refer to the above-mentioned website of BSE.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus.

Further, the Company and the BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

### **Phased implementation of Unified Payments Interface**

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from three working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be three Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for



implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be Three Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**T+3 Notification**”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

## **BOOK BUILDING PROCEDURE**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

***Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.***

Bidders are required to ensure that their PAN is linked with Aadhaar and they are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021, September

17, 2021, March 30, 2022 and March 28, 2023.

### **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 stock exchange i.e. BSE at [www.bseindia.com](http://www.bseindia.com), at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase III 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:

<b>Category</b>	<b>Colour*</b>
Anchor Investor**	White
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	White

\*Excluding Electronic Bid cum Application Form

\*\* Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring

Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A 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’)
3.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
4.	A registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate

Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Offer Closing Date (“Cut- Off Time”). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an Offer. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Offer for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the RHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals’ resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: -Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) QIBs;
- e) Mutual Funds registered with SEBI;
- f) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue; Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder ‘s category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;

- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

#### **Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **1. For Retail Individual Bidders**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

##### **2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

#### **MEHTHOD OF BIDDING PROCESS**

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national daily newspaper and all editions of Financial Express, a Hindi national daily newspaper and all edition of Jansatta, a regional newspaper each with wide circulation at least two Working Days prior to the Bid/ Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid/ Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in all editions of the English national daily newspaper and all editions of Financial Express, a Hindi national daily newspaper and all edition of Jansatta, a regional newspaper each with wide circulation where the registered office of the company is situated, and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid/ Issue Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “**Issue Procedure**” beginning on page 257 of this Red Herring Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt

of such information from the Registrar to the Issue.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand 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 Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

#### **OPTION TO SUBSCRIBE IN THE ISSUE**

- a) As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c) A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **INFORMATION FOR THE BIDDERS**

1. Our Company and the Book Running Lead Manager shall declare the Bid/ Issue Opening Date and Bid/ Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.

2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY ANCHOR INVESTORS**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1. Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 200.00 lakhs
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.



4. Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
5. Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than ₹ 200.00 Lakhs but upto ₹ 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than ₹ 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹ 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
8. If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
9. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
10. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
11. The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
13. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

#### **BIDS BY ELIGIBLE NRI'S**

Eligible NRIs could obtain copies of ASBA Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange were considered for Allotment. Eligible NRIs Bidding on a repatriation basis were required to authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their NRE Accounts, or Foreign Currency Non-Resident (“FCNR”) accounts, and Eligible NRIs Bidding on a non-repatriation basis were required to authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their NRO Accounts for the full Bid amount, at the time of submission of the ASBA Form. NRIs applying in the Offer through the UPI Mechanism were advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Participation of Eligible NRI(s) in the Offer was subjected to the FEMA Rules. In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall 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 warrant. 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. Pursuant to the special resolution dated July 24, 2023, passed by our Shareholders, the aggregate ceiling of 10% was raised to 24%.

Eligible NRIs were permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs could use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE / NRO Accounts.

Eligible NRIs Bidding on a repatriation basis were advised to use the Bid cum Application Form meant for Non-

Residents in Blue colour.

Eligible NRIs Bidding on non-repatriation basis were advised to use the Bid cum Application Form for residents in white colour.

By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

For details of restrictions on investment by NRIs, see the section titled “*Restrictions on Foreign Ownership of Indian Securities*” on page 287

## **BIDS BY FPI FOREIGN PORTFOLIO INVESTORS**

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increase beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be reclassified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations was required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLMs, reserved the right to reject any Bid without assigning any reason. FPIs who wished to participate in the Offer were advised to use the Bid cum Application Form for Non-Residents.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

- (a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;
- (b) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
- (c) such offshore derivative instruments are issued after compliance with the ‘know your client’ norms as specified by SEBI; and
- (d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs were not treated as multiple Bids:

FPIs which utilised the multi-investment manager structure;

- Offshore derivative instruments which obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtained separate FPI registration;
- FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund had multiple investment strategies / sub-funds with identifiable differences and managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;

- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN were collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Bid cum Application Form that the relevant FPIs making multiple Bids utilized any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids were rejected.

Participation of FPIs in the Offer was subject to the FEMA Rules.

#### **BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S**

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the “**SEBI AIF Regulations**”) prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, the venture capital funds which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended (“**SEBI FVCI Regulations**”) prescribe the investment restrictions on FVCIs.

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.

Participation of AIFs, VCFs and FVCIs was subject to the FEMA Rules.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding equity shares of a company prior to an initial public offering being undertaken by such company, shall be exempt from lock-in requirements, provided that such equity shares shall be locked in for a period of at least six months from the date of purchase by the venture capital fund or alternative investment fund I and II or foreign venture capital investor.

#### **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 Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial information on a standalone basis and a net worth certificate from its statutory auditor(s), were required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserved the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time. The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

#### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.
- 4) The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be.

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
- e) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

#### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS**

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

#### **BIDS BY BANKING COMPANY**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

#### **BIDS BY SCSB'S**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

### **ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) BIDDERS**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

### **TERMS OF PAYMENT**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

### **PAYMENT MECHANISM**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: - “Storage Technologies and Automation Limited IPO – Anchor Account- R”
- b. In case of Non-Resident Anchor Investors: - “Storage Technologies and Automation Limited IPO – Anchor Account- NR”
- 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 Issue to facilitate collections from the Anchor Investors.

## **ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 5.00 p.m. of the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

<b>S. No.</b>	<b>Details*</b>
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

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 in the on-line system:
  - Name of Bidder;
  - IPO Name
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 5.00 p.m. on the Bid/Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.



- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

#### **WITHDRAWAL OF BIDS**

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

#### **PRICE DISCOVERY AND ALLOCATION**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalise the Issue Price and the Anchor Investor Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

#### **ILLUSTRATION OF THE BOOK BUILDING AND PRICE DISCOVERY PROCESS**

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

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

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

*Anchor Investors are not allowed to withdraw their Bids after Anchor Investors bidding date.*

#### **SIGNING OF UNDERWRITING AGREEMENT AND FILING OF RED HERRING PROSPECTUS/ PROSPECTUS WITH ROC**

- a) Our Company has entered into an Underwriting Agreement dated March 19, 2024
- b) A copy of Red Herring Prospectus will be filed with the RoC and copy of Prospectus will be filed with RoC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

#### **ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS**

Our Company will issue a statutory advertisement after the filing of the Red Herring Prospectus/ Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

#### **GENERAL INSTRUCTIONS**

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/Issue period and withdraw their Bids until Bid/issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

#### **Do's:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application

Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not pay the Bid Amount in cash, by money order, cheques or 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 fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

## **OTHER INSTRUCTIONS FOR THE BIDDERS**

### **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

### **Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

### **Investor Grievance**

In case of any pre-issue or post issue related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

### **Submission of Bids**

- a) During the Bid/Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the RHP.

## **GROUND OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- i. Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- ii. 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;
- iii. Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- iv. PAN not mentioned in the Bid cum Application Form;
- v. Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- vi. GIR number furnished instead of PAN;
- vii. Bid for lower number of Equity Shares than specified for that category of investors;
- viii. Bids at Cut-off Price by NIIs and QIBs;
- ix. Bids for number of Equity Shares which are not in multiples as specified in the RHP;
- x. 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;
- xi. Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- xii. Category not ticked;
- xiii. Multiple Bids as defined in the RHP;
- xiv. In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- xv. Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- xvi. Signature of sole Bidder is missing;
- xvii. Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the RHP and as per the instructions in the RHP and the Bid cum Application Forms;
- xviii. 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;
- xix. Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- xx. Bid by OCBs;
- xxi. Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- xxii. 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;
- xxiii. Bids not uploaded on the terminals of the Stock Exchanges;
- xxiv. Where no confirmation is received from SCSB for blocking of funds;
- xxv. 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;
- xxvi. Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- xxvii. Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- xxviii. Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- xxix. 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
- xxx. 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 RHP.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF**

**THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

#### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

#### **BASIS OF ALLOTMENT**

##### **a. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

##### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less

than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

#### **c. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a. In the first instance allocation to Mutual Funds for [●] % of the QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds [●] % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
  - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b. In the second instance Allotment to all QIBs shall be determined as follows:
  - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.
  - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
  - Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

#### **d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
  - i) not more than 60% of the QIB Portion will be allocated to Anchor Investors
  - ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
  - iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;  
  
a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
    - in case of allocation above twenty -five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for

every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c) **In the event that the Issue Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

d) **In the event the Issue Price is lower than the Anchor Investor**

e) **Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

**f) BASIS OF ALLOTMENT FOR QIBS (OTHER THAN ANCHOR INVESTORS) AND NIIS IN CASE OF OVER SUBSCRIBED ISSUE**

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares, and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this RHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors



may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director/ Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

#### **Designated Date:**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Bid/Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

#### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com).

#### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details

including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

### **Right to Reject Applications**

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

### **Impersonation**

*Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

**“Any person who-**

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

### **Undertakings by Our Company**

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;

2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Issue Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within three Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That our Promoter 's contribution in full has already been brought in;
6. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
8. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9. If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
10. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

#### **Utilization of Issue Proceeds**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

#### **Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Tripartite Agreement dated October 06, 2023 between NSDL, the Company and the Registrar to the Issue;
- Tripartite Agreement dated October 09, 2023 between CDSL, the Company and the Registrar to the Issue;
- The Company's equity shares bear an ISIN INE0RGM01016.

## COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

**Investors can contact the Company Secretary and Compliance Officer of our Company or the Registrar to the Issue in case of any Pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc. at below mentioned addresses;**

<p><b>To the Company Secretary of Company Storage Technologies and Automation Limited</b> <b>Contact Person:</b> Ms. Theja Raju Address: No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8 Singanayakanahalli, Yelahanka, Bangalore-560 064. <b>Telephone No.:</b> +91 98444 86300 <b>Email:</b> <a href="mailto:cs@racksandrollers.com">cs@racksandrollers.com</a> <b>Investor Grievance Email:</b> cs@racksandrollers.com</p>	<p><b>Integrated Registry Management Services Private limited</b> <b>SEBI Registration Number:</b> INR000000544 <b>Address:</b> #30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru-560003 <b>Tel. Number:</b> 080-23460815 - 818 <b>Email Id:</b> csdstd@integratedindia.in <b>Investors Grievance Id:</b> giri@integratedindia.in <b>Website:</b> www.integratedindia.in <b>Contact Person:</b> Mr. S Vijayagopal <b>CIN:</b> U74900TN2015PTC101466</p>
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## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "FDI Policy"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an

issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

#### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paidup value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

#### **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

#### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no issue to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such issue made under exemptions available under the Prospectus Directive, provided that no such Issue shall

result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

**SECTION XIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION**

**THE COMPANIES ACT, 2013  
(COMPANY LIMITED BY SHARES)  
ARTICLES OF ASSOCIATION\***

(Adopted New Set of Articles of Association Vide EOGM Resolution dated-24.11.2023)

**OF  
STORAGE TECHNOLOGIES AND AUTOMATION LIMITED**

<b>Sr. No.</b>	<b>Preliminary</b>	
1.	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act,2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act,2013 or any amendment thereto.	<b>Table F Applicable.</b>
<b>Interpretation Clause</b>		
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a)"The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	<b>Act</b>
	(b) “These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	<b>Articles</b>
	(c) “Auditors" means and includes those persons appointed as such for the time being of the Company.	<b>Auditors</b>
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	<b>Capital</b>
	(e) “The Company” shall mean <b>STORAGE TECHNOLOGIES AND AUTOMATION LIMITED</b>	



	(f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	<b>Executor Or Administrator</b>
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	<b>Legal Representative</b>
	(h) Words importing the masculine gender also include the feminine gender.	<b>Gender</b>
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	<b>In Writing and Written</b>
	(j) The marginal notes here to shall not affect the construction there of.	<b>Marginal notes</b>
	(k) "Meeting" or "General Meeting" means a meeting of members.	<b>Meeting or General Meeting</b>
	(l) "Month" means a calendar month.	<b>Month</b>
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	<b>Annual General Meeting</b>
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	<b>Extra-Ordinary General Meeting</b>
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	<b>National Holiday</b>
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	<b>Non-retiring Directors</b>
	(q) "Office" means the registered Office for the time being of the Company.	<b>Office</b>
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned there to by Section 114 of the Act.	<b>Ordinary and Special Resolution</b>
	(s) "Person" shall be deemed to include corporation and firms as well as individuals.	<b>Person</b>
	(t) "Proxy" means an instrument where by any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	<b>Proxy</b>
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88 (1) (a) of the Act.	<b>Register of Members</b>
	(v) "Seal" means the common seal for the time being of the Company.	<b>Seal</b>
	(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	<b>Singular number</b>
	(x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	<b>Statutes</b>
	(y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	<b>These Presents</b>
	(z) "Variation" shall include abrogation; and "vary" shall include abrogate.	<b>Variation</b>

	(aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	<b>Year and Financial Year</b>
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications there off or the time being in force.	<b>Expressions in the Act to bear the same meaning in Articles</b>
<b>CAPITAL</b>		
<b>3.</b>	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association the Company from time to time.	<b>Authorized Capital.</b>
<b>4.</b>	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed hereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	<b>Increase of capital by the Company how carried into effect</b>
<b>5.</b>	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	<b>New Capital same as existing capital</b>
<b>6.</b>	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	<b>Non-Voting Shares</b>
<b>7.</b>	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	<b>Redeemable Preference Shares</b>
<b>8.</b>	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	<b>Voting rights of preference shares</b>
<b>9.</b>	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such Shares shall be redeemed unless they are fully paid; (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;	<b>Provisions to apply on issue of Redeemable Preference Shares</b>

	<p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called " the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be affected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The Reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>	
<b>10.</b>	<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) The share capital;</p> <p>(b) Any capital redemption reserve account; or</p> <p>(c) Any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, I fit were omitted.</p>	<b>Reduction of capital</b>
<b>11.</b>	<p>Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.</p>	<b>Debentures</b>
<b>12.</b>	<p>The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.</p>	<b>Issue of Sweat Equity Shares</b>
<b>13.</b>	<p>The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made thereunder, by whatever name called.</p>	<b>ESOP</b>
<b>14.</b>	<p>Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to70 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.</p>	<b>Buy Back of shares</b>
<b>15.</b>	<p>Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of</p>	<b>Consolidation, Sub-Division and Cancellation</b>

	<p>the min to shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause(d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.</p>	
<b>16.</b>	<p>Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.</p>	<b>Issue of Depository Receipts</b>
<b>17.</b>	<p>Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.</p>	<b>Issue of Securities</b>
<b>MODIFICATION OF CLASS RIGHTS</b>		
<b>18.</b>	<p>(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class(unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.</p>	<b>Modification of rights</b>
	<p>(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.</p>	<b>New Issue of Shares not to affect rights attached to existing shares of that class.</b>
<b>19.</b>	<p>Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of the moto 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 and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.</p>	<b>Shares at the disposal of the Directors.</b>
<b>20.</b>	<p>The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of</p>	<b>Power to issue shares on preferential basis.</b>

	section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner herein before mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	<b>Shares should be Numbered progressively and no share to be subdivided.</b>
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	<b>Acceptance of Shares.</b>
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	<b>Directors may allot shares as full paid-up</b>
24.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	<b>Deposit and call etc. to be a debt payable immediately.</b>
25.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	<b>Liability of Members.</b>
26.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	<b>Registration of Shares.</b>
<b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b>		
27.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
<b>CERTIFICATES</b>		
28.	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case maybe. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of	<b>Share Certificates.</b>

	<p>which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by mean sofa rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p> <p>(d) When a new Share certificate has been issued in pursuance of the preceding clause of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is —” Issued in lieu of Share Certificate No..... sub-divided/replaced/on consolidation of Shares”.</p>	
<p><b>29.</b></p>	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back there off or endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back there off or endorsement of transfer.</p>	<p><b>Issue of new certificates in place of those defaced, lost or destroyed.</b></p>

	<p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	
<b>30.</b>	<p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.</p>	<b>The first named joint holder deemed Sole holder.</b>
	<p>(b) The Company shall not be bound to register more than three persons as the joint holders of any share.</p>	<b>Maximum number of joint holders.</b>
<b>31.</b>	<p>Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.</p>	<b>Company not bound to recognize any interest in share other than that of registered holders.</b>
<b>32.</b>	<p>If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.</p>	<b>Installment on shares to be duly paid.</b>
<b>UNDERWRITING AND BROKERAGE</b>		
<b>33.</b>	<p>Subject to the provisions of Section 40(6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.</p>	<b>Commission</b>
<b>34.</b>	<p>The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.</p>	<b>Brokerage</b>
<b>CALLS</b>		
<b>35.</b>	<p>(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.</p> <p>(2) A call may be revoked or postponed at the discretion of the Board.</p>	<b>Directors may make calls</b>

	A call may be made payable by installments.	
36.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	<b>Notice of Calls</b>
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorizing such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	<b>Calls to date from resolution.</b>
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	<b>Calls on uniform basis.</b>
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	<b>Directors may extend time.</b>
40.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	<b>Calls to carry interest.</b>
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	<b>Sums deemed to be calls.</b>
42.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	<b>Proof on trial of suit for money due on shares.</b>



43.	Neither judgment nor a decree in favor of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	<b>Judgment, decree, partial payment motto proceed for forfeiture.</b>
44.	<p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	<b>Payments in Anticipation of calls may carry interest</b>
<b>LIEN</b>		
45.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at affixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause. Provided that the fully paid shares shall be free from all lien, while in the case of partly paid shares, the company's lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such shares.	<b>Company to have Lien on shares.</b>
46.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person(if any)entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorize some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any	<b>As to enforcing lien by sale.</b>

	such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	
47.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to 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.	<b>Application of proceeds of sale.</b>
<b>FORFEITURE AND SURRENDER OF SHARES</b>		
48.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or adjudgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	<b>If call or installment not paid, notice may be given.</b>
49.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	<b>Terms of notice.</b>
50.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	<b>On default of payment, shares to be forfeited.</b>
51.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forth with be made in the Register of Members.	<b>Notice of forfeiture to a Member</b>
52.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	<b>Forfeited shares to be property of the Company and may be sold etc.</b>
53.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest	<b>Members still liable to pay money owing at time of forfeiture and interest.</b>

	and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	
54.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	<b>Effect of forfeiture.</b>
55.	A declaration in writing that he declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	<b>Evidence of Forfeiture.</b>
56.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	<b>Title of purchaser and allottee of Forfeited shares.</b>
57.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	<b>Cancellation of share certificate in respect of forfeited shares.</b>
58.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	<b>Forfeiture may be remitted.</b>
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect to the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	<b>Validity of sale</b>
60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	<b>Surrender of shares.</b>
<b>TRANSFER AND TRANSMISSION OF SHARES</b>		
61.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee.  The transferor shall be deemed to remain a holder of the share or	<b>Execution of the instrument of shares.</b>

	debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	
<b>62.</b>	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. Provided that the company shall use a common form of transfer;	<b>Transfer Form.</b>
<b>63.</b>	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	<b>Transfer not to be registered except on production of instrument of transfer.</b>
<b>64.</b>	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register—  (a) any transfer of shares on which the company has alien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	<b>Directors may refuse to register transfer.</b>
<b>65.</b>	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transferor intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case maybe, and there upon the provisions of Section 56 of the Actor any statutory modification thereof or the time being in force shall apply.	<b>Notice of refusal to be given to transfer or and transferee.</b>
<b>66.</b>	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	<b>No fee on transfer.</b>
<b>67.</b>	The Board of Directors shall have power on giving not less than seven days pervious notice in accordance with section 91 and rules made there under close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty-five days at a time, and not exceeding in the aggregate forty-five days in each year as it may seem expedient to the Board.	<b>Closure of Register of Members or debenture holder or other security holders.</b>
<b>68.</b>	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on	<b>Custody of transfer Deeds.</b>

	demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	
69.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	<b>Application for transfer of partly paid shares.</b>
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/ speed post/courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	<b>Notice to transferee.</b>
71.	<p>(a) 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 person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognizing any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.</p> <p>Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	<b>Recognition of legal representative.</b>
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	<b>Titles of Shares of deceased Member</b>
73.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	<b>Notice of application when to be given</b>
74.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under	<b>Registration of persons entitled to share otherwise than by transfer. (Transmission clause).</b>

	any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	<b>Refusal to register nominee.</b>
76.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	<b>Board may require evidence of transmission.</b>
77.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	<b>Company not liable for disregard of a notice prohibiting registration of transfer.</b>
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 here of as circumstances permit.	<b>Form of transfer Outside India.</b>
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	<b>No transfer to insolvent etc.</b>
<b>NOMINATION</b>		
80.	<ul style="list-style-type: none"> <li>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</li> <li>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the</li> </ul>	<b>Nomination</b>

	<p>Companies Act,2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules,2014</p> <p>iii) The Company shall not be in anyway responsible for transferring the securities consequent upon such nomination.</p> <p>If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand evoked.</p>	
<b>81.</b>	<p>A nominee, upon production of such evidence as may be required by the Board and subject as herein after provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at anytime, give notice requiring any such person to elect either to be registered himself for to transfer the share or debenture, and if the notice is not complied with within ninety-days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	<b>Transmission of Securities by nominee</b>
<b>DEMATERIALIZATION OF SHARES</b>		
<b>82.</b>	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	<b>Dematerialization of Securities</b>
<b>JOINTHOLDER</b>		
<b>83.</b>	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	<b>Joint Holders</b>
<b>84.</b>	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	<b>Joint and several liabilities for all payments in respect of shares.</b>
	(b)on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and no thing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	<b>Title of survivors.</b>
	(c)Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	<b>Receipts of one sufficient.</b>



	(d)only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	<b>Delivery of certificate and giving of notices to first named holders.</b>
<b>SHARE WARRANTS</b>		
<b>85.</b>	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any)as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	<b>Power to issue share warrants</b>
<b>86.</b>	<p>(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>	<b>Deposit of share warrants</b>
<b>87.</b>	<p>(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.</p>	<b>Privileges and disabilities of the holders of share warrant</b>
<b>88.</b>	(a) The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	<b>Issue of new share warrant coupons</b>
<b>CONVERSION OF SHARES IN TO STOCK</b>		
<b>89.</b>	The Company may, by ordinary resolution in General Meeting. <p>(a) Convert any fully paid-up shares into stock; and</p> <p>(b) re-convert any stock into fully paid-up shares of any denomination.</p>	<b>Conversion of shares into stock or reconversion.</b>
<b>90.</b>	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near there to 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	<b>Transfer of stock.</b>



	arose.	
<b>91.</b>	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	<b>Rights of stock holders.</b>
<b>92.</b>	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words“ share” and “shareholders” in those regulations shall include “stock” and “stock holders ”respectively.	<b>Regulations.</b>
<b>BORROWING POWERS</b>		
<b>93.</b>	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise)or in any other manner, or from any person, firm, company, co-operative society, anybody corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company(apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	<b>Power to borrow.</b>
<b>94.</b>	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	<b>Issue of discount etc. or with special privileges.</b>
<b>95.</b>	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case maybe.	<b>Securing payment or repayment of Moneys borrowed.</b>

<b>96.</b>	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	<b>Bonds, Debentures etc. to be under the control of the Directors.</b>
<b>97.</b>	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	<b>Mortgage of un called Capital.</b>
<b>98.</b>	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surely for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the company by way of indemnity to secure the Directors or persons of becoming liable as aforesaid from any loss in respect of such liability.	<b>Indemnity may be given.</b>
<b>MEETINGS OF MEMBERS</b>		
<b>99.</b>	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	<b>Distinction between AGM &amp; EGM.</b>
<b>100.</b>	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forth with proceed to convene Extra-Ordinary General Meeting of the members	<b>Extra-Ordinary General Meeting by Board and by requisition</b>
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	<b>When a Director or any two Members may call an Extra Ordinary General Meeting</b>
<b>101.</b>	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	<b>Meeting not to transact business not mentioned in notice.</b>
<b>102.</b>	a.) The General meeting including Annual general meeting shall be convened by giving notice of clear 21 days in advance as per section 101 of Companies Act 2013. b.) A General meeting of the company including annual general meeting may be called after giving shorter notice than specified in above clause (a), if consent is accorded by the members of the company holding not less than 95% (Ninety Five percent) of such part of the paid-up capital of the company as gives a right to vote at the meeting.	<b>Length of Notice for calling meeting</b>
<b>103.</b>	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then	<b>Chairman of General Meeting</b>

	the Members present shall elect one of the members to be the Chairman of the meeting.	
<b>104.</b>	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	<b>Business confined to election of Chairman whilst chair is vacant.</b>
<b>105.</b>	<p>a) 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.</p> <p>b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>c) 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.</p> <p>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.</p>	<b>Chairman with consent may adjourn meeting.</b>
<b>106.</b>	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	<b>Chairman's casting vote.</b>
<b>107.</b>	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forth with.	<b>In what case poll taken without adjournment.</b>
<b>108.</b>	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	<b>Demand for poll not to prevent transaction of other business.</b>
<b>VOTES OF MEMBERS</b>		
<b>109.</b>	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	<b>Members in arrears not to vote.</b>
<b>110.</b>	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference share holder is present at any meeting of the Company, save as provided in subsection (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	<b>Number of votes each member entitled.</b>
<b>111.</b>	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the vote she uses.	<b>Casting of votes by a member entitled to more than one vote.</b>

<b>112.</b>	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor 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.	<b>Vote of member of unsound mind and of minor</b>
<b>113.</b>	Notwithstanding anything contained in the provisions of the Companies Act,2013, and the Rules made thereunder, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	<b>Postal Ballot</b>
<b>114.</b>	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	<b>E-Voting</b>
<b>115.</b>	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. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	<b>Votes of joint members.</b>
<b>116.</b>	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	<b>Votes may be given by proxy or by representative</b>
<b>117.</b>	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or credit or of the Company (including being a holder of debentures) authorize such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	<b>Representation of a body corporate.</b>
<b>118.</b>	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	<b>Members paying money in advance.</b>
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	<b>Members not prohibited if share not held for any specified period.</b>

<b>119.</b>	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	<b>Votes in respect of shares of deceased or insolvent members.</b>
<b>120.</b>	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	<b>No votes by proxy on show of hands.</b>
<b>121.</b>	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized 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.	<b>Appointment of a Proxy.</b>
<b>122.</b>	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	<b>Form of proxy.</b>
<b>123.</b>	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or in sanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	<b>Validity of votes given by proxy notwithstanding death of a member.</b>
<b>124.</b>	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.	<b>Time for objections to votes.</b>
<b>125.</b>	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	<b>Chairperson of the Meeting to be the judge of validity of any vote.</b>
<b>DIRECTORS</b>		
<b>126.</b>	The following are the First Directors of the Company: 1. Mr. Khasim Sait; 2. Mr. Mohammad Arif Abdul Gaffar Dor; Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution	<b>Number of Directors</b>
<b>127.</b>	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	<b>Qualification shares.</b>

128.	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>	<b>Nominee Directors.</b>
129.	<p>The Board may appoint an Alternate Director to act for a Director (hereinafter called “The Original Director”) during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re- appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.</p>	<b>Appointment of alternate Director.</b>
130.	<p>Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.</p>	<b>Additional Director</b>
131.	<p>Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.</p>	<b>Director’s power to fill casual vacancies.</b>
132.	<p>Until otherwise determined by the Company in General Meeting, each Director other than the managing/Whole-time Director(unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time)for attending meetings of the Board or Committees thereof.</p>	<b>Sitting Fees.</b>

133.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	<b>Travelling expenses Incurred by Director on Company's business.</b>
<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>		
134.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director's hall, at any time, summon a meeting of the Board.	<b>Meetings of Directors.</b>
135.	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	<b>Chairperson</b>
136.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	<b>Questions at Board meeting how decided.</b>
137.	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.	<b>Continuing directors may act not withstanding any vacancy in the Board</b>
138.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	<b>Directors may appoint committee.</b>
139.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	<b>Committee Meeting show to be governed.</b>
140.	a) A committee may elect a Chair person of its meetings. b) 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.	<b>Chairperson of Committee Meetings</b>

141.	<p>a) A committee may meet and adjourn as it thinks fit.</p> <p>b) 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.</p>	<b>Meetings of the Committee</b>
142.	<p>Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.</p>	<b>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b>
<b>RETIREMENT AND ROTATION OF DIRECTORS</b>		
143.	<p>At the Annual General Meeting of the Company to be held in every year, not less than two-thirds of the total number of Directors of the Company shall be the person whose period of office is liable to determination by retirement of Directors by rotation and be appointed by the Company in the general meeting. Out of the two-third directors, one third of such of the Directors as are liable to retire by rotation for time being, and they will be eligible for re-election. Provided that Independent Director(s) and Nominee director(s) shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.</p>	<b>Eligible to retire by rotation</b>
144.	<p>Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.</p>	<b>Power to fill casual vacancy</b>
<b>POWERS OF THE BOARD</b>		
145.	<p>The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meetings shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.</p>	<b>Powers of the Board</b>
146.	<p>Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say.</p>	<b>Certain powers of the Board</b>



	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorized to carry on, in any part of India.	<b>To acquire any property, rights etc.</b>
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	<b>To take on Lease.</b>
	(3)To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	<b>To erect &amp; construct.</b>
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	<b>To pay for property.</b>
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	<b>To insure properties of the Company.</b>
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	<b>To open Bank accounts.</b>
	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	<b>To secure contracts by way of mortgage.</b>
	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	<b>To accept surrender of shares.</b>
	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	<b>To appoint trustees for the Company.</b>
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or	<b>To conduct legal proceedings.</b>

	otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	<b>Bankruptcy &amp; Insolvency</b>
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	<b>To issue receipts &amp; give discharge.</b>
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realize such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	<b>To invest and deal with money of the Company.</b>
	(14) To execute in the name and on behalf of the Company in favor of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety ,for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	<b>To give Security by way of indemnity.</b>
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	<b>To determine signing powers.</b>
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	<b>Commission or share in profits.</b>
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	<b>Bonus etc. to employees.</b>

	<p>(18)To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes(including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund in to such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.</p>	<p><b>Transfer to Reserve Funds.</b></p>
	<p>(19)To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.</p>	<p><b>To appoint and remove officers and other employees.</b></p>
	<p>(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board the power to make loans and borrow moneys)and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favor of the members or any of the members of any local Board established as aforesaid or in favor of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favor of any fluctuating</p>	<p><b>To appoint Attorneys.</b></p>

	body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	<b>To enter in to contracts.</b>
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	<b>To make rules.</b>
	(23) To effect, make and enter in to on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	<b>To effect contracts etc.</b>
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	<b>To apply &amp; obtain concessions licenses etc.</b>
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	<b>To pay commissions or interest.</b>
	(26) To redeem preference shares.	<b>To redeem preference shares.</b>
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	<b>To assist charitable or benevolent institutions.</b>
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or	

	<p>contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.</p>	
	<p>(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trademark, patent, invention or technical know-how.</p> <p>(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
<b>MANAGING AND WHOLE-TIME DIRECTORS</b>		
<b>147.</b>	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office</p>	<b>Powers to appoint Managing/Whole-Time Directors.</b>

	<p>and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	
<b>148.</b>	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	<b>Remuneration of Managing or Whole Time Director.</b>
<b>149.</b>	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-today management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole time Director or Whole time Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p>	<b>Powers and duties of Managing Director or Whole-Time Director.</b>
<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>		
<b>150.</b>	<p>a) Subject to the provisions of the Act, —</p> <p>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;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p>	<b>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</b>

	b) A provision of the Act 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.	
<b>THE SEAL</b>		
<b>151.</b>	(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. (b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.	<b>The seal, its custody and use.</b>
<b>152.</b>	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	<b>Deeds how executed.</b>
<b>Dividend and Reserves</b>		
<b>153.</b>	(1) 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. (2) 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. (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	<b>Division of profits.</b>
<b>154.</b>	The Company in General Meeting may declare dividends, to be paid to members according to the irrespective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	<b>The company in General Meeting may declare Dividends.</b>
<b>155.</b>	a) 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	<b>Transfer to reserves</b>

	Board may, from time to time, thinks fit. b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	
<b>156.</b>	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.	<b>Interim Dividend.</b>
<b>157.</b>	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	<b>Debts may be deducted.</b>
<b>158.</b>	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	<b>Capital paid up in advance not to earn dividend.</b>
<b>159.</b>	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 dividends as from a particular date such share shall rank for dividend accordingly.	<b>Dividends in proportion to amount paid-up.</b>
<b>160.</b>	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	<b>Retention of dividends until completion of transfer under Articles.</b>
<b>161.</b>	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	<b>No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.</b>
<b>162.</b>	A transfer of shares does not pass the right to any dividend declared there on before the registration of the transfer.	<b>Effect of transfer of shares.</b>
<b>163.</b>	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	<b>Dividend to joint holders.</b>
<b>164.</b>	a) 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. b) Every such cheque or warrant shall be made pay able to the order of the person to whom it is sent.	<b>Dividend show remitted.</b>
<b>165.</b>	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.	<b>Notice of dividend.</b>
<b>166.</b>	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	<b>No interest on Dividends.</b>
<b>CAPITALIZATION</b>		
<b>167.</b>	(1) The Company in General Meeting may, upon the recommendation of the Board, resolve: (a) That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and	<b>Capitalization.</b>



	<p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) 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; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause(ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	
<p><b>168.</b></p>	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorize 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 capitalization, or(as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	<p><b>Fractional Certificates.</b></p>
<p><b>169.</b></p>	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also been titled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be</p>	<p><b>Inspection of Minutes Books of General Meetings.</b></p>

	furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.	
<b>170.</b>	<p>a) 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.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.</p>	<b>Inspection of Accounts</b>
<b>FOREIGN REGISTER</b>		
<b>171.</b>	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	<b>Foreign Register.</b>
<b>DOCUMENTS AND SERVICE OF NOTICES</b>		
<b>172.</b>	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorized by the Board for such purpose and the signature may be written or printed or lithographed.	<b>Signing of documents &amp; notices to be served or given.</b>
<b>173.</b>	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorized Officer of the Company and need not be under the Common Seal of the Company.	<b>Authentication of documents and proceedings.</b>
<b>WINDING UP</b>		
<b>174.</b>	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>	
<b>INDEMNITY</b>		
<b>175.</b>	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses,	<b>Directors' and others right to indemnity.</b>

	and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	
<b>176.</b>	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	<b>Not responsible for acts of others</b>
<b>SECRECY</b>		
<b>177.</b>	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	<b>Secrecy</b>
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or maybe in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	<b>Access to property information etc.</b>

## **SECTION XIV: OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Red Herring Prospectus/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 Red Herring Prospectus until the Bid/ Issue Closing Date.

#### **Material Contracts**

1. Issue Agreement dated January 11, 2024 between our Company and the Book Running Lead Manager to the Issue.
2. Registrar Agreement dated December 02, 2023 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated April 19, 2024 among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated March 19, 2024 between our Company, Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated March 19, 2024 between our Company, Book Running Lead Manager and Underwriter.
6. Tripartite Agreement dated October 09, 2023 among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated October 06, 2023 among NDSL, the Company and the Registrar to the Issue.
8. Syndicate Agreement dated April 19, 2024 among the Company, BRLM, Registrar and Syndicate Member.

#### **Material Documents**

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated March 19, 2010 issued by the Registrar of Companies, Bangalore
3. Fresh Certificate of Incorporation dated October 12, 2023 issued by the Registrar of Companies, Bangalore consequent upon conversion from private company to public company.
4. Copy of the Board Resolution dated January 10, 2024 authorizing the Issue and other related matters.
5. Copy of Shareholder's Resolution dated January 10, 2024 authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the financial year ended March 31, 2023, 2022, 2021 and for the period ended October 31, 2023..
7. Statutory Auditors Report dated January 10, 2024 on the Consolidated Restated Financial Statements for the financial years ended March 31, 2023, 2022, 2021 and for the period ended October 31, 2023.
8. Copy of the Statement of Special Tax Benefits dated January 23, 2024 from the Statutory Auditor.
9. Certificate on Key Performance Indicators (KPI's) issued by Statutory Auditor dated January 20, 2024 and April 19, 2024.
10. Consents of the Book Running Lead Manager to the Issue, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Banker to the Issue/ Sponsor Bank, Statutory Auditor of the Company, Bankers to our Company, Lenders, Directors, Promoters, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
11. Board Resolution dated January 25, 2024 for approval of Draft Red Herring Prospectus and dated April 22, 2024 for approval of Red Herring Prospectus and dated [●] for approval of Prospectus.
12. Due Diligence Certificate from Book Running Lead Manager dated April 22, 2024.
13. Approval from BSE vide letter dated April 19, 2024 to use the name of BSE in the Offer Document for listing of Equity Shares on the SME Platform of the BSE Limited.

## **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY**

Sd/-  
Mr. Mohammad Arif Abdul Gaffar Dor  
Managing Director  
DIN:02943466

Date: April 22, 2024  
Place: Bengaluru

## **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY**

Sd/-  
Mr. Khasim Sait  
Whole time Director  
DIN: 02943503

Date: April 22, 2024  
Place: Bengaluru

## **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY**

Sd/-  
Mr. Nuumaan Khasim  
Whole time Director and Chief Financial Officer  
DIN: 06752207

Date: April 22, 2024 Place: Bengaluru

## **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY**

Sd/-  
Mr. Afzal Hussain  
Whole time Director and Chief Executive officer  
DIN: 07522387

Date: April 22, 2024 Place: Bengaluru



## **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY**

Sd/-  
Mr. Syed Azeem  
Whole time Director and Chief Operating Officer  
DIN: 07532528

Date: April 22, 2024 Place: Bengaluru

## **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY**

Sd/-  
Mr. Hanif A Khatri  
Whole time Director and Chairman  
DIN: 06396115

Date: April 22, 2024  
Place: Bengaluru

## **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY**

Sd/-  
Mr. Arthur Denzlin Hirehallur Girishappa  
Independent Director  
DIN: 03518445

Date: April 22, 2024  
Place: Bengaluru

## **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY**

Sd/-  
Mr. Fayaz Gangjee  
Independent Director  
DIN: 00514103

Date: April 22, 2024  
Place: Bengaluru

## **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY**

Sd/-

Mr. R Sreenivasan  
Independent Director  
DIN: 00034190

Date: April 22, 2024  
Place: Bengaluru

## **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY**

Sd/-  
Ms. Japna Chaudhary  
Independent Director  
DIN: 06571320

Date: April 22, 2024  
Place: Bengaluru

## **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY**

Sd/-  
Ms. Theja Raju  
Company Secretary and Compliance Officer

Date: April 22, 2024  
Place: Bengaluru