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**SHREENATH PAPER PRODUCTS LIMITED**  
Corporate Identity Number: U21098MH2011PLC222833

REGISTERED OFFICE		CORPORATE OFFICE	CONTACT PERSON		EMAIL
Shop no. 5, Plot no.136, N-1, Masco Corner Api Road, Cidco, Aurangabad, Maharashtra, India, 431003		NA	Neetika Sakla Company Secretary and Compliance Officer		<a href="mailto:info@shreenathpaper.com">info@shreenathpaper.com</a>
TELEPHONE / MOBILE NO.			WEBSITE		
+91 0240-2489888			<a href="http://www.shreenathpaper.com">www.shreenathpaper.com</a>		
THE PROMOTERS OF OUR COMPANY ARE ALOK PAREKH, RONAK PAREKH, NAVNEETDAS PAREKH, HASUMATI NAVNEETDAS PAREKH, HARISH PAREKH, HASUMATI HARISH PAREKH, NEHA PAREKH & SAYALI PAREKH					
Type	Fresh Issue Size	OFS size (by no. of shares or by amount in Rs)	Total Issue Size	Eligibility	
Fresh Issue	53,10,000 Equity Shares at the offer price of ₹44.00 each of aggregating to ₹2336.40 Lakhs	NA	₹ 2336.40 Lakhs	The Issue is being made pursuant to Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations. As the Company's post issue paid up capital is more than ten crore rupees and upto ₹2500.00 Lakhs.	
DETAILS OF OFFER FOR SALE BY PROMOTER(S)/ PROMOTER GROUP/ OTHER SELLING SHAREHOLDERS – NA					
RISK IN RELATION TO THE FIRST ISSUE					
This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is Rs. 10/- each and the Issue Price is 4.4 times of the face value of the Equity Shares. The Issue Price determined and justified by our Company in consultation with the Lead Manager as stated in "Basis for Issue Price" on page 78 of this 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 or regarding the price at which the Equity Shares will be traded after listing.					
GENERAL RISKS					
Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Offer 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 Offer, including the risks involved. The Equity Shares offered in the Offer have neither been recommended nor approved by Securities and Exchange Board of India ("SEBI") nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the chapter titled "Risk Factors" beginning on page 22 of this Prospectus.					
COMPANY'S ABSOLUTE RESPONSIBILITY					
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.					
LISTING					
The Equity Shares offered through this Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME"), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle approval letter dated August 05, 2024 from SME Platform of BSE Limited					
LEAD MANAGER TO THE ISSUE			REGISTRAR TO THE ISSUE		
					
<b>GALACTICO CORPORATE SERVICES LIMITED</b> Office No. 701, G-Square Business Park, Plot No. 25 & 26, Sec-30, Opp. Sanpada Rly. Stn., Vashi, Navi Mumbai – 400703. Tel No.: +91 9082851107/ +91 9773331666 E-mail: <a href="mailto:imran.gm@galacticocorp.com">imran.gm@galacticocorp.com</a> Website: <a href="http://www.galacticocorp.com">www.galacticocorp.com</a> Contact Person: Imran G Mundhi/ Rohit S Joisar SEBI Registration Number: INM000012519 Investor Grievance E-Mail: <a href="mailto:imran.gm@galacticocorp.com">imran.gm@galacticocorp.com</a>			<b>BIGSHARE SERVICES PRIVATE LIMITED</b> S6-2, 6 <sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India Tel No.: +91 022 6263 8200 Fax No: +91 22 6263 8299 Email Id: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> Contact Person: Vinayak Morbale Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> SEBI Registration No.: INR000001385 Investor Grievance E-Mail: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a>		
ISSUE PROGRAMME					
ISSUE OPENES ON: FEBRUARY 25, 2025; TUESDAY			ISSUE CLOSES ON: FEBRUARY 28, 2025; FRIDAY		



**SHREENATH PAPER PRODUCTS LIMITED**

Our Company was originally incorporated as a private company in the name and style of “Shreenath Paper Products Private Limited” under the Companies Act, 1956 vide certificate of incorporation dated October 10, 2011 issued by Registrar of Companies, Maharashtra, Mumbai. Thereafter, pursuant to a resolution passed by its Shareholders in the extraordinary general meeting held on December 30, 2011, the business of M/s. Shrinath Papers, a proprietorship concern was taken over as per the terms of the MoU dated December 09, 2011. Subsequently, our Company was converted into a public limited company, pursuant to the special resolution passed by the Shareholders of our Company at the Extraordinary General Meeting of our members held on March 21, 2023, and consequently upon conversion, the name of our Company was changed to “Shreenath Paper Products Limited”, vide a fresh certificate of incorporation dated April 20, 2023 issued by Registrar of Companies, Mumbai.

**Registered Office:** Shop no. 5, Plot no.136, N-1, Masco Corner Api Road, Cidco, Aurangabad, Maharashtra, India, 431003.

**Tel No.:** +91 0240-2489888; **Email:** [info@shreenathpaper.com](mailto:info@shreenathpaper.com); **Website:** [www.shreenathpaper.com](http://www.shreenathpaper.com)

**Contact Person:** Neetika Sakla, Company Secretary & Compliance Officer

**OUR PROMOTERS: ALOK PAREKH, RONAK PAREKH, NAVNEETDAS PAREKH, HASUMATI NAVNEETDAS PAREKH, HARISH PAREKH, HASUMATI HARISH PAREKH, NEHA PAREKH & SAYALI PAREKH**

<b>THE ISSUE</b>	
<p>INITIAL PUBLIC ISSUE* OF 53,10,000 EQUITY SHARES OF FACE VALUE ₹ 10/- EACH (“EQUITY SHARES”) OF SHREENATH PAPER PRODUCTS LIMITED (“OUR COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ 44 PER EQUITY SHARE (INCLUDING A SECURITIES PREMIUM OF ₹ 34 PER EQUITY SHARE) (“ISSUE PRICE”), AGGREGATING UP TO ₹ 2336.40 LAKHS (THE “ISSUE”), 2,82,000 EQUITY SHARES AGGREGATING TO ₹ 124.08 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”), THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 50,28,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT AN ISSUE PRICE OF ₹ 44 PER EQUITY SHARE AGGREGATING TO ₹ 2,212.32 LAKHS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.02 % AND 25.58 % RESPECTIVELY OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 218 OF THIS PROSPECTUS.</p> <p><i>*Subject to finalization of basis of allotment</i></p>	
<b>THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS 4.4 TIMES OF THE FACE VALUE</b>	
<p>In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post - Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage</p>	
<b>ELIGIBLE INVESTORS</b>	
<p>All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of the irrespective bank accounts and / or UPI IDs, in case of RIIs, if applicable, 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 228 of this Prospectus. A copy of the Prospectus will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.</p>	
<b>RISK IN RELATION TO THE FIRST ISSUE</b>	
<p>This being the first public issue of Equity Shares by our Company, there has been no formal market for the Equity Shares of our Company. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under “Basis for Issue Price” beginning on page 78 of this 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 and/or sustained trading in the Equity Shares 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 Offer 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 Offer, including the risks involved. The Equity Shares offered in the Offer 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 Prospectus. Specific attention of the investors is invited to the chapter titled “Risk Factors” beginning on page 22 of this Prospectus.</p>	
<b>COMPANY’S ABSOLUTE RESPONSIBILITY</b>	
<p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regards to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect</p>	
<b>LISTING</b>	
<p>The Equity Shares offered through this Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE SME”), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle approval letter dated August 05, 2024. For the purpose of the Issue, the Stock Exchange will be BSE Limited.</p>	
<b>LEAD MANAGER TO THE ISSUE</b>	<b>REGISTRAR TO THE ISSUE</b>
	
<p><b>GALACTICO CORPORATE SERVICES LIMITED</b> Office No. 701, G-Square Business Park, Plot No. 25 &amp; 26, Sec-30, Opp. Sanpada Rly. Stn., Vashi, Navi Mumbai – 400703. <b>Tel No.:</b> +91 9082851107/ +91 9773331666 <b>E-mail:</b> <a href="mailto:imran.gm@galacticocorp.com">imran.gm@galacticocorp.com</a> <b>Website:</b> <a href="http://www.galacticocorp.com">www.galacticocorp.com</a> <b>Contact Person:</b> Imran G Mundhi/ Rohit S Joisar <b>SEBI Registration Number:</b> INM000012519 <b>Investor Grievance E-Mail:</b> <a href="mailto:imran.gm@galacticocorp.com">imran.gm@galacticocorp.com</a></p>	<p><b>BIGSHARE SERVICES PRIVATE LIMITED</b> S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India <b>Tel No.:</b> +91 022 6263 8200 <b>Fax No:</b> +91 22 6263 8299 <b>Email Id:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Contact Person:</b> Vinayak Morbale <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>SEBI Registration No.:</b> INR000001385 <b>Investor Grievance E-Mail:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a></p>
<b>ISSUE PROGRAMME</b>	
<b>ISSUE OPENES ON:</b>	<b>FEBRUARY 25, 2025; TUESDAY</b>
<b>ISSUE CLOSES ON:</b>	<b>FEBRUARY 28, 2025; FRIDAY</b>

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## SECTION - I – GENERAL

### DEFINITION AND ABBREVIATIONS

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

The words and expressions used in this Prospectus, but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under SEBI ICDR Regulations 2018, the Companies Act, 2013, the Securities Contracts Regulation Act, 1956 (“SCRA”), the Depositories Act, and the rules and regulations made thereunder. If there is any inconsistency between the definitions given below and the definitions contained in the General Information Document (defined hereinafter), the following definitions shall prevail.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “**Industry Overview**”, “**Key Industry Regulations and Policies**”, “**Statement of Tax Benefits**”, “**Restated Financial Statement**”, “**Outstanding Litigations and Material Developments**”, and “**Main Provision of Articles of Association**” beginning on pages 89, 114, 84, 143, 201 and 258 respectively of this Prospectus, shall have the meanings ascribed to such terms in the respective chapters.

#### GENERAL TERMS

Term	Description
“the Company”/ “our Company”/ “Issuer” / “Shreenath Paper Products Limited”	Shreenath Paper Products Limited, a public limited company incorporated under the Companies Act, 1956 and having its registered office at Shop no. 5, Plot no.136, N-1, Masco Corner Api Road, Cidco, Aurangabad, Maharashtra, India, 431003
“we”/ “us” / “our”	Unless the context otherwise indicates or implies refers to our Company.
“you”/ “your”/ “yours”	Prospective investors in this Issue.

#### COMPANY RELATED AND CONVENTIONAL TERMS

Term	Description
“AOA” / “Articles” / “Articles of Association”	The articles of association of our Company, as amended
“Audit Committee”	The Audit Committee of our Board, as described in the chapter titled “ <b>Our Management</b> ” beginning on page 120 of this Prospectus.
“Auditors”/ “Statutory Auditors” / “Peer Review Auditor”	The statutory auditor of our Company, being M/s. S. H. Dama & Associates, Chartered Accountants bearing Firm Registration No. 125932W and Peer Review Number: 015164.
“Board” / “Board of Directors”	The Board of Directors of our Company, or a duly constituted committee thereof. For details, see “ <b>Our Management</b> ” beginning on page 120 of this Prospectus.
“Chairperson and Managing Director”	The Chairman/ Chairperson and Managing Director of our Company being Alok Parekh. For further details, please see “ <b>Our Management- Board of Directors</b> ” on page 120
“Company Secretary and Compliance Officer”	The Company Secretary and Compliance Officer of our Company, being Neetika Sakla.
“Chief Financial Officer”/ “CFO”	The Chief Financial Officer of our Company, being Navneetdas Parekh. For further details, please see “ <b>Our Management- Key Managerial Personnel of our Company</b> ” on page 120.
“Chief Executive Officer”/ “CEO”	The Chief Executive Officer of our Company, being Ronak Parekh. For further details, please see “ <b>Our Management- Key Managerial Personnel of our Company</b> ” on page 120.
“Corporate Identification Number”	U21098MH2011PLC222833
Committee(s)	Duly constituted committee(s) of our Board of Directors
“Director(s)”	The director(s) on the Board of our Company as described in “ <b>Our Management</b> ” beginning on page 120 of this Prospectus.
“Equity Shares”/ “Shares”	The Equity Shares of our Company having face value of ₹10.00/- each, fully paid up, unless otherwise specified in the context thereof.
“Equity Shareholders” / “Shareholders”	Persons /entities holding Equity Shares of our Company, from time to time.



Term	Description
“Group Companies”	Companies (other than our Corporate Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards and also other companies as considered material by our Company, and as disclosed in the chapter titled “ <i>Our Group Companies</i> ” beginning on page 141 of this Prospectus.
“Independent Director”	Independent directors on the Board, who are eligible to be appointed as an independent director under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, please refer to the chapter titled “ <i>Our Management</i> ” beginning on page 120 of this Prospectus.
“ISIN”	International Securities Identification Number is INE0RXS01018.
“Key Managerial Personnel” / “KMP”	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013. For details, please refer to the chapter titled “ <i>Our Management</i> ” beginning on page 120 of this Prospectus.
“Materiality Policy”	The policy adopted by our Board on November 28, 2023 for identification of group companies of our Company, outstanding litigation and outstanding dues to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations.
“MOA” / “Memorandum of Association”	The Memorandum of Association of our Company, as amended from time to time.
“Nomination & Remuneration Committee”	The nomination and remuneration committee of our Board described in the chapter titled “ <i>Our Management</i> ” beginning on page 120 of this Prospectus.
“NRIs” / “Non-Resident Indian”	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
“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.
“Promoters”	The promoters of our Company, namely Alok Parekh, Ronak Parekh, Navneetdas Parekh, Hasumati Navneetdas Parekh, Harish Parekh, Hasumati Harish Parekh, Neha Parekh and Sayali Parekh. For further details, please see “ <i>Our Promoters and Promoter Group</i> ” on page 134.
“Promoter Group”	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, and as disclosed in “ <i>Our Promoters and Promoter Group</i> ” on page 134.
“Registered Office”	The registered office of our Company, situated at Shop no. 5, Plot no.136, N-1, Masco Corner Api Road, Cidco, Aurangabad, Maharashtra, India, 431003.
“Registrar of Companies” / “ROC”	Registrar of Companies, Mumbai.
“Restated Financial Information” or “Restated Financial Statements”	The Restated Audited Standalone Financial Statements of our Company for the nine months period ended December 31, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 which comprises of the restated balance sheet, restated statement of profit and loss and the restated cash flow statement, together with the annexures and notes thereto disclosed in the chapter titled “ <i>Restated Financial Information</i> ” beginning on page 143 of this Prospectus.
“Senior Management Personnel / SMP”	Senior Management Personnel of our Company in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as described in “ <i>Our Management</i> ” on page 120 of this Prospectus.
Shareholders/ Members	Holders of equity shares of our Company from time to time
“Stakeholders’ Relationship Committee”	The stakeholders’ relationship committee of the Board of Directors constituted in accordance with Section 178(5) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and described in the chapter titled “ <i>Our Management</i> ” beginning on page 120 of this Prospectus.
Whole-time Director	The whole-time directors of our Company, namely, Ronak Parekh. For further details, please see “ <i>Our Management- Board of Directors</i> ” on page 120.

## ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf, which is appended to the Application Forms.
Acknowledgement Slip	The acknowledgement slips or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot / Allotment / Allotted / Allotment of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allottee(s)	A successful Applicant to whom the Equity Shares are being allotted.
Allotment Advice	Note or advice or intimation of Allotment sent to each successful applicant who have been or are to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Allotment Date	Date on which the Allotment is made.
Applicant/ Investor	Any prospective investor who makes an application for Equity Shares of our Company in terms of the Prospectus. All the applicants should make application through ASBA only.
Application Lot	3000 Equity Shares and in multiples thereof.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Prospectus.
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by applicants to make an application and authorize an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include applications made by UPI Applicant using the UPI Mechanism, where the Application Amount shall be blocked upon acceptance of UPI Mandate Request by UPI Applicant using UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by applicant for blocking the application Amount mentioned in the ASBA Form and includes the account of an UPI Applicant which is blocked upon acceptance of a UPI Mandate Request made by the RIIs using the UPI Mechanism.
ASBA Applicant(s)	Any prospective investors in the Issue who intend to submit the Application through the ASBA process.
ASBA Form /Application Form	An application form, whether physical or electronic, used by ASBA Applicant which will be considered as the application for Allotment in terms of the Prospectus.
Bankers to the Company	The Hongkong and Shanghai Banking Corporation Limited and Kotak Mahindra Bank Limited
Banker to the Issue / Refund Banker / Public Issue Bank	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account and Refund Account will be opened and in this case being Axis Bank Limited.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, described in " <i>Issue Procedure</i> " on page 228 of this Prospectus.
Business Day	Any day on which commercial banks are open for the business.
CAN /Confirmation of Allocation Note	A note or advice or intimation sent to Investors, who have been allotted the Equity Shares, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number of the Applicant's Beneficiary Account.
Collection Centers	Broker Centers notified by BSE Limited where Applicant can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers, are available on the website of the BSE Limited.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations (in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI) as per the list available on the website of the Stock Exchange.
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Bidders with the Registrar to the Issue and SME Platform of BSE Limited and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicant such as their address, PAN, occupation,

Term	Description
	bank account details and UPI ID (as applicable).
Depositories	National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) or any other Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depository Participant/DP	A depository participant registered with SEBI under the Depositories Act.
Designated CDP Locations	Such centres of the CDPs where applicant can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the website of BSE Limited.
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 Prospectus, following which the Board may Allot Equity Shares to successful Bidders in the Issue.
Designated Intermediaries	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.
Designated Market Maker	Pure Broking Private Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
Designated RTA Locations	Such locations of the RTAs where applicant can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the BSE Limited.
Designated SCSB Branches	Such Branches of the SCSBs which shall collect the ASBA Forms used by the applicant, a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>
Designated Stock Exchange	SME Platform of BSE Limited (“BSE SME”)
Draft Prospectus	The Draft Prospectus dated April 30, 2024 issued in accordance with the SEBI ICDR Regulations.
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 ASBA Form and the Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation to participate in the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to Equity Shares issued thereby, and who have opened dematerialized accounts with SEBI registered qualified depository participants, and are deemed as FPIs under SEBI FPI Regulations.
Escrow Account(s)	Account opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Applicant Amount.
Escrow Agreement	An agreement to be entered among our Company, the Registrar to the Issue, the Escrow Collection Bank(s), Refund Bank(s) and the Lead Manager for the collection of Application Amounts and where applicable, for remitting refunds, on the terms and conditions thereof.
Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Accounts will be opened, in this case being Axis Bank Limited .
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Applicant	Applicant whose name appears first in the Application Form in case of a joint application form and whose name shall also appear as the first holder of the beneficiary account held in joint names or in any revisions thereof.
Foreign Portfolio Investor /	Foreign Portfolio Investor as defined under SEBI FPI Regulations.

Term	Description
FPIs	
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)
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, notified by SEBI.
Issue / Issue Size / Public Issue / IPO	Initial Public Issue of 53,10,000 Equity Shares of face value of ₹10.00 each of our Company for cash at a price of ₹ 44 per Equity Share (including a share premium of ₹ 34 per Equity Share) aggregating up to ₹ 2,336.40 Lakhs.
Issue Agreement	The agreement dated December 05, 2024 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which the Issue closes for subscription.
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date (inclusive of such date and the Issue Opening Date) during which prospective bidders can submit their Application Forms, inclusive of any revision thereof. Provided however that the applications shall be kept open for a minimum of three (3) Working Days for all categories of bidders. Our Company, in consultation with the Lead Manager, may decide to close applications by QIBs one (1) day prior to the Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Issue Opening Date was published.
Issue Price	₹ 44 per Equity Share
Issue Proceeds	The proceeds from the Issue based on the total number of equity shares allotted under the issue.
Lead Manager/ LM	The Lead Manager to the Issue namely, Galactico Corporate Services Limited.
Listing Agreement	The Listing Agreement to be signed between our Company and SME Platform of BSE Limited (“BSE SME”)
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Making Agreement	The Market Making Agreement dated December 11, 2024 between our Company, the Lead Manager and Market Maker.
Market Maker Reservation Portion	The reserved portion of 2,82,000 Equity Shares of face value of ₹. 10.00/- each fully paid-up for cash at a price of ₹ 44/- per Equity Share aggregating to ₹ 124.08 Lakhs for the Market Maker in this Issue.
MSME	Micro Small and Medium Enterprises.
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 50,28,000 Equity Shares of face value ₹10.00/- each fully paid-up of our Company for cash at a price of ₹ 44/- per Equity Share aggregating up to ₹ 2,212.32 Lakhs.
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer to chapter titled “ <i>Objects of the Issue</i> ” on page 70 of this Prospectus.
Non-Institutional Bidders / Non-Institutional Investor / NIB/ NII	All Applicants (including Eligible NRIs), who are not QIBs or Retail Individual Bidders and who have applied for Equity Shares for an amount of more than ₹ 2,00,000.
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FV CIs registered with SEBI.
Public Issue Account	The account to be opened with the Banker to the Issue under section 40 of Companies Act, 2013 to received monies from the ASBA Accounts.
QIBs or Qualified Institutional Buyers	Qualified Institutional Buyers as defined under Regulation 2 (1) (ss) of SEBI ICDR Regulations.
Refund Account	Account to which Application monies are to be refunded to the Bidders
Refund through electronic transfer of funds	Refunds through NECS, NEFT, direct credit, NACH or RTGS, as applicable.
Refund Bank / Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being Axis Bank Limited .

<b>Term</b>	<b>Description</b>
Registered Brokers	Stock brokers registered with SEBI as trading members (except Syndicate/sub-Syndicate Members) who hold valid membership of BSE Limited having right to trade in stocks listed on Stock Exchange and eligible to procure Application Forms in terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012.
Registrar Agreement	The agreement dated December 05, 2024 entered between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar to the Issue/Registrar	Registrar to the Issue being Bigshare Services Private Limited.
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Revision Form	The form used by the Applicant, to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s) QIB Applicant and Non-Institutional Applicant are not allowed to lower their Application Forms (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Bidders can revise their Application Forms during the Issue Period and withdraw their Application Forms until Issue Closing Date.
SME	Small and medium sized enterprises.
Self-Certified Syndicate Bank(s) / SCSBs	The list of SCSBs notified by SEBI for the ASBA process is available at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://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. A list of the Designated SCSB Branches with which an ASBA Investors (other than a UPI Applicant using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Application Forms, is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> , or at such other websites as may be prescribed by SEBI from time to time In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> ) respectively, as updated from time to time.
Sponsor Bank	Sponsor Bank being Axis Bank Limited being a Banker to the Issue, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Applicant using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars.
Specified Locations	Bidding Centres where the Syndicate shall accept Application Forms.
Stock Exchanges	SME platform of BSE Limited (BSE SME).
TRS / Transaction Registration Slip	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form.
Underwriters	Underwriters being Galactico Corporate Services Limited
Underwriting Agreement	The Agreement dated December 09, 2024 entered between the Underwriters and our Company.
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Applicant	Collectively, individual investors applying as (i) Retail Individual Bidders, in the Retail Portion, and (ii) Non-Institutional Bidders with an application size of up to ₹500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers,



Term	Description
	Collecting Depository Participants and Registrar and Share Transfer Agents.  Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹500,000 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 Circulars	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/ dated March 16, 2021 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2024/0154 dated November 11, 2024, along with (i) the circulars issued by BSE having reference no. 20220722-30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022; and any subsequent circulars or notifications issued by SEBI or BSE in this regard
UPI ID	ID Created on the UPI for single-window mobile payment system developed by NPCI.
UPI PIN	Password to authenticate UPI transaction.
UPI Mandate Request	A request (intimating the RIIs by way of a notification on the UPI application and by way of a SMS directing the RIIs to such UPI mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to application Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The mechanism to make application that may be used by UPI Applicant in accordance with the UPI Circulars to make an ASBA Bid in the Issue.
U.S Securities Act	U.S Securities Act of 1933, as amended.
Wilful Defaulter or fraudulent Borrower	Wilful defaulter or fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI (ICDR) Regulations.
Working Days	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) Bid/Offer Period, “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

#### TECHNICAL /GENERAL AND INDUSTRY RELATED TERMS OR ABBREVIATIONS

Term	Description
AIFs	Alternative Investment Funds
AAAY	Antodaya Ann Yojna
ACC	Advanced Chemistry Cell
AIDef	AI In Defence
AI	Artificial Intelligence
ATM	Automated Teller Machine
BOT	Build-Operate-Transfer
BGs	Bank Guarantees
BSNL	Bharat Sanchar Nigam Limited



Term	Description
CPI	Consumer Price Index
CAZRI	Central Arid Zone Research Institute
CGSS	Credit Guarantee Scheme For Start-Ups
C2S	Coated Two Sides
C1S	Coating On Only One Side
CEPA	India-Uae Comprehensive Partnership Agreement
CCK	Clay Coated Kraft
COBB	Amount Of Water Absorbed
DII	Domestic Institutional Investors
DoS	Department Of Space
(DNTs) (SEED)	Scheme For Economic Empowerment Of Denotified / Nomadic / Seminomadic Tribal Communities
DPA	Deendayal Port Authority
DPIIT	Department For Promotion Of Industry And Internal Trade
DGCI&S	Directorate General Of Commercial Intelligence & Statistics
ETPs	Effluent Treatment Plant
FII	Foreign Institutional Investors
FPI	Foreign Portfolio Investors
FTAs	Free Trade Agreements
FDA	Food And Drug Administration
FMCG	Fast-Moving Consumer Goods
GDP	Gross Domestic Product
GST	Goods And Services Tax
GSM	Grams Per Square Meter
G-secs	Government Securities
HFIs	High-Frequency Indicators
IIP	Index Of Industrial Production
ICAR	Indian Council Of Agricultural Research
IISR	Indian Institute Of Spices Research
IPMA	Indian Paper Manufacturers Association
IndAus ECTA	India-Australia Economic Cooperation And Trade Agreement
IDRCL	India Debt Resolution Co. Ltd
LMT	Lakh Metric Tonnes
MG	Machine Glazed
MFP	Mega Food Parks
MT	Metric Tonne
MoSPI	Ministry Of Statistics & Programme Implementation
NCR	No Carbon Required
NARCL	National Asset Reconstruction Company Ltd
NaBFID	National Bank For Financing Infrastructure And Development
NABARD	National Bank For Agriculture And Rural Development
NMEEE	National Mission For Enhanced Energy Efficiency
PAT	Perform Accomplish Trade
POS	Point Of Sale
PSA	Pressure-Sensitive Adhesive
PLI	Productivity Linked Incentive
PPP	Public-Private Partnership
PM-DevINE	Prime Minister's Development Initiative For North-East Region
PHH	Primary Household
PMGKAY	Pradhan Mantri Garib Kalyan Ann Yojana
RBI	Reserve Bank Of India
SDLs	State Development Loans
SEZ	Special Economic Zone
SRM	Supplier Relationship Management
SCM	Supply Chain Management
SPI	Strengthening Of Pharmaceutical Industry
SEBI	Securities And Exchange Board Of India
TD	Titanium Dioxide

Term	Description
TTDF	Telecom Technology Development Fund
USOF	Universal Service Obligation Fund
UV	Ultraviolet
YoY	Year-Over-Year

#### CONVENTIONAL TERMS & ABBREVIATIONS

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Bn	Billion
BSE	BSE Limited
BSE SME	SME platform of BSE
CAGR	Compounded Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2016, as amended
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CGST	Central GST
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
COPRA	The Consumer Protection Act, 1986
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The current consolidated FDI Policy, effective from October 15, 2020 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
Contract Act	The Indian Contract Act, 1872
Covid-19	The novel coronavirus disease which was declared as a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020, by the World Health Organisation.
CSR	Corporate Social Responsibility
CY	Calendar Year
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP	Depository Participant
DP ID	Depository Participant's identity number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
Electricity Act	The Electricity Act, 2003
EPFO	Employees' Provident Fund Organization
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	The Employees' State Insurance Act, 1948
ESIC	Employee State Insurance Corporation

<b>Term</b>	<b>Description</b>
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investment
FEMA Act/ FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and amendments thereto
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations
Financial Year / Fiscal Year / FY	Unless stated otherwise, the period of twelve (12) months ending March 31 of that particular year
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GOI/Government	Government of India
Gratuity Act	The Payment of Gratuity Act, 1972
GST Act	The Central Goods and Services Tax Act, 2017
GST	Goods and Services Tax
GSTIN	GST Identification Number
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
IBEF	India Brand Equity Foundation
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IEC	Import Export Code
IEM	Industrial Entrepreneurs Memorandum
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
Rs. / Rupees / INR / Rs. / ₹	Indian Rupees
IGST	Integrated GST
IT Act	Income-tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Offering
KMP	Key Managerial Personnel
Ltd.	Limited
LM	Lead Manager
IT Act	Income-tax Act, 1961
IT Rules	Income Tax Rules, 1962
Kms	Kilometers
LC	Letter of Credit
LIBOR	London Interbank Offered Rate
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal cost of funds-based lending rate
Mn	Million
Mutual Fund(s)	Mutual Fund(s) means mutual funds registered under SEBI (Mutual Funds) Regulations, 1996
MOU	Memorandum of Understanding
N.A. / NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NR	Non-resident

<b>Term</b>	<b>Description</b>
NRE Account	Non-Resident External Account
NRI	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NSE EMERGE	EMERGE Platform of National Stock Exchange of India Limited
P.A.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
RBI	Reserve Bank of India
RONW	Return on Net Worth
ROCE	Return on Capital Employed
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEZ	Special Economic Zones
SEBI	The Securities and Exchange Board of India constituted under SEBI Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
SEBI Takeover Regulations/ SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Sq. mts	Square Meters
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TPA	Tonnes Per Annum
VCFs	Venture capital funds as defined in and registered with SEBI under SEBI VCF Regulations or SEBI AIF Regulations, as the case may be
WCTL	Working Capital Term Loan
WEO	World Economic Outlook
WHO	World Health Organization
YoY	Year on Year

## FORWARD-LOOKING STATEMENTS

This 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 statements contained in the Prospectus that are not statements of historical facts constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in the Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

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. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- Cyclical demand of paper
- Our Company’s ability to successfully implement its strategy, its growth and expansion plans and technological changes;
- Fluctuating prices of papers
- Ability to obtain financing to expand our business;
- Inability to generate sufficient cash flow or secure sufficient credit to simultaneously fund our operations, finance capital expenditures, and satisfy other obligations;
- Increasing competition in the industry
- Factors affecting the industry
- Anticipate and respond to technological advances, new standards and changing consumer preferences
- General political economic and business conditions in India and other countries;
- Performance of the Indian debt and equity markets;
- Our exposure to market risks;
- Occurrence of natural calamities or natural disasters affecting the areas in which our Company has operations;
- Changes in laws and regulations that apply to companies in India; and
- Changes in the foreign exchange control regulations in India.

For further discussion of factors that could cause the actual results to differ from the expectations, see the chapter titled “*Risk Factors*” and chapter titled “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 22, 97 and 182 of this Prospectus, respectively. By their nature, certain market risk disclosures are only estimating 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.

Forward-looking statements reflect the current views as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes 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. None of our Company, the Directors, the Lead Manager, or 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. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

All references in this Prospectus to 'India' are to the Republic of India and its territories and possessions and all references herein to the 'Government', 'Indian Government', 'GOI', 'Central Government' or the 'State Government' are to the GOI, central or state, as applicable. All references in the Prospectus to the "U.S.", "USA" or "United States" are to the United States of America.

Unless otherwise specified, any time mentioned in this Prospectus is in Indian Standard Time ("IST").

Unless indicated otherwise, all references to a year in this Prospectus are to a calendar year.

Unless stated otherwise, throughout this Prospectus, all figures have been expressed in Rupees and Lakh.

Unless stated otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus.

In this Prospectus, the terms "we", "us", "our", unless the context otherwise indicates or implies, refers to our Company.

### Financial Data

Unless stated otherwise, the financial data in the Prospectus is derived from the Restated Financial Statements of our Company for the nine months period ended December 31, 2024, Financial Years ended March 31, 2024, March 31, 2023, and 2022 respectively prepared in accordance with Indian GAAP, the Companies Act, and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP and Guidance Note on "*Reports in Company Prospectus*", as amended issued by ICAI, as stated in the report of our Statutory and Peer Reviewed Auditor, as set out in the chapter titled "*Restated Financial Statements*" beginning on page 143 of this Prospectus.

Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year.

In the Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. Further, any figures sourced from third party industry sources may be rounded off to other than to the second decimal to conform to their respective sources.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. The degree to which the financial information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the chapters titled "*Risk Factors*", "*Business Overview*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 22, 97 and 182, respectively, of this Prospectus and elsewhere in the Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

### Currency and units of presentation

In the Prospectus, unless the context otherwise requires, all references to;

- a. 'Rupees' or 'Rs.' or 'INR' or "₹" are to Indian rupees, the official currency of the Republic of India.
- b. 'US Dollars' or 'US\$' or 'USD' or '\$' are to United States Dollars, the official currency of the United States of America, EURO or "€" are Euro currency,

All references to the word 'Lakh' or 'Lac', means 'One hundred thousand' and the word 'Million' means 'Ten lakhs' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million'.

In this 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 Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

### Industry and Market Data

Unless stated otherwise, industry data used throughout the Prospectus has been obtained or derived from industry and government publications, publicly available information and sources.



Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Prospectus is reliable, it has not been independently verified by the Lead Manager or any of their affiliates or advisors. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. 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 and assumptions that may prove to be incorrect. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” beginning on page 22. Accordingly, investment decisions should not be based solely on such information.

Further, the extent to which the industry and market data presented in the Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

### Exchange Rates

This Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency#	For the nine months stub period ended as on December 31, 2024 <sup>(1)</sup>	As on March 31, 2024* <sup>(1)</sup>	As on March 31, 2023 <sup>(1)</sup>	As on March 31, 2022 <sup>(1)</sup>
1 USD	85.62	83.36	82.22	75.81

Source: [www.fbil.org.in](http://www.fbil.org.in)

<sup>(1)</sup> \*Data not available as on March 31, 2024 on account of being a non-trading day; Exchange rate as on April 2, 2024 considered. All figures are rounded up to two decimals

### NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED STATES

The Equity Shares have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in “offshore transactions”, as defined in, and in reliance on Regulation S.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

## SUMMARY OF ISSUE DOCUMENT

The following is a general summary of the terms of the Issue and is not exhaustive, nor does it purport to contain a summary of the disclosures in this Prospectus or all details relevant to prospective Investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Prospectus, including 'Risk Factors', 'The Issue', 'Capital Structure', 'Objects of the Offer', 'Industry Overview', 'Business Overview', 'Our Promoters and Promoter Group', 'Financial Information', 'Outstanding Litigation and Material Developments', 'Issue Procedure' and 'Main Provisions of Articles of Association' beginning on pages 22, 45, 58, 70, 89, 97, 134, 143, 201, 228 and 258 respectively of this Prospectus.

### SUMMARY OF BUSINESS

We are primarily engaged in the business of providing supply chain solution to industries where paper forms a major part of their raw materials such as coating based paper, food grade paper, machine glazed paper, pressure sensitive adhesive paper. As our business, we understand the specific requirements of our client, curate the technical specifications based on the requirements, identify manufacturer who specialises in the products required, place order, test the sample, procure the material in the desired quantity and supply to our customers.

For more details, please refer chapter titled "*Business Overview*" on page 97 of this Prospectus.

### SUMMARY OF INDUSTRY

The paper and packaging sector in India is growing rapidly and has significant potential for future expansion. The growth in the sector is being driven by a surge in e-commerce, food processing, pharmaceuticals, FMCG, manufacturing industry and healthcare sector. Additionally, numerous government initiatives including 'Make in India' had positive impact on the packaging industry.

For more details, please refer chapter titled "*Industry Overview*" on page 89 of this Prospectus.

### PROMOTERS

The Promoters of our Company are Alok Parekh, Ronak Parekh, Navneetdas Parekh, Hasumati Navneetdas Parekh, Harish Parekh, Hasumati Harish Parekh, Neha Parekh and Sayali Parekh.

### ISSUE SIZE

The Issue size comprises of issuance of up to 53,10,000 Equity Shares of face value of Rs. 10.00/- each fully paid-up for cash at price of Rs. 44/- per Equity Share (including securities premium of Rs. 34/- per Equity Share) aggregating up to Rs. 2336.40 Lakhs. The Issue has been authorised by the Board of Directors vide a resolution passed at its meeting held on March 15, 2024 and approved by the shareholders of our Company vide a special resolution at the Extraordinary General Meeting held on March 18, 2024 pursuant to section 62(1)(c) of the Companies Act, 2013.

### OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects ("*Objects of the Issue*"):

Particulars	Amount to be funded from Net Proceeds (₹. in Lakhs)
Meeting incremental working capital requirements	1800.00
General Corporate Purposes	287.16
<b>Total</b>	<b>2,087.16</b>

\*The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the issue.

### PRE-ISSUE AND POST ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Particulars	Pre-Issue		Post-Issue	
	Number of Equity Shares	Percentage (%) holding	Number of Equity Shares	Percentage (%) holding
<b>Promoters (A)</b>				
Alok Parekh	17,36,090	12.10%	17,36,090	8.83%
Ronak Parekh	21,05,090	14.68%	21,05,090	10.71%
Navneetdas Parekh	14,27,390	9.95%	14,27,390	7.26%
Hasumati Navneetdas Parekh	38,70,000	26.98%	38,70,000	19.69%
Harish Parekh	21,76,190	15.17%	21,76,190	11.07%
Hasumati Harish Parekh	21,70,800	15.13%	21,70,800	11.04%

Neha Parekh	7,20,000	5.02%	7,20,000	3.66%
Sayali Parekh	1,38,600	0.97%	1,38,600	0.71%
<b>Total (A)</b>	<b>1,43,44,160</b>	<b>100.00%</b>	<b>1,43,44,160</b>	<b>72.98%</b>
<b>Promoter Group (B)</b>				
Alok Navneetdas Parekh HUF	10	0.00%	10	0.00%
Ronak Harish Parekh HUF	10	0.00%	10	0.00%
Navneetdas Vallabhdas Parekh HUF	10	0.00%	10	0.00%
Harish Dwarkadas Parekh HUF	10	0.00%	10	0.00%
<b>Total (B)</b>	<b>40</b>	<b>0.00%</b>	<b>40</b>	<b>0.00%</b>
<b>Total (A+B)</b>	<b>1,43,44,200</b>	<b>100.00%</b>	<b>1,43,44,200</b>	<b>72.98%</b>

## SUMMARY OF FINANCIAL INFORMATION

(₹ in lakhs)

Particulars	For the Financial Year ended			
	For the nine months period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Share Capital (₹. in Lakhs)	1,434.42	1,434.42	74.69	68.40
Net-worth (₹. in Lakhs)	2,133.77	1,893.25	1,054.20	565.41
Revenue (₹. in Lakhs)	7,704.05	18,584.83	20,443.77	13,597.83
Profit after Tax (₹. in Lakhs)	240.51	439.06	438.47	133.76
Earnings per share (Basic & diluted) (₹.)	1.68	3.07	3.07	0.94
Total borrowings (₹. in Lakhs)	3,136.87	2889.27	2,500.50	1,673.27

Notes:

1. Basic earnings per share (in ₹) = Restated profit for the year attributable to equity shareholders / weighted average number of Equity Shares.
2. Diluted earnings per share (in ₹) = Restated profit for the year attributable to equity shareholders / weighted average number of diluted Equity Shares.
3. Net worth represents the shareholders' funds and is computed as sum of share capital and reserves including share premium share application money and fair value change account net of debit balance in profit and loss account.
4. Net asset value per Equity Share (in ₹) = Restated net worth at the end of the year/period / Total number of equity shares outstanding at the end of the year/period.

## QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualification requiring adjustments by the Statutory Auditors.

## SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company is provided below:

(₹ in Lakhs)

Nature of Cases	Number of Cases	Total Amount Involved (in lakhs ₹)
<b>Proceedings against our Company</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	9	18.21
<b>Proceedings by our Company</b>		
Criminal	1	8.56
Civil	Nil	Nil
<b>Proceedings against our Directors</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	1	0.026
<b>Proceedings by our Directors</b>		

Nature of Cases	Number of Cases	Total Amount Involved (in lakhs ₹)
Criminal	Nil	Nil
Civil	Nil	Nil
<b>Proceedings against our Promoters</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	1	0.45
<b>Proceedings by our Promoters</b>		
Criminal	Nil	Nil
Civil	Nil	Nil

For further details, please refer chapter titled “*Outstanding Litigations & Material Developments*” beginning on page 201 of this Prospectus.

## RISK FACTORS

For details relating to risk factors, please refer chapter titled “*Risk Factors*” on page 22 of this Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

Our Company does not have contingent liabilities claims/ demands not acknowledged as debt as of nine months period ended December 31, 2024 and for the financial years ended March 31, 2024, 2023, and 2022.

For further details of our contingent liabilities, see “*Restated Financial Information*” on page 143 of this Prospectus.

## SUMMARY OF RELATED PARTY TRANSACTIONS

The details of related party transactions post considering eliminations as per AS 18 entered into by our Company as of nine months period ended December 31, 2024 and for the Financial Years ended March 31, 2024, 2023, 2022 and derived from the Restated Financial Information are as set out in the table below:

(₹ in lakhs)

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Directors' Remuneration</b>				
-Alok Parekh	20.25	27.00	30.00	30.00
-Navneetdas Parekh	-	10.00	11.50	9.00
-Harish Parekh	-	10.00	11.50	9.00
-Ronak Parekh	20.25	27.00	30.00	30.00
<b>Salaries Paid to Relative of KMP</b>				
-Harish Parekh	22.50	20.00	-	-
<b>Salaries Paid KMP</b>				
-Navneetdas Parekh	22.50	20.00		
-Neetika Sakla	1.08	0.96	-	-
<b>Lease</b>				
-Hasumati Navneetdas Parekh	2.32	3.09	3.09	3.09
-Navneetdas Parekh	1.80	2.40	2.40	2.40
-Ronak Parekh	1.80	2.40	2.40	2.40
<b>Loan Taken</b>				
-Hasumati Harish Parekh	-	8.75	-	-
-Hasumati Navneetdas Parekh	-	20.25	-	5.00
-Maheshchandra Parekh	15.00	-	5.00	10.00
-Amit Parekh	2.00	-	13.00	-
-Sayali Parekh	-	-	-	1.87
-Snehlata Nagar	-	5.00	10.00	15.00
-Alok Parekh HUF	-	1.50	-	2.00
-N V Parekh HUF	-	18.25	-	3.50
-Ronak Parekh HUF	-	17.50	-	25.00

-Parabhawati M Parekh	-	15.00	-	15.00
-Dwarkadas Parekh	-	-	1.60	-
-Dwarkadas G. Parekh (HUF)	-	-	-	-
-Harish D Parekh (HUF)	-	31.75	-	-
-Girdhar Gopal Nagar	10.00	5.00	10.00	15.00
-Neha Parekh	-	7.00	-	20.00
-Alok Parekh	-	-	200.00	-
-Ronak Parekh	-	-	200.00	-
-Harish Parekh	-	-	-	-
<b>Security Deposits Taken</b>				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	-	-	297.00	3.00
<b>Security Deposits Re-paid</b>				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	-	300.00	-	-
<b>Loan Repaid</b>				
-Hasumati Harish Parekh	-	-	17.15	15.15
-Hasumati Navneetdas Parekh	-	-	23.00	-
-Amit Parekh	-	12.00	-	-
-Sayali Parekh	-	-	41.50	-
-Alok Parekh HUF	-	-	47.25	-
-N V Parekh HUF	-	-	47.75	-
-Shri Maheshchandra Parekh	5.00	-	-	-
-Dwarkadas Parekh	-	-	-	10.00
-Dwarkadas G. Parekh (HUF)	-	30.00	35.50	-
-Harish D Parekh (HUF)	-	-	24.60	-
-Neha Parekh	-	-	44.00	-
-Mrs Parabhawati M Parekh	5.00	-	-	-
-Harish Parekh	-	-	-	19.35
-Late Taraben Parekh	-	-	-	-
-Ronak Harish Parekh (HUF)	-	-	29.85	-
-Alok Parekh	-	200.00	-	-
-Ronak Parekh	-	200.00	-	-
<b>Interest Paid</b>				
-Harish Parekh	-	-	0.05	0.45
-Hasumati Navneetdas Parekh	1.82	0.95	3.10	3.40
-Hasumati Harish Parekh	1.69	1.67	2.28	3.65
- Parabhawati M Parekh	2.64	2.17	1.80	0.85
-Amit N Parekh	0.84	1.67	1.85	0.90
-Sayali A Parekh	-	0.20	5.82	5.85
- Snehlata Nagar	2.70	3.49	2.70	1.18
-Alok Parekh HUF	0.14	0.58	5.16	6.23
-N V Parekh HUF	1.71	1.28	7.14	6.29
-Ronak Parekh HUF	2.93	3.01	7.96	6.27
- Girdhar Gopal Nagar	3.45	3.49	2.67	1.26
-Dwarkadas G. Parekh	-	0.46	3.56	3.83
-Dwarkadas G. Parekh (HUF)	-	-	6.38	4.26
-Harish D Parekh (HUF)	4.21	4.87	6.10	6.20
-Maheshchandra Parekh	2.48	1.80	1.63	0.60
-Neha R Parekh	2.34	3.90	6.77	6.82
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	-	27.92	34.15	0.10
-Ronak Harish Parekh	-	-	0.01	-

-Navneetdas Vallabhdas Parekh	-	-	0.13	-
-Alok Navneetdas Parekh	-	-	0.11	-
<b>Advances to Directors</b>				
-Alok N Parekh	-	12.50	-	-
-Ronak Harish Parekh	-	12.50	-	-
<b>Purchases</b>				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	587.88	858.80	-	-
<b>Sales</b>				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	868.10	3,355.29	831.41	-
<b>Advances Received</b>				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	-	0.00	-	-
<b>Commission on Sales</b>				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	-	-	-	9.32
<b>Other Income</b>				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	0.34	-	-	-

#### FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six (6) months immediately preceding the date of this Prospectus.

#### WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY OUR PROMOTERS IN THE ONE YEAR PRECEDING THE DATE OF THIS PROSPECTUS

The weighted average price at which the equity shares were acquired by our Promoters in the one year preceding the date of this Prospectus.

Name	Number of equity shares acquired in the one year preceding the date of this Prospectus	Weighted Average Cost of Acquisition per Equity Share (in ₹)
Alok Parekh	16,39,650	Nil
Ronak Parekh	19,88,150	Nil
Navneetdas Parekh	13,48,100	Nil
Hasumati Navneetdas Parekh	36,55,000	Nil
Harish Parekh	20,55,300	Nil
Hasumati Harish Parekh	20,50,200	Nil
Neha Parekh	6,80,000	Nil
Sayali Parekh	1,30,900	Nil

*\*As certified by our Statutory Auditors, M/s. S. H. Dama & Associates, Chartered Accountants by way of their certificate dated January 30, 2025*

#### AVERAGE COST OF ACQUISITION

The average cost of acquisition per Equity Share to our Promoters as at the date of this Prospectus is:

Name	Number of Equity Shares held	Average Cost of Acquisition per Equity Share (in ₹)
Alok Parekh	17,36,090	13.52
Ronak Parekh	21,05,090	11.41
Navneetdas Parekh	14,27,390	1.36
Hasumati Navneetdas Parekh	38,70,000	0.58
Harish Parekh	21,76,190	1.39
Hasumati Harish Parekh	21,70,800	1.39
Neha Parekh	7,20,000	Nil
Sayali Parekh	1,38,600	1.12

*\*As certified by our Statutory Auditors, M/s. S. H. Dama & Associates, Chartered Accountants by way of their certificate dated January 30, 2025*

#### DETAILS OF PRE-ISSUE PLACEMENT



Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Prospectus till the listing of the Equity Shares.

#### ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE (1) YEAR

Date of Issue/ Allotment	No. of Equity Shares Allotted	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Name of Allottees	No. of Equity Shares Allotted	Benefits Accrued
October 11, 2023	50,000	10	25	Conversion of Loan to Equity	Alok Parekh	25,000	Reduction of Debt burden
					Ronak Parekh	25,000	
December 26, 2023	1,35,47,300	10	N.A.	Bonus Issue	Hasumati Navneetdas Parekh	36,55,000	Capitalization of Reserves and Surplus
					Harish Parekh	20,55,300	
					Hasumati Harish Parekh	20,50,200	
					Ronak Parekh	19,88,150	
					Navneetdas Parekh	13,48,100	
					Alok Parekh	16,39,650	
					Neha Parekh	6,80,000	
Sayali Parekh	1,30,900						

#### SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding the date of this Prospectus.

#### EXEMPTION FROM PROVISIONS OF SECURITIES LAW

Our Company has not applied or received any exemption from complying with any provisions of Securities Law by SEBI.

## SECTION - II - RISK FACTORS

An investment in our Equity Shares involves a certain degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares or the industry in which we operate. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our businesses, results of operations, financial condition and cash flows. If any of the following risks or other risks that are not currently known or are currently deemed immaterial actually occur, our businesses, results of operations, financial condition and cash flows could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. Prospective investors should read this chapter in conjunction with “*Business Overview*”, “*Industry Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 97, 89 and 182, respectively of, as well as the financial and other information contained in, this Prospectus.

Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries. This Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. For further details, please see the chapter titled “*Forward-Looking Statements*” beginning on page 13 of this Prospectus.

Unless otherwise indicated or context requires otherwise, the financial information included herein is derived from our Restated Financial Statement for the nine months period ended December 31, 2024 and financial year ended 2024, financial year ended 2023, and financial year ended 2022 included in this Prospectus.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this chapter. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

### **Materiality**

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

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

### **INTERNAL RISK FACTORS**

1. *Our Company does not own any manufacturing facility and we therefore depend on third-party manufacturers and therefore, we are subject to risks associated with the third-party manufacturing processes.*

We source paper from various third-party manufacturing units, situated across various states of India. We select our third-party manufacturer based on the quality, specification, quantity and price of the papers offered to us by such third-party manufacturers. We do not enter into third-party manufacturing agreements and orders are placed based on approval of sample from our customers and on purchase order basis. Further, we meet our supply requirements from dealers and distributors.

Further, we are subject to various risks associated with third-party manufacturing processes such as;

- Interruptions to the operations of third-party manufacturers due to strikes, lockouts, work stoppages or other forms of labour unrest, breakdown or failure of equipment as well as accidents;
- failure by our third-party manufacturers to maintain requisite licenses and approvals as also, to comply with applicable law and the directives of relevant governmental authorities;
- insufficient quality controls or failures in the quality controls of our third-party manufacturers;
- significant adverse changes in the financial or business conditions of our third-party manufacturers;
- performance by our third-party manufacturers below expected levels of output or efficiency;
- the possibility that our competitors will engage our third-party manufacturers, directly or indirectly, and thereby reduce the manufacturing capacity available to us;

- any inability on our part to renew arrangement with or find replacements for existing third-party manufacturers;
- ability to anticipate and respond to technological advances, new standards and changing consumer preferences; and
- sub-standard products impacting our production schedules or adversely impacting our relationships with key customers.

We cannot assure you that such incidents will not occur in the future or that we will be successful in continuing to receive uninterrupted supply of papers from our third-party manufacturer at prices acceptable to us, or at all. Any disruption or inefficiencies in the supply chain network may adversely affect our business and results of operations.

**2. We are dependent on our Top 5 suppliers for uninterrupted supply of papers. Any disruption in supply of papers from these third-party manufacturers will adversely affect our operations.**

We are highly dependent on the third-party manufacturers for supply of desired quality and quantity of papers. We procure the papers from various domestic manufacturers, depending upon the, quality, technical specification, time to delivery and price. However, our top 5 and top 10 suppliers contribute significantly to supply of the papers. While our company believes that we would not face difficulties in finding additional third-party manufacturers and suppliers of papers, any disruption of supply of papers from these suppliers or our procurement of papers at terms not favourable to us can adversely affect our operations and financial cost. The contributions of our top 5 and top 10 suppliers to our total supplies are as follows:

(Rs. In Lakhs)

Particulars	For the nine months period ended December 31, 2024	% to Purchases	Fiscals 2024	% to Purchases	Fiscals 2023	% to Purchases	Fiscals 2022	% to Purchases
Top 5	4,103.34	57.49%	11,361.20	66.89%	17,502.16	89.82%	11,897.77	94.17%
Top 10	5,572.54	78.08%	14,472.31	85.21%	18,543.96	95.17%	12421.69	98.31%

There is over dependency on few suppliers. We cannot assure that we would be able to get the desired supply of papers, or any supply at all, from these suppliers, and any disruption in supply from one or more of them may adversely affect our revenues and profitability. The Issuer cannot disclose the names of the suppliers, in case where more than 50% of supplies originates from Top 10 suppliers as disclosing such information may significantly impact our competitive edge in the market. Providing the names of our suppliers could inadvertently grant ease of access to these critical stakeholders, potentially leading to a risk of losing business to competitors.

**3. We are dependent on few customers. Any loss of business from one or more of them may adversely affect our revenues and profitability.**

For the nine months period ended December 31, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022, our top 10 customers have contributed to 57.72%, 54.13%, 44.27%, and 44.82%, respectively of our revenue from operation and our top 5 customers have contributed to 43.26%, 39.11%, 29.66%, and 30.14% respectively of our revenue from operation. We are significantly dependent on revenues from a limited number of customers and this trend may continue in the future. For the nine months period ended December 31, 2024 our top customer has contributed to 12.89% of our total sales. We believe we have maintained good and long-term relationships with our customers. However, there can be no assurance that we will continue to have such long-term relationship with them, also any delay or default in payment by these customers may adversely affect our business, financial condition and results of operations. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. Our business and results of operations will be adversely affected if we are unable to develop and maintain a continuing relationship with certain of our key customers or develop and maintain relationships with other new customers. The loss of a significant customer or a number of significant customers may have a material adverse effect on our business prospects and results of operations.

One of our major customers contributes around 12.89% of our revenue from operations for the nine months period ended December 31, 2024. Any future disruption may lead to significant decline in the revenue and profit of our company. There is over dependency on a single customer. We cannot assure that we shall generate the same quantum of business, or any business at all, from this customer, and loss of business from one or more of them may adversely affect our revenues and profitability. The Issuer cannot disclose the names of the Customers, in case where more than 50% of revenue originates from Top 10 customers as disclosing such information may significantly impact our competitive edge in the market. Providing the names of our customers could inadvertently grant ease of access to these critical stakeholders, potentially leading to a risk of losing business to competitors.

4. ***Our Company, its Directors and its Promoters are party to certain litigation and claims. These legal proceedings are pending at different levels of adjudication before various forums and regulatory authorities. Any adverse decision may make us liable to liabilities/penalties and may adversely affect our reputation, business and financial status.***

Our Company, its Directors and its Promoters are currently involved in legal proceedings in India which are pending at different levels of adjudication before the concerned authority. We cannot assure you that these proceedings will be decided in favour of our Company, its Directors and its Promoters, as the case may be. Any adverse decision in such proceedings may render us liable to penalties and may have a material adverse effect on the financials and reputation of our Company, its Directors or its Promoters which may in turn have an adverse effect on our business. Additionally, during the course of our business we are subject to risk of litigation in relation to contractual obligations, employment and labour law related, personal injury, damage to property, etc.

A classification of these outstanding proceedings is given in the following table:

Nature of Cases	Number of Cases	Total Amount Involved (₹ in lakhs)
<b>Proceedings against our Company</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	9	18.21
<b>Proceedings by our Company</b>		
Criminal	1	8.56
Civil	Nil	Nil
<b>Proceedings against our Director</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	1	0.026
<b>Proceedings by our Director</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
<b>Proceedings against our Promoters</b>		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	1	0.45
<b>Proceedings by our Promoters</b>		
Criminal	Nil	Nil
Civil	Nil	Nil

We may be required to devote management and financial resources in the defence or prosecution of such legal proceedings. Should any new developments arise, including a change in Indian laws or rulings against us by the appellate courts or tribunals, we may face losses and we may have to make further provisions in our financial statements, which could increase our expenses and our liabilities. Decisions in such proceedings, adverse to our interests, may have a material adverse effect on our business, cash flows, financial condition, and results of operations. Failure to successfully defend these or other claims, or if our current provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subject to legal and other costs relating to defending such litigation, and such costs could be substantial. In addition, we cannot assure you that similar proceedings will not be initiated in the future. Any adverse order or direction in these cases by the concerned authorities, even though not quantifiable, may have an adverse effect on our reputation, brand, business, results of operations and financial condition. For further details, please refer to "*Outstanding Litigation and Material Developments*" on page 201.

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

Our business is working capital intensive and hence, trade receivables form substantial part of our current assets and net worth. Our, Trade Receivables as on December 31, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022 were ₹ 4,168.39, ₹4,299.61 lakhs, ₹3,377.30 lakhs, and ₹2,209.91 lakhs, respectively. The results of operations of our business are dependent on our ability to effectively manage our inventory and trade receivables.

To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

**6. Our lenders have created charge over the assets of the Company in respect of borrowings that have been availed by us.**

We have provided security in respect of borrowings/facilities availed by us from banks by creating charge over immovable and movable properties. The amount outstanding and payable by us as a secured borrowing (fund based as well as non-fund based) were ₹ 2,738.86 lakhs as on December 31, 2024. In case we are not able to repay our loans in time, the same may amount to a default under the loan documentation and all the penal and termination provisions therein would get triggered and the loans granted to the Company may be recalled with penal interest. This could severely affect our operations and financial condition. In addition to the above, our loan documentation includes certain conditions and covenants that require us to obtain consents from the lender bank prior to carrying out certain activities like changing shareholding/ directorship/ ownership, incurring additional indebtedness and creating any encumbrances on its assets. The lender also has the right to revoke the credit facilities at any time. Any failure to comply with any condition or covenant under our loan agreement that is not waived by the lending bank or is not otherwise cured by us, may lead to a termination of our credit facilities, acceleration of all amounts due under the said credit facilities, which may adversely affect our ability to conduct our business and operations or implement our business plans. Further, the said credit facilities can be renewed/ enhanced/ cancelled/ suspended/ reduced and the terms and conditions of the same can be altered by the lender, at their discretion. In the event, the lending bank refuse to renew/ enhance the credit facilities and/or cancel/ suspend/ reduce the said credit facilities and/or alter the terms and conditions to our derogation, then our existing operations as well as our future business prospects and financial condition may be severely affected.

For further details of secured loans of our Company, please see “*Financial Indebtedness*” and “*Financial Statements*” on pages 199 and 143.

**7. Our Company has reported negative cash flow in the recent past. Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.**

Our Company has experienced negative net cash flow from operating and investing activities in the past, the details of which are provided below:

(₹ in lakhs)

Particulars	For the nine months period ended December 31, 2024	Fiscals 2024	Fiscals 2023	Fiscals 2022
Net cash generated from/ (used in) Operating Activities	(242.09)	(250.53)	(332.12)	105.79
Net Cash (Used in) Investing Activities	11.34	40.02	(38.82)	(194.75)
Net Cash (Used in) / Generated from Financing Activities	8.33	454.02	605.92	92.01

If we are not able to generate sufficient cash flow in future, it may adversely affect our business and financial condition. For further details, please see “*Financial Statements*” on page 143.

**8. Our financing agreements contain certain restrictive covenants which may affect our financial and operational flexibility. In the event of breach of any covenants in our financing agreements, our lenders may take any action in connection with such breaches which may have a material adverse effect on our business, results of operation, financial condition and prospects.**

Our Company has entered into borrowing facilities with varying terms and tenures from the lenders. Our financing arrangements include conditions and covenants that require us to obtain consent from such lenders’ prior to carrying out certain activities and entering into certain transactions including change in capital structure. Some of the covenants include, effect any change in the capital structure, implement any scheme of expansion/modernization/diversification/renovation or acquire any fixed assets, formulate any scheme of amalgamation or reconstruction, enter into borrowing arrangements with other bank, undertaking guarantee

obligations, declaring dividends except out of profits relating to that year, any change in their management setup and creation of any further charge, for which we have to obtain consent from the lenders.

**9. One of our Promoter Group Entity is engaged in similar line of business, which may create a conflict of interest. Further, we do not enjoy contractual protection by way of a non-compete or other agreement or arrangement with our Promoter Group Entity.**

One of our Promoter Group entities namely M/s. Sunrise International, a Partnership firm of our promoters namely, Alok Parekh, Ronak Parekh, Sayali Parekh and Neha Parekh, is involved in similar line of business as that of our Company i.e. supply of papers. The said entity is likely to expand their business similar to that of our Company. As on date, our Company has not signed any non-compete or such other agreement / document with our Promoter Group Entity. Our Promoter Group Entity may expand their business in the future that may compete with us. The interests of the Promoter Group Entity may conflict with our Company's interests and / or with each other. For further details, please see "Our Promoters and Promoter Group", on page 134 and 'Restated Financial Statements' on page 143.

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

Our Company has not complied with certain statutory provisions in the past including but not limited to the following:

Form name	Error/ Discrepancy	Remarks
Form 2	Late filing	Allotment date 01/03/2012. Form filed on December 23, 2012
Form 23B 2011-12	Wrong Date of AGM	Date of AGM mentioned in Form is wrong, date of AGM is 29/09/2012, date mentioned in Form 20/09/2012
Form 23AC 2011-12	Late filing	Form 23A filed on December 14, 2012
Form 66 2011-12	Late filing	Form 66 filed on December 14, 2012
Form 20B 2011-12	Late filing	Form 20B filed on December 15, 2012
Form 23AC 2012-13	Late filing	Form 23A filed on December 10, 2013
Form 66 2012-13	Late filing	Form 66 filed on December 10, 2013
Form 23AC 2013-14	Late filing	Form 23A filed on February 2, 2015
Form 66 2013-14	Late filing	Form 66 filed on January 30, 2015
Form 20B 2013-14	Late filing	Form 20B filed on January 30, 2015
AOC-4 2014-15	Late filing	Form AOC-4 filed on January 9, 2016
MGT 7 2014-15	Late filing	Form MGT-7 filed on January 7, 2016
AOC-4 2015-16	Late filing	Form AOC-4 filed on March 27, 2017
MGT 7 2015-16	Late filing	Form MGT-7 filed on February 23, 2017
AOC-4 2016-17	Late filing	Form AOC-4 filed on March 9, 2018
MGT 7 2016-17	Late filing	Form MGT-7 filed on March 9, 2018
AOC-4 2017-18	Late filing	Form AOC-4 filed on April 23, 2019
MGT 7 2017-18	Incomplete attachment and late filing	List of shareholders is not on letterhead and MGT 7 filed on February 07, 2019
AOC-4 2019-20	Late filing	Form AOC-4 filed on February 23, 2021
Form 32	Incomplete attachment	Consent to act as Director not attached
DIR 12- Change in designation of Alok Parekh	Late filing of form and consent not in Dir-2	Appointed as Chairman and MD on May 15, 2023, filed Dir -12 on July 13, 2023 and consent not as per DIR-2 format
MR-1-Alok Parekh	Late filing of form	Appointed on May 15, 2023 whereas MR-1 filed on October 14, 2023.
MR-1-Ronak Parekh	Late filing of form	Appointed on May 15, 2023 whereas MR-1 filed on October 31, 2023.
DIR 12 - Appointment as additional directors of Aditya Daultabadkar and Neha Nagar	Incomplete attachment	Dir-2 not signed, proof of identity and proof of residence not attached. Declaration of independence of Neha Nagar not attached



DIR 12- Regularisation of Aditya Daultabdkar and Neha Nagar	Incomplete attachment	Resolution was not attached in Dir 12 for regularisation of Aditya Daultabdkar and Neha Nagar
DIR12- Appointment of Vijay Shah	Incomplete attachment/Late Filing	Consent letter not attached. Appointment date June 12, 2023, form filed on August 8, 2023
Form ADT-1-2019-20	Date of appointment mentioned in Form is wrong	Date of appointment mentioned as 03/10/2019, attachments mention date of appointment as 28/09/2019
Form ADT-1-2020-25	Late Filing	Date of appointment 30/09/2020. Form filed on April 4, 2023
MGT 7 2021-22	Incomplete records, Incomplete attachment and late filing	Transmission/ Gift records not forming part of annual return, list of shareholders is not on letterhead and MGT 7 filed on January 10, 2023
AOC-4 2021-22	Late filing	Form AOC-4 filed on June 16, 2023
MGT 7 2018-19	Late filing	Form MGT-7 filed on January 06, 2020
AOC-4 2018-19	Late filing	Form AOC-4 filed on December 15, 2019
AOC-4 2021-22	Late filing	Form AOC-4 filed on January 16, 2023
MGT 7 2021-22	Late filing	Form MGT-7 filed on January 10, 2023
MGT14	Late filing	EGM dated 21/03/2023, for Conversion of Directors Loan into Equity, form filed on September 27, 2023
AOC-4 2022-23	Late filing	Form AOC-4 filed on November 22, 2023
MGT 7 2022-23	Late filing	Form MGT-7 filed on December 2, 2023
DPT3-2019-20	Late filing	Form DPT 3 filed on April 17, 2023
DPT3-2020-21	Late filing	Form DPT 3 filed on April 17, 2023
DPT3-2021-22	Late filing	Form DPT 3 filed on April 6, 2023
DPT3-2022-23	Late filing	Form DPT 3 filed on April 26, 2024
MGT14	Late filing	EGM dated 19/06/2023 for increase in authorised capital and appointment of Independent Directors for 5 years, form filed on February 8, 2024

\*As certified by Practicing Company Secretary, M/s. Ritul Parmar & Associates, Company Secretaries by way of their certificate dated January 30, 2025

Any penalty or action taken by any regulatory authority in future for non-compliance with provisions of corporate and other laws could impact financial position of the company to that extent.

**11. Orders placed by customers may be delayed, modified, cancelled or not fully paid for by our customers, which may have an adverse effect on our business, financial condition and results of operations.**

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers may postpone the delivery of such products or cause its cancellation, including delays or failure to obtain necessary permits, authorizations, permissions and other types of difficulties or obstructions. Due to the possibility of cancellations or changes in scope and schedule of delivery of such products, resulting from our customers' discretion or problems we encounter in the delivery of such products or any change in priority to meet our order at our supplier's side or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent we may be able to deliver the orders placed. Additionally, delays in the delivery of such products can lead to customers delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such products. In addition, even where a delivery proceeds as scheduled, it is possible that the contracting parties may default or otherwise fail to pay amounts owed. While we have not yet experienced any material delay, reduction in scope, cancellation, execution difficulty, payment postponement or payment default with regard to the orders placed with us, or disputes with customers in respect of any of the foregoing, any such adverse event in the future could materially harm our cash flow position and income.

Further, we operate in highly competitive markets in relation to our products where it is difficult to predict whether and when we will receive such awards. As a result, our results of operations can fluctuate from quarter to quarter and year to year depending on whether and when such orders are awarded to us and the commencement and progress of work under the orders placed.

**12. *The leave and license agreements with respect to our registered office premises are yet to be properly stamped and registered as per statutory requirement.***

Our Company has taken its registered office premises on leave and license basis. However, stamp duty on the said leave and license agreements has not been properly paid yet as required under Indian Stamp Act, 1899 or Bombay Stamp Act, 1958, as applicable. Further, the said leave and license agreements, as per Registration Act, 1908, have not been registered yet. According to Section 17 read with section 49 of the said Registration Act, 1908, the effect of such non-registration is that (i) it does not affect any immovable property comprised therein (ii) it cannot be received as evidence of any transaction affecting such property. Thus, continuing failure to register the said agreements may make it redundant and any future enforcement of the same may expose our Company to risk comprised therein, which may adversely affect our business operations and financial conditions.

**13. *Our Promoters - Alok Parekh, Ronak Parekh, Key Managerial Personnel - Navneetdas Parekh and Senior Management - Harish Parekh, by virtue of their positions have the power to influence decisions pertaining to the Company.***

Our Promoters - Alok Parekh, Ronak Parekh, Key Managerial Personnel - Navneetdas Parekh and Senior Management - Harish Parekh are related to each other. For further details, please see “*Our Management-Relationship between our Directors, Key Managerial Personnel or Senior Management*” on page 120. Further, they hold Equity Shares in the Company. For further details, please see “*Our Management-Shareholding of our Directors in our Company*” and “*Our Management- Shareholding of our Key Managerial Personnel and Senior Management of our Company*” on page 120. By virtue of their positions and shareholding in our Company, the said persons have the power to control management and policy decisions in concert, which may or may not be in the interests of our Company. While two (2) Independent Directors have been appointed on our Board to mitigate the said risk, there can be no assurance that the Promoters, Key Managerial Personnel and Senior Management act in the best interests of our Company.

**14. *We are dependent on our key managerial personnel, management team and other key employees, the loss of, or our inability to attract or retain, such persons could adversely affect our business, result of operations, financial condition, and cashflows.***

Our performance depends largely on the efforts and abilities of our key managerial personnel, management team and other key employees. We believe that the inputs and experience of our key managerial personnel, management team and other key employees are valuable for the development of our business and operations and the strategic directions taken by our Company. There is no assurance that these individuals or any other member of our key managerial personnel, management team or key other employees will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel. We may also require to increase our levels of employee compensation more rapidly as compared to past in order to remain competitive in attracting employees. The loss of the services of such persons may have an adverse effect on our business, result of operations, financial condition, and cash flows.

**15. *We generally do business with our customers on purchase order basis and do not enter into long term contracts with most of them.***

We have not executed any long-term contracts with our customers. Our sales are based on purchase orders that are placed by our customers depending on their requirements. In the absence of long-term contracts, there can be no assurance that a particular customer would continue to source their supplies from us in the future. Any change in the buying pattern of our end users or disassociation of major customers can adversely affect the business of our Company. A reduction in the purchase orders placed by the customers may adversely affect our business and revenues and may require us to shift to different markets and/or look for alternative buyers. Further, any loss of our major customers arising out of competition or from cheaper sources can lead to reduced margins and our result and operations may be affected.

**16. *Cyclical demand of paper could have adverse impact on Sales***

The paper industry is cyclical in nature and its performance depends on the global pulp and paper demand-supply situation. As long as the increase in supply matches the growth in demand and the economy continue to grow, the prices remain firm. However, as and when the demand reduces, creating cut throat competition among the manufacturers due to excess supply and forcing them to reduce the prices. Once the down cycle is over and the economy starts recovering, the demand surges and due to lesser supply available the prices again show upward movement. Our Company is deriving majority of its revenue, from the sale of paper. The reduction in sale prices will have adverse impact on the working of our Company. The cyclicity of the business could depress margins or growth, as the case may be, especially if our Company cannot rationalize costs in the downtrend or add scale or value-enhancing products during the uptrend.

**17. *We require certain approvals, licenses, registration and permits for our business, and the failure to obtain or renew them in a timely manner may adversely affect our operations.***

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at state and central government levels for doing our business. The approvals, licenses, registrations and permits obtained by us may contain conditions, some of which could be onerous. If we are unable to renew any of the approvals, licenses, registrations and permits in a timely manner, it will damage our business prospects.

These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavour to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. For further details regarding the material approvals, licenses, registrations and permits, see "**Government and Other Approvals**" on page 204.

Furthermore, we cannot assure you that the approvals, licenses, registrations and permits issued to us will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any suspension or revocation of any of the approvals, licenses, registrations and permits that has been or may be issued to us may affect our business and results of operations.

**18. *We are dependent on third party transportation providers for the supply of products.***

As a supply chain solution provider, our success depends on the smooth supply and transportation of the various products as per the requirement of our customers which is subject to various uncertainties and risks. We rely on third parties to supply us with the products to our customers warehouse, factory or that of our godown. Our ability to procure supplies in a cost effective and timely manner is subject to various factors, some of which are not within our control. While we manage our supply chain as part of our management process, any significant problems with our supply. Though, our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. Further, disruptions of transportation due to weather-related problems, strikes, lock-outs, inadequacies in the road infrastructure, or other events could have a negative financial impact on our suppliers in turn impairing timely availability of products to us on time or increasing the costs of the products. Any such disruptions or failure to maintain continuous supply of products could materially and adversely affect our business, financial condition and results of operations.

**19. *Fluctuating prices of papers may affect our operations.***

We procure majority of our materials based on the specific requirements of our customers based on the existing market rates. We are subject to time gap between the date of sample testing to the date of actual delivery of products. Further, in certain instances our supplier follows minimum order quantity condition which may require us to buy the paper more than the demand in hand. The prices of these materials are subject to rapid fluctuations owing to changes in demand-supply forces which are not within our control. Increase in prices, by our suppliers (including our group entity) shall lead to an increase in cost of the final product. Further, while we may be able to pass such increase in cost to our customers there cannot be any assurance that our customer will accept such price escalation at all or that they may not cancel the order. Since, we procure material based on specific requirements of our customers, we cannot be certain that we may find alternate buyer for the products. This would have an adverse impact on our business, financial conditions and results of operations.

**20. *We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.***

We have in the past entered into transactions with some of our Promoters, relatives of our Promoters, Directors, and enterprises over which our Directors have a significant influence. While all such transactions have been conducted on an arm's length basis and are in compliance with the Companies Act, 2013 and rules made thereunder, SEBI Listing Regulations, relevant Accounting Standards and other statutory compliances, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties. The percentage of related party transactions to the revenue from operations is 20.93%, 28.61%, 10.12%, %, and 2.30%, and for the nine months period ended December 31, 2024 and financial year ended March 31, 2024, March 31, 2023, and March 31, 2022. Further, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, financial condition, and cash flows. In the event any conflict of interest arises between us, or to the extent that competing products offered by any of our related parties erode our market share, we may not be able to effectively manage any such conflict or competitive pressures and, consequently, our business, results of operation and financial condition may be adversely affected. For further information on related party transaction, please see "**Financial Statements**" on page 143.

**21. *Our Company's purchases and sales to our related parties are significant***

Our Company purchased almost 7.35% and 4.02% of its total material purchases for the nine months period ended December 31, 2024 and Fiscal 2024 from M/s. Sunrise International, a partnership firm concern of our Promoters namely, Alok Parekh, Ronak Parekh, Sayali Parekh and Neha Parekh. Further, as much as 9.88%, 11.86% and 3.57%, respectively, of its total sales for the nine months period ended December 31, 2024, Fiscal 2024 and Fiscal 2023, respectively is also sold to Sunrise International. While we believe that all such transactions have been conducted on the arm's length basis, there can be no assurance that we could not have been achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For further information on related party transaction, please see "**Financial Statements**" on page 143.

**22. *Our Funding requirements and the proposed deployment of the Net Proceeds are based on management estimates and have not been appraised by any independent agency and may be subject to change based on various factors, some of which are beyond our control.***

We intend to use the Net Proceeds for the purposes described in "**Objects of the Issue**" on page 70. Our funding requirements are based on internal management estimates and our current business plans and have not been appraised by any bank or financial institution. This is based on current conditions and is subject to change in light of changes in external circumstances, costs, other financial condition or business strategies. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control. We may have to revise funding requirements due to reasons which may not be within the control of our management. In the event of an increase in expenditure and increased fund requirements, we will seek to meet these increased requirements by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If such surplus funds are unavailable, we will seek to meet these increased requirements through our internal accruals and additional debt. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the expenditure for a particular purpose from its planned expenditure at the discretion of our board. In addition, schedule of implementation as described herein are based on management's current expectations and are subject to change due to various factors some of which may not be in our control. The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors and is not subject to monitoring by external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee.

Accordingly, prospective investors in the Issue will need to rely upon our management's judgement with respect to the use of proceeds. If we are unable to deploy the proceeds of the Issue in a timely or an efficient manner, it may affect our business and results of operations.

**23. *Our business prospects and continued growth depends on our ability to access financing at competitive rates and competitive terms. We may not be able to avail the requisite amount of financing or obtain financing at competitive interest rates for our growth plans, in the future, or any increase in interest rates which could have a material adverse effect on our business, results of operations and financial condition.***

Our business depends on our ability to obtain funds at competitive rates. Our secured borrowings have been availed at floating rate of interest. Any fluctuation in interest rates may directly impact the interest costs of such loans and could adversely affect our result of operations. A material portion of our expected cash flow may be required to be dedicated for payment of interest on our indebtedness which will also reduce the funds available to us for use in general business operations. The cost and availability of funds, amongst other factors, are also dependent on our current and future results of operations and financial condition and our ability to effectively manage risks. We may not be able to avail the requisite amount of financing or obtain financing at competitive interest rates if we fail to have favourable results of operations which could lead to high borrowing costs and limit our access to lending markets, as a result, could adversely affect our business.

**24. *We have issued Equity Shares during the preceding twelve months at a price which may be below the Offer Price.***

We have issued and allotted Equity Shares at a price which may be lower than the Offer Price in the period of 12 months preceding the date of Prospectus. For further details, see "**Capital Structure - History of Issued and Paid-Up Share Capital of our Company**" on page 58.

The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.

The Issue Price of the Equity Shares will be determined by our Company in consultation with the and the Lead Manager, and through Fixed Price Process. This price will be based on numerous factors, as described under "**Basis of Issue Price**" beginning on page 78 of this Prospectus and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations

after the Issue, and may decline below the Issue Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Issue Price

**25. *We operate in a competitive business environment. Competition from existing players and new entrants and consequent pricing pressures could have a material adverse effect on our business growth and prospects, financial condition, and results of operations.***

We face huge competition in our industry from the existing players and new entrants. As paper making business is easy to start with, person or organization who is capable of investment in large projects, can easily enter into the market and compete with the business of our Company. Further, we also face competition from dealers and distributors who may have better arrangement with the paper mills. If there is a change in trends and availability of products with cheaper price from existing players, our customers are able to establish a relationship directly with our suppliers, it may pressurize us on pricing without compromising product quality which may put strain on our profit margins.

**26. *Any adverse events in the industries which we cater to could have a material impact on the performance of our Company.***

We cater primarily to paper product manufacturing industries where paper such as, coating based paper, food grade paper, machine glazed paper, pressure sensitive adhesive paper, forms a major part of their raw materials. The paper products manufactured by our customers have a variety of end use applications and are used in industry such as FMCG, textiles, heat sensitive printers like ATM and POS Paper, restaurants, food and beverages industry automobiles, e-commerce, pharmaceuticals, white goods packaging industry, security labels, advertising industries, educational sector, utensils industry, commercial printing industry, publication industry, other packaging items for industrial and household purpose, paper bags, etc. which require us to source customised products without compromising quality standards. An introduction of regulations that may restrict companies from using paper products or availability of alternative product or reduction in demand of our products in the industry to which our end customer belong could result in a decrease in demand and materially adversely affect our business, financial condition and results of operations. For instance, we have witnessed a drop in paper bag demands and straws in the past with plastic as a cheaper and faster alternative.

**27. *Our insurance coverage may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.***

We are adequately insured against losses and risks involving our assets including stocks. For our operations, we have obtained Bharat Griha Raksha Policy, New India Bharat Sookshma Udyam Suraksha Policy and Business credit shield policy from The New India Assurance Co. Ltd. that provides insurance cover of assets including stocks, fire risk policy for stocks and godown, loss on theft, natural calamities etc. Notwithstanding the insurance coverage that we carry, we may not be fully insured against some business risks and the occurrence of an event that causes losses in excess of limits specified under the relevant policy, or losses arising from events not covered by insurance policies, could adversely affect our business, results of operations and financial condition. If we are subject to litigation or claims or our operations are interrupted for a sustained period, the insurance policies may not be found to be adequate to cover the losses that may be incurred as a result of such interruption. If we suffer large uninsured losses or if any insured losses suffered by us significantly exceed our insurance coverage or our insurance claim is rejected, it may adversely affect our business, results of operations and financial condition.

**28. *Certain Promoters and Directors hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.***

As on December 31, 2024, our Promoters and Promoter Group holds 100.00% of the Equity Share capital of our Company and are interested in our Company, in addition to regular remuneration or benefits, to the extent of their shareholding in our Company. Our Promoters may exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may not be able to affect the outcome of such voting. Our Promoters may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders.

For further details, see “*Capital Structure*” and “*Financial Statements*” on pages 58 and 143, respectively.

**29. *We have high working capital requirements for our business operations. In case of our inability to obtain the requisite additional working capital facilities from the proposed IPO proceeds, our internal accruals/cash flows would be adversely affected, and consequently our operations, revenue and profitability.***

Our business requires a substantial amount of working capital for our business operations. The net working capital amounted to ₹ 4,572.96, ₹ 3,851.74 lakhs, ₹2,840.97 lakhs and ₹1,827.93 lakhs, for nine months period ended December 31, 2024 and FY 2023-24, FY 2022-23, FY 2021-22 respectively. We would require additional working capital facilities in the future to satisfy our working capital need which is proposed to be met through the IPO

proceeds. In case of our inability to obtain the requisite additional working capital finance, our internal accruals/cash flows would be adversely affected to that extent, and consequently affect our operations, revenue and profitability.

- 30. *Our Company has not paid any dividends till now and there can be no assurance that we will pay dividends in future. Our ability to pay dividends in the future will depend upon a variety of factors such as future earnings, financial condition, cash flows, working capital requirements, and restrictive covenants in our financing arrangements.***

Our Company has not paid any dividends till now and there can be no assurance that we will pay dividends in future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our earnings, financial condition and capital requirements. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. There can be no assurance that we will generate sufficient income to cover our operating expenses and pay dividends to our shareholders, or at all. Our ability to pay dividends could also be restricted under the existing or certain financing arrangements that we may enter into. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

- 31. *Our Promoters and Directors has provided personal guarantees to the loan facilities availed by us, which if revoked may require alternative guarantees, repayment of amounts due or terminations of the facilities.***

Our Promoters and Directors has provided personal guarantees in relation to the loan facilities availed by us. In the event that any of these guarantees are revoked, the lenders for such facilities may require alternate guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative guarantees satisfactorily to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition.

- 32. *The deployment of funds raised through this Issue shall not be subject to monitoring by any monitoring agency and shall be purely dependent on the discretion of the management of our Company.***

Since the size of the Issue is less than ₹10,000 lakhs, no monitoring agency is required to be appointed by our Company to oversee the deployment funds raised through this Issue. The deployment of funds raised through this Issue is at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. The Board of Directors of our Company through Audit Committee will monitor the utilization of the Issue proceeds. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our business and financial condition.

- 33. *Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholder's approval.***

We propose to utilise the Net Proceeds for meeting our working capital purposes. For further details of the proposed objects of the Issue, please see "*Objects of the Issue*" on page 70. In case of any exigencies arising out of business conditions, economic conditions, competition or other factors beyond our control which adversely affect our business, we may require to use the Net Proceeds to meet any other expenditure which cannot be determined with certainty as on the date of this Prospectus. In terms of the SEBI ICDR Regulations and the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds or in the terms of any contract as disclosed in this Prospectus without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances requiring us to undertake variation in the utilisation of the Net Proceeds disclosed in this Prospectus, we cannot assure that we will be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business.

In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, or vary the terms of any contract referred to in the Prospectus, 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 by re-deploying the unutilised portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

- 34. *Certain of our properties are not owned by us, but taken on leave and license basis.***

Except two properties owned by our Company, our Company has taken on leave and licence basis its Registered office situated at Shop no. 5, Plot no.136, N-1, Masco Corner Api Road, Cidco, Aurangabad, Maharashtra, India, 431003 and also various godowns which is used by the Company to store its stock. The registered office is taken on leave and license basis from one of our promoters, Hasumati Navneetdas Parekh. Further, our Company has taken certain properties on leave and license basis from third parties for use as godown. For details, please see "*Business*



**Overview - Properties**” on page 97. Upon expiration of the leave and license/ lease agreements for each of our premises, we will be required to negotiate the terms and conditions. Our leave and license/ lease agreements are renewable on mutually acceptable terms and upon payment of such rent escalations as stated in the agreements. Any delay or non-payment of rent may result in vacation of the property. There can be no assurance that the term of the agreements will be renewed and in the event the Licensor terminates or does not renew the agreements on commercially acceptable terms, or at all, and we are required to vacate the said property, we may be required to identify alternative premises and enter into fresh leave and license agreement. Such a situation could result in loss of business, time overruns and may adversely affect our operations and profitability. Also, in future, if any dispute arises due to default of terms and conditions in the said leave and license agreements by our Company, it will be resulting in cancellation of license and/or if the said license is cancelled or period of the said license is not extended/renewed in future, it may cause disruptions and will adversely affect our business and results of operation. For further details, please see **“Business Overview”** on page 97.

**35. None of our Independent Directors have experience of being a Director of a public limited company.**

Our Independent Directors do not have the experience of being directors/ holding directorships of public listed companies. Accordingly, they have limited exposure as regards managing the affairs of a listed company which inter-alia entails several compliance requirements and scrutiny of affairs by shareholders, regulators and the public at large that is associated with being a listed company.

As a listed company, our Company will be required to adhere strict standards pertaining to accounting, corporate governance and reporting that it did not require as an unlisted company. Our Company will also be subject to the SEBI Listing Regulations, which will require it to file audited annual and unaudited quarterly reports with respect to its business and financial condition. If the Company experiences any delays, we may fail to satisfy the reporting obligations. Further, as a publicly listed company, our Company 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 Company’s disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, the Board of our Company may have to provide increased attention to such procedures and their attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition.

**36. Our growth strategy to expand into new geographic areas poses risks. We may not be able to successfully manage some or all of such risks, which may have a material adverse effect on our revenues, profits and financial condition.**

Our majority of revenue from operations comes from our customers situated within the state of Maharashtra, Gujarat and Madhya Pradesh. Our business is therefore significantly dependent on the general economic condition and activity in the states in which we operate, and the central, state and local Government policies relating to our industry. Although investment in the industry in the areas in which we operate has been encouraged, there can be no assurance that this will continue. We may expand geographically, and may not gain acceptance or be able to take advantage of any expansion opportunities outside our current markets. This may place us at a competitive disadvantage and limit our growth opportunities. We may face additional risks if we undertake operations in other geographic areas in which we do not possess the same level of familiarity as competitors. If we undertake operations of different product than those currently is; we may be affected by various factors, including but not limited to: identifying supplier that can meet our product requirements, including timely delivery; obtaining the necessary materials and labour in sufficient amounts and on acceptable terms; obtaining necessary Government and other approvals in time or at all; failure to realize expected synergies and cost savings; attracting potential customers in a market in which we do not have significant experience; and cost of hiring new employees and absorbing increased costs.

**37. Our Company has availed unsecured borrowings from our Promoters and members of the promoter group, which may be recalled by them at any time.**

As on December 31, 2024, we have availed unsecured borrowings from Hasumati Harish Parekh (Promoter), Hasumati Navneetdas Parekh (Promoter), Neha Parekh (Promoter), Amit Parekh (Promoter group), Maheshchandra Parekh (Promoter group), Snehlata Nagar (Promoter group), Navneetdas Vallabhdas Parekh HUF (Promoter group entity), Alok Navneetdas Parekh HUF (Promoter group entity), Harish Dwarkadas Parekh HUF (Promoter group entity) and Ronak Harish Parekh HUF (Promoter group entity) to the tune of ₹18.75 Lakhs, ₹ 20.25 Lakhs, ₹ 26.00 Lakhs, ₹ 10.50 Lakhs, ₹ 25.00 Lakhs, ₹ 30.00 Lakhs, ₹ 19.00 Lakhs, ₹ 1.50 Lakhs, ₹ 46.75 Lakhs, ₹ 32.50 Lakhs respectively. In the event that the lenders seek repayment/ redemption of such unsecured borrowings, we would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all and therefore such recall may adversely affect our business, cash flows and financial condition. While we have not faced any such instances where unsecured borrowings were recalled/ redeemed by lenders in the nine months

period ended December 31, 2024 and FYs 2023-24, 2022-23, and 2021-22, there is no assurance that this would not occur in the future.

- 38. *In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects of this Issue, which would in turn affect our revenues and results of operations.***

The funds that we receive would be utilized for the objects of the Issue as has been stated in the chapter “*Objects of the Issue*” on page 70. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may face time and cost overruns and this may affect our revenues and results of operations.

- 39. *We have not made any alternate arrangements for meeting our working capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the ‘Objects of the Issue’. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our working capital requirements for the Objects of the Issue. We meet our capital requirements through our owned funds, internal accruals and debt. Any shortfall in our net owned funds, internal accruals and our inability to raise debt would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please see “*Objects of the Issue*” on page 70.

- 40. *We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Further, we cannot assure you that for the financing secured by us, we will be able to continue servicing the principal amount, interest or both.***

We may require additional funds in connection with future business expansion and development initiatives. In addition to the Issue proceeds and our internally generated cash flow, we may need additional sources of funding to meet these requirements, which may include entering into new debt facilities with lending institutions or raising additional funds in the capital markets. If we decide to raise additional funds through the incurrence of debt, our interest obligations will arise, and we may be subject to bank covenants. 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 any of our business development plans and this may affect our business and future results of operations.

- 41. *We may not be able to sustain effective implementation of our business and growth strategies.***

The success of our business will depend greatly on our ability to effectively implement our business and growth strategies. We may not be able to execute our strategies in the future. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Any failure on our part to scale up our infrastructure and management could cause disruptions to our business and could be detrimental to our long-term business outlook.

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

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

- 43. *We may decide not to proceed with the Issue at any time before Allotment. If we decide not to proceed with the Issue after the Issue Opening Date but before Allotment, the refund of Application amounts deposited will be subject to us complying with our obligations under applicable laws.***

We, in consultation with the Lead Manager, with the Issue at any time before the Allotment. If we withdraw the Issue after the Issue Opening Date, we will be required to refund all Application amounts deposited within two (2) days of the Issue Closing Date. We shall be required to pay interest at the rate of 15% per annum on the Application amounts received if refund orders are not dispatched beyond two (2) days after the Issuer becomes liable to pay the amount. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and

trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. There is no assurance that our Company will receive necessary approval from the Stock Exchange.

**44. *If there is any future issue of Equity Shares it may dilute your shareholding and sale of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issues by us, including a primary offering, may lead to the dilution of investors' shareholdings in the Company. Any future equity issuances by us or sale of Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

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

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain any in-principle approval for listing of shares issued. We have only applied to BSE Limited to use its name as the Stock Exchange in this offer document for listing our shares on the SME Platform of BSE. In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

**46. *There are certain restrictions on daily movements in the price of the Equity Shares, which may adversely affect shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.***

Subsequent to the Issue, we will be subject to a daily "circuit breaker" imposed by BSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The BSE may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of imposing circuit limit, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

**47. *The average cost of acquisition of Equity Shares by our Promoters is lower than the issue price.***

Our Promoters' average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price as decided by the Company in consultation with the Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please see "*Capital Structure*" on page 58.

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

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

**49. *Our future success will depend on our ability to anticipate and respond to technological advances, new standards and changing consumer preferences.***

Our success will depend on our ability to anticipate technological advances, new standards and changing consumer preferences and identify new products to meet consumer needs. There is a significant shift towards the recyclable products driven by the Governments' drive to reduce carbon emission. In several categories, products which are more energy efficient and are possible to recycle or made out of recycled material are being promoted and preferred. Our future success depends on our third-party manufacturer's ability to keep up with the continuing evolution of technology to capture the growing market opportunity. The development and introduction of new products may result in additional product introduction expenses, including identifying new source of suppliers.

**50. *Our future funds requirements, in the form of fresh issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.***

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing shareholders. If such funds are raised in the

form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.


**51. *Certain Agreements /deeds may be in the previous name of the Company.***


Our certain agreements and deeds may be in the name of the erstwhile name of the company i.e. Shreenath Paper Products Private Limited. While our Company has initiated steps to update the records, there can be instances where our Company is unable to get the records updated. While our Company may not have significant challenge in running its operations pending such update of records, we cannot assure you that we may not be subject to regulatory questions or that we may have to spend significant time and effort to update the records. This may impact our financial position and result of operations.

**52. *If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

**53. *We may be unable to sufficiently obtain, maintain, protect, or enforce our intellectual property and other proprietary rights.***

As on the date of this Prospectus, we have registered the trademark “” under class 35. Our Company has made

applications under class 16 for registration of our logo “” under the Trade Mark Act, 1999 which is objected as on date There can be no assurance that we will be able to get these objections removed and the respective trademark applications registered.

Pending the registration of these trademarks, any other vendor in the similar line of business as ours may use the above-mentioned trademarks and we may have a lesser recourse to initiate legal proceedings to protect our intellectual property. Further, our applications for the registration of certain trademarks may be opposed by third parties, and we may have to incur significant cost in relation to these oppositions. In the event we are not able to obtain registrations due to opposition by third parties or if any injunctive or other adverse order is issued against us in respect of any of our trademarks for which we have applied for registration, we may not be able to use such trademarks and / or avail the legal protection or prevent unauthorized use of such trademarks by third parties, which may adversely affect our goodwill and business. For further details see “***Business Overview - Intellectual Property***” and “***Government and Other Approvals***” on pages 97 and 204, respectively.

For further details please see “***Government and Other Approvals***” beginning on page 204.

**EXTERNAL RISK FACTORS**

**54. *Our customers may engage in certain transactions in or with countries or persons that are subject to U.S. and other sanctions.***

U.S. law generally prohibits U.S. persons from directly or indirectly investing or otherwise doing business in or with certain countries that are the subject of comprehensive sanctions and with certain persons or businesses that have been specially designated by the OFAC or other U.S. government agencies. Other governments and international or regional organizations also administer similar economic sanctions. We provide services to our customers, who may be doing business with, or located in, countries to which certain OFAC-administered and other sanctions apply. Although we believe we have compliance systems in place that are sufficient to block prohibited transactions, there can be no assurance that we will be able to fully monitor all of our transactions for any potential violation. Although we do not believe that we are in violation of any applicable sanctions, if it were determined that transactions in which we participate violate U.S. or other sanctions, we could be subject to U.S. or other penalties, and our reputation and future business prospects in the United States or with U.S. persons, or in other jurisdictions, could be adversely affected. We rely on our staff to be up-to-date and aware of the latest sanctions in place. Further, investors in the Equity Shares could incur reputational or other risks as the result of our customers’ dealings in or with countries or with persons that are the subject of U.S. sanctions

**55. *Financial instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of 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 could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, our future financial performance and the prices of the Equity Shares.

The recent outbreak of Novel Coronavirus, Russia -Ukraine war and the ongoing Israel-Gaza conflict has significantly affected financial markets around the world. Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

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

**57. *Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

**58. *If there is any change in tax laws or regulations, or their interpretation, such changes may significantly affect our financial statements for the current and future years, which may have a material adverse effect on our financial position, business and results of operations.***

Having our business operations in multiple jurisdictions, we are subject to varying central and state tax regimes. The applicable categories of taxes and tax rates also vary significantly from jurisdiction to jurisdiction, which may be amended from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each country 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 expenditure incurred. Our business and financial performance may be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business or the regulator enforcing them in any one of those countries may adversely affect our results of operations.

To the extent that we are entitled to certain tax benefits in India which are available for a limited period of time, our profitability will be affected if such benefits will no longer be available, or are reduced or withdrawn prematurely or if we are subject to any dispute with the tax authorities in relation to these benefits or in the event, we are unable to comply with the conditions required to be complied with in order to avail ourselves of each of these benefits. Please see "**Statement of Possible Tax Benefits**" beginning on page 84 of this Prospectus for details in relation to possible tax benefits available to our Company. In the event that any adverse development in the law or the manner of its implementation affects our ability to benefit from these tax incentives, our business, results of operations, financial condition and prospects may be adversely affected.

Changes in the operating environment, including changes in tax law, could impact the determination of our tax liabilities for any given tax year. Taxes and other levies imposed by the Government of India that affect our industry include income tax, goods and services tax and other taxes, duties or surcharges introduced from time to time. The tax scheme in India is extensive and subject to change from time to time and any adverse changes in any of the taxes levied by the Government of India may adversely affect our competitive position and profitability. We cannot assure you that the Government of India may not implement new regulations and policies which will require

us to obtain approvals and licenses from the Government of 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 applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the countries in which we operate may materially and adversely affect our business, results of operations and financial condition. In addition, we may have to incur expenditure to comply with the requirements of any new regulations, which may also materially harm our results of operations. We are also subject to these risks in all our overseas operations depending on each specific country. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities. As a result, any such changes or interpretations may adversely affect our business, financial condition and financial performance. Further, changes in capital gains tax or tax on capital market transactions or sale of shares may affect investor returns.

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

Global economic and political factors that are beyond our control, influence forecasts and 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.

**60. *Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.***

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.

**61. *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.

**62. *The ability of Indian companies to raise foreign capital may be constrained by Indian law.***

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

**63. *If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate thereby reducing our margins.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased wages and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in the subscription price for our platform. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.



**64. Companies in India are required to prepare financial statements under the new Indian Accounting Standards. In addition, all income-tax assessee in India will be required to follow the Income Computation and Disclosure Standards.**

The Ministry of Corporate Affairs (“MCA”), Government of India, has through notification dated February 16, 2015 issued the Indian Accounting Standards Rules, 2015 (“Ind AS”) which have come into effect from April 1, 2015 and are applicable to companies which fulfill certain conditions. Further, there can be no assurance that the adoption of Ind AS will not affect our reported results of operations or financial condition. Any of these factors relating to the use of Ind AS may adversely affect our financial condition and results of operations.

Further, the Ministry of Finance, Government of India has issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards (“ICDS”), thereby creating a new framework for computation of taxable income. The ICDS shall apply from the assessment year 2017-2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

**65. Financial instability in other countries may cause increased volatility in Indian financial markets.**

The Indian market and the Indian economy may be influenced by economic and market conditions in other countries, including conditions in the United States, Europe and Asia. In particular, the ongoing military conflicts between Russia and Ukraine could result in increased volatility in, or damage to, the worldwide financial markets and economy. Increased economic volatility and trade restrictions could result in increased volatility in the markets for certain securities and commodities and may cause inflation. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. Recently, the currencies of a few Asian countries including India suffered depreciation against the US Dollar owing to amongst other, the announcement by the US government that it may consider reducing its quantitative easing measures.

In addition, China is one of India’s major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

**66. We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business.**

The Competition Act, 2002, of India, as amended (“Competition Act”), regulates practices having an appreciable adverse effect on competition in the relevant market in India (“AAEC”). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and prospects.

## **ISSUE RELATED RISKS**

### ***67. An investment in the Equity Shares is subject to general risk related to investments in Indian Companies.***

Our Company is incorporated in India and all of our assets and employees are located in India. Consequently, our business, results of operations, financial condition and the market price of the Equity Shares will be affected by changes in interest rates in India, policies of the Government of India, including taxation policies along with policies relating to industry, political, social and economic developments affecting India.

### ***68. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results

### ***69. The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.***

The Issue Price of the Equity Shares will be determined by our Company in consultation with Lead Manager, and through the Fixed Issue Process. This price will be based on numerous factors, as described under the chapter titled “*Basis of Issue Price*” on page 78 and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Issue Price resulting in a loss of all or part of the investment.

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

We may be required to finance our growth through future equity offerings. Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options may dilute your shareholding. The disposal of Equity Shares by our Promoters or any of our Company’s other principal shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. Further, we cannot assure you that our Promoters and other major shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

### ***70. The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.***

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a fixed process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to

significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment. As a result of these factors, investors may not be able to resell their Equity Shares at or above the Issue Price.

**71. *Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measures (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Issue due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may lead to us triggering the parameters listed by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation. In the event our Equity Shares are covered under such surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

**72. *Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may face more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

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

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

**74. *Any future issuance of Equity Shares may dilute your shareholding and sale of our Equity Shares by our Promoters or other shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issuances by us, including in a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

**75. *There are restrictions on daily weekly monthly movement in the price of the equity shares, which may adversely affect the shareholder's ability to sell for the price at which it can sell, equity shares at a particular point in time.***

Once listed, we would be subject to circuit breakers imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index- based market-wide circuit breakers generally imposed by SEBI. The percentage limit on circuit breakers is said by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchange does not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of the circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

**76. *Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.***

Under the Companies Act, a company having share capital and incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equities shares to maintain their

existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by the equity shareholders of such company.

However, if the law of the jurisdiction that you are located in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file an offering document or a registration statement, the new securities may be issued to a custodian, who may sell them for your benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional ownership position may be diluted and your interests in our Company may be reduced.

**77. *Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.***

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. The Allotment of Equity Shares in the Issue and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Issue/ Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Issue/ Offer Closing Date. There could also be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

**78. *You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under the current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("STT") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of equity shares held for more than 12 months, which are sold using any other platform other than on a recognized stock exchange and on which no STT has been paid, are subject to long term capital gains tax in India. Such long-term capital gains exceeding ₹ 1,25,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 12.50% (plus applicable surcharge and cess). Unrealized capital gains earned on listed equity shares up to January 31, 2018, continue to be tax-exempted in such cases. Further, STT will be levied and collected by an Indian stock exchange if the equity shares are sold on a stock exchange. With respect to capital gains arising in an off-market sale, long term capital gains are subject to tax at the rate of 12.50% (plus applicable surcharge and cess) without the exemption of ₹ 1,25,000. Short-term capital gains, arising from the sale of such equity shares on a stock exchange would be subject to tax at the rate of 20% (plus applicable surcharge and cess), while short term capital gains arising in an off-market sale would be subject to tax at a higher rate of 40% (plus applicable surcharge and cess) in the case of foreign companies and 30% (plus applicable surcharge and cess) in the case of other non-resident taxpayers.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020. It clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. As such, there is no certainty on the impact that the Finance Act, 2019 may have on our Company's business and operation.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Additionally, the Finance Act, 2020 does not require dividend distribution tax to 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. Historically, 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 for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity shares.

**79. *The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.***

Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Lead Manager have appointed Market Maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

Our Restated Financial Statements, including the financial statements provided in this Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. For details, refer chapter titled "***Presentation of Financial, Industry and Market Data***" beginning on Page 14 of this Prospectus.

Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. India has decided to adopt the "Convergence of its existing standards with IFRS" and not the "International Financial Reporting Standards" ("IFRS"), which was announced by the MCA, through the press note dated January 22, 2010. These "IFRS based / synchronized Accounting Standards" are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, MCA Notification dated February 16, 2015, has provided an exemption to the Companies proposing to list their shares on the SME Exchange as per Chapter IX of the SEBI ICDR Regulations and hence the adoption of IND (AS) by a SME exchange listed Company is voluntary. Accordingly, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IFRS or to quantify the impact of the difference between Indian GAAP and IFRS as applied to its financial statements. There can be no assurance that the adoption of IND-AS will not affect our reported results of operations or financial condition. Any failure to successfully adopt IND-AS may have an adverse effect on the trading price of our Equity Shares. Currently, it is not possible to quantify whether our financial results will vary significantly due to the convergence to IND (AS), given that the accounting principles laid down in the IND (AS) are to be applied to transactions and balances carried in books of accounts as on the date of the applicability of the converged standards (i.e., IND (AS)) and for future periods.

Moreover, if we volunteer for transition to IND (AS) reporting, the same may be hampered by increasing competition and increased costs for the relatively small number of IND (AS)-experienced accounting personnel available as more Indian companies begin to prepare IND (AS) financial statements. Any of these factors relating to the use of converged Indian Accounting Standards may adversely affect our financial condition.

**80. *The Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.***

The Issue price is based on numerous factors and may not be indicative of the market price for our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that you will be able to resell your Shares at or above the Issue Price. Among the factors that could affect our Share price are: quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net profit and income; changes in income or earnings estimates or publication of research reports by analysts; speculation in the press or investment community; general market conditions; and domestic and international economic, legal and regulatory factors unrelated to our performance.

**81. *The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.***

Prior to this Issue, there has been no public market for our Equity Shares. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the

estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Makers, please refer to the chapter at titled **“General Information”** on page 50 of this Prospectus.

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

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

**83. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.**

Under the foreign exchange regulations currently in force in India, transfers 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 Rupee proceeds from a 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 authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.



**SECTION – III INTRODUCTION**  
**THE ISSUE**

The following table summarizes the Issue details:

PARTICULARS	DETAILS OF EQUITY SHARES
<b>Issue of Equity Shares by our Company</b>	53,10,000 Equity Shares of face value of Rs. 10.00/- each fully paid-up for cash at price of Rs. 44/- per Equity Share aggregating up to Rs. 2,336.40 Lakhs
<i>Consisting of</i>	
<b>Market Maker Reservation Portion</b>	2,82,000 Equity Shares of face value of Rs. 10.00/- each fully paid-up for cash at price of Rs. 44/- per Equity Share aggregating to Rs. 124.08 Lakhs
<b>Net Issue to The Public*</b>	50,28,000 Equity Shares of face value of Rs. 10.00/- each fully paid-up for cash at price of Rs. 44/- per Equity Share aggregating to Rs. 2,212.32 Lakhs
<i>of which</i>	
<b>(A) Retail Portion</b>	25,14,000 Equity Shares of face value of Rs. 10.00/- each fully paid-up for cash at price of Rs. 44/- per Equity Share aggregating to Rs. 1,106.16 Lakhs i.e., 50% of the Net Issue shall be available for allocation to Retail Individual Investors
<b>(B) Other than Retail Individual Investor</b>	25,14,000 Equity Shares of face value of Rs. 10.00/- each fully paid-up for cash at price of Rs. 44 per Equity Share aggregating to Rs. 1,106.16 Lakhs i.e., 50% of the Net Issue shall be available for allocation to Investors other than Retail Individual Investors.
<b>Pre and Post Issue Equity Shares</b>	
<b>Equity shares outstanding prior to the issue</b>	1,43,44,200 Equity Shares of face value of Rs. 10.00/- each
<b>Equity shares outstanding after the issue</b>	1,96,54,200 Equity Shares of face value of Rs. 10.00/- each
<b>Use of Issue Proceeds</b>	For details, please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 70 of this Prospectus.

*The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on March 15, 2024 and approved by the shareholders of our Company vide a special resolution at the Extraordinary General Meeting held on March 18, 2024 pursuant to section 62(1)(c) of the Companies Act, 2013.*

*This Issue is being made in terms of Chapter IX of SEBI ICDR Regulations, 2018, as amended from time to time. For further details, please refer to chapter titled “**Issue Structure**” beginning on page 226 of this Prospectus.*

*\*As per the Regulation 253 of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue the allocation in the net offer to the public category shall be made as follows:*

- a) *Minimum fifty percent to retail individual investor; and*
- b) *remaining to:*
  - (i) *individual applicants other than retail individual investors; and*
  - (ii) *other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;*

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

*If the retail individual investor category is entitled to more than allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.*

## SUMMARY OF FINANCIAL INFORMATION

The following table set forth summary financial information derived from the Restated Financial Statements. The summary financial information presented below should be read in conjunction with ***“Restated Financial Statements”*** and ***“Management’s Discussion and Analysis of Financial Condition and Results of Operations”*** beginning on pages 143 and 182 respectively of this Prospectus.

*[The Remainder of this Page has intentionally been left blank]*

**SHREENATH PAPER PRODUCTS LIMITED**  
**CIN: U21098MH2011PLC222833**  
**Annexure I - Restated Statement of Assets and Liabilities**  
**(Amounts in INR Lakh, unless otherwise stated)**

Particulars	Annexure IV Note	(Rs. In Lakhs)			
		As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholders' funds</b>					
(a) Share Capital	3	1,434.42	1,434.42	74.69	68.40
(b) Reserves and Surplus	4	699.35	458.83	979.51	497.01
<b>Total</b>		<b>2,133.77</b>	<b>1,893.25</b>	<b>1,054.20</b>	<b>565.41</b>
<b>(2) Non-current liabilities</b>					
(a) Long-term Borrowings	5	318.01	278.25	592.73	572.55
(b) Deferred Tax Liabilities (Net)	6	6.42	4.30	4.19	3.16
<b>Total</b>		<b>324.42</b>	<b>282.55</b>	<b>596.92</b>	<b>575.71</b>
<b>(3) Current liabilities</b>					
(a) Short-term Borrowings	7	2,818.86	2,611.02	1,907.77	1,100.72
(b) Trade Payables	8				
- Due to Micro and Small Enterprises		271.35	164.69	276.39	106.66
- Due to Others		532.72	808.90	717.75	504.42
(c) Other Current Liabilities	9	118.12	254.87	529.78	222.12
(d) Short-term Provisions	10	26.13	18.38	12.33	7.04
<b>Total</b>		<b>3,767.18</b>	<b>3,857.87</b>	<b>3,444.02</b>	<b>1,940.96</b>
<b>Total Equity and Liabilities</b>		<b>6,225.38</b>	<b>6,033.67</b>	<b>5,095.13</b>	<b>3,082.08</b>
<b>II. ASSETS</b>					
<b>(1) Non-current assets</b>					
(a) Property, Plant and Equipment and Intangible Assets					
(i) Property, Plant and Equipment	11	263.09	280.57	333.71	312.94
(b) Other Non Current Investments	12	14.50	5.50	-	0.25
(c) Long-term loans & advances	13	159.90	160.00	138.70	90.20
<b>Total</b>		<b>437.49</b>	<b>446.07</b>	<b>472.41</b>	<b>403.39</b>
<b>(2) Current assets</b>					
(a) Inventories	14	858.65	550.87	747.70	338.53
(b) Trade Receivables	15	4,168.39	4,299.61	3,377.30	2,209.91
(c) Cash and Cash Equivalents	16	266.59	489.01	245.50	10.52
(d) Short-term Loans and Advances	17	450.51	212.43	252.22	119.73
(e) Other Current Assets	18	43.74	35.68	-	-
<b>Total</b>		<b>5,787.89</b>	<b>5,587.60</b>	<b>4,622.72</b>	<b>2,678.69</b>
<b>Total Assets</b>		<b>6,225.38</b>	<b>6,033.67</b>	<b>5,095.13</b>	<b>3,082.08</b>

The above Restated Statement of Assets and Liabilities should be read in conjunction with Notes to the Restated Financial Information appearing in Annexure - IV and Statement of Adjustments to Audited Financial Statements appearing in Annexure - V.

This is the Restated Statement of Assets and Liabilities referred to in our report of even date.

**For S H Dama & Associates**  
Chartered Accountants  
Firm's Registration No. 125932W

**For and on behalf of the Board of Directors of**  
**SHREENATH PAPER PRODUCTS LIMITED**

Sd/-  
**CA Suresh H Dama**  
Proprietor  
Membership No. 118711  
UDIN: 25118711BMFXRS1473  
Place: Navi Mumbai  
Date: 27th January 2025

Sd/-  
**Alok N Parekh**  
Managing Director  
3467607

Sd/-  
**Ronak H Parekh**  
Chief Executive Officer  
5319641

Sd/-  
**Navneetdas V Parekh**  
CFO (KMP)

Sd/-  
**Neetika Sanket Sakla**  
Company Secretary

Place: Aurangabad  
Date: 27th January 2025

**SHREENATH PAPER PRODUCTS LIMITED**  
**CIN: U21098MH2011PLC222833**  
**Annexure II - Restated Statement of Profit and Loss**  
**(Amounts in INR Lakh, unless otherwise stated)**

(Rs. In Lakhs)

Particulars	Annexure IV Note	For the period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue from Operations	19	7,704.05	18,584.83	20,443.77	13,597.83
Other Income	20	157.90	382.15	226.14	577.33
<b>Total Income</b>		<b>7,861.95</b>	<b>18,966.98</b>	<b>20,669.91</b>	<b>14,175.16</b>
<b>Expenses</b>					
Purchases of Stock in Trade	21	7,344.02	17,376.09	19,843.33	12,929.45
Change in Inventories of work in progress, finished goods and Stock in Trade	22	(307.78)	196.83	(409.17)	644.69
Employee Benefit Expenses	23	112.03	154.67	113.69	95.70
Finance Costs	24	239.27	334.75	271.63	193.54
Depreciation and Amortization Expenses	25	22.09	34.63	30.71	9.52
Other Expenses	26	121.45	279.89	231.66	123.33
<b>Total expenses</b>		<b>7,531.07</b>	<b>18,376.85</b>	<b>20,081.85</b>	<b>13,996.23</b>
<b>Restated profit/(Loss) before Exceptional and Extraordinary Item and Tax</b>		<b>330.89</b>	<b>590.13</b>	<b>588.06</b>	<b>178.94</b>
Exceptional Item					
<b>Restated profit/(Loss) before Extraordinary Item and Tax</b>		<b>330.89</b>	<b>590.13</b>	<b>588.06</b>	<b>178.94</b>
Extraordinary Item					
<b>Restated profit/(Loss) before Tax</b>		<b>330.89</b>	<b>590.13</b>	<b>588.06</b>	<b>178.94</b>
Tax Expenses	27				
- Current Tax		81.81	150.96	148.56	45.01
- Deferred Tax		2.12	0.11	1.03	0.17
- Short /(Excess) provision for income tax of earlier year		6.44	-	-	-
<b>Total Tax Expense</b>		<b>90.37</b>	<b>151.07</b>	<b>149.59</b>	<b>45.18</b>
<b>Restated profit/(Loss) after Tax</b>		<b>240.51</b>	<b>439.06</b>	<b>438.47</b>	<b>133.76</b>
Restated Earnings Per Share (Face Value per Share Rs.10 each)					
-Basic	28	1.68	3.07	3.07	0.94
-Diluted	28	1.68	3.07	3.07	0.94

The above Restated Statement of Profit and Loss should be read in conjunction with Notes to the Restated Financial Information appearing in Annexure - IV and Statement of Adjustments to Audited Financial Statements appearing in Annexure - V.

This is the Restated Statement of Profit and Loss referred to in our report of even date.

**For S H Dama & Associates**  
Chartered Accountants  
Firm's Registration No. 125932W

**For and on behalf of the Board of Directors of**  
**SHREENATH PAPER PRODUCTS LIMITED**

Sd/-  
**CA Suresh H Dama**  
Proprietor  
Membership No. 118711  
UDIN: 25118711BMFXRS1473  
Place: Navi Mumbai  
Date: 27th January 2025

Sd/-  
**Alok N Parekh**  
Managing Director  
3467607

Sd/-  
**Ronak H Parekh**  
Chief Executive Officer  
5319641

Sd/-  
**Navneetdas V Parekh**  
CFO (KMP)

Sd/-  
**Neetika Sanket Sakla**  
Company Secretary

Place: Aurangabad  
Date: 27th January 2025

**SHREENATH PAPER PRODUCTS LIMITED**  
**CIN: U21098MH2011PLC222833**  
**Annexure III - Restated Statement of Cash Flows**  
**(Amounts in INR Lakh, unless otherwise stated)**

Particulars	Annexure IV Note	(Rs. in Lakhs)			
		For the period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>					
Net Profit after tax		240.51	439.06	438.47	133.76
Depreciation and Amortisation Expense		22.09	34.63	30.71	9.52
Provision for tax		90.37	151.07	149.59	45.18
Dividend Income (Investment Income)		-	-	(0.10)	-
Interest Expense (Interest Income)		(24.95)	(27.00)	(12.31)	-
Finance Costs		239.27	334.75	271.63	193.54
<b>Operating Profit before working capital changes</b>		<b>567.29</b>	<b>932.50</b>	<b>877.99</b>	<b>381.99</b>
Adjustment for:					
Inventories		(307.78)	196.83	(409.17)	644.69
Trade Receivables		131.22	(922.31)	(1,167.39)	(778.38)
Loans and Advances & Other Assets		(246.04)	(17.19)	(180.99)	(24.10)
Trade Payables		(169.52)	(20.55)	383.06	(133.88)
Other Liabilities		(136.75)	(274.91)	307.66	59.41
Other Provisions		7.74	6.06	5.28	1.07
Cash generated from Operations		(153.84)	(99.56)	(183.56)	150.80
Tax paid(Net)		88.25	150.96	148.56	45.01
<b>Net Cash from Operating Activities</b>		<b>(242.09)</b>	<b>(250.53)</b>	<b>(332.12)</b>	<b>105.79</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>					
Purchase of Property, Plant and Equipment		(4.61)	(15.11)	(51.48)	(194.75)
Sale of Property, Plant and Equipment		-	33.63	-	-
Purchase of Intangible Assets		-	-	-	-
Proceed for Capital Work-in-progress		-	-	-	-
Proceeds from Sale of Equity Instruments		-	-	0.25	-
Bank balances not considered as cash and cash equivalents		-	-	-	-
Purchase of Mutual Funds		(9.00)	(5.50)	-	-
Interest received		24.95	27.00	12.31	-
Dividend received		-	-	0.10	-
<b>Net Cash (Used in) Investing Activities</b>		<b>11.34</b>	<b>40.02</b>	<b>(38.82)</b>	<b>(194.75)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>					
Proceeds from Issue of Share Capital		-	-	50.32	-
Proceeds from Long Term Borrowings		39.76	85.52	20.18	130.57
Repayment of Long Term Borrowings		-	-	-	-
Proceeds from Short Term Borrowings		207.84	703.24	807.05	154.98
Repayment of Short Term Borrowings		-	-	-	-
Interest and Other Borrowing cost		(239.27)	(334.75)	(271.63)	(193.54)
<b>Net Cash (Used in) / Generated from Financing Activities</b>		<b>8.33</b>	<b>454.02</b>	<b>605.92</b>	<b>92.01</b>
<b>Net (Decrease) in Cash and Cash Equivalents</b>		<b>(222.42)</b>	<b>243.51</b>	<b>234.98</b>	<b>3.05</b>
Opening Balance of Cash and Cash Equivalents		489.01	245.50	10.52	7.47
<b>Closing Balance of Cash and Cash Equivalents</b>	18	<b>266.59</b>	<b>489.01</b>	<b>245.50</b>	<b>10.52</b>

The above Restated Statement of Cash Flows should be read in conjunction with Notes to the Restated Financial Information appearing in Annexure - IV and Statement of Adjustments to Audited Financial Statements appearing in Annexure - V.

This is the Restated Statement of Cash Flows referred to in our report of even date.

**For S H Dama & Associates**  
Chartered Accountants  
Firm's Registration No. 125932W

**For and on behalf of the Board of Directors of**  
**SHREENATH PAPER PRODUCTS LIMITED**

Sd/-  
**CA Suresh H Dama**  
Proprietor  
Membership No. 118711  
UDIN: 25118711BMFXRS1473  
Place: Navi Mumbai  
Date: 27th January 2025

Sd/-  
**Alok N Parekh**  
Managing Director  
3467607

Sd/-  
**Ronak H Parekh**  
Chief Executive Officer  
5319641

Sd/-  
**Navneetdas V Parekh**  
CFO (KMP)

Sd/-  
**Neetika Sanket Sakla**  
Company Secretary

Place: Aurangabad  
Date: 27th January 2025

## GENERAL INFORMATION

The Company was incorporated as “Shreenath Paper Products Private Limited” pursuant to a certificate of incorporation bearing CIN U21098MH2011PTC222833 dated October 10, 2011, issued by the Deputy Registrar of Companies, Central Registration Centre. Thereafter, pursuant to a resolution passed by its Shareholders in the extraordinary general meeting held on December 30, 2011, the business of M/s. Shrinath Papers, a proprietorship concern was taken over as per the terms of the MoU dated December 09, 2011. Subsequently, the Company was converted into a Public Limited Company and the name of the Company was consequently changed to ‘Shreenath Paper Products Limited’ and a fresh Certificate of Incorporation dated April 20, 2023 issued by Registrar of Companies, Mumbai.

For further details, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page 118 of this Prospectus.

### REGISTERED OFFICE OF OUR COMPANY

#### SHREENATH PAPER PRODUCTS LIMITED

Shop no. 5, Plot no.136, N-1,

Masco Corner API Road,

Cidco, Aurangabad,

Maharashtra, India, 431003.

**Tel No:** +91 0240-2489888

**Email:** [info@shreenathpaper.com](mailto:info@shreenathpaper.com)

**Website:** [www.shreenathpaper.com](http://www.shreenathpaper.com)

### CORPORATE IDENTITY NUMBER AND REGISTRATION NUMBER

**Corporate Identification Number:** U21098MH2011PLC222833

**Registration Number:** 222833

### ADDRESS OF THE REGISTRAR OF COMPANIES

Our Company is registered with the Registrar of Companies, Mumbai, Maharashtra located at the following address:

Registrar of Companies, 100, Everest, Marine Drive, Mumbai - 400002, Maharashtra.

### BOARD OF DIRECTORS OF OUR COMPANY

Our Company’s Board comprises of the following Directors as set forth in the following table: -

Name of Directors	DIN	Designation	Address
Alok Parekh	03467607	Chairman and Managing Director	C-501, Bluebells Appt., Api Road, Near Prozone Mall, Cidco, Aurangabad, Cidco Colony, Maharashtra, 431003.
Ronak Parekh	05319641	Whole-Time Director and CEO	Rock Avenue Plot E Wing D Flat No 403, Opp Joy Ice Cream Hindustan Naka, Kandivali West, Mumbai, Mumbai Suburban, Maharashtra – 400067.
Aditya Daultabadkar	10198114	Non-Executive Director	19 Jalna Road Shri Niketan Colony, Behind Amarpreet Hotel Aurangabad Maharashtra – 431001.
Neha Nagar	10198115	Non-Executive Independent Director	12 <sup>th</sup> Floor, 1202 Pinnacolo building, D wing, RBK School lane, Beverly park of Mira Bhayander, Near Gaurav residency Phase II, Mira Road (E), Thane Maharashtra – 401107.
Vijay Shah	03570876	Non-Executive Independent Director	D-616, Veena Santoor, opp. Kamala Vihar Sports Club, Saibaba Extn road, Borivali West, Mumbai – 400092.

### COMPANY SECRETARY & COMPLIANCE OFFICER

#### NEETIKA SAKLA

Shop no. 5, Plot no.136, N-1,

Masco Corner Api Road,



Cidco, Aurangabad,  
Maharashtra, India, 431003  
Tel No: +91 0240-2489888

Email: [info@shreenathpaper.com](mailto:info@shreenathpaper.com)

Website: [www.shreenathpaper.com](http://www.shreenathpaper.com)

**CHIEF FINANCIAL OFFICER**

**NAVNEETDAS PAREKH**

Shop no. 5, Plot no.136, N-1,

Masco Corner Api Road,

Cidco, Aurangabad,

Maharashtra, India, 431003

Tel No: +91 0240-2489888

Email: [info@shreenathpaper.com](mailto:info@shreenathpaper.com)

Website: [www.shreenathpaper.com](http://www.shreenathpaper.com)

*Note: Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode, etc. For all Issue related queries and for redressal of complaints, investors may also write to the Lead Manager.*

**INVESTOR GRIEVANCES**

Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode, etc. For all Issue related queries and for redressal of complaints, investors may also write to the Lead Manager.

All Issue related grievances relating to the ASBA process and UPI payment mechanism may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The applicant should give full details such as name of the sole or first applicant, Application Form Number, Applicant's DP ID, Client ID, UPI ID, PAN, date of the Application Form, address of the Applicant, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for UPI Applicants who make the payment of Application amount through the UPI Mechanism), date of Application Form, and the name and address of the Designated Intermediary(ies) where the ASBA Form was submitted by the ASBA Applicant. Further, the Applicant shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

All grievances relating to Application submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any Applicants whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. In terms 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 SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and EBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the post offer lead manager is required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

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

<b>LEAD MANAGER TO THE ISSUE</b>	<b>REGISTRAR TO THE ISSUE</b>
<b>GALACTICO CORPORATE SERVICES LIMITED</b> Office No. 701, G-Square Business Park, Plot No. 25 & 26, Sec-30, Opp. Sanpada Rly. Stn., Vashi Navi Mumbai - 400703	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> S6-2, 6 <sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri - (East), Mumbai - 400093, India.

<b>Tel No:</b> +91 90828 51107/ +91 977333166 <b>Contact Person:</b> Imran G. Mundhi/ Rohit S. Joisar <b>Email Id:</b> <a href="mailto:imran.gm@galacticocorp.com">imran.gm@galacticocorp.com</a> <b>Website:</b> <a href="http://www.galacticocorp.com">www.galacticocorp.com</a> <b>Investor Grievance Email:</b> <a href="mailto:imran.gm@galacticocorp.com">imran.gm@galacticocorp.com</a> <b>SEBI Registration Number:</b> INM000012519	<b>Tel No:</b> +91 - 22 - 62638200 <b>Fax No:</b> +91 - 22 - 62638299 <b>E-mail Id:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>Investor Grievance ID:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Contact Person:</b> Vinayak Morbale <b>SEBI Registration No:</b> INR000001385
<b>LEGAL ADVISOR TO THE ISSUE#</b>	<b>BANKERS TO THE ISSUE / REFUND BANK / SPONSOR BANK</b>
<b>VIDHIGYA ASSOCIATES, ADVOCATES</b> 501, 5th Floor, Jeevan Sahakar Building Sir P M Road, Homji Street Fort, Mumbai - 400 001 <b>Tel. No:</b> +91 8424030160 <b>Email:</b> <a href="mailto:rahul@vidhigyaassociates.com">rahul@vidhigyaassociates.com</a> <b>Contact Person:</b> Rahul Pandey	<b>AXIS BANK LIMITED</b> Gr. Floor, Shop No. 2, BPS Pratishtha, Devidayal Road, Opp T Ward office of BMC, Panch rasta, Mulund West, Mumbai - 400080 <b>Tel. No:</b> +91 8657418086 <b>Email:</b> <a href="mailto:devidayalroadoperationshead@axisbank.com">devidayalroadoperationshead@axisbank.com</a> <b>Contact Person:</b> Pallavi Agnihotri
<b>BANKERS TO THE COMPANY</b>	<b>STATUTORY AUDITOR AND PEER REVIEW AUDITOR</b>
<b>THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED</b> 5 <sup>th</sup> Floor, 52/60, Mahatma Gandhi Road, Fort, Mumbai:400001 <b>Tel. No:</b> +91 9836466647 <b>Email:</b> <a href="mailto:sayantana.ghoshal@hsbc.co.in">sayantan.ghoshal@hsbc.co.in</a> <b>Contact Person:</b> Sayantan Ghoshal  <b>KOTAK MAHINDRA BANK LIMITED</b> Godrej Two, 10th Floor, Unit 1003 & 1004, Off Eastern Express Highway Pirojsha Nagar, Vikhroli (East), Mumbai – 400079 <b>Tel. No:</b> +917573984745 <b>Email:</b> <a href="mailto:pavankumar.trivedi@kotak.com">pavankumar.trivedi@kotak.com</a> <b>Contact Person:</b> Pavankumar Trivedi	<b>M/S. S. H. DAMA &amp; ASSOCIATES, CHARTERED ACCOUNTANTS</b> 156, Satra Plaza, Sector 19D, Vashi, Navi Mumbai - 400703 <b>Tel:</b> 022 49797800 <b>Email:</b> <a href="mailto:suresh_dama@yahoo.com">suresh_dama@yahoo.com</a> <b>Contact Person:</b> CA Suresh H Dama <b>Firm Registration:</b> 125932W <b>Membership Number:</b> 118711 <b>Peer Review Registration Number:</b> 015164
<b>UNDERWRITERS</b>	<b>MARKET MAKER</b>
<b>GALACTICO CORPORATE SERVICES LIMITED</b> Office No. 701, G-Square Business Park, Plot No. 25 & 26, Sec-30, Opp. Sanpada Rly. Stn., Vashi Navi Mumbai - 400703 <b>Tel No:</b> +91 90282 51107/ +91 977333166 <b>Contact Person:</b> Imran G. Mundhi/ Rohit S. Joisar <b>Email Id:</b> <a href="mailto:imran.gm@galacticocorp.com">imran.gm@galacticocorp.com</a> <b>Website:</b> <a href="http://www.galacticocorp.com">www.galacticocorp.com</a> <b>Investor Grievance Email:</b> <a href="mailto:imran.gm@galacticocorp.com">imran.gm@galacticocorp.com</a> <b>SEBI Registration Number:</b> INM000012519	<b>PURE BROKING PRIVATE LIMITED</b> 201, 3 <sup>rd</sup> Floor, Athwa Arcade, Athwagate, Surat <b>Tel No:</b> +91 70439 99003 <b>Email:</b> <a href="mailto:agam@purebroking.com">agam@purebroking.com</a> <b>Contact Person:</b> Agam Vikram Mehta <b>Website:</b> <a href="https://www.purebroking.com">https://www.purebroking.com</a> <b>SEBI Registration Number:</b> INZ000163631

#Legal Advisor to the Issue to the extent of Legal section.

#### CHANGE IN THE STATUTORY AUDITOR DURING LAST 3 YEARS

<b>Name of the auditor</b>	M/s. R. I. Nilange & Co, Chartered Accountants	M/s. Ratan Chandak & Co LLP (Formerly Known as Ratan Chandak & Co), Chartered Accountants	M/s. S. H. Dama & Associates, Chartered Accountants
<b>FRN</b>	123934W	108696W	125932W
<b>Peer Review Auditor</b>	-	015016	015164
<b>Date of Appointment</b>	December 30, 2020	December 21, 2023	September 30, 2024
<b>Date of Resignation</b>	October 18, 2023	-	-
<b>Email ID</b>	<a href="mailto:amar@rinilangeco.com">amar@rinilangeco.com</a>	<a href="mailto:piyush@rcnc.net">piyush@rcnc.net</a>	<a href="mailto:suresh_dama@yahoo.com">suresh_dama@yahoo.com</a>

<b>Address</b>	3 & 4, II Floor, Sudha Gauri Arcade, Besides Cosmos Bank, Jalna Road, Aurangabad – 431001, Maharashtra	2 <sup>nd</sup> Floor, Kandi Towers, Rokada Hanuman Colony, Jalna Road, Aurangabad – 431001 (MS)	156, Satra Plaza, Sector 19D, Vashi, Navi Mumbai - 400703
<b>Reason of change</b>	Due to pre-occupation.	Appointment in casual vacancy	Completion of Term of previous Auditor

## DESIGNATED INTERMEDIARIES

### SELF-CERTIFIED SYNDICATE BANKS (“SCSBs”)

The list of SCSBs notified by SEBI for the ASBA process is available at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Applicant (other than an UPI Applicant using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>, or at such other websites as may be prescribed by SEBI from time to time.

### INVESTORS BANKS OR ISSUER BANK FOR UPI

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Applicants Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.

### SYNDICATE SCSB BRANCHES

In relation to submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or any other website prescribed by SEBI from time to time. For more information on such branches collecting Application form Forms from the Syndicate at Specified Locations, see the website of the SEBI [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) as updated from time to time or any other website prescribed by SEBI from time to time.

### REGISTERED BROKERS

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com), as updated from time to time.

### REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS (“RTA”)

The list of the RTAs eligible to accept ASBA Forms from Bidders (other than RIBs) at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges at <https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures>, respectively, as updated from time to time.

### COLLECTING DEPOSITORY PARTICIPANTS (“CDP”)

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

### BROKERS TO THE ISSUE

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

### STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Galactico Corporate Services Limited being sole Lead Manager to this Issue, all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them. Hence, a statement of inter-se allocation of responsibilities is not required.

## **IPO GRADING**

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

## **CREDIT RATING**

This being an Issue of Equity Shares, credit rating is not required.

## **DEBENTURE TRUSTEES**

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

## **MONITORING AGENCY**

As per regulation 262(1) of the SEBI ICDR Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below 10,000 Lakh. Our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

## **APPRAISING ENTITY**

No appraising entity has been appointed in respect of any objects of this Issue.

## **EXPERT OPINION**

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

Our Company has received written consent dated December 06, 2024 from the Statutory Auditor namely, S. H. Dama & Associates, Chartered Accountants, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect to their Report on Restated Financial Statements dated January 27, 2025, Report on Statement of Tax Benefits dated January 27, 2025 issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

## **GREEN SHOE OPTION**

No Green Shoe Option is contemplated under this Issue.

## **FILING THE DRAFT PROSPECTUS / PROSPECTUS**

A soft copy of this Draft Prospectus/ Prospectus has been and a soft copy of the Prospectus will be filed with SME Platform of BSE Limited. The Prospectus shall not be filed with SEBI, nor shall SEBI issue any observation on the Issue Document in terms of Regulation 246(2) of SEBI ICDR Regulations.

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

## **Filing of the Prospectus with the Registrar of Companies:**

A copy of the Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 would be filed with the Registrar of Companies, Mumbai and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be filed with the Registrar of Companies, Mumbai through the electronic portal at <https://www.mca.gov.in/mcafoportal/login.do> and <https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html>.

## **TYPE OF ISSUE**

The present issue is considered to be 100% Fixed Price Issue.

## **UNDERWRITERS**

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated December 09, 2024 and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being issued through this Issue.

<b>Name, Address, Telephone, Facsimile, and Email of the Underwriters</b>	<b>Indicated number of Equity Shares to be Underwritten</b>	<b>Amount Underwritten (₹ in Lakhs)</b>	<b>% of the total Issue size Underwritten</b>
<b>GALACTICO CORPORATE SERVICES</b>	53,10,000	2336.40	100.00%

<b>LIMITED</b> Office No. 701, G-Square Business Park, Plot No. 25 & 26, Sec-30, Opp. Sanapda Rly. Stn., Vashi, Navi Mumbai – 400703 <b>Tel No:</b> +91 90828 51107 <b>Contact Person:</b> Imran G. Mundhi <b>Email Id:</b> <a href="mailto:imran.gm@galacticocorp.com">imran.gm@galacticocorp.com</a> <b>Website:</b> <a href="http://www.galacticocorp.com">www.galacticocorp.com</a> <b>Investor Grievance Email:</b> <a href="mailto:imran.gm@galacticocorp.com">imran.gm@galacticocorp.com</a> <b>SEBI Registration Number:</b> INM000012519			
<b>TOTAL</b>	<b>53,10,000</b>	<b>2336.40</b>	<b>100.00%</b>

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

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

Our Company and the Lead Manager has entered into Market Making Agreement dated December 11, 2024 with the following Market Maker to fulfill the obligations of Market Making for this Issue:

<b>Name</b>	Pure Broking Private Limited
<b>Address</b>	201, 3 <sup>rd</sup> Floor, Athwa Arcade, Athwagate, Surat
<b>Tel No</b>	+91 70439 99003
<b>Email id</b>	<a href="mailto:agam@purebroking.com">agam@purebroking.com</a>
<b>Website</b>	<a href="https://www.purebroking.com">https://www.purebroking.com</a>
<b>Investor Grievance Id</b>	<a href="mailto:complaints@broking.com">complaints@broking.com</a>
<b>Contact Person</b>	Agam Vikram Mehta
<b>SEBI Registration No</b>	INZ000163631
<b>Market Making Registration No.</b>	INZ000018531

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and the Market Maker (duly registered with BSE Limited to fulfil the obligations of Market Making) dated December 11, 2024 to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares issued in this Issue.

Pure Broking Private Limited registered with SME Platform of BSE Limited will act as the market maker and have agreed to receive or deliver the specified securities in the market making process for a period of three (3) years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

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

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

1. The Market Maker 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 shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of SME Platform of BSE Limited and SEBI from time to time.
3. The minimum depth of the quote shall be ₹ 1.00 Lakh. However, the investors with holdings of value less than 1.00 Lakh shall be allowed to Issue their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹ 44 per share the minimum bid lot size is 3000 Equity Shares thus minimum depth of the quote shall be ₹ 1.00 Lakh until the same, maybe revised by of BSE Limited and SEBI from time to time.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide 2-way quote if the Shares of market maker in our Company reaches to upper limit. (Including the 5% of Equity Shares of the Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to lower Limit 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, the concerned stock exchange may intimate the same to SEBI after due verification.
6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
7. There would not be more than five Market Maker for a scrip at any point of time. These would be selected on the basis of objective criteria to be evolved by the Exchange which would include capital adequacy, net worth, infrastructure, minimum volume of business etc. The Market Maker may compete with other Market Maker for better quotes to the investors. At this stage, Pure Broking Private Limited is acting as the sole Market Maker.
8. On the first day of the listing, there will be pre-opening session (call auction) and thereafter the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity share on the SME Platform of BSE Limited ('BSE SME').
9. The shares of the Company will be traded in continuous trading session from the time and day the Company gets listed on SME Platform of BSE Limited ('BSE SME') and market maker will remain present as per the guidelines and SEBI circulars
10. 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.
11. 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. The following spread will be applicable on the SME Platform of BSE Limited ('BSE SME').

Sr. No.	Market Price slab (in ₹)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

12. 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.
13. The Market Maker shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.
14. In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the 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 Lead Manager reserve the right to appoint other Market Maker either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Maker 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.
15. Once registered as a Market Maker, he has to act in that capacity for a period as mutually decided between the Lead Manager and Market Maker. Once registered as a Market Maker, he has to start providing quotes from the day of the listing/the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the Stock Exchange.
16. Risk containment measures and monitoring for Market Makers: BSE Limited will have all margins, which are applicable on the BSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to- time.

17. Punitive Action in case of default by Market Makers: BSE Limited 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 (issuing 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.
18. 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.
19. 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/Stock Exchange from time to time.
20. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market maker(s) 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 to 50 Crore	20%	19%
50 to 80 Crore	15%	14%
Above 80 Crore	12%	11%

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and BSE Limited from time to time.

#### **WITHDRAWAL OF THE ISSUE**

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

If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice will be issued by our Company within two (2) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the pre-issue advertisements have appeared, and the Stock Exchange will also be informed promptly. The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs and Sponsor Bank (in case of RII's using the UPI Mechanism), to unblock the ASBA Accounts within one (1) working day from the day of receipt of such instruction.

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

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



## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Prospectus and after giving effect to the Issue is set forth below:

*Amount (Rs. In Lakhs, except share data)*

Sr. No.	Particulars	Aggregate value at nominal value	Aggregate value at Issue Price*
<b>A.</b>	<b>AUTHORISED EQUITY SHARE CAPITAL</b>		
	2,50,00,000 Equity Shares of face value of ₹10/- each	2,500.00	-
<b>B.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE</b>		
	1,43,44,200 Equity Shares of face value of ₹10/- each	1,434.42	-
<b>C.</b>	<b>PRESENT ISSUE IN TERMS OF THIS PROSPECTUS</b>		
	Issue of 53,10,000 Equity Shares of ₹10/- each for cash at price of ₹ 44 per Equity Share <sup>(1)</sup>	531.00	2336.40
	<b>Which comprises:</b>		
	Reservation for Market Maker up to 2,82,000 Equity Shares of ₹10/- each for cash at price of ₹44 will be available for allocation to Market Maker	28.20	124.08
	Net Issue to the Public of up to 50,28,000 Equity Shares of ₹10/- each for cash at price of ₹ 44 per Equity Share.	502.80	2212.32
	<b>Of which<sup>(2)</sup>:</b>		
	Up to 25,14,000 Equity Shares of face value of ₹10/- each for a cash price of ₹44 per Equity Share, i.e., 50% of the Net Issue shall be available for allocation to Retail Individual Investors.	251.40	1106.16
	Up to 25,14,000 Equity Shares of face value of ₹10/- each fully paid up for a cash price of ₹44 per Equity Share, i.e. 50% of the Net Issue shall be available for allocation to other than Retail Individual Investors.	251.40	1106.16
<b>D.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE*</b>		
	1,96,54,200 Equity Shares of face value of ₹10/- each	1,965.42**	
<b>E.</b>	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Issue		Nil
	After the Issue*		1,805.40

\*As certified by our Statutory Auditor, M/s S. H. Dama & Associates, Chartered Accountants by way of their certificate dated January 30, 2025.

\*\*Subject to finalization of Basis of Allotment.

<sup>(1)</sup> The present Issue has been authorized pursuant to a resolution of our Board of Directors dated March 15, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extraordinary General Meeting of the members held on March 18, 2024.

<sup>(2)</sup> 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 spillover from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

### Class of Shares

Our Company has only one class of share capital i.e., Equity Shares of ₹10/- each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of this Prospectus.

### Notes to the Capital Structure

#### 1. Details of changes in Authorized Share Capital of the Company since incorporation:

Particulars of Change	Date of Shareholders Meeting
The Authorized Share Capital of our Company is ₹ 10,00,000/- consisting of 1,00,000 Equity Shares of face value of ₹ 10.00 /- each.	Upon Incorporation
Increase of Authorized Share Capital from ₹10,00,000/- consisting of 1,00,000 Equity Shares of face value of ₹ 10.00 /- each to ₹90,00,000/- consisting of 9,00,000 equity shares of ₹10 each.	December 30, 2011
Increase of Authorized Share Capital from ₹90,00,000/- consisting of 9,00,000 equity shares of ₹10 each to ₹ 25,00,00,000/- consisting of 2,50,00,000 equity shares of ₹10 each.	June 19, 2023

## 2. Equity Share capital history of our Company

The following is the history of the Equity Share Capital of our Company:

Date of Allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative Paid-up Equity Share Capital (₹)
On Incorporation	10,000	10	10	Cash	Subscription to MOA <sup>(i)</sup>	10,000	1,00,000
March 01, 2012	2,05,000	10	10	Cash	Further Allotment <sup>(ii)</sup>	2,15,000	21,50,000
March 01, 2012	4,69,000	10	25	Cash	Further Allotment <sup>(iii)</sup>	6,84,000	68,40,000
June 17, 2022	62,900	10	80	Cash	Right Issue <sup>(iv)</sup>	7,46,900	74,69,000
October 11, 2023	50,000	10	800	Other than cash	Conversion of Loan to Equity <sup>(v)</sup>	7,96,900	79,69,000
December 26, 2023	1,35,47,300	10	N.A.	Other than cash	Bonus Issue <sup>(vi)</sup>	1,43,44,200	14,34,42,000

<sup>(i)</sup> Initial Subscribers to the MOA subscribed to 10,000 Equity Shares of face value of ₹10 each, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Alok Parekh	2,500
2.	Sayali Parekh	2,500
3.	Hasumati Navneetdas Parekh	2,500
4.	Navneetdas Parekh	2,500
<b>Total</b>		<b>10,000</b>

<sup>(ii)</sup> Further allotment on March 01, 2012 of 2,05,000 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Hasumati Navneetdas Parekh	2,05,000
<b>Total</b>		<b>2,05,000</b>

<sup>(iii)</sup> Further allotment on March 01, 2012 of 4,69,000 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Alok Parekh	37,500
2.	Dwarkadas Parekh	20,000
3.	Harish Parekh	1,20,900
4.	Hasumati Harish Parekh	1,20,600
5.	Hasumati Navneetdas Parekh	7,500
6.	Navneetdas Parekh	76,800
7.	Ronak Parekh	60,500
8.	Sayali Parekh	5,200
9.	Taraben Parekh	20,000
<b>Total</b>		<b>4,69,000</b>

<sup>(iv)</sup> Right Issue on June 17, 2022 of 62,900 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Alok Parekh	31,450
2.	Ronak Parekh	31,450
<b>Total</b>		<b>62,900</b>

<sup>(v)</sup> Conversion of Loan to equity on October 11, 2023 of 50,000 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Alok Parekh	25,000

2.	Ronak Parekh	25,000
<b>Total</b>		<b>50,000</b>

(vi) *Bonus Issue as on December 26, 2023 of 1,35,47,300 Equity Shares in the ratio of 17 (Seventeen) Equity Shares for every 1 (One) Equity Share held of face value of ₹10 each fully paid-up, details of which are given below:*

Sr. No.	Name	No. of Equity Shares
1.	Hasumati Navneetdas Parekh	36,55,000
2.	Harish Parekh	20,55,300
3.	Hasumati Harish Parekh	20,50,200
4.	Ronak Parekh	19,88,150
5.	Navneetdas Parekh	13,48,100
6.	Alok Parekh	16,39,650
7.	Neha Parekh	6,80,000
8.	Sayali Parekh	1,30,900
<b>Total</b>		<b>1,35,47,300</b>

### 3. Issue of Equity Shares for consideration other than cash

Except as set out below, our Company has not issued Equity Shares for consideration other than cash. Further, certain benefits have accrued to our Company on account of allotment of Equity Shares for consideration other than cash:

Date of Issue/ Allotment	No. of Equity Shares Allotted	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Name of Allottees	No. of Equity Shares Allotted	Benefits Accrued
October 11, 2023	50,000	10	800	Conversion of Loan to Equity	Alok Parekh Ronak Parekh	25,000 25,000	Capitalization of Reserves & Surplus.
December 26, 2023	1,35,47,300	10	N.A.	Bonus Issue	Hasumati Navneetdas Parekh Harish Parekh Hasumati Harish Parekh Ronak Parekh Navneetdas Parekh Alok Parekh Neha Parekh Sayali Parekh	36,55,000 20,55,300 20,50,200 19,88,150 13,48,100 16,39,650 6,80,000 1,30,900	Capitalization of Reserves & Surplus

### 4. Equity shares issued in the preceding one year below the Issue Price

Except as detailed in the chapter titled, “*Capital Structure - Issue of Equity Shares for consideration other than cash or out of revaluation reserves*” on page 58 of this Prospectus, our Company has not issued any Equity Shares at price below Issue Price within last one (1) year from the date of this Prospectus.

### 5. Issue of Equity Shares pursuant to any scheme of arrangement

Our Company has not issued any shares in the past in terms of a scheme of arrangement approved under Sections 391 - 394 of the Companies Act, 1956 or Sections 230 - 234 of the Companies Act.

### 6. Preference share capital

As on the date of this Prospectus, our Company does not have any preference share capital.

### 7. Employee stock option schemes

Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees.

8. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.

## 9. Shareholding Pattern of our Company

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

Category (I)	Category of Shareholder (II)	No. 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 No of Shares held (VII = IV + V + VI)	Shareholding as a % of total No. of Shares (calculated as per SCRR, 1957 (As a % of (A + B + C2) (VIII)	Number of Voting Rights held in each Class of securities (IX)		No of underlying outstanding convertible securities (incl. Warrants) (X)	Shareholding as a % assuming full convertible securities (as a % of diluted share capital (As a % of (A + B + C2) (XI = VII + X)	Number of Locked in shares (XII)		No. of shares Pledged or Otherwise Encumbered (XIII)		No. of Equity shares held in Demat Form (XIV)
								No of voting Right	Total as % of (A+B+C)			No (a)	As a % of total shares held (b)	No (a)	As a % of total shares held (b)	
A	Promoter(s) and Promoter Group	12	1,43,44,200	--	--	1,43,44,200	100.00%	1,43,44,200	100.00%	--	--	--	--	--	--	1,43,44,200
B	Public	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
C	Non-Promoter Non-Public	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
C1	Shares Underlying DRs	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
C2	Shares held by Employee Trusts	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
	<b>Total (A+B+C)</b>	<b>12</b>	<b>1,43,44,200</b>	--	--	<b>1,43,44,200</b>	<b>100.00%</b>	<b>1,43,44,200</b>	<b>100.00%</b>	--	--	--	--	--	--	<b>1,43,44,200</b>

### Note:

- As on the date of this Prospectus 1 Equity Share holds 1 vote
- PAN of the Shareholders will be provided by our Company prior to Listing of Equity Shares on the Stock Exchange.
- Our Company will file shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity Shares. The Shareholding pattern will be uploaded on the website of BSE SME platform before commencement of trading of such equity shares.

10. The shareholding pattern of our Promoters, Promoter Group and Public before and after the Issue is set forth below:

Particulars	Pre-Issue		Post-Issue*	
	Number of Equity Shares	Percentage (%) holding	Number of Equity Shares	Percentage (%) holding
<b>Promoters (A)</b>				
Alok Parekh	17,36,090	12.10%	17,36,090	8.83%
Ronak Parekh	21,05,090	14.68%	21,05,090	10.71%
Navneetdas Parekh	14,27,390	9.95%	14,27,390	7.26%
Hasumati Navneetdas Parekh	38,70,000	26.98%	38,70,000	19.69%
Harish Parekh	21,76,190	15.17%	21,76,190	11.07%
Hasumati Harish Parekh	21,70,800	15.13%	21,70,800	11.04%
Neha Parekh	7,20,000	5.02%	7,20,000	3.66%
Sayali Parekh	1,38,600	0.97%	1,38,600	0.71%
<b>Total (A)</b>	<b>1,43,44,160</b>	<b>100.00%</b>	<b>1,43,44,160</b>	<b>72.98%</b>
<b>Promoter Group (B)</b>				
Alok Navneetdas Parekh HUF	10	0.00%	10	0.00%
Ronak Harish Parekh HUF	10	0.00%	10	0.00%
Navneetdas Vallabhdas Parekh HUF	10	0.00%	10	0.00%
Harish Dwarkadas Parekh HUF	10	0.00%	10	0.00%
<b>Total (B)</b>	<b>40</b>	<b>0.00%</b>	<b>40</b>	<b>0.00%</b>
<b>Total (A+B)</b>	<b>1,43,44,200</b>	<b>100.00%</b>	<b>1,43,44,200</b>	<b>72.98%</b>

\*Subject to finalization of Basis of Allotment

11. Except as mentioned below, none of our Key Management Personnel or Senior Management Personnel hold Equity Shares in our Company as on the date of filing of this Prospectus:

Particulars	Number of Equity Shares	Percentage (%) holding
Alok Parekh	17,36,090	12.10%
Ronak Parekh	21,05,090	14.68%
Navneetdas Parekh	14,27,390	9.95%
Harish Parekh	21,76,190	15.17%
<b>Total</b>	<b>74,44,760</b>	<b>51.90%</b>

12. Details of shareholding of major shareholders

- i. Particulars of the shareholders holding 1% or more of the paid-up capital of our Company as on the date of this Prospectus:

Particulars	Number of Equity Shares	Percentage (%) holding
Hasumati Navneetdas Parekh	38,70,000	26.98%
Harish Parekh	21,76,190	15.17%
Hasumati Harish Parekh	21,70,800	15.13%
Ronak Parekh	21,05,090	14.68%
Alok Parekh	17,36,090	12.10%
Navneetdas Parekh	14,27,390	9.95%
Neha Parekh	7,20,000	5.02%
<b>Total</b>	<b>1,42,05,560</b>	<b>99.03%</b>

- ii. Particulars of shareholders holding 1% or more of the paid-up capital of our Company, two (2) years prior to the date of filing of this Prospectus:

Particulars	Number of Equity Shares	Percentage (%) holding
Hasumati Navneetdas Parekh	2,15,000	28.79%
Harish Parekh	1,20,900	16.19%
Hasumati Harish Parekh	1,20,600	16.15%
Navneetdas Parekh	79,300	10.62%
Ronak Parekh	91,950	12.31%
Alok Parekh	71,450	9.57%
Neha Parekh	40,000	5.36%

Sayali Parekh	7,700	1.03%
<b>Total</b>	<b>7,46,900</b>	<b>100.00%</b>

- iii. Particulars of shareholders holding 1% or more of the paid-up capital, one (1) year prior to the date of filing this Prospectus:

Particulars	Number of Equity Shares	Percentage (%) holding
Hasumati Navneetdas Parekh	2,15,000	27.98%
Harish Parekh	1,20,900	15.17%
Hasumati Harish Parekh	1,20,600	15.13%
Ronak Parekh	1,16,950	14.68%
Navneetdas Parekh	79,300	9.95%
Alok Parekh	96,450	12.10%
Neha Parekh	40,000	5.02%
<b>Total</b>	<b>7,89,200</b>	<b>99.03%</b>

- iv. Particulars of shareholders holding 1% or more of the paid-up capital of our Company ten (10) days prior to the date of this Prospectus:

Particulars	Number of Equity Shares	Percentage (%) holding
Hasumati Navneetdas Parekh	38,70,000	26.98%
Harish Parekh	21,76,190	15.17%
Hasumati Harish Parekh	21,70,800	15.13%
Ronak Parekh	21,05,090	14.68%
Alok Parekh	17,36,090	12.10%
Navneetdas Parekh	14,27,390	9.95%
Neha Parekh	7,20,000	5.02%
<b>Total</b>	<b>1,42,05,560</b>	<b>99.03%</b>

### 13. History of the Equity Share capital held by our Promoters

As on the date of this Prospectus, our Promoters hold 1,43,44,160 Equity Shares, equivalent to 100% of the issued, subscribed and paid-up Equity Share capital of our Company.

#### a. Capital built-up of our Promoters:

Name of the Promoter: Alok Parekh								
Date of Allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / Acquisition / Transfer Price per Equity Share (₹)	Nature of Transaction	Cumulative No. of Equity Shares	Percentage of the pre-Issue capital (in %)	Percentage of the post-Issue capital (in %)
On Incorporation	2,500	Cash	10	10	Subscription to MOA	2,500	0.02%	0.01%
March 01, 2012	37,500	Cash	10	25	Further Allotment	40,000	0.28%	0.20%
June 17, 2022	31,450	Cash	10	80	Right Issue	71,450	0.50%	0.36%
October 11, 2023	25,000	Other than Cash	10	800	Conversion of Loan to equity	96,450	0.67%	0.49%
December 26, 2023	16,39,650	Other than Cash	10	NA	Bonus Issue	17,36,100	12.10%	8.83%
February 06, 2024	(10)	Other than Cash	10	NA	Transfer through gift to Alok Parekh HUF	17,36,090	12.10%	8.83%
<b>Total</b>	<b>17,36,090</b>						<b>12.10%</b>	<b>8.83%</b>

Name of the Promoter: Ronak Parekh								
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / Acquisition / Transfer Price per Equity Share (₹)	Nature of Transaction	Cumulative No. of Equity Shares	Percentage of the pre-Issue capital (in %)	Percentage of the post-Issue capital (in %)
March 01, 2012	60,500	Cash	10	25	Further Allotment	60,500	0.42%	0.31%
June 17, 2022	31,450	Cash	10	80	Rights Issue of Shares	91,950	0.64%	0.47%
October 11, 2023	25,000	Other than Cash	10	800	Conversion of Loan to equity	1,16,950	0.82%	0.60%
December 26, 2023	19,88,150	Other than Cash	10	NA	Bonus Issue	21,05,100	14.68%	10.71%
February 13, 2024	(10)	Other than Cash	10	NA	Transfer through gift to Ronak Parekh HUF	21,05,090	14.68%	10.71%
<b>Total</b>	<b>21,05,090</b>						<b>14.68%</b>	<b>10.71%</b>

Name of the Promoter: Navneetdas Parekh								
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / Acquisition / Transfer Price per Equity Share (₹)	Nature of Transaction	Cumulative No. of Equity Shares	Percentage of the pre-Issue capital (in %)	Percentage of the post-Issue capital (in %)
On Incorporation	2,500	Cash	10	10	Subscription to MOA	2,500	0.02%	0.01%
March 01, 2012	76,800	Cash	10	25	Further Allotment	79,300	0.54%	0.40%
December 26, 2023	13,48,100	Other than Cash	10	Nil	Bonus Issue	14,27,400	9.95%	7.26%
February 21, 2024	(10)	Other than Cash	10	NA	Transfer through gift to Navneetdas Parekh HUF	14,27,390	9.95%	7.26%
<b>Total</b>	<b>14,27,390</b>						<b>9.95%</b>	<b>7.26%</b>

Name of the Promoter: Hasumati Navneetdas Parekh								
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / Acquisition / Transfer Price per Equity Share (₹) <sup>(i)</sup>	Nature of Transaction	Cumulative No. of Equity Shares	Percentage of the pre-Issue capital (in %)	Percentage of the post-Issue capital (in %)
On Incorporation	2,500	Cash	10	10	Subscription to MOA	2,500	0.02%	0.01%
March 01, 2012	2,05,000	Cash	10	10	Further Allotment	2,07,500	1.45%	1.06%
March 01, 2012	7,500	Cash	10	25	Further Allotment	2,15,000	1.50%	1.09%
December 26, 2023	36,55,000	Bonus	10	Nil	Bonus Issue	38,70,000	26.98%	19.69%
<b>Total</b>	<b>38,70,000</b>						<b>26.98%</b>	<b>19.69%</b>



Name of the Promoter: Harish Parekh								
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / Acquisition / Transfer Price per Equity Share (₹) <sup>(i)</sup>	Nature of Transaction	Cumulative No. of Equity Shares	Percentage of the pre-Issue capital (in %)	Percentage of the post-Issue capital (in %)
March 01, 2012	1,20,900	Cash	10	25	Further Allotment	1,20,900	0.84%	0.62%
December 26, 2023	20,55,300	Other than Cash	10	Nil	Bonus Issue	21,76,200	15.17%	11.07%
March 14, 2024	(10)	Other than Cash	10	NA	Transfer through gift to Harish Parekh HUF	21,76,190	15.17%	11.07%
<b>Total</b>	<b>21,76,190</b>						<b>15.17%</b>	<b>11.07%</b>

Name of the Promoter: Hasumati Harish Parekh								
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / Acquisition / Transfer Price per Equity Share (₹) <sup>(i)</sup>	Nature of Transaction	Cumulative No. of Equity Shares	Percentage of the pre-Issue capital (in %)	Percentage of the post-Issue capital (in %)
March 01, 2012	1,20,600	Cash	10	25	Further Allotment	1,20,600	0.84%	0.61%
December 26, 2023	20,50,200	Other than Cash	10	Nil	Bonus Issue	21,70,800	15.13%	11.04%
<b>Total</b>	<b>21,70,800</b>						<b>15.13%</b>	<b>11.04%</b>

Name of the Promoter: Neha Parekh								
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / Acquisition / Transfer Price per Equity Share (₹) <sup>(i)</sup>	Nature of Transaction	Cumulative No. of Equity Shares	Percentage of the pre-Issue capital (in %)	Percentage of the post-Issue capital (in %)
January 18, 2022	40,000	Other than Cash	10	Nil	Transfer from Dwarakadas Parekh by way of Gift	40,000	0.28%	0.20%
December 26, 2023	6,80,000	Other than Cash	10	Nil	Bonus Issue	7,20,000	5.02%	3.66%
<b>Total</b>	<b>7,20,000</b>						<b>5.02%</b>	<b>3.66%</b>

Name of the Promoter: Sayali Parekh								
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / Acquisition / Transfer Price per Equity Share (₹) <sup>(i)</sup>	Nature of Transaction	Cumulative No. of Equity Shares	Percentage of the pre-Issue capital (in %)	Percentage of the post-Issue capital (in %)
On Incorporation	2,500	Cash	10	10	Subscription to MOA	2,500	0.02%	0.01%
March 01, 2012	5,200	Cash	10	25	Further Allotment	7,700	0.05%	0.04%
December 26, 2023	1,30,900	Other than Cash	10	Nil	Bonus Issue	1,38,600	0.97%	0.71%
<b>Total</b>	<b>1,38,600</b>						<b>0.97%</b>	<b>0.71%</b>

**14. We hereby confirm that:**

None of the members of the Promoters, Promoter Group, Directors and their immediate relatives have purchased or sold any Equity shares of our Company within the last six months from the date of this Prospectus, except as stated in “*Capital Structure - Equity Share Capital history of our Company*” on page 58 of this Prospectus.

None of the Promoters, members of the Promoter Group, Directors and their immediate 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 this Prospectus.

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

Name of the Promoters	No. of Equity Shares held	Average cost of Acquisition (in ₹) *
Alok Parekh	17,36,090	13.52
Ronak Parekh	21,05,090	11.41
Navneetdas Parekh	14,27,390	1.36
Hasumati Navneetdas Parekh	38,70,000	0.58
Harish Parekh	21,76,190	1.39
Hasumati Harish Parekh	21,70,800	1.39
Neha Parekh	7,20,000	Nil
Sayali Parekh	1,38,600	1.12

\*As certified by statutory auditor S. H. Dama & Associates, Chartered Accountants, pursuant to their certificate dated January 30, 2025.

**16. Details of Promoter contribution locked in for three (3) years:**

- Pursuant to the Regulations 236 and 238 of SEBI ICDR Regulations, an aggregate of at least 20% of the post Offer Equity Share capital of our Company held by our Promoters shall be locked-in for a period of three years from the date of Allotment in this Offer. As on date of this Prospectus, our Promoters hold 1,43,44,160 Equity Shares constituting 100.00 % of the Post-Issue Issued, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoters’ Contribution.
- Our Promoters have consented in writing to include such number of Equity Shares held by them as may constitute of the post Offer Equity Share capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Prospectus until the commencement of the lock-in period specified above. Details of the Equity Shares forming part of Promoters Contribution and their lock-in details are as follows:

Name of the Promoter	Date of Allotment/ Acquisition and when made fully paid-up	Nature of Acquisition	No. of Equity Shares	Face Value (in ₹)	Issue Price per Equity share (in ₹)	% of Pre-Issue Equity share capital	% of Post Issue Equity share Capital	Lock in Period
Alok Parekh	December 26, 2023	Bonus Issue	6,00,000	10	NA	4.18%	3.05%	3 years
Ronak Parekh	December 26, 2023	Bonus Issue	6,00,000	10	NA	4.18%	3.05%	3 years
Navneetdas Parekh	December 26, 2023	Bonus Issue	6,00,000	10	NA	4.18%	3.05%	3 years
Hasumati Navneetdas Parekh	December 26, 2023	Bonus Issue	6,00,000	10	NA	4.18%	3.05%	3 years
Harish Parekh	December 26, 2023	Bonus Issue	6,00,000	10	NA	4.18%	3.05%	3 years
Hasumati Harish Parekh	December 26, 2023	Bonus Issue	6,00,000	10	NA	4.18%	3.05%	3 years
Neha Parekh	December 26, 2023	Bonus Issue	3,00,000	10	NA	2.09%	1.53%	3 years
Sayali Parekh	December 26, 2023	Bonus Issue	1,00,000	10	NA	0.70%	0.51%	3 years
<b>Total</b>			<b>40,00,000</b>			<b>27.89%</b>	<b>20.35%</b>	

*\*To be included in the Prospectus.*

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters' Contribution under Regulation 237 of the SEBI (ICDR) Regulations, 2018. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- i. The Equity Shares acquired during the three years preceding the date of this Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets, or bonus shares issued out of revaluations reserves or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoter's Contribution;
- ii. The Equity Shares acquired during the year preceding the date of this Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

Provided that nothing contained in this clause shall apply to:

The Equity Shares allotted to promoters during one year preceding the date of Prospectus, at a price less than the Offer price, against funds brought in by them during that period, formed by conversion of partnership firm, where the partners of the erstwhile partnership firm are the promoters of the issuer and there is no change in the management; And that the Equity Shares allotted to promoters are against the capital existing in partnership firm for a period of less than one year on a continuous basis;

- iii. The Equity Shares held by the Promoters that are subject to any pledge or any other form of encumbrance.
- iv. Specific written consent has been obtained from the Promoters for inclusion of 40,00,000 Equity Shares for ensuring lock-in of three years to the extent of minimum 20.35 % of post Offer Paid-up Equity Share Capital from the date of allotment in the public Offer.
- v. The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoter under the SEBI (ICDR) Regulations. The Promoters' Contribution constituting 40,00,000 Equity Shares which is 20.35 % of the post Offer capital shall be locked-in for a period of three years from the date of Allotment of the Equity Shares in the Offer.
- vi. We further confirm that our Promoters' Contribution of 20% of the Post Offer Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies.

#### **17. Equity Shares locked-in for one year other than Minimum Promoters Contribution.**

Pursuant to regulation 238(b) and 239 of the SEBI (ICDR) Regulations, other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters contribution for three years, all pre-Offer 1,03,44,200 Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Offer.

#### **18. Transferability of Locked in Equity Shares**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

- a) The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- b) The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

#### **19. Pledge of Locked in Equity Shares**

In terms of Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions or a systemically important non-banking finance company or a housing finance company, subject to the following:

- a) If the specified securities are locked-in in terms of sub-regulation (a) of Regulation 238 of the SEBI ICDR Regulations, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and the pledge of specified securities is one of the terms of sanction of the loan;
- b) If the specified securities are locked-in in terms of sub-regulation (b) of Regulation 238 of the SEBI ICDR Regulations and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.

## **20. Inscription or recording of non-transferability**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription “Non-Transferable” and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

21. As on date of this Prospectus, our Company has 12 shareholders.
22. Our 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 this Prospectus.
23. None of the persons/entities comprising our Promoters Group, our directors or their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of any such entity/individual or otherwise during the period of six (6) months immediately preceding the date of this Prospectus.
24. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares have been listed. Our Company does not have any intention or proposal to alter its capital structure within a period of 6 (six) months from the date of opening of the Offer by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares whether preferential or bonus, rights or further public issue basis. However, Our Company is in expansion phase and may need additional capital to fund existing/ and or future organic and/or inorganic expansion. Therefore, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the issue appropriately in due compliance with the applicable statutory provisions.
25. Our Company, our Promoters, our Directors and the Lead Manager have not entered into any buy-back or standby or similar arrangements for the purchase of Equity Shares being offered through the Issue from any person.
26. Neither the Lead Manager nor any of their associates (as defined under Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) hold any Equity Shares in our Company. The Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
27. There are no Equity Shares against which depository receipts have been issued.
28. The Issue Price has been determined by our Company and the Promoters, in consultation with the Lead Manager.
29. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the members of the Promoter Group during the period between the date of registering the Prospectus with the RoC and the date of closure of the Offer shall be reported to the Stock Exchange within twenty-four (24) hours of the transaction.
30. Subject to valid applications being received at or above the Offer 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 Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines
31. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Offer.
32. Prior to this Initial Public Offer, our Company has not made any public issue at large.
33. As per RBI regulations, OCBs are not allowed to participate in this Offer.
34. Our Promoters and the members of our Promoters Group will not participate in this Offer.

35. Our Company has not raised any bridge loans against the proceeds of the Offer.
36. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
37. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Offer is being made for at least 25% of the post-Offer paid-up Equity Share capital of our Company. Further, this Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
38. No person connected with the Offer shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant
39. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of the Prospectus. Since the entire Offer Price in respect of the Offer is payable on application, all the successful applicants will be allotted fully paid-up Equity shares.
40. None of our Directors or Key Managerial Personnel or Senior Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “*Our Management*” on page 120 of this Prospectus.

## SECTION - IV – PARTICULARS OF THE ISSUE

### OBJECT OF THE ISSUE

The Issue comprises a fresh issue of up to 53,10,000 Equity Shares by our Company aggregating up to ₹ 2336.40 Lakhs (“**Fresh Issue**” or “**Issue**”).

The proceeds of the Issue, after deducting the Issue-related expenses (“**Net Proceeds**”) are estimated to be approximately ₹ 2,087.16 lakhs. Our Company proposes to utilize the Net Proceeds from the Issue towards the following objects:

- (i) Meeting incremental working capital requirements; and
- (ii) General corporate purposes

(Collectively referred to as “**Objects**”)

We believe that listing will enhance our corporate image and the visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing Equity Shares on the SME Platform of BSE Limited (‘BSE SME)

The main objects clause and the matters which are necessary for furtherance to the main objects as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue. The fund requirement and its deployment are based on estimates made by our management and such estimates have not been subjected to appraisal by any bank or financial institution.

### NET PROCEEDS

The details of the proceeds from the Issue are set out in the following table:

Particulars	Estimated Amount (₹ in Lakhs)
Gross Proceeds from the Fresh Issue	2336.40
Less: Issue Related Expenses	249.24
Net Proceeds	2,087.16

### UTILIZATION OF NET PROCEEDS AND SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT

The Net Proceeds are currently expected to be deployed in accordance with the details provided in the table below:

Particulars	Estimated Amount (₹ in Lakhs) *
Meeting incremental working capital requirements	1800.00
General corporate purposes	287.16
<b>Total</b>	<b>2,087.16</b>

\*The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

### SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF NET PROCEEDS

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds as set forth in the table below:

(₹ in Lakhs)

Particulars	Amount to be funded from Net Proceeds	Estimated utilization of Net Proceeds in Fiscal 2025	Estimated utilization of Net Proceeds in Fiscal 2026
Meeting incremental working capital requirements	1800.00	300.00	1500.00
General corporate purposes*	287.16	287.16	-
<b>Net Proceeds of the Issue</b>	<b>2,087.16</b>	<b>587.16</b>	<b>1500.00</b>

\* The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

We propose to deploy the Net Proceeds towards the Objects of the Issue by the end of the Financial Year 2025 and for the Financial Year 2026 and in the manner as specified in the table above. However, if the Net Proceeds are not utilized (in full or in part) for the objects of the Issue during the period stated above due to factors such as (i) the timing of completion of the Issue; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be finalised (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws

The fund deployment indicated above is based on management estimates, current circumstances of our business and we may have to revise our estimates from time to time on account of various factors, such as financial and market conditions, competition, interest rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable laws. For further details of factors that may affect these estimates, please refer to chapter titled “**Risk Factors**” on beginning on page 22 of this Prospectus.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be done through internal accruals through cash flows from our operations and debt. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Issue, we may explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Subject to applicable law, if the actual utilization towards any of the Objects, including the issue related expenses is lower than the proposed deployment, such balance will be used for such objects in the subsequent Fiscals or will be used towards the objects set out herein above, if required including general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Fresh Issue, at the discretion of the management, in accordance with Regulation of the SEBI (ICDR).

## **MEANS OF FINANCE**

Fund requirements for the Objects are proposed to be met from the Net Proceeds and our internal accruals. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under Regulation 230(1) of the SEBI ICDR Regulations 2018 and Clause 9 of Part A of Schedule VI of the SEBI ICDR Regulations 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue or through existing identifiable internal accruals.

In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Issue, we may explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Subject to applicable law, if the actual utilization towards any of the Objects, including utilization towards issue related expenses, is lower than the proposed deployment, such balance will be used for towards the objects set out herein above, including general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Issue in accordance with the SEBI (ICDR) Regulations.

## **DETAILS OF THE OBJECTS OF THE FRESH ISSUE**

### **1. Meeting incremental Working Capital Requirements**

Our Company proposes to utilize up to ₹ 1800.00 Lakhs from the Net Proceeds towards meeting its incremental working capital requirements in Fiscal 2025 and Fiscal 2026. We have significant working capital requirements, and we fund our working capital requirements in the ordinary course of business from our internal accruals/equity and financing facilities from various banks, financial institutions and related parties. Our Company requires additional working capital for funding future growth requirements of our Company. For details of the working capital facilities availed by us, see “**Financial Indebtedness**” on 199 of this Prospectus.

#### ***Basis of estimation of working capital requirement:***

We propose to utilise up to ₹ 1800.00 Lakhs from the Net Proceeds to fund the working capital requirements of our Company in the Fiscal 2025 and Fiscal 2026. The balance portion of our working capital requirement will be arranged from existing equity, internal accruals, borrowings from banks, financial institutions and related parties.

The details of the Company’s working capital for nine months period ended December 31, 2024 and the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, and the source of funding, on the basis of restated financial statement of our Company are provided in the table below:

(₹ in Lakhs)

<b>Particulars</b>	<b>For the nine months period ended December 31, 2024</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Current assets</b>				



Particulars	For the nine months period ended December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Inventories	858.65	550.87	747.70	338.53
Trade receivables	4,168.39	4299.61	3377.30	2209.91
Short-term Loans and Advances	450.51	212.43	252.22	119.73
Other Current Assets	43.74	35.68	-	-
<b>Total Current Assets (A)</b>	<b>5,521.29</b>	<b>5098.59</b>	<b>4,377.22</b>	<b>2,668.17</b>
<b>Current liabilities</b>				
Trade payables	804.08	973.60	994.14	611.08
Other Current Liabilities	118.12	254.87	529.78	222.12
Short Term Provisions	26.13	18.38	12.33	7.04
<b>Total Current Liabilities (B)</b>	<b>948.33</b>	<b>1,246.85</b>	<b>1,536.25</b>	<b>840.24</b>
<b>Net working capital requirements (C=A - B)</b>	<b>4,572.96</b>	<b>3851.74</b>	<b>2840.97</b>	<b>1827.93</b>
<b>Sources of funds</b>				
Borrowings	2,818.85	2611.02	1900.75	1,262.52
Internal accruals / Equity	1,754.11	1240.72	940.23	565.41
<b>Total Means of Finance</b>	<b>4,572.96</b>	<b>3851.74</b>	<b>2840.97</b>	<b>1827.93</b>

\*As certified by our Statutory Auditors, M/s. S. H. Dama & Associates, Chartered Accountants by way of their certificate dated January 30, 2025

For further details, please see the chapter titled “*Restated Financials Statements*” on page 143 of this Prospectus.

**Expected working capital requirements:**

The estimated working capital requirements for the Financial Year ended March 31, 2025 has been prepared based on the management estimates of current and future financial performance. The projection has been prepared using set of assumptions that include assumptions about future events and management’s action that are not necessarily expected to occur.

On the basis of our existing working capital requirements and estimated working capital requirements, our Board pursuant to its resolution dated January 30, 2025 has approved the projected working capital requirements for Financial Year ended March 31, 2025, with the assumptions and justifications for holding levels, and the proposed funding of such working capital requirements, as set forth below:

(₹ in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Current Assets</b>		
Inventories	1,445.00	999.00
Trade receivables	7,140.00	4,920.00
Short-term Loans and Advances	330.00	450.00
Other Current Assets	20.00	20.00
<b>Total Current Assets (A)</b>	<b>8,935.00</b>	<b>6,389.00</b>
<b>Current Liabilities</b>		
Trade payables	1,305.00	910.00
Other Current Liabilities and Provisions	106.00	112.00
Short-term Provisions	21.00	11.00
<b>Total Current Liabilities (B)</b>	<b>1,432.00</b>	<b>1,033.00</b>
<b>Net working capital requirements (C=A– B)</b>	<b>7,503.00</b>	<b>5,356.00</b>
<b>Sources of funds</b>		
Borrowings	2,750.00	2,800.00
Internal accruals / Equity	3,253.00	2,256.00

Fresh Issue proceeds	1500.00	300.00
<b>Total Means of Finance</b>	<b>7,503.00</b>	<b>5,356.00</b>

*Assumptions for our estimated working capital requirement:*

*(in days)*

Particulars	As at March 31, 2026 (Projected)	As at March 31, 2025 (Projected)	As at December 31, 2024 (Actuals)	As at March 31, 2024 (Actuals)	As at March 31, 2023 (Actuals)	As at March 31, 2022 (Actuals)
Trade Receivables	150	150	149	84	60	59
Inventories	30	30	31	11	13	9
Short Term Loans & Advances	7	14	16	4	5	3
Other Current Assets	0	0	2	1	0	0
<b>Total Current Assets (A)</b>	<b>187</b>	<b>194</b>	<b>197</b>	<b>100</b>	<b>78</b>	<b>71</b>
<b>Current Liabilities (excluding borrowings and income tax liabilities)</b>						
Trade Payables	27	28	29	19	18	16
Other Current Liabilities	2	3	4	5	9	6
Short Term Provisions	0	0	1	0	0	0
<b>Total current liabilities (B)</b>	<b>30</b>	<b>31</b>	<b>34</b>	<b>24</b>	<b>27</b>	<b>22</b>
<b>Working Capital Cycle (A-B)</b>	<b>157</b>	<b>163</b>	<b>163</b>	<b>76</b>	<b>51</b>	<b>49</b>

**Justification:**

<b>Inventories</b>	The Company had maintained inventory holding period of 9 days in Fiscal 2022, 13 days in Fiscal 2023, 11 days in Fiscal 2024 and 31 days for the period ended December 31, 2024. The higher inventory days for the period ended December 31, 2024 is attributable to slow off-take of goods due to COVID-19 pandemic which was rationalised during the subsequent financial years. To offer seamless supply of raw materials to our customers, our inventory days for Fiscal 2025 and Fiscal 2026 is estimated at 30 and 30 days respectively. We believe that maintaining inventory to meet any sudden increase in demand of product would help us in achieving higher customer satisfaction.
<b>Trade Receivable</b>	The holding levels of trade receivables were at 59 days in Fiscal 2022, 60 days in Fiscal 2023, 84 days in Fiscal 2024 and 149 days for the nine months period ended December 31, 2024. However, we have witnessed pressure on sales during the Fiscal 2024 and for the nine months period ended December 31, 2024 and estimate that the effect would also continue for Fiscal 2025

	and Fiscal 2026. To maintain our sales target, we would be required to provide higher credit to our customers. Accordingly, we have estimated trade receivable days to 150 days in Fiscal 2025 and 150 days for Fiscal 2026.
<b>Short Term Loans &amp; Advances</b>	Short term loans advances including other current assets include balance with statutory authorities, advances to sundry creditor, prepaid expenses, advance to employees and advance to suppliers. The Company had maintained holding level of short-term loan and advances including other current assets at 3 days in Fiscal 2022, 5 days in Fiscal 2023, 4 days in Fiscal 2024 and 16 days for the nine months period ended December 31, 2024. We have estimated that short term loans & advance would be higher for Fiscal 2025 around 14 days and it would be in line with this historical trend around 7 days for Fiscal 2026.
<b>Other Current Assets</b>	Other current assets include advance payment towards expenses. Accordingly, the other current assets days were at 1 days in Fiscal 2024 and 2 days for the nine months period ended December 31, 2024. Most of these expenses would stand adjusted in Fiscal 2025 against invoice raised by such parties. Accordingly, the other current days for Fiscal 2025 and Fiscal 2026 is estimated to be NIL.
<b>Trade Payable</b>	The Company had maintained holding level of trade payables at 16 days in Fiscal 2022, 18 days in Fiscal 2023, 19 days in Fiscal 2024 and 29 days for the nine months period ended December 31, 2024. We have estimated that we would maintain an trade payable at 28 days for Fiscal 2025 and 27 days for Fiscal 2026.
<b>Other Current liabilities</b>	Other current liabilities days is considered at historical level and includes GST payables, advance from customers and provision for income tax as the majority component. The other current liabilities days stand at 6 days in Fiscal 2022, 9 days in Fiscal 2023, 5 days in Fiscal 2024 and 4 days for the nine-month period ended December 31, 2024. We have estimated other current liabilities as per historical trend at 3 days in Fiscal 2025 and 2 days in Fiscal 2026.
<b>Short Term Provision</b>	Short term provision include provision for Salary Payable and other provisions, the short-term provision days stand at 1 days four months period ended December 31, 2024.

## 2. General Corporate Purposes

The Net Proceeds will first be utilized for the Object set out above, post which, our Company proposes to deploy the balance Net Proceeds aggregating to ₹ 287.16 Lakhs towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with the SEBI (ICDR) Regulations, 2018. The general corporate purposes for which our Company proposes to utilise the Net Proceeds, includes but are not restricted to strategic initiatives, meeting funding requirements for expansion of our business operations and growth opportunities, strengthening marketing capabilities and brand building exercises, providing security deposits and cash collaterals and for meeting exigencies, repayment of debt, working capital requirements, expenses of our Company, as applicable and any other purpose, as may be approved by the Board or a duly constituted committee thereof subject to compliance with Companies Act and other applicable laws. Our Company's management shall have flexibility in utilising surplus amounts, if any. In addition to the above, our Company may utilise the Net Proceeds towards other expenditure, as may be considered expedient, and as approved periodically by our Board or a duly constituted committee thereof, subject to compliance with necessary provisions of the Companies Act and the SEBI Listing Regulations.

### Issue Related Expenses

The total expenses of the Issue are estimated to be ₹ 249.24 Lakhs. The break-up for the Issue expenses is as follows:

Activity	Estimated Amount (₹ in Lakhs) *	As a % of total estimated Issue expenses <sup>(1)</sup>	As a % of Issue size <sup>(1)</sup>
Lead manager fees	50.00	20.06%	2.14%
Fees payable to Registrar, Legal and Other Advisory Services, Advertising and marketing Expenses, Printing and Distribution of issue stationery, Brokerage, Selling, Commission and upload fees	144.51	57.98%	6.19%
Regulators including stock exchanges	5.00	2.01%	0.21%
Others, if any (including Underwriting Commission, Market making, advisory fees, depositories, marketing fees etc.)	49.73	19.95%	2.13%
<b>Total</b>	<b>249.24</b>	<b>100.00%</b>	<b>10.67%</b>

\*Excluding applicable taxes (GST)

**Notes:**

1. As on date of this Prospectus, the fund deployed out of internal accruals will be recouped out of issue proceeds.

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

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

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

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

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

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

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

- The processing fees for applications made by Retail Individual Applicants using the UPI Mechanism would be as follows:

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

\*For each valid application by respective Sponsor Bank

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

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

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

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

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

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

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

\*Based on valid applications

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

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

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

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

#### **Interim use of Net Proceeds**

Our Company, in accordance with the policies established by the Board, from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilisation for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds in deposits with one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, for the necessary duration. Such investments will be approved by our Board from time to time. Our Company confirms that it shall not use the Net Proceeds for any buying, trading, or otherwise dealing in the shares of any other listed Company or for any investment in the equity markets or providing inter-corporate deposits to any related parties.

Additionally, in compliance with SEBI ICDR Regulations, our Company confirms that it shall not use the Net Proceeds for financing or for providing loans to or for acquiring shares of any person who is part of the Promoter Group.

#### **Bridge Financing Facilities**

Our Company has not raised any bridge loans or entered into any other similar financial arrangements from / with any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds.

#### **Appraisal Report**

None of the Objects for which the Net Proceeds will be utilised, require appraisal from any agency in terms of applicable law.

#### **Appraisal by Appraising Agency**

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

#### **Monitoring Utilization of Funds**

Our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds. 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 Offer. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

**Variation in Objects**

Our Company shall not vary the objects of the Issue, as envisaged under Sections 13(8) and 27 of the Companies Act and applicable rules, without our Company being authorised to do so by the Shareholders by way of a special resolution and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act.

**Other Confirmation**

No part of the Net Proceeds will be utilised by our Company as consideration to our Promoters, members of the Promoter Group, Directors, or Key Management Personnel or Senior Managerial Personnel. Our Company has not entered into nor is planning to enter into any arrangement / agreements with Promoters, members of the Promoter Group, Directors or Key Management Personnel or Senior Managerial Personnel in relation to the utilisation of the Net Proceeds. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects, as set out above

## BASIS FOR ISSUE PRICE

The Issue Price of ₹ 44/- per Equity Share is determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is ₹10.00/- per Equity Share and Issue Price is ₹ 44/- per Equity Share. The Issue Price is 4.4 times the face value.

Investors should refer chapter / chapters titled “**Risk Factors**”, “**Financial Statements**”, “**Management Discussion and Analysis of Financial Condition and Results of Operations**” and “**Business Overview**” beginning on page 22, 143, 182 and 97 respectively of this Prospectus to get an informed view before making an investment decision.

### Qualitative Factors

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

- Extensible Business Model
- Strong Network of supplier
- Multiproduct Portfolio and ability to identify customer requirements
- Strong relationships with key customers
- Experienced management team with an established track record
- Track record of financial performance

For further details, please refer to the paragraph titled “**Competitive Strengths**” in the chapter titled “**Business Overview**” beginning on page 97 of this Prospectus.

### Quantitative Factors

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price, are as follows:

#### 1) Basic and Diluted Earnings Per Share (EPS)

Year / Period ended	Basic EPS and Diluted EPS	Weights
March 31, 2022	0.94	1
March 31, 2023	3.07	2
March 31, 2024	3.07	3
<b>Weightage Average EPS</b>	<b>2.71</b>	
<b>Four months period ended December 31, 2024</b>	<b>1.68</b>	

**Note:**

- i. The face value of each Equity Share is ₹ 10.
- ii. Basic Earnings per share = Profit for the period / Weighted average number of equity shares outstanding during the period/year.
- iii. Diluted Earnings per share = Profit for the period / Weighted average number of potential equity shares outstanding during the period/year.
- iv. Weighted average is aggregate of year-wise weighted EPS divided by the aggregate of weights i.e.  $\{(EPS \times Weight) \text{ for each year} \} / \{Total \text{ of weights} \}$
- v. Weighted average number of Equity Shares are the number of Equity Shares outstanding at the beginning of the period/ year adjusted by the number of Equity Shares issued during the period/ year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/ year.
- vi. The figures disclosed above are based on the Restated Financial Statement of our Company.

*Note - Figures may change due to rounding off*

#### 2) Return on Net worth (RoNW)

Return on Net Worth (RoNW) as per restated financial statements (Standalone)

Year Ended	RONW (%)	Weight
March 31, 2022	23.66%	1
March 31, 2023	41.59%	2
March 31, 2024	23.19%	3
<b>Weighted Average</b>	<b>29.40%</b>	
<b>As at December 31, 2024</b>	<b>11.27%</b>	

**Note:**

1. The figures disclosed above are based on the Restated Financial Statement of our Company. Return on Net worth has been calculated as per the following formula:



- i. Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Net worth as restated as at year end.
- ii. 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.
- iii. Net worth is aggregate value of the paid-up share capital of the Company and other equity, excluding revaluation reserves if any, as per Restated Financial Information.

### 3) Net Asset Value (NAV)

Particulars	₹ per share
Net Asset Value per Equity Share as of March 31, 2022	3.97
Net Asset Value per Equity Share as of March 31, 2023	7.38
Net Asset Value per Equity Share as of March 31, 2024	13.20
Net Asset Value per Equity Share as of December 31, 2024	14.88
Net Asset Value per Equity Share after Issue	22.74
Issue Price	44

Note: Net Asset Value has been calculated as per the following formula:

- i. 
$$\text{NAV} = \frac{\text{Net worth excluding revaluation reserve}}{\text{Number of Equity shares outstanding during the year/period}}$$
- ii. The figures disclosed above are based on the Restated Financial Statement of our Company

### 4) Comparison with industry peers

Companies	CMP*	EPS (Basic in ₹)	EPS (Diluted in ₹)	PE Ratio	RONW (%)	NAV (Per Share)	Face Value
Shreenath Paper Products Limited	44	3.07	3.07	14.33	23.19%	13.20	10.00
<b>Peer Group</b>							
JK Paper Ltd	361.20	53.27	53.27	6.78	19.82%	268.74	10.00
Star Paper Mills Ltd	185.00	41.01	41.01	4.51	9.89%	414.70	10.00
Seshasayee Paper And Boards Limited	291.80	43.06	43.06	6.78	14.12%	305.24	2.00

\*Issue Price of our Company is considered as CMP

Source: All the financial information for listed industry peers mentioned above is on a standalone basis) and is sourced from the filings made with stock exchanges, available on [www.bseindia.com](http://www.bseindia.com) for the Financial Year ending March 31, 2024.

#### Notes:

- a) Considering the nature and size of the business of our Company the peers are not strictly comparable. However, above company is included for broad comparison.
- b) The figures for Shreenath Paper Products Limited are based on the restated standalone financial statements for the year ended March 31, 2024.
- c) The figures for the peer group are for the year ended March 31, 2024 and are based on their respective Standalone financial statements filed with BSE Ltd.
- d) NAV is computed as the closing net worth divided by the closing outstanding number of equity shares. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves) and as attributable to the owners of the Company.
- e) P/E Ratio for the peer has been computed based on the closing market price of respective equity shares as on January 30, 2025 sourced from website of Stock Exchange as divided by the Basic/diluted EPS as applicable.
- f) RoNW is computed as net profit after tax (excluding comprehensive income), as attributable to the owners of the Company divided by closing net worth. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves) and as attributable to the owners of the Company.

For further details, please refer chapter titled “**Risk Factors**” beginning on page 22 of this Prospectus and the financials of the Company including important profitability and return ratios, as set out in the chapter titled “**Restated Financial Statements**” beginning on page 143 of this Prospectus to have more informed view about the investment proposition. The Face Value is Rs.10.00/- per Equity Share and the Issuer Price Rs. 44/- has been determined by the Issuer in consultation with the Lead Manager and is justified by the company in consultation with the Lead Manager on the basis of above information.

### 5) The Issue price is 4.4 times of the face value of the Equity Shares

The Issue Price of ₹ 44 per equity share has been determined by the Company in consultation with the lead manager on the basis of an assessment of market demand for the equity shares through the fixed price issue process and on the basis of qualitative and quantitative factors.

Prospective investors should read the above-mentioned information along with “**Risk Factors**”, “**Business Overview**”, “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” and “**Restated Financial Statements**” beginning on pages 22, 97, 182 and 143, respectively, to have a more informed view. The trading price of the equity shares could decline due to the factors mentioned in the “**Risk Factors**” and you may lose all or part of your investments.

## 6) Key Performance Indicators

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

The KPIs herein have been certified by Statutory Auditor, Chartered Accountants, by their certificate dated January 30, 2025.

The KPIs of our Company have been disclosed in the chapters titled “**Business Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators**” on pages 97 and 182, respectively. We have described and defined the KPIs, as applicable, in “**Definitions and Abbreviations**” on page 2.

Our Company confirms that it shall continue to disclose all the KPIs included in this chapter 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 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)

Particulars	For the nine months period ended December 31, 2024*	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Revenue from operations (₹ in Lakhs) <sup>(1)</sup>	7,704.05	18,584.83	20,443.77	13,597.83
Growth in Revenue from Operations (%) <sup>(2)</sup>	NA	-9.09%	50.35%	59.27%
EBITDA (₹ in Lakhs) <sup>(3)</sup>	434.34	577.36	664.26	(195.34)
EBITDA Margin (%) <sup>(4)</sup>	5.64%	3.11%	3.25%	(1.44%)
Restated Profit After Tax for the Year (₹ in Lakhs)	240.51	439.06	438.47	133.76
PAT Margin% <sup>(5)</sup>	3.12%	2.36%	2.14%	0.98%
Net Worth <sup>(6)</sup>	2,133.77	1,893.25	1,054.20	565.41
Capital Employed	5,277.05	4,786.82	3,558.89	2,241.84
RoE (%) <sup>(7)</sup>	11.27%	23.19%	41.59%	23.66%
RoCE (%) <sup>(8)</sup>	10.80%	19.32%	24.16%	16.61%

\* Not Annualized

Notes:

<sup>(1)</sup> Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.

<sup>(2)</sup> Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.

<sup>(3)</sup> EBITDA is calculated as Profit before tax + Depreciation & amortization + Finance Cost - Other Income

<sup>(4)</sup> EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations

<sup>(5)</sup> PAT Margin (%) is calculated as PAT for the period/year divided by revenue from operations.

<sup>(6)</sup> Net worth is aggregate value of the paid-up equity share capital of the Company and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, excluding revaluation reserves if any, as per Restated Financial Information.

<sup>(7)</sup> Return on Equity (%) refers to restated profit for the year/period attributable to equity shareholders of our Company divided by Net worth.

<sup>(8)</sup> Return on Capital Employed is calculated as earnings before interest and taxes divided by Capital Employed.

-Earnings before interest and tax is calculated as restated profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs.

-Capital Employed is calculated as total equity plus total borrowings and deferred tax liabilities minus intangible assets.

Explanation of KPI Metrics:

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
Growth in Revenue from Operations	Growth in Revenue from Operations provides information regarding the growth of our business for respective periods
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.

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

While our listed peers (mentioned below), like us, operate in the same industry and may have similar offerings or end use applications, they derive significant portion of revenue. Our business may be different in terms of differing business models (for example –focus on Business Support Services which might not be an area of focus for our listed peers), different product verticals serviced or focus areas or different geographical presence.

Particulars	JK Paper Ltd			Star Paper Mills Ltd			Seshasayee Paper And Boards Limited		
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from operations <sup>(1)</sup>	5,86,002	6,23,206	3,98,067	44,447.29	49,268.75	33,053.98	1,80,156	2,08,253	1,35,493
Growth in Revenue from Operations <sup>(2)</sup>	-5.97%	56.56%	45.20%	-9.79%	-28.38%	41.63%	-13.49%	53.70%	73.31%
EBITDA <sup>(3)</sup>	1,29,634	1,63,919	94,306	5,527.05	6,746.41	3,200.07	33,987	37,03,480	9,30,169
EBITDA Margin <sup>(4)</sup>	22.12%	26.30%	23.69%	-18.07%	13.69%	9.68%	18.87%	1778.36%	686.51%
PAT	90,243	88,533	51,109	6,400.32	6,567.3	3,664.81	25,937	38,65,400	10,31,000
PAT Margin % <sup>(5)</sup>	15.40%	14.21%	12.84%	14.40%	13.33%	11.09%	14.40%	1856.11%	760.92%
Net Worth <sup>(6)</sup>	4,55,244	3,77,442	3,04,466	64,727.68	59,441.63	53,481.53	1,83,753	1,57,629	1,20,560
Capital Employed <sup>(9)</sup>	6,33,618	6,06,857	5,63,525	64,727.68	59,441.63	53,481.53	1,85,703	1,57,436	1,20,846
RoE <sup>(7)</sup>	19.82%	23.46%	16.79%	9.89%	11.05%	6.85%	14.12%	24.52%	8.55%
RoCE <sup>(8)</sup>	18.57%	24.72%	15.16%	12.63%	14.11%	8.35%	18.71%	32.99%	11.70%

(1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.

(2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.

(3) EBITDA is calculated as Profit before tax + Depreciation & amortisation + Finance Cost - Other Income.

(4) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.

(5) PAT Margin (%) is calculated as PAT for the period/year divided by revenue from operations.

(6) Net worth is aggregate value of the paid-up equity share capital of the Company and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, excluding revaluation reserves if any, as per Restated Financial Information.

(7) Return on Equity (%) refers to restated profit for the year/period attributable to equity shareholders of our Company divided by Net worth attributable to the owners of the company.

(8) Return on Capital Employed is calculated as earnings before interest and taxes divided by Capital Employed.

-Earnings before interest and tax is calculated as restated profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs.

(9) Capital Employed is calculated as total equity plus total borrowings minus intangible assets.

#### 8) Weighted average cost of acquisition

a) *The price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on the primary/ new issue of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Scheme and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Transactions”)*

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

Date of Allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Total Consideration
October 11, 2023	50,000	10	800	Other than cash	Conversion of Loan to Equity	4,00,00,000
<b>Total</b>	50,000					<b>4,00,00,000</b>
<b>Weighted Average Cost of Acquisition [Total consideration/ Total number of shares transacted]</b>						<b>800.00</b>

b) *The price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on the secondary sale / acquisition of Equity Shares or convertible securities involving any of the Promoters, members of the Promoter Group, Selling Shareholders or Shareholders with rights to nominate directors during the 18 months preceding the date of filing of this Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”)*.

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), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

c) Since there are eligible transactions of our Company reported in (a) above in accordance with paragraph (9)(K)(4)(a) of the SEBI ICDR Regulations, the price per Equity Share of our Company based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoters/ Promoter Group entities or Shareholders having the right to nominate director on the Board are a party to the transaction) not older than 3 years prior to the date of filing of this Prospectus has not been computed.

#### 9) Weighted average cost of acquisition, Floor Price and Cap Price

Based on the disclosures in (a) above, the weighted average cost of acquisition of Equity Shares as compared with the Floor Price and Cap Price is set forth below:

Type of Transactions	Weighted average cost of acquisition (₹ per Equity Shares) *	Issue Price
I. Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan / employee stock option scheme and issuance of	800 <sup>^</sup>	0.06 times

Type of Transactions	Weighted average cost of acquisition (₹ per Equity Shares) *	Issue Price
bonus shares, during the 18 months preceding the date of filing of this Daft Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.		
II. Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities, where promoters/promoter group entities or selling shareholders or shareholder(s) having the right to nominate director(s) or selling shareholder in the Board area party to the transaction, during the 18 months preceding the date of filing of this Prospectus, where either acquisition nor sale is equal to or more than five percent 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	NA	NA
III. Since there are no such transactions to report to under (I) and (II) above, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where our Promoters/members of our Promoter Group or Shareholder(s) having the right to nominate director(s) on the Board of our Company, are a party to the transaction, during the three years prior to the date of filing of this Prospectus irrespective of the size of the transaction, is as below.	NA	NA

\*As certified by our Statutory Auditors, M/s. S. H. Dama & Associates, Chartered Accountants by way of their certificate dated January 30, 2025

^The Company has issues bonus shares dated December 26, 2024 in the ratio of 17 (Seventeen) Equity Shares for every 1 (One) Equity Share held.

10) **Detailed explanation for Issue Price being 0.06 times of WACA of primary issuance price/secondary transaction price of Equity Shares along with our Company’s KPIs and financial ratios for Nine months period ended December 31, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022 and in view of the external factors which may have influenced the pricing of the issue, if any**

For details of our Company’s key performance indicators and financial ratios, please refer to chapters entitled “**Basis of Issue**” and “**Business Overview**” on pages 78 and 97 respectively. The Issue Price of ₹ 44 has been determined by our Company, in consultation with the Lead Manager. The trading price of the Equity Shares could decline due to the factors mentioned in the chapter entitled “**Risk Factors**” or any other factors that may arise in the future and you may lose all or part of your investments.

Our Company in consultation with the Lead Manager, is justified of the Issue Price in view of the above qualitative and quantitative parameters. Investors should read the abovementioned information along with the chapters entitled “**Risk Factors**”, “**Business Overview**” and “**Restated Financial Statement**” on pages 22, 97 and 143, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the chapter entitled “**Risk Factors**” or any other factors that may arise in the future and you may lose all or part of your investments.

The Price Band/ Floor Price/ Issue Price shall be determined by our Company in consultation with the LM and will be justified by us in consultation with the LM on the basis of the above information. Investors should read the above-mentioned information along with “**Business Overview**”, “**Risk Factors**” and “**Restated Financial Statements**” on pages 97, 22 and 143 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “**Risk Factors**” or any other factors that may arise in the future and you may lose all or part of your investments.

**STATEMENT OF TAX BENEFITS**

*[The Remainder of this Page has intentionally been left blank]*





# *S. H. Dama & Associates*

*Chartered Accountants*

Office No. 156, 1st Floor, Satra Plaza, Sector 19D, Palm Beach Road, Vashi, Navi Mumbai-400 703. (M) 9820271486 | Tel.: 022-49797800  
Email Id : suresh\_dama@yahoo.com

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To,  
The Board of Directors  
**Shreenath Paper Products Limited**  
Shop no. 5, Plot no.136, N-1, Masco Corner API Road,  
Cidco, Aurangabad, Maharashtra, India, 431003.  
Tel No: +91 0240-2489888  
Email: info@shreenathpaper.com  
Website: https://www.shreenathpaper.com

Dear Sir,

**Subject: Statement of possible tax benefits (“the Statement”) available Shreenath Paper Products Limited (“the Company”) and its shareholders prepared in accordance with Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended (“the Regulation”)**

We hereby confirm that the enclosed Annexure 1 and 2 (together “the Annexures”), prepared by the Company, provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 (‘the Act’) as amended by the Finance Act 2024, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 (“GST Act”), as amended by the Finance Act 2024 circular and notifications issued from time to time, i.e., applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26, presently in force in India (together, the” Tax Laws”). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

1. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
2. We do not express any opinion or provide any assurance as to whether:
  - i) the Company or its shareholders will continue to obtain these benefits in future;
  - ii) the conditions prescribed for availing the benefits have been / would be met with; and
  - iii) the revenue authorities/courts will concur with the views expressed herein.
3. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.





## *S. H. Dama & Associates*

*Chartered Accountants*

Office No. 156, 1st Floor, Satra Plaza, Sector 19D, Palm Beach Road, Vashi, Navi Mumbai-400 703. (M) 9820271486 | Tel.: 022-49797800  
Email Id : suresh\_dama@yahoo.com

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4. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
5. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
6. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Prospectus/Updated Draft Prospectus /Prospectus in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

**For and on behalf of**  
**M/s. S. H. Dama & Associates,**  
**Chartered Accountants**  
**FRN: 125932W**



**CA Suresh H. Dama**  
**Proprietor**  
**M. No.: 118711**  
**UDIN: 25118711BMFXRT3738**  
**Place: Navi Mumbai**  
**Date: 27/01/2025**



## *S. H. Dama & Associates*

*Chartered Accountants*

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Email Id : suresh\_dama@yahoo.com

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### **ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS**

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

**YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING, AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION**

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

There are no special direct tax benefits available to the company.

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

There are no special direct tax benefits available to the shareholders of the company.

**Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Prospectus/Updated Draft Prospectus/Prospectus.



## *S. H. Dama & Associates*

*Chartered Accountants*

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### **ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS**

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

**YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION**

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

There are no special indirect tax benefits available to the company.

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

There are no special indirect tax benefits available to the shareholders of the company.

**Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole/first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant indirect tax law benefits and does not cover any direct tax law benefits or benefits under any other law.

We hereby give our consent to include our above-referenced opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Prospectus/Updated Draft Prospectus /Prospectus.

## SECTION V: ABOUT THE COMPANY

### INDUSTRY OVERVIEW

*Industry publications are prepared based on information as at specific dates and may no longer be current or reflect current trends. The information in this chapter is also derived from extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The information has not been independently verified by us, the Lead Manager, or any of our or their respective affiliates or advisors. The data may have been re-classified by us for the purposes of presentation.*

*Accordingly, investment decisions should not be based on such information. For additional details, including the disclaimers associated with the Industry Report, see “Presentation of Financial, Industry and Market Data” beginning on page 14 of this Prospectus.*

### **INTRODUCTION**

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices for Q1 2024-25 is estimated at Rs. 77.31 lakh crores (US\$ 928.9 billion) with growth rate of 9.7%, compared to the growth of 8.5% for Q1 2023-24. The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government’s continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-September 2025, India’s exports stood at US\$ 211.46 billion, with Engineering Goods (26.57%), Petroleum Products (16.51%) and electronic goods (7.39%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months. Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's appeal as a destination for investments has grown stronger and more sustainable as a result of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

### **MARKET SIZE**

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 173.82 lakh crores (US\$ 2.08 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, ‘Panchamrit’. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India’s current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 23.2 billion for the 2023-24 compared to US\$ 67.0 billion or 2.0% of GDP in the preceding year. This was largely due to decrease in merchandise trade deficit. Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India’s trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

### **RECENT DEVELOPMENTS**

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of October 11, 2024, India's foreign exchange reserves stood at US\$ 690.43 billion.
- In 1H 2024, India saw a total of US\$ 31.5 billion in PE-VC investments.
- India secured 39th position out of 133 economies in the Global Innovation Index 2024. India rose from 81st position in 2015 to 39th position in 2024. India ranks 3rd position in the global number of scientific publications.
- In September 2024, the gross Goods and Services Tax (GST) stood at highest monthly revenue collection at Rs. 1.73 lakh crore (US\$ 20.83 billion).
- Between April 2000–March 2024, cumulative FDI equity inflows to India stood at US\$ 97 billion.
- In August 2024, the overall IIP (Index of Industrial Production) stood at 145.6. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 125.1, 147.1 and 219.3, respectively.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.49% (Provisional) for September 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 13.89 billion) in India during January- (up to 15th July) 2024.
- The wheat procurement during Rabi Marketing Season (RMS) 2024-25 (till May) was estimated to be 266 lakh metric tonnes (LMT) and the rice procured in Kharif Marketing Season (KMS) 2024-25 was 400 LMT.

### **GOVERNMENT INITIATIVES**

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In July 2024, the Ministry of Finance held the Union Budget and announced that for 2024-25, the total receipts other than borrowings and the total expenditure are estimated at Rs. 32.07 lakh crore (US\$ 383.93 billion) and Rs. 48.21 lakh crore (US\$ 577.16 billion), respectively.
- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17th, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6th, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.

- On June 28th, 2023, the Ministry of Environment, Forests, and Climate Change introduced the ‘Draft Carbon Credit Trading Scheme, 2023’.
- From April 1st, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of ‘AtmaNirbhar Bharat’ and ‘Local goes Global’.
- In order to enhance India’s manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister’s Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US\$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1st, 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29th, 2022, by the Ministry of Railways.
- On October 7th, 2022, the Department for Promotion of Industry and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20th, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14th, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever ‘AI in Defence’ (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11th, 2022.

- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30th, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- 'Mission Shakti' was applicable with effect from April 1st, 2022, aimed at strengthening interventions for women's safety, security, and empowerment.
- The Union Budget of 2022-23 was presented on February 1st, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/ Nomadic/SemiNomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).



- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29th, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31st, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- By November 1st, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

## **ROAD AHEAD**

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the

budget of 2024-25, capital expenditure took lead by steeply increasing the capital expenditure outlay by 17.1 % to Rs.11 lakh crore (US\$ 133.51 billion) over Rs. 9.48 lakh crore (US\$ 113.91 billion) in 2023-24. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. Since India’s resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

(Sources: <https://www.ibef.org/>)

## **INDIA’S PAPER AND PACKAGING INDUSTRY**

### **Introduction**

Packaging is an essential component of almost every product. A product's packaging acts as an ‘eye catcher’, allowing it to stand out from competing goods in today’s market environment, which faces stiff competition, and therefore, an edge is required for the product to outshine its rival. Packaging is also instrumental in conveying the product’s message to consumers and helps in establishing the visual appeal of a brand; hence, marketers view product packaging as the best possible opportunity to attract consumers to their product. Moreover, the product’s packaging is designed to capitalise on the impulse shopping behaviour, especially in large super market chains that account for a significant proportion of purchases made by an average consumer. The main functions of packaging besides marketing is to transmit information, protect the product, provide convenience and add security. Paper and paper products are a major source of materials used to package goods. Paper finds application in packaging due to the many environmental concerns arising from plastic usage. The capacity to recycle paper more than once, along with how simple it is to deal with it as a waste product, serves as an essential method of reducing pollution and costs to an extent.

### **TYPES OF PACKAGING**

The packaging industry can be categorised into two segments: flexible and rigid.

- The rigid sector accounts for 36% of India’s total packaging. Corrugated and paperboard boxes are an example of a rigid packaging category that are made using paper as a raw material. These boxes are considered to be one of the safest and most effective methods for packaging and transporting goods. The cellular structure of corrugated boxes, in addition to being lightweight, has great compressive strength, toughness and impact resistance. The procedure of lining, laminating or coating the boxes can assist them to withstand moisture and other harmful elements, protecting the quality and longevity of the product. The packaging of both industrial and consumer items requires corrugated board boxes. They are used for packaging a variety of commodities including textiles, fruits, vegetables, potteries, chemicals and pharmaceuticals.
- The flexible sector comprises 64% of the total packaging. The application of paper in flexible packaging is in the form of bags, sachets, envelopes and so on. The flexible pouch market, which enables small-quantity packaging, has gained momentum due to demand for small packs. Compared to other types of packaging, flexible paper packaging is less expensive, requires less material and is lighter in weight. Flexible paper packaging has become more popular as a result of its high efficiency and low cost. Flexible packaging is a crucial component of versatile packaging, which includes packaging for food and drink, personal care, home care and healthcare, among others.



## **INDIA PACKAGING INDUSTRY OVERVIEW**

The paper and packaging sector in India is growing rapidly and has significant potential for future expansion. The industry was valued at \$50.5 billion in 2019 and is anticipated to reach \$204.81 billion by 2025, registering a CAGR of 26.7% from 2020 to 2025. The growth in the sector is being driven by a surge in e-commerce, food processing,

pharmaceuticals, FMCG, manufacturing industry and healthcare sector. Additionally, numerous government initiatives including 'Make in India' had positive impact on the packaging industry. The paper and packaging industry is currently the fifth largest sector in the Indian economy and has the potential to achieve pricing levels that are about 40% cheaper compared to European regions.

The Indian packaging sector has distinguished itself with its exports of flattened cans, printed sheets and components, crown cork, lug caps, plastic film laminates, craft paper, paper board and packaging machinery. The packaging segment with the fastest growth include laminates and flexible packaging, particularly PET and weaved sacks.

India uses paper as a major source of packaging. The paper industry accounts for 5% of global production. Demand for paper continues to rise for the packaging of FMCG products and ready-to-eat food. Packaging-grade paper accounts for 55% of the main types of paper produced domestically in the paper and paperboard industry.

**PILLARS OF GROWTH:**



**GOVERNMENT INITIATIVE**

The government has launched the National Packaging initiative which focuses on the following measures to promote the sector:

- Set up guidelines and certain requirements for design and material of packaging used;
- Promote the process of moving in bulk quantities;
- Focus on promotion of centralised industrial activity by encouraging application of necessary and sophisticated infrastructure such as specialised logistic parks with appropriate facilities as well as packaging labs to work on designs and carry out tests;
- Encourage processes to reduce packaging waste by establishing material recovery facilities (MRFs);
- Support domestic business to manufacture sophisticated packaging materials;
- Develop training facilities and certified programmes of the highest order to maintain availability of skilled labour.

**ROAD AHEAD**

The outlook for the paper and packaging industry in India is optimistic, driven by several factors including the country's growing population, increasing urbanization, and rising disposable incomes. The rapid expansion of e-commerce is fueling demand for packaging materials, while a growing focus on sustainability is prompting the industry to innovate greener solutions. Government initiatives like "Make in India" and infrastructure development projects are expected to boost manufacturing activities and streamline supply chains. Technological advancements are enhancing productivity and quality, while rising export potential offers opportunities for market expansion. Despite challenges such as fluctuating raw material prices and competition from alternative materials, strategic investments and a commitment to sustainability can help the industry capitalize on opportunities and strengthen its position in the global market.

*Note: Conversion rate used in June 2024, Rs. 1 = US\$ 0.012*

*(Sources: <https://www.ibef.org/>)*

**PAPER INDUSTRY HAS CUT WATER USAGE BY 80% AND IS INVESTING US\$ 3.05 BILLION (RS. 25,000 CRORE) IN SUSTAINABLE PROCESSES: IPMA**

An industry association reported that the paper industry in the country has reduced water usage by 80% and intends to do so further owing to investments of US\$ 3.05 billion (Rs. 25,000 crore) made in environmentally friendly production methods in recent years. In a statement, the Indian Paper Manufacturers Association (IPMA) noted that a number of industry participants have adopted eco-friendly practices to reduce their water and carbon footprints. It also stated that the players have deployed modern technology solutions and captive power generation to achieve water and energy efficiency.

The President, Indian Paper Manufacturers Association (IPMA), Mr. Pawan Agarwal stated that the Integrated paper mills have reduced water usage to 40 cubic meters to produce a tonne of paper from the earlier 200 cubic meters. He further stated that the Indian Paper Industry has invested to the tune of US\$ 3.05 billion (Rs. 25,000 crore) in sustainable production processes and capacities in the last few years. Further, he quoted that the paper industry has reduced power consumption, and integrated plants are producing 40% of electricity by utilising biomass from the pulping process.

The National Mission for Enhanced Energy Efficiency (NMEEE)'s Perform Accomplish Trade (PAT) plan, according to IPMA President, has ranked the paper industry as one of the top-performing sectors.

According to Indian Paper Manufacturers Association (IPMA), over the past few years, the industry has worked tirelessly with over 5 lakh marginal farmers and has successfully brought 12 lakh hectares of largely degraded land under plantation.

**AT RS 13,963 CR INDIA'S PAPER EXPORTS TOUCH ALL-TIME HIGH IN FY21-22**

Paper and paperboard exports from India reached an all-time high of Rs. 13,963 crore (US\$ 1.79 billion) in FY21-22, an increase of nearly 80% year on year. According to data issued by the Directorate General of Commercial Intelligence & Statistics (DGCI&S), exports have increased fourfold since the fiscal year 2017. Paper exports from India increased in volume from 0.66 million tonnes in FY17 to 2.85 million tonnes in FY22, and in value from Rs. 3,041 crore (US\$ 391.97 million) to Rs. 13,963 crore (US\$ 1.79 billion) during the same time.

This growth spans different grades of paper. Coated paper and paperboard exports climbed by 100% in value, uncoated writing and printing paper by 98%, tissue paper by 75%, and kraft paper by 37%.

Paper mills in India, particularly in the organised sector, have invested over Rs. 25,000 crore (US\$ 3.22 billion) in new capacity and clean-green technology during the last 5-7 years. India has been a net exporter of paper in volume terms during the last two fiscal years. UAE, China, Saudi Arabia, Bangladesh, Vietnam, and Sri Lanka are among the top export destinations.

## BUSINESS OVERVIEW

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “*Forward-Looking Statements*” on page 13 of this Prospectus for a discussion of the risks and uncertainties related to those statements and also “*Risk Factors*”, “*Restated Financial Statement*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 22, 143 and 182, respectively, 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.

Unless otherwise indicated or the context otherwise requires, the financial information for nine months period ended December 31, 2024, Fiscals 2024, 2023, and 2022 included herein is derived from the Restated Financial Statements, included in this Prospectus, which have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and other applicable law, as amended from time to time. For further information, see chapter titled “*Restated Financial Statements*” on page 143. Also see, “*Presentation of Financials, Industry and Market Data*” on page 14 of this Prospectus. We have included various operational and financial performance indicators in this Prospectus, many of which may not be derived from our Restated Financial Statements. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision, and should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this Prospectus.

### OVERVIEW

The Company was incorporated as “Shreenath Paper Products Private Limited” pursuant to a certificate of incorporation bearing CIN U21098MH2011PTC222833 dated October 10, 2011, issued by the Deputy Registrar of Companies, Central Registration Centre. Thereafter, pursuant to a resolution passed by its Shareholders in the extraordinary general meeting held on December 30, 2011, the business of M/s. Shrinath Papers, a proprietorship concern was taken over as per the terms of the MoU dated December 09, 2011. Subsequently, the Company was converted into a Public Limited Company and the name of the Company was consequently changed to ‘Shreenath Paper Products Limited’ and a fresh Certificate of Incorporation dated April 20, 2023 issued by Registrar of Companies, Mumbai.

We are primarily engaged in the business of providing supply chain solution to industries where paper such as, coating based paper, food grade paper, machine glazed paper, pressure sensitive adhesive paper, forms a major part of their raw materials. Accordingly, we supply different kinds of paper such as sublimation base paper, thermal base paper, straw paper, paper for cone sleeve, cup stock paper, poster paper, security PSA sheet, transcode PSA sheet, filmic & digital PSA sheet, removable PSA sheet, permanent PSA sheet, C2S paper and board, C1S paper, hi-bright paper, low-bright paper, High-Strength Paper, etc. Our business comprises of understanding the specific requirements of our client, curate the technical specification based on their requirements, identify manufacturer who specialise in the required paper, place order, test the sample, procure the material in the desired quantity and supply to our customers. We believe we act as a catalyst between the manufacturer of paper products and the paper mills. We offer paper in different grades ranging from 24-350 grams per square meter (‘GSM’), which is manufactured from waste recycled papers, bagasse base (agricultural waste) and virgin pulp.

The paper products manufactured by our customers have a variety of end use applications and are used in industry such as FMCG, textiles, heat sensitive printers like ATM and POS Paper, restaurants, food and beverages industry automobiles, e-commerce, pharmaceuticals, white goods packaging industry, security labels, advertising industries, educational sector, utensils industry, commercial printing industry, publication industry, other packaging items for industrial and household purpose, paper bags, etc. We sell papers in the domestic markets specially in the state of Maharashtra, Gujarat and Madhya Pradesh.

We attribute our growth to our experienced, and dedicated management team. We leverage their experience in our strategic decision making in the day-to-day operations of our Company. Our Promoters, Alok Parekh, Ronak Parekh, Navneetdas Parekh and Harish Parekh with their significant experience, vision and knowledge, have enabled us to identify and implement our growth strategies. Their leadership skills and insights of the industry have helped us to grow the business and identify changing market trends.

#### *Our financial performance*

Our Company had achieved revenue from operations of ₹ 7,704.05 lakhs for the nine months period ended December 31, 2024, 18,584.83 lakhs in Fiscal 2024, ₹20,443.77 lakhs in Fiscal 2023, and ₹13,597.83 lakhs in Fiscal 2022, representing 97.99%, 97.99%, 98.91%, and 95.93% of our total income, respectively. Our revenue from operations has grown at a CAGR of 16.91% for the Fiscal 2022 to Fiscal 2024.

Our key financial performance indicator for the nine months period ended December 31, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022 are detailed as below:

(₹ in lakhs, unless stated otherwise)

Particulars	For the nine months period ended December 31, 2024	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Revenue from operations (₹ in Lakhs) <sup>(1)</sup>	7,704.05	18,584.83	20,443.77	13,597.83
Growth in Revenue from Operations (%) <sup>(2)</sup>	NA	-9.09%	50.35%	59.27%
EBITDA (₹ in Lakhs) <sup>(3)</sup>	434.34	577.36	664.26	(195.34)
EBITDA Margin (%) <sup>(4)</sup>	5.64%	3.11%	3.25%	(1.44%)
Restated Profit After Tax for the Year (₹ in Lakhs)	240.51	439.06	438.47	133.76
PAT Margin% <sup>(5)</sup>	3.12%	2.36%	2.14%	0.98%
Net Worth <sup>(6)</sup>	2,133.77	1,893.25	1,054.20	565.41
Capital Employed	5,277.05	4,786.82	3,558.89	2,241.84
RoE (%) <sup>(7)</sup>	11.27%	23.19%	41.59%	23.66%
RoCE (%) <sup>(8)</sup>	10.80%	19.32%	24.16%	16.61%

\*As certified by our Statutory Auditors, M/s.S. H. Dama & Associates, Chartered Accountants by way of their certificate dated January 30, 2025

**Notes:**

- <sup>(1)</sup> Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- <sup>(2)</sup> Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
- <sup>(3)</sup> EBITDA is calculated as Profit before tax + Depreciation & amortization + Finance Cost - Other Income
- <sup>(4)</sup> EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations
- <sup>(5)</sup> PAT Margin (%) is calculated as PAT for the period/year divided by revenue from operations.
- <sup>(6)</sup> Net worth is aggregate value of the paid-up equity share capital of the Company and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, excluding revaluation reserves if any, as per Restated Financial Information.
- <sup>(7)</sup> Return on Equity (%) refers to restated profit for the year/period attributable to equity shareholders of our Company divided by Net worth.
- <sup>(8)</sup> Return on Capital Employed is calculated as earnings before interest and taxes divided by Capital Employed.  
-Earnings before interest and tax is calculated as restated profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs.  
-Capital Employed is calculated as total equity plus total borrowings and deferred tax liabilities minus intangible assets.

**STRENGTHS**

**Extensible Business Model**

Over the years, our Company has been able to supply to industries where paper such as, coating based paper, food grade paper, machine glazed paper, pressure sensitive adhesive paper, industrial grade paper, forms a major part of their raw materials. Accordingly, we supply different kinds of paper such as sublimation base paper, thermal base paper, straw paper, paper for cone sleeve, cup stock paper, poster paper, security PSA sheet, transcode PSA sheet, filmic & digital PSA sheet, removable PSA sheet, permanent PSA sheet, C2S paper and board, C1S paper, hi-bright paper, low-bright paper, High-Strength Paper, etc.

The products manufactured by our customers from the paper supplied by us have a variety of end use applications and is used in industries such as ATM's & POS Terminals vendors, heat sensitive printers, FMCG, restaurant, food industry, food & beverage industries, firework industry, pharma industry, tobacco industry, white goods packing industry, security labels, textile industry, advertising industry, educational sector, utensil industry. Over the nine months period ended December 31, 2024, Fiscal 2024, 2023, and 2022, our deliveries amounted to 8,469.10 MT, 21,376.69 MT, 22,232.64 MT, 19,721.15 MT respectively, spanning a wide array of more than 10 varieties of papers.

Embracing an asset-light and order-driven business model, we are committed to optimizing resource utilization to maintain high supply levels. By fostering robust partnerships with our raw material suppliers, we aim to secure favorable terms and drive economies of scale. Our strategic focus remains on efficiency, agility, and responsiveness to market demands, ensuring that we continue to meet and exceed the expectations of our diverse customer base while sustaining growth and profitability in the dynamic paper industry landscape.

**Strong Network of supplier**

Over the years, our Company has diligently nurtured strong relationships with our suppliers, forming the cornerstone of a resilient and efficient supply chain network. We strategically engage with paper mills across various parts of the country, and also with dealers and distributors. We engage with the paper mills based on their strategic locations, their capabilities to manufacture paper with the specifications as required by us, pricing and their delivery schedules. This approach helps us to capitalizing on their strategic location and expertise to ensure seamless distribution and timely delivery within the region. In addition, our Company has forged connections with various suppliers and dealers of papers, further enhancing our capability to meet the fluctuating demand and also to diversify our product offerings. Through these collaborative efforts, we reinforce our commitment to delivering high-quality products, maintaining customer satisfaction, and sustaining our competitive edge in the market.

***Multiproduct Portfolio and ability to identify customer requirements***

Our Company offers a diverse array of papers, specialty papers, allied stationery, and packaging papers to cater to the expanding needs of our clientele. These papers find applications across various industries and purposes, including but not limited to stickers, bottle labels, publicity materials, annual reports, calendars, brochures, posters, book covers, magazines, sublimation base paper, thermal base paper, NCR base paper, fixed deposit receipts envelopes, accounts books, ledgers, cash books, legal documents, shoe packaging, sachets, high-end shopping bags, diaries, novels, general-purpose printing, notebooks, pharmaceutical inserts/leaflets, multicolour offset printing, copier paper, office printer paper, executive letter pads, letterheads, foil lamination, label stock, gumming sheet manufacturing, word dictionaries, and religious books. In addition to these general applications, our specialty papers are tailored for specific needs of our customers.

We prioritize understanding the specific needs of our customers and continuously expand our product range to meet their demands, spanning from economy to premium segments. Our products vary in terms of brightness, smoothness, opacity, stiffness, while maintaining high standards of printability and runnability in printing machines. This dedicated effort towards enhancing our product range and understanding diverse customer requirements has positioned us as one of the preferred solution providers in the industry.

We believe that our commitment to customer satisfaction drives us to innovate and adapt to evolving market trends. By staying attuned to changing demands and technological advancements, we ensure that our products remain relevant and effective for our clients.

Quality is at the core of everything we do. From sourcing raw materials to manufacturing processes and final product delivery, we adhere to stringent quality standards to ensure that our customers receive the best possible products. We believe that the state-of-the-art of the third-party manufacturing facilities and their skilled workforce enable us to consistently deliver high-quality papers that meet our customers requirements.

***Strong relationships with key customers***

Our business requirement comprises of understanding the specific requirements of our client, curate the technical specification based on their requirements, identify manufacturer who specialise in the required paper, place order, test the sample, procure the material in the desired quantity and supply to our customers. We believe we act as a catalyst between the manufacturer of paper products and the paper mills.

We also have long-standing relationships with publishers, wholesalers, and commercial printers. We believe our sales strategy, which includes direct sales to some of our large customers and sales to wholesalers, who then resell our products, has enabled us to reduce our sales costs, increase our product reach and enhance customer service.

Our relationship with our three customers is existing for more than 2 years and have contributed ₹4,509.45 lakhs, ₹5,314.33 lakhs and ₹ 2,360.32, which constituted approximately, 22.06%, 28.60% and 30.64% of our revenue from operations for, Fiscal 2023, Fiscal 2024 and for the nine months period ended December 31, 2024 respectively. We seek to continue to enhance our relationships with our key customers by providing them with a high level of value-added customer service.

***Experienced management team with an established track record***

The growth of our Company can be attributed to the collective expertise of our Promoters, senior management team, and our dynamic sales and service personnel. Our success is founded on the combined efforts of a qualified and seasoned management team and staff, all of whom play integral roles in driving the expansion of our business operations. Our Company is governed by a team of experienced and professional individuals who possess diverse exposure to various facets of the industry. This breadth of experience equips our management team with the strategic foresight needed to capitalize on emerging opportunities while continually enhancing our existing operations.

We firmly believe that our management team is well-positioned to provide the strategic leadership necessary for navigating new market landscapes and optimizing our current business endeavours. Through their expertise, we can effectively explore emerging opportunities while simultaneously refining our operational strategies. The dedication and



exemplary performance of our team have been instrumental in building the capabilities required to facilitate our business expansion initiatives. By consistently delivering results and surpassing expectations, our personnel have fortified our Company's foundation, enabling us to venture into new territories and markets.

As we continue to evolve and adapt to the evolving business landscape, our management team remains committed to fostering innovation and driving sustainable growth. Through strategic decision-making and a focus on continuous improvement, we aim to further solidify our position as a leader in our industry. In essence, the collective expertise and dedication of our team serve as the cornerstone of our Company's success, propelling us forward as we embark on new opportunities and strive for excellence in all aspects of our operations.

### **Track record of financial performance**

We have over 12 years of track record in our business offerings. We have experienced sustained growth with respect to the various financial indicators as well as a consistent improvement in our balance sheet position in the last three Fiscals, wherein we have seen an increase in our net worth.

The table below sets forth some of the key financial indicators for the for the nine months period ended December 31, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022 :

(₹ in lakhs, unless stated otherwise)

Parameter	For the nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total income <sup>(a)</sup>	7,861.95	18,966.82	20,669.91	14,175.16
Total revenue from operations <sup>(b)</sup>	7,704.05	18,584.83	20,443.77	13,597.83
EBIDTA <sup>(c)</sup>	434.34	577.36	664.26	(195.34)
EBIDTA Margin (in %) <sup>(d)</sup>	5.64%	3.11%	3.25%	(1.44%)
Net Profit for the Year <sup>(e)</sup>	240.51	439.06	438.47	133.76
Net Profit Margin (in %) <sup>(f)</sup>	3.12%	2.36%	2.14%	0.98%
Return on Net Worth (in %) <sup>(g)</sup>	11.27%	23.19%	41.59%	23.66%
Return on Capital Employed (in %) <sup>(h)</sup>	10.80%	19.32%	24.18%	16.64%

\*As certified by our Statutory Auditors, M/s. S. H. Dama & Associates, Chartered Accountants by way of their certificate dated January 30, 2025

#### **Notes:**

- (a) Total income includes revenue from operation and other income
- (b) Revenue from operations represents revenue from sale of products, other operating revenue net of trade discount as recognized in the Restated financial information.
- (c) EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/(loss) for the year and adding back finance costs, depreciation, and amortization expense.
- (d) EBITDA margin is calculated as EBITDA as a percentage of total income.
- (e) Net Profit for the year represents the restated profits of our Company after deducting all expenses.
- (f) Net Profit margin is calculated as restated profit & loss after tax for the year divided by revenue from operations.
- (g) Return on net worth is calculated as Profit for the year, as restated, attributable to the owners of the Company for the year divided by Net worth.
- (h) Return on capital employed calculated as Earnings before interest and taxes divided by average capital employed (capital employed calculated as the aggregate value of total equity, total debt of the current and previous financial year).

We strive to maintain a robust financial position with emphasis on having a strong balance sheet and increased profitability. For further details on a comparative analysis of our financial position and revenue from operations, see the “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” on page 182.

## **STRATEGIES**

### **Maintain our focus on increasing our products range and moving up the value chain**

Our Company has consistently focused on increasing its product range, particularly in the high value-added segment like industrial grade paper and sublimation paper.

We seek to identify specific customer needs and to increase our product range, from economy to premium segments, by employing a combination of innovative and creative marketing initiatives such as advertising, competitive analysis, co-creation, and social listening. Through marketing, we aim to raise awareness of our diverse product offerings across different segments, highlighting their unique features and benefits tailored to specific customer needs. Competitive analysis enables us to understand market trends, benchmark our offerings against competitors, and identify

opportunities for differentiation and improvement. Additionally, co-creation allows us to engage with our customers in the product development process, ensuring that our offerings precisely meet their requirements and preferences.

We believe that this comprehensive approach will not only expand our product portfolio but also enhance our reputation as one of the preferred solution providers by our clients. By continuously innovating and refining our offerings based on customer insights and market dynamics, we aim to deliver unparalleled value and establish long-term relationships with our customers across all segments.

#### ***Capitalize the opening of new markets and enhancing our existing customer base***

Our current clientele primarily consists of numerous Indian enterprises. In pursuit of sustained business expansion, our Company is committed to acquiring new customers while simultaneously exploring unexplored local markets for geographical diversification. Recognizing the increasing awareness on climate change and environmental impacts, we foresee a change in our customer requirements which may lead to identifying newer customer base and also losing on some of the existing customers. Further, these changes would also result in opening of newer markets both domestically and in the international market. The unfolding landscape presents a fertile ground for substantial industry demand.

In aligning with market trends and as our business strategy, we encapsulate a proactive stance toward tapping into the burgeoning market. By capitalizing on the momentum, we aim to position ourselves as a preferred partner for businesses seeking reliable solutions. This entails offering tailored products and services that cater to the unique needs and dynamics of our end customers.

Moreover, our exploration of untapped local markets underscores our commitment to geographic expansion. By identifying and penetrating new regions, we aim to diversify our customer base and enhance market reach. This strategic endeavour not only fortifies our presence in existing markets but also cultivates resilience against market fluctuations.

Furthermore, our proactive approach extends beyond customer acquisition to encompass sustainable growth initiatives. We prioritize fostering long-term relationships with clients, nurturing trust, and delivering value-added solutions that resonate with their evolving requirements. Through continuous innovation and adaptation, we strive to remain agile and responsive to market dynamics, thereby ensuring sustained growth and competitiveness.

#### ***Develop cordial relationship with our Suppliers, Customer and employees***

Maintaining robust relationships with both suppliers and customers is paramount for sustaining and advancing our company's growth trajectory. Our unwavering commitment to this principle has been instrumental in cultivating enduring partnerships over the years. We believe that by consistently delivering products as per customer requirements, we have solidified our reputation as a dependable business ally.

Central to our operational ethos is the cultivation of repeat business from our customers and the provision of consistent orders to our suppliers. This cyclical exchange not only fosters stability within our network but also reinforces trust and reliability, essential elements for fostering enduring collaborations. For instance, we have 2+ years of relationship with our top 3 customers.

Recognizing the strategic significance of supplier relationship management (SRM), we prioritize the establishment of enduring and mutually beneficial partnerships. Through effective SRM practices, we aim to optimize performance across the supply chain, thereby enhancing cost efficiency and facilitating sustained business expansion.

Our approach to SRM extends beyond mere transactional interactions; instead, we emphasize the cultivation of strategic alliances built on trust, transparency, and shared objectives. For instance, as on December 31, 2024 our top five suppliers are associated with us for over 3 years. We have fostered an environment conducive to innovation, continuous improvement, and mutual success.

Furthermore, our commitment to SRM entails proactive engagement with suppliers to anticipate and address potential challenges, ensuring seamless operations and timely resolution of issues. This collaborative approach not only enhances operational efficiency but also strengthens the resilience of our supply chain against unforeseen disruptions.

Moreover, our emphasis on long-term partnerships underscores our dedication to fostering stability and sustainability within our supply network. By investing in relationships built on integrity and mutual respect, we lay the foundation for enduring growth and resilience in an ever-evolving business landscape.

In conclusion, our steadfast dedication to nurturing strong relationships with both suppliers and customers serves as the cornerstone of our growth strategy. Through our focused approach, timely delivery, and commitment to mutual success, we continue to fortify our position as a trusted partner in the marketplace, driving sustained value for all stakeholders involved.

#### ***Most trusted SCM Company in printing industry***

The management's vision is to establish itself as the premier supply chain management company within the paper product manufacturers. Their strategic goal is to consistently achieve year-on-year growth by implementing an innovative business model that effectively adapts to the rapidly evolving landscape of the printing sector. Leveraging their extensive experience in product knowledge, quality assurance, and competitive pricing, they aim to fortify their presence in the printing paper market. This entails not only maintaining current offerings but also expanding their portfolio to include a diverse range of products that complement existing segments. The diversification strategy serves a dual purpose: it enhances the company's market resilience by creating an economic buffer and simultaneously mitigates the risk of potential losses. By continuously evolving and diversifying their product offerings while upholding a commitment to excellence and customer satisfaction, the company endeavours to solidify its position as a trusted leader in the supply chain management sphere within the writing and printing industry.

## OUR PRODUCTS

Our Company source and supply a diverse and multi-application range of papers as well as speciality papers.

A detailed description of the product range of our paper segment and their use is given below:

Product Name	Description	Clientele - Industries
Sublimation Base Paper	This is an uncoated paper with very low porosity and high wet strength which helps it to retain water base chemical coating through offline coaters	Manufacturer of Design Papers
Thermal Base Paper	This is an uncoated paper with very low porosity which helps it to retain heat sensitive chemical coating	Manufacturer of ATM and heat sensitive papers
Straw Paper	This is an uncoated paper with very high strength property & high GSM in nature & low ash content to avoid cracking at the time of folding.	Manufacturer of paper straws
Cone Sleeve	This is an uncoated & highly surface sized & strong calendered paper.	Manufacturer of Cup Selves
Cup Stock	This is single or multi-layer uncoated paper with low COBB value, low ash content and high soft wood content.	Manufacturer of Cups
ARSR	Alkaline Resistant & Soap Resistant paper has optimum smoothness & superior glueability performance.	Manufacturer of packaging for Soaps
Poster Paper	This highly machine glazed paper, has optimum smoothness for wide variety of applications	Manufacturer of packaging for Pharma/Fireworks
High Strength Poster Paper	This paper has good soft wood content and since fibres have good strength and being machine glazed, it gives excellent wet strength property.	Manufacturer of packaging for Pharma/Foods
Security PSA sheet	It's a destructible vinyl emulsion adhesive sheet & ultra delaminable film with hotmelt adhesive.	Manufacturer of labels
Transcode PSA Sheet	Special Emulsion based Adhesive transcode sheet	Manufacturer of labels
Filmic & Digital PSA Sheet	These are hotmelt & emulsion based adhesive sheet used for promotional labelling	Manufacturer of labels
Removable PSA Sheet	Special Hotmelt Adhesive for removeable applications without leaving adhesive on the substrate.	Manufacturer of labels
Permanent PSA Sheet	This sheet has hotmelt/hi-bond/super-tech adhesive as well as emulsion adhesive and the facstock is silver metalized/semi-gloss/hi gloss/Matte/Uncoated or cast coated.	Manufacturer of labels
C2S Paper & Board	C2S Art Paper is two side double layer coated premium art paper which has a good bulk and high smoothness for high quality printing on high speed offset & web machines.	Manufacturers of printing paper, note books
C1S Paper	C1S Art Paper is one side double layer coated premium art paper which is available in low GSM and has high smoothness for high quality printing on high speed offset & web machines.	Manufacturer of packaging material
Hi- Bright Maplitho Paper	This is made from virgin pulp (hardwood, softwood, agro based) having high smoothness & superior brightness for excellent printing quality	Manufacturer of printing paper and cover paper for books
Low-Bright Paper	These are eco-friendly recycled paper with low brightness but are surface sized in nature which provide excellent smoothness for better printing.	Manufacturer of notepads, etc
High-Strength	This paper has good softwood content for giving extra fibre strength and	Manufacturer for

### ***Coated Paper and Board***

Coated paper and board are paper and paperboard types treated with a surface coating, enhancing their properties for various applications. This coating, applied to one or both sides, offers benefits like improved print quality by creating a smoother surface, resulting in sharper text and images. It also enhances brightness and whiteness, making them visually appealing for materials like magazines and brochures. Coatings resist ink absorption, ensuring colours remain vibrant and lines sharp, while also providing durability and moisture resistance, crucial for handling and longevity. Clay coatings are commonly used for glossy or matte finishes, while specialty coatings like polymers or UV coatings offer added durability and protection. The choice of coating depends on specific printing needs and desired final product characteristics.

The coated paper supplied by us is used by printers for printing of annual reports, calendars, publicity materials, brochures, posters, books cover, and magazines and manufacturers for manufacture of label stock, stickers and sachets.

### ***Coating Base***

Coating base paper refers to a type of paper specifically engineered to serve as the substrate for various coatings, typically applied in the production of coated papers. It acts as the foundation upon which the coating materials are applied to enhance the paper's properties such as smoothness, gloss, printability, and ink receptivity. The base paper itself is usually made from wood pulp or other fibrous materials through a papermaking process, ensuring a stable and uniform surface for the subsequent coating application. Coatings applied to this base paper can vary widely depending on the intended use of the final product, ranging from clay coatings for glossy finishes to pigment coatings for matte surfaces. Coating base paper is commonly utilized in the production of high-quality printing papers, magazines, catalogues, and packaging materials where excellent print reproduction and visual appeal are essential. The selection of coating base paper is crucial in achieving desired printing results, as it influences the final appearance and performance of the coated paper product.

Our Company supplies three types of coated base papers, namely, sublimation base paper, thermal base paper and NCR base paper. Sublimation base paper is employed by businesses involved in the sublimation printing process, such as textile manufacturers. This specialized paper acts as a carrier for sublimation inks, which, when heated, transform into a gas and bond with the surface of the target material, resulting in vibrant and durable prints on items like apparel, signage, and promotional goods. Thermal base paper, on the other hand, finds its primary application in thermal printing technologies, commonly used in point-of-sale systems, label printing, fax machines, and certain types of receipts. Industries such as retail, hospitality, healthcare, and logistics rely on thermal base paper for producing clear, high-resolution prints without the need for ink or toner. NCR base paper caters to businesses requiring carbonless copy paper solutions, such as financial institutions, logistics companies, and administrative offices. NCR paper enables the creation of duplicate or triplicate copies of written or printed documents without the mess of carbon sheets. It utilizes microencapsulated dye and clay coatings to transfer marks from one sheet to another when pressure is applied during writing or printing, making it ideal for invoices, delivery notes, order forms, and other business forms requiring multiple copies. Each of these base papers serves a distinct purpose in their respective industries, facilitating efficient and high-quality printing processes tailored to specific needs.

### ***Speciality Paper***

Specialty papers such as parchment paper, ledger paper, rail bond paper, cup stock, MG poster, carry bag paper, and natural shade (diaries) paper serve various specific purposes across different industries. Parchment paper, known for its non-stick and heat-resistant qualities, finds extensive use in baking and cooking as it prevents food from sticking to pans and trays while ensuring even heat distribution. Ledger paper, recognized for its durability and archival quality, is commonly used in accounting and record-keeping due to its ability to withstand frequent handling and storage over extended periods without deterioration.

Rail bond paper, designed to withstand rough handling and extreme conditions, is utilized in the transportation sector for printing railway tickets, ensuring durability throughout the journey. Cup stock, with its excellent barrier properties, is essential in the production of disposable cups, providing resistance to moisture and maintaining the integrity of the cup's contents. MG (machine glazed) poster paper is favoured for its smooth surface and high printability, making it ideal for advertising posters, packaging, and promotional materials. Carry bag paper, often reinforced for strength, is employed in the production of shopping bags and packaging solutions, offering both durability and environmental sustainability. Finally, natural shade paper, commonly used in diaries and notebooks, provides a pleasing aesthetic while ensuring smooth writing surfaces, making it popular in stationery products and personal organization tools.

### ***Cream wove paper***

Cream wove papers like Optima, Kappa-G, K-gold, Eco bright, and Fine Print are premium quality papers known for their smooth, creamy texture and superior printability. These papers are commonly used in various printing applications where high-quality output is desired, such as brochures, catalogues, invitations, letterheads, packaging, and premium advertising materials. Their smooth surface allows for crisp and clear printing, making them ideal for showcasing detailed graphics, vibrant colors, and intricate designs. Moreover, cream wove papers often have a luxurious feel and appearance, adding an extra touch of elegance to any printed material.

Optima, Kappa-G, K-gold, Eco bright, and Fine Print are favoured choices by designers, printers, and businesses looking to make a statement with their printed materials. Their versatility and quality make them suitable for a wide range of applications across industries such as fashion, cosmetics, luxury goods, hospitality, and corporate communications. Whether it's creating eye-catching promotional materials or producing professional business documents, cream wove papers offer a combination of aesthetic appeal and printing performance that elevates the overall presentation and impact of the finished product.

### ***Self-adhesive paper***

Self-adhesive paper, also known as pressure-sensitive adhesive (PSA) paper, is a type of paper coated with an adhesive on one side and a release liner on the other. The adhesive is activated by pressure, allowing the paper to stick to surfaces upon application. This type of paper is commonly used in various industries for labelling, packaging, and signage applications. It offers convenience and versatility as it eliminates the need for additional adhesives or water for application.

Self-adhesive paper finds widespread use in product labelling, from food and beverage packaging to pharmaceuticals and cosmetics. It provides manufacturers with a convenient solution for branding their products and conveying important information such as ingredients, usage instructions, and branding. Additionally, self-adhesive paper is extensively used in the printing industry for creating stickers, decals, and promotional materials. Its ease of use and ability to adhere to different surfaces make it a preferred choice for businesses seeking efficient labelling and promotional solutions. Overall, self-adhesive paper offers a cost-effective and efficient way to enhance branding and communication efforts across various industries.

### ***Hi-bright Maplitho***

Hi-bright Maplitho is a type of paper renowned for its high brightness and smooth texture. It is commonly used in various printing applications where a premium finish and vivid colors are desired. The term "Maplitho" refers to its specific manufacturing process, which involves pressing the paper pulp between highly polished metal rollers to achieve a smooth and glossy surface. This process not only enhances the paper's appearance but also improves its printability, making it suitable for a wide range of printing techniques such as offset printing, digital printing, and lithography.

Due to its excellent print quality and brightness, Hi-bright Maplitho finds extensive usage in the production of various printed materials such as brochures, flyers, catalogues, posters, magazines, and high-end advertising materials. Its smooth surface allows for crisp and sharp image reproduction, making it ideal for showcasing detailed graphics, photographs, and text. Moreover, the high brightness of the paper enhances the vibrancy of colors, making the printed materials visually appealing and eye-catching. Whether for promotional purposes, publishing, or packaging, Hi-bright Maplitho is favoured by designers, printers, and businesses alike for its superior quality and versatility in printing applications.

### ***Copier Paper***

Copier paper, also known as copy paper or printer paper, is a lightweight, thin paper primarily used for printing documents in offices, schools, and homes. It typically comes in standard sizes such as letter (8.5 x 11 inches) or A4 (210 x 297 millimetres) and is made from wood pulp or recycled paper fibres. Copier paper is designed to run smoothly through printers, copiers, and fax machines without jamming or causing smudges, making it ideal for everyday printing needs.

One of the primary uses of copier paper is for printing documents such as letters, memos, reports, presentations, and spreadsheets. It is also commonly used for photocopying documents, whether it's duplicating important paperwork or reproducing study materials. Additionally, copier paper is often utilized for printing school assignments, handouts, flyers, and other educational materials. Its versatility and affordability make it a staple in any office or educational setting, where large quantities of printed materials are required regularly. Furthermore, copier paper can be used for casual purposes such as jotting down notes, sketching, or crafting, showcasing its widespread applicability in daily tasks beyond formal documentation.

### ***Industrial Paper***

Industrial papers such as Machine Glazed (MG) poster, acid-free poster, TD loaded MG poster, AR grade poster, and CCK (Clay Coated Kraft) are specialized types of paper designed for specific purposes across various industries. MG

poster paper, known for its smooth surface, is often used in packaging, printing, and labelling applications due to its ability to hold vibrant colors and provide excellent print quality. Acid-free poster paper is manufactured to resist yellowing and deterioration over time, making it ideal for archival purposes, fine art printing, and high-quality poster production where longevity is essential.

TD loaded MG poster paper, on the other hand, is engineered with a special surface treatment to enhance its printability and durability, making it suitable for outdoor signage, banners, and displays. AR grade poster paper is formulated with specific properties such as high stiffness and opacity, making it suitable for applications where rigidity and opacity are critical, such as book covers and high-end packaging. CCK (Clay Coated Kraft) paper is a type of paper coated with clay on one or both sides, offering enhanced printability and surface smoothness, commonly used in food packaging, labels, and printing applications where a premium appearance is desired. Each of these industrial papers serves distinct purposes in various sectors, catering to specific requirements such as print quality, durability, longevity, and surface characteristics, contributing to the diverse range of materials available for modern industrial and commercial applications.

**Medical Grade Insert Paper**

Medical grade insert papers are specialized papers that meet stringent quality and safety standards for use in medical and healthcare settings. These papers are typically designed to be durable, non-toxic, and resistant to moisture, chemicals, and tearing. They are used in various applications within the medical field, including labelling, packaging, and documentation. Medical grade insert papers often feature properties such as high opacity for improved readability, compatibility with printing technologies like laser and inkjet printers, and compliance with regulatory requirements such as FDA guidelines.

These papers are commonly utilized for packaging inserts that accompany medical devices, pharmaceutical products, and diagnostic kits. The inserts may contain crucial information such as instructions for use, dosage guidelines, warnings, and precautions. Additionally, medical grade insert papers are employed for labelling purposes on medical equipment, ensuring that essential details like product specifications, expiration dates, and batch numbers are clearly communicated. Due to their reliability and adherence to strict quality standards, medical grade insert papers play a vital role in maintaining the integrity and safety of medical products while providing essential information to healthcare professionals and patients.

**PRODUCTS IMAGES**

Product Name	Image
<p>Sublimation Base Paper</p>	

Thermal Base Paper



Cone Sleeve





<p>Hi- Bright Maplitho Paper</p>	
<p>Low Bright Paper</p>	

**MARKETING ARRANGEMENTS**

***Sales, Marketing and Distribution***

Our marketing efforts are driven by the consistent efforts of our Promoters and marketing team who oversee marketing, distribution, and sales of our products. This provides the varied products to end customers in sectors such as FMCG, textiles, pharmaceuticals, publications, etc. Once we have procured the product from the mills, our marketing team coordinates with customers or dealers to arrange the vehicle for distribution of the products. We participate in various domestic exhibitions and trade fairs to expand our reach in new markets and acquire potential customers.

***Our customers***

The sublimation base paper, thermal base paper, food grade paper, pressure sensitive adhesive sheet, coated paper, uncoated paper etc. supplied by us are mainly used in manufacturing of Textiles, FMCG products, pharmaceuticals,

other packaging items for industrial and domestic purposes, paper bags, etc. We market and sell our products mainly in the domestic markets in over 10 states. Our top ten customers contributed 57.72%, 54.13%, 44.27%, and 44.82% of our revenue from operations for the nine months period ended December 31, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022.

### Competition

The industry in which we operate is highly competitive. The existing players in the industry compete by providing competitive quality products. Various companies manufacture products that are similar to the products we supply and therefore pose competition to such an extent. We believe the principal elements of competition in paper industry are quality of material supplied, price and timely delivery.

### QUALITY CONTROL AND QUALITY ASSURANCE

Our Company has adopted an approach towards delivering quality products. We have a team of dedicated and experienced technical people for quality control and quality assurance. The paper products that we source and supply are made using high quality raw material and tested to ensure that the required quality standards are met. The products are matched for quality by our experienced personnel and on demand from customers the products are also tested and the test report is presented to the customers with delivery of products.

### ENVIRONMENT, HEALTH, AND SAFETY

As a company engaging contract manufacturers, ensuring a safe working environment and minimal environmental impact remains paramount. Thus, stringent safety measures are implemented across all operations. This includes mandating the provision of helmets and fire extinguishers for personnel working on-site. Additionally, for industries like ours, which operate in the realm of zero-discharge, where effluent management is critical, we require our contract manufacturers to install and maintain efficient effluent treatment plants. These plants are instrumental in mitigating the discharge of solid and liquid waste, aligning with pollution control guidelines and fostering a sustainable manufacturing process. By enforcing these measures, we uphold our commitment to workplace safety and environmental responsibility, ensuring that our operations are conducted ethically and with minimal ecological footprint.

### OUR HUMAN CAPITAL

Our employees contribute significantly in catering our services effectively and efficiently. We require a significant amount of manpower on our payroll for providing various services. We consider our employees to be assets of our organization and we are committed to building and nurturing our human capital.

The following table sets forth a breakdown of our employees as of December 31, 2024:

Sr. No.	Department	No. of employees
1.	Accounts	4
2.	Sales	1
3.	Marketing	2
4.	Procurement, Sales, Recovery & Logistics Officer	1
5.	Secretarial	1
<b>TOTAL</b>		<b>9</b>

The Company engaged contract labour (unskilled & semi-skilled) based on the requirement and on a daily wage basis. The details of maximum contract workers employed during the period is as under:

Financial Year	No. of workers
March 31, 2021	5
March 31, 2022	6
March 31, 2023	6
March 31, 2024	6
December 31, 2024	6

### PROPERTY

Our Company operates through following property on rent basis:

Sr. No	Location	Date of Agreement	Owned/ Rented	Owner /Lessor	Purpose Used	Consideration (₹ In Lakhs)	Lease Rental/ License Fees (₹)	Area	Tenure of Agreement
1	Shop No.5, Plot No 136, Masco	April 20, 2024	Rented	Hasumati Navneetd	Registered		Rs. 25,724 per month	-	May 1, 2024 to



	Corner, N-1, CIDCO. Aurangabad- 431003			as Parekh	Office	NA			March 31, 2025
2	408, Palmspring Centre Premises, Near Infinity Mall, Link Road, Malad (West), Mumbai-400064	February 15, 2022	Owned	NA	Branch office	Rs. 161.00	NA	865 sq. feet	NA
3	Building no. B2, Gala no. 10,11,12, Shree Ganesh Complex, Behind Gupta Warehousing Complex, Bhiwandi, Thane	April 01, 2023	Rented	Motilal C Dugar on behalf of Jain Clearing Agency (HUF)	Godown	NA	Rs. 20/- per sq. ft	1440 0 sq. feet	April 01, 2023 to March 31, 2026
4	Plot no. E-35, Chikalthana, MIDC Industrial Area, Aurangabad- 431 210	January 13, 2025	Rented	Binu Khanna on behalf of Shiv Laminatin g & Coating Private Limited	Godown	NA	Rs. 35,280	2000 sq. ft	April 01, 2024 to December 31, 2025
5	Plot no. D-57, Shendra MIDC, Five Star Industrial Area, Aurangabad, Maharashtra	April 27, 2012	Deed of Assign ment	Sau. Shilabai Shantilal Rathod on behalf of Proprietor of M/s. Nitin Udyog	Godown	NA	Rs. 28,300	600 sq. metr es	NA
6	3 <sup>rd</sup> floor, Chinubhai House, 7-B, Amrutbaug colony, opp. Sardar Patel Stadium, near Hindu Colony, Navrangpura, Ahmedabad- 380014	April 22, 2024	Rented	Task Alley Rentals LLP	Godown	NA**	NA**	NA**	April 22, 2024 to March 21, 2025
7	Office no. C/102, 1 <sup>st</sup> floor, Jaswanti Allied Business Centre, Kanchpada Junction, Ramchandra Lane Extension, Malad west, Mumbai - 400064	Septembe r 19, 2018	Owned	NA	Godown	Rs.66.19 Lakhs	NA	237. 02 sq. ft	NA

\*\* The Company has taken work stations at a co-working space for having a presence in Ahmedabad, Gujarat.

For further details, refer chapter titled “Risk Factors - Certain Agreements /deeds may be in the previous name of the Company.”

## INTELLECTUAL PROPERTY

Our Company also having the following trade mark as follows:

Sr. No.	Particulars of the Mark	Application No./ Trademark Number	Class of Registration	Date of Application/ Issue	Status
1.		5870714	16	March 29, 2023	Objected
2.		5870715	35	March 29, 2023	Registered

## COLLABORATIONS

We have not entered into any technical or other collaboration till date.

## EXPORT OBLIGATION

As on the date of this Prospectus, we have no export obligation.

## INSURANCES

We generally maintain insurance covering our assets and operations at levels that we believe to be appropriate. We maintain insurance for standard fire and special perils policy, which provides insurance cover against loss or damage by fire, earthquake, explosion, which we believe is in accordance with customary industry practices. Our company has obtained group health insurance policies for our employees. These insurance policies are renewed periodically to ensure that the coverage is adequate. Except as mentioned below, our Company does not have any insurance policies as on date of this Prospectus:

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period	Description of Assets covered under the Policy	Policy No.	Total Sum Insured (₹ in lakhs)	Premium p.a. including taxes (₹ in lakhs)
1	The New India Assurance Co. Ltd.	Bharat Griha Raksha Policy	Valid upto March 31, 2025	C-502, Blue Bell Apt, Aurangabad-431001**	16040011248600000005	₹76.06	₹0.0186
2	The New India Assurance Co. Ltd.	Bharat Griha Raksha Policy	Valid upto March 31, 2025	D-403, Rock Avenue, Kandivali-400102**	16040011248600000002	₹96.00	₹0.02348
3	The New India Assurance Co. Ltd.	Bharat Griha Raksha Policy	Valid upto March 31, 2025	D-404, Rock Avenue, Kandivali-400102**	16040011248600000003	₹96.00	₹0.02348
4	The New India Assurance Co. Ltd.	Bharat Griha Raksha Policy	Valid upto March 31, 2025	D-805, Pristine City, Bakori-411026*	16040011248600000004	₹21.00	₹0.00514
5	The New India	New India	Valid upto	SI Unit No C-102, Jaswanti	16040011238000000004	₹78.00	₹0.08775

	Assurance Co. Ltd.	Bharat Sookshma Udyam Suraksha Policy	March 31, 2025	Allied Business Center of Link Rd, Kanchpada Junction Malad West Mumbai-400064			
6	The New India Assurance Co. Ltd.	New India Bharat Sookshma Udyam Suraksha Policy	Valid upto March 31, 2025	Shop no 5 & 6, Mosco Corner, Api Rd, Opp Prozon Mall, Cidco, Chilhalhana Area, Aurangabad-431001	16040011248000000008	₹70.50	₹0.04277
7	The New India Assurance Co. Ltd.	New India Bharat Sookshma Udyam Suraksha Policy	Valid upto March 31, 2025	Unit No. 408, Palmspring Center, link Rd, near Infinity Mall, Malad (W) - 400064	16040011248000000001	₹242.00	₹0.15646
8	The New India Assurance Co. Ltd.	Bharat Griha Raksha Policy	Valid upto March 31, 2025	Flat No C-05, Pride Enigma, A., 431001*	16040011248600000006	₹76.06	₹0.0186
9	The New India Assurance Co. Ltd.	New India Bharat Sookshma Udyam Suraksha Policy	Valid upto March 31, 2025	D-57, Shendra Midc Area, Aurangabad-431001	16040011248000000007	₹60.00	₹0.05612
10	The New India Assurance Co. Ltd.	New India Bharat Sookshma Udyam Suraksha Policy	Valid upto March 31, 2025	Shop No 7, Shriram Complex, Near Girija Mata Mandir, Bansilal Nagar, Aurangabad 431001**	16040011248000000006	₹20.50	₹0.02208
11	The New India Assurance Co. Ltd.	New India Bharat Sookshma Udyam Suraksha Policy	Valid upto March 31, 2025	SI Unit No C-102, Jaswanti Allied Business Center of Link Rd, Kanchpada Junction Malad West Mumbai-400064	16040011248000000005	₹5.00	₹0.00322
12	The New India Assurance	New India Bharat	Valid upto March	Unit No. 408, Palmspring Center, link	16040011248000000002	₹40.00	₹0.1703

	Co. Ltd.	Sookshma Udyam Suraksha Policy	31, 2025	Rd, near Infinity Mall, Malad (W) - 400064			
13	The New India Assurance Co. Ltd.	New India Bharat Sookshma Udyam Suraksha Policy	Valid upto March 31, 2025	Plot No 136, Shop No 5, Mosco Corner, Cidco, Aurangabad-431001	16040011248000000003	₹16.00	₹0.01723
14	The New India Assurance Co. Ltd.	New India Bharat Sookshma Udyam Suraksha Policy	Valid upto March 31, 2025	Arpee Shiv Laminating & Coating Pvt Ltd. E-35, Chikhalthana Midc Area, Aurangabad-431001	16040011248000000011	₹250.00	₹0.23383
15	The New India Assurance Co. Ltd.	New India Bharat Sookshma Udyam Suraksha Policy	Valid upto March 31, 2025	Jain Clearing Agency Building No. B2, Gala No. 10,11,12 Shree Ganesh Complex Behind Gupta Warehousing complex Bhiwandi Thane-421302	16040011248000000009	₹400.00	₹0.43334
16	The New India Assurance Co. Ltd.	New India Bharat Sookshma Udyam Suraksha Policy	Valid upto March 31, 2025	D-57, Shendra Aurangabad - 431001	16040011248000000010	₹50.00	₹0.04692
17	The New India Assurance Co. Ltd.	Business Credit Shield Policy	Valid upto August 15, 2025	Whole Turnover-Domestic Risk	13100050240100000013	₹20,000.00	₹6.72

\* These policies are in the name of Navneetdas Parekh, Harish Parekh, Hasumati Navneetdas Parekh, Hasumati Harish Parekh, the promoters of the Company, which had been given as collateral against loan facility with State Bank of India, resulting which the payment of premium for the said policies is being paid by the Company. The said loan has been repaid by availing loan facility from Kotak Mahindra Bank Limited.

\*\*These policies are in the name of Alok Parekh, Ronak Parekh, Navneetdas Parekh, Harish Parekh, Hasumati Navneetdas Parekh, Hasumati Harish Parekh and Neha Parekh, the promoters of the Company, which have been given as collateral against the cash credit facility with Kotak Mahindra Bank Limited, resulting which the payment of premium for the said policies is being paid by the Company.

## LEGAL PROCEEDINGS

For details on the outstanding litigation against our Company, our Group Companies, our Directors and our Promoters, please see “**Outstanding Litigation and Material Developments**” beginning on page 201 of this Prospectus.

## CORPORATE SOCIAL RESPONSIBILITY

As a part of our sustainability initiatives, our Company has constituted a Corporate Social Responsibility ("CSR") Committee comprising our executive director and non-executive independent directors as its members. The Company is

committed towards Corporate Social Responsibility (CSR) and hence has made contribution of Rs. 2.70 lakhs out of profits of Fiscal 2023. The Company intends to continue to contribute towards CSR and also committed to participate in whichever way possible to eradicate poverty, and provide medical relief.

#### **INFRASTRUCTURE FACILITIES**

Our registered office is well equipped for our business operations to function smoothly.

##### **Power**

Our power requirement at our registered office is adequately met by the state supply utilities.

##### **Water**

We have adequate arrangements with respect to water requirements for drinking purpose, which are made available at premises of the Company. We have proper water connection.



## KEY INDUSTRY REGULATIONS AND POLICIES

In carrying on our business as described in the chapter titled “*Business Overview*” on page 97 of this Prospectus, our Company is regulated by the following legislations in India. The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. For details of Government Approvals obtained by the Company in compliance with these regulations, see “*Government and Other Approvals*” on page 204.

Our business is governed by various central and state legislations that regulate the substantive and procedural aspects of our Company’s businesses. Our Company is required to obtain and regularly renew certain licenses/ registrations and/or permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye-laws, acts and policies.

Given below is a brief description of the certain relevant legislations that are currently applicable to the business carried on by our Company.

### A. Regulations Governing our Business

#### Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in different states, commercial establishments are required to be registered. Such legislations regulate the working and employment conditions of workers employed in shops and commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

### B. The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the act is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office 124 at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and regulation) Act, 1951 as micro enterprise, where the investment in plant and machinery does not exceed twenty-five lakh rupees; Small enterprise, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise, where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, Micro enterprise, where the investment in equipment does not exceed ten lakh rupees, Small Enterprise where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or Medium Enterprise where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

### C. General Corporate Compliances

#### *The Companies Act, 2013*

The consolidation and amendment in the law relating to the Companies Act, 1956 made way for the enactment of the Companies Act, 2013. The Companies Act, 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post-incorporation. The conversion of the private company into a public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, the appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to bank companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of a public company and by two or more persons in case of a private company. A company can even be formed by one person i.e., a One-Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

Further, Schedule V (read with Sections 196 and 197), Part I lay 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 the firm. The

provisions relating to remuneration of the director's payable by the companies is under Part II of the said schedule.

Further, the Companies Act also provides for reporting and disclosure relating to financial statement, and corporate social responsibility, disclosure under boards report, general meeting, and disclosure in the Prospectus.

#### **D. Other Relevant Legislations**

##### **The Foreign Trade (Development & Regulation) Act, 1992 ("FTA")**

The Foreign Trade (Development & Regulation) Act, 1992, provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy inter-alia provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. 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.

##### **Foreign Exchange Management Act, 1999 ("the FEMA") and Rules and Regulations thereunder**

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999 ("FEMA"), as amended, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, The Department for Promotion of Industry and Internal Trade ("DPIIT"), Ministry of Commerce and Industry has issued the Consolidated FDI Policy which consolidates the policy framework on Foreign Direct Investment ("FDI Policy"), with effect from October 15, 2020. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till October 15, 2020.

In terms of the FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company.

##### **Municipality Laws**

State governments are empowered to endow municipalities with such powers and authority as may be necessary to enable them to perform functions in relation to permitting the carrying on of trade and operations. Accordingly, State governments have enacted laws authorizing municipalities to regulate use of premises, including regulations for issuance of a trade license to operate, along with prescribing penalties for non-compliance.

##### **The Consumer Protection Act, 1986 (the "COPRA")**

The COPRA provides for the protection of the interests of consumers and the settlement of consumer disputes. The COPRA sets out a mechanism for consumers to file complaints against, inter alia, service providers in cases of deficiencies in services, unfair or restrictive trade practices and excessive pricing. The terms "defect" and "deficiency" are broadly defined and cover any kind of fault, imperfection or shortcoming in the quality, quantity, potency, purity or standard. A three-tier consumer grievance redressal mechanism has been implemented pursuant to the COPRA at the national, state and district levels. If the allegations specified in a complaint about the services provided are proved, the service provider can be directed to inter alia remove the deficiencies in the services in question, return to the complainant the charges paid by the complainant and pay compensation, including punitive damages, for any loss or injury suffered by the consumer. Non-compliance with the orders of the authorities may attract criminal penalties in the form of fines and/or imprisonment.

#### **E. Taxation Laws**

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

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

### **The Goods and Services Tax Act, 2017**

Goods and Services Tax (GST) is considered to be the biggest tax reform in India since independence. It will help realise the goal of “One Nation-One Tax-One Market.” GST is expected to benefit all the stakeholders – industry, government and consumer.

Goods and Services Tax (GST) is an indirect tax throughout India and was introduced as The Constitution (One Hundred and Twenty Second Amendment) Act 2017, following the passage of Constitution 122nd Amendment Bill. The GST is governed by GST Council and its Chairman is Union Finance Minister of India - Arun Jaitley. This Act has been made applicable with effect from 1st July 2017. With the introduction of GST all central, state level taxes and levies on all goods and services have been subsumed within an integrated tax having two components – central GST and a state GST. Thus there will be a comprehensive and continuous mechanism of tax credits. The Central government passed four sets of GST Acts in the Budget session this year. These were Central GST Act, 2017; Integrated GST Act, 2017; Union Territory GST Act, 2017 and GST (Compensation to States) Act, 2017. The Acts were approved by the Parliament after they were introduced as the part of the Money Bill. Following the passage of GST Acts, the GST council has decided 4 tax rate slabs viz., 5%, 12%, 18% and 28% on supply of various goods and services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single State will be levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that State. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption- based tax, therefore, taxes are paid to the State where the goods or services are consumed and not the State in which they were produced.

## **F. Laws relating to Employment**

Our operations are subject to compliance with certain additional labour and employment laws in India. These include, but are not limited to, the following:

- the Child Labour (Protection and Prohibition) Act, 1986
- the Contract Labour (Regulation & Abolition) Act, 1970
- the Employees Compensation Act, 1923
- the Equal Remuneration Act, 1976
- the Maternity Benefit Act, 1961
- the Minimum Wages Act, 1948
- the Payment of Bonus Act, 1965
- the Payment of Gratuity Act, 1972
- the Payment of Wages Act, 1936
- the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

### **The Code on Wages, 2019**

The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. Through its notification dated December 18, 2020, the GoI brought into force sections 42(1), 42(2), 42(3), 42(10), 42(11), 67(ii)(s), 67(ii)(t) (to the extent that they relate to the Central Advisory Board) and 69 (to the extent that it relates to sections 7, 9 (to the extent that they relate to the GoI) and 8 of the Minimum Wages Act, 1948) of the Code on Wages, 2019. The remaining provisions of this Code will be brought into force on a date to be notified by the GoI.

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

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, 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. The provisions of this Code will be brought into force on a date to be notified by the Central Government. The GoI has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

### **The Industrial Relations Code, 2020**

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this Code will be brought into force on a date to be notified by the GoI.

### **The Code on Social Security, 2020**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. The provisions of this Code will be brought into force on a date to be notified by the GoI. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganised workers, gig workers and platform workers.

## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief History of our Company:

Our Company was originally incorporated as a private company in the name and style of “*Shreenath Paper Products Private Limited*” under the Companies Act, 1956 vide certificate of incorporation dated October 10, 2011 issued by Registrar of Companies, Maharashtra, Mumbai. Thereafter, pursuant to a resolution passed by its Shareholders in the extraordinary general meeting held on December 30, 2011, the business of M/s. Shrinath Papers, a proprietorship concern was taken over as per the terms of the MoU dated December 09, 2011. Subsequently, our Company was converted into a public limited company, pursuant to the special resolution passed by the Shareholders of our Company at the Extraordinary General Meeting of our members held on March 21, 2023, and consequently upon conversion, the name of our Company was changed to “*Shreenath Paper Products Limited*”, vide a fresh certificate of incorporation dated April 20, 2023 issued by Registrar of Companies, Mumbai.

### BUSINESS AND MANAGEMENT

For a description of our activities, services, designing, technology, market segments, the growth of our Company and regional geographical segment in which our Company operates, please refer chapter titled “*Business Overview*”, “*Industry Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 97, 89 & 182 of this Prospectus, respectively. For details of the management and managerial competence of our Company, please refer chapter titled “*Our Management*” on page 120 of this Prospectus.

### Changes in the Registered Office

There has been no change in the Registered office of our Company.

### MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities.

The main objects of our Company are:

- 1) To carry on in India or elsewhere the business of importer, exporter, stockiest, agents, brokers, retailers of all kind of paper including writing, printing, rapping and tissues, newsprint paper for packaging including corrugated and craft papers, synthetic papers, all kinds of boards including paper and straw board and all kind of pulp whether chemical and mechanical including dissolving paper pulp used in paper industry, to carry out the activities of manufacturing and trading of varieties of paper, paper related products, stationery items like files, cups, clips, ribits, notepads, notebooks and pads, trading in machinery related to manufacturing and processing of paper, ink and its varieties, trading and re-processing of wastepaper and offset printing jobs.

### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION (MOA) SINCE INCORPORATION

Date of Amendment / Shareholder’s Resolution	Particulars of Change
December 30, 2011	Clause V of the MoA was altered to reflect the Increase of Authorised share Capital from ₹ 10,00,000/- consisting of 1,00,000 Equity Shares of ₹10 each to ₹ 90,00,000/- consisting of 9,00,000 Equity Shares of ₹10 each
April 20, 2023	Clause I of Memorandum of Association was amended to reflect change in name from “Shreenath Paper Products Private Limited” to “Shreenath Paper Products Limited” pursuant to conversion of our Company from Private Limited to Public Limited Company
June 19, 2023	Clause V of the MoA was altered to reflect the Increase of Authorised share Capital from ₹ 90,00,000/- consisting of 9,00,000 Equity Shares of ₹10 each to ₹ 25,00,00,000/- consisting of 2,50,00,000 Equity Shares of ₹10 each.

### MAJOR EVENTS, MILESTONES, KEY AWARDS, ACHIEVEMENTS AND ACCOLADES OF OUR COMPANY

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

Year	Particulars
2011	Incorporated as a Private Limited Company in the name and style of Shreenath Paper Products Private Limited
2023	Converted into a Public Limited Company in the name and style of “Shreenath Paper Products Limited”

### HOLDING / SUBSIDIARY COMPANY/ JOINT VENTURE AND ASSOCIATE

As on the date of this Prospectus, our Company does not have a holding or subsidiary company or any joint venture or any associate.

#### **STRATEGIC PARTNERS**

Our Company does not have any strategic partners as on the date of this 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 Prospectus, our Company does not have any financial partners.

#### **LOCK-OUT AND STRIKES**

There have been no instances of strikes or lock-outs at any time in our Company.

#### **TIME/COST OVERRUN IN SETTING UP PROJECTS**

As on the date of this Prospectus, our Company has not experienced any time/ cost overrun in setting up any projects or business operations.

#### **DETAILS OF LAUNCH OF KEY PRODUCTS, ENTRY IN NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS**

For details pertaining to launch of key products, entry in new geographies or exit from existing markets, please refer chapter titled "*Business Overview*" on page 100 of this Prospectus.

#### **CAPACITY/FACILITY CREATION, LOCATION OF PLANTS**

Capacity and capacity utilization is not applicable to our Company since our business is not in the nature of a manufacturing concern with specified installed capacity.

#### **DEFAULTS OR RESCHEDULING / RESTRUCTURING OF BORROWINGS OF OUR COMPANY WITH FINANCIAL INSTITUTIONS / BANKS**

As on the date of this Prospectus, 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.

#### **ACQUISITION OR DIVESTMENTS OF BUSINESS / UNDERTAKINGS, MERGERS AND AMALGAMATIONS**

Our Company has not acquired any entity, business or undertakings nor has undertaken any mergers or amalgamation during the last ten (10) years.

#### **REVALUATION OF ASSETS**

Our Company has not revalued its assets since incorporation and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

#### **SHAREHOLDERS AND OTHER MATERIAL AGREEMENTS**

There are no shareholders and other material agreements, other than those entered into in the ordinary course of business carried on or intended to be carried on by our Company.

#### **CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING MATERIAL EFFECT**

Other than as mentioned in the chapters titled "*Business Overview*" and "*History and Certain Corporate Matters*" beginning on page 97 and 118 respectively, of this Prospectus, there has been no change in the activities being carried out by our Company which may have a material effect on the profits/ loss of our Company, including discontinuance of the current lines of business, loss of projects or markets and similar factors.

#### **DETAILS OF GUARANTEES GIVEN TO THIRD PARTIES BY THE PROMOTERS**

As on the date of this Prospectus, no guarantee has been issued by Promoters except as disclosed in the chapter titled "*Financial Indebtedness*" beginning on page 199 of this Prospectus.

#### **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR A DIRECTOR OR PROMOTERS OR ANY OTHER EMPLOYEE OF THE COMPANY**

There are no agreements entered into by Key Managerial Personnel or a Director or Promoters or any other employee of our Company, 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 our Company.

## OUR MANAGEMENT

### BOARD OF DIRECTORS DETAILS ARE AS FOLLOWS

As on the date of this Prospectus, our Board comprises of 5 (Five) Directors, including 2 (Two) Executive Directors and 3 (Three) Non-Executive Director out of which 2 (Two) are Independent Directors of which 1 (One) is a woman Director. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act. The following table sets forth details regarding the Board as on the date of this Prospectus:

### BOARD OF DIRECTORS DETAILS ARE AS FOLLOWS

Name, DIN, Date of Birth, Age, Occupation, Address, Original Date of Appointment, Change in Designation and Period of Directorship	Other Directorships as on the date of this Prospectus
<p><b>ALOK PAREKH</b>  <b>Designation:</b> Chairman &amp; Managing Director  <b>DIN:</b> 03467607  <b>Date of Birth:</b> April 24, 1984  <b>Age:</b> 40 years  <b>Occupation:</b> Business  <b>Address:</b> C-501, Bluebells Appt., Api Road, Near Prozone Mall, Cidco, Aurangabad, Cidco Colony, Maharashtra, 431003.  <b>Period of Directorship:</b> October 10, 2011  <b>Current Term:</b> For a period of 5 years with effect from May 15, 2023.</p>	<p><b><u>Indian Companies</u></b>  <b>Private Limited Companies</b>                      Nil  <b>Public Limited Companies</b>                      Nil  <b><u>Foreign Companies</u></b>                      Nil</p>
<p><b>RONAK PAREKH</b>  <b>Designation:</b> Whole-Time Director and CEO  <b>DIN:</b> 05319641  <b>Date of Birth:</b> June 02, 1986  <b>Age:</b> 38 years  <b>Occupation:</b> Business  <b>Address:</b> Rock Avenue Plot E Wing D Flat No 403, Opp Joy Ice Cream Hindustan Naka, Kandivali West, Mumbai, Maharashtra – 400067.  <b>Period of Directorship:</b> December 1, 2011  <b>Period of Current Directorship:</b> For a period of 5 years w.e.f. May 15, 2023.</p>	<p><b><u>Indian Companies</u></b>  <b>Private Limited Companies</b>                      Nil  <b>Public Limited Companies</b>                      Nil  <b><u>Foreign Companies</u></b>                      Nil</p>
<p><b>ADITYA DAULTABADKAR</b>  <b>Designation:</b> Non-Executive Director  <b>DIN:</b> 10198114  <b>Date of Birth:</b> December 5, 1984  <b>Age:</b> 39 years  <b>Occupation:</b> Business  <b>Address:</b> 19, Jalna Road, Shri Niketan Colony, Behind Amarpreet Hotel, Aurangabad – 431001, Maharashtra.  <b>Period of Directorship:</b> June 12, 2023  <b>Period of Current Directorship:</b> Since June 12, 2023</p>	<p><b><u>Indian Companies</u></b>  <b>Private Limited Companies</b>                      Nil  <b>Public Limited Companies</b>                      Nil  <b><u>Foreign Companies</u></b>                      Nil</p>
<p><b>NEHA NAGAR</b>  <b>Designation:</b> Non-Executive Independent Director  <b>DIN:</b> 10198115  <b>Date of Birth:</b> January 24, 1985  <b>Age:</b> 39 years  <b>Occupation:</b> Home-maker  <b>Address:</b> 12<sup>th</sup> Floor, 1202, Pinnacolo building, D wing, RBK School lane, Beverly park of Mira Bhayander, Near Gaurav residency Phase II, Mira Road (E), Thane – 401107, Maharashtra.  <b>Period of Directorship:</b> June 12, 2023  <b>Period of Current Directorship:</b> 5 consecutive years w.e.f. June 12, 2023 and shall not be liable to retire by rotation.</p>	<p><b><u>Indian Companies</u></b>  <b>Private Limited Companies</b>                      Nil  <b>Public Limited Companies</b>                      Nil  <b><u>Foreign Companies</u></b>                      Nil</p>
<p><b>VIJAY SHAH</b>  <b>Designation:</b> Non-Executive Independent Director</p>	<p><b><u>Indian Companies</u></b>  <b>Private Limited Companies</b></p>



Name, DIN, Date of Birth, Age, Occupation, Address, Original Date of Appointment, Change in Designation and Period of Directorship	Other Directorships as on the date of this Prospectus
<b>DIN:</b> 03570876 <b>Date of Birth:</b> November 9, 1950 <b>Age:</b> 73 Years <b>Occupation:</b> Business <b>Address:</b> D-616 Veena Santoor, Opp Kamala Vihar Sports Club, Saibaba Extn. road, Borivali West, Mumbai - 400092, Maharashtra, India <b>Period of Directorship:</b> June 12, 2023 <b>Period of Current Directorship:</b> 5 consecutive years w.e.f. June 12, 2023 and shall not be liable to retire by rotation.	1) Anoushka Real Estate Private Limited 2) Nariman Point Realty Services Private Limited 3) Anuradha Infrastructures Private Limited 4) Anudeep Enterprises Private Limited <b>Public Limited Companies</b> Nil <b>Foreign Companies</b> Nil

### Brief Biographies of our Directors

**ALOK PAREKH** is the Chairman & Managing Director of our Company. He holds a Bachelor's of Engineering (Information Technology) degree from Dr. Babasaheb Ambedkar Marathwada University, Aurangabad Maharashtra State. He has been associated with our Company since inception and currently looks after the vendor and customer relationship management & handles the finance and accountancy. He is having an experience of around 10+ years in the field of supply chain solutions.

**RONAK PAREKH** is the Whole-time Director and CEO of our Company. He holds a Bachelor's of Management Studies and a Master's of Management Studies degree from the University of Mumbai. He has been associated with our Company since 2011 and heads the marketing and product innovation division. He is having an experience of around 10+ years in the field of supply chain solutions.

**ADITYA DAULTABADKAR** is a Non-Executive Director of our Company. He holds a degree of Master of Dental Surgery in Periodontics from Maharashtra University of Health Sciences, Nashik. He is associated with our Company since 2023. He is a dentist with over 13 years of experience in private practice.

**NEHA NAGAR** is a Non-Executive Independent Director of our Company. She holds a post graduate diploma in Computer Applications from Mohan Lal Sukhadia University, Udaipur. She has since been a home-maker, does not possess any work experience.

**VIJAY SHAH** is a Non-Executive Independent Director of our Company. He holds a Bachelor's of Commerce degree from University of Bombay and is a fellow member of Institute of Chartered Accountants of India. He has an experience of around 25+ years in the field of audit, financial advisory, and tax consultancy.

### Relationship between our Directors

As of date of this Prospectus, none of our Directors are related to each other as per section 2(77) of the Companies Act, 2013.

### Relationship between our Directors and KMPs

Except as mentioned below, as on the date of this Prospectus, none of our Directors and KMPs are related to each other

Name of Director	Name of KMP	Relation
Alok Parekh	Navneetdas Parekh	Son-Father

### Details of any arrangement or understanding with major shareholders, customers, suppliers or others

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

### Service contracts with Directors

No officer of our Company, including our Directors and the Key Management Personnel have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

### Borrowing Powers of the Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Pursuant to a resolution passed by the at the EGM of the Company held on December 21, 2023 pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act and rules made thereunder, our Board has been authorized to borrow any sum of money from time to time notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart

from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital and free reserves of our Company, provided that the total outstanding amount so borrowed shall not any time exceed the limit of ₹ 100 Crores.

### Terms of Appointment & Remuneration to Executive Directors

#### A. Mr. Alok Parekh

Our Managing Director was appointed pursuant to a resolution dated September 30, 2023 for a term of 5 years. The details of his remuneration are as set out below:

Remuneration	Details
Salary	Salary, commission, perquisites, allowance & other benefits: Rs 27 lakhs*
Remuneration paid in FY 2023-2024	₹ 27 Lakhs

\* Change in salary from Rs. 42 lakhs to Rs. 27 lakhs as per Board resolution dated March 28, 2024.

With respect to the Managing Director, **Alok Parekh**, there is no contingent or deferred payment accrued for Fiscal 2023-2024.

#### B. Mr. Ronak Parekh

Our Whole-Time Director was appointed pursuant to a resolution dated September 30, 2023 for a term of 5 years. The details of his remuneration are as set out below:

Remuneration	Details
Salary	Salary, commission, perquisites, allowance & other benefits: Rs 27 Lakhs*
Remuneration paid in FY 2023-2024	₹ 27 Lakhs

\* Change in salary from Rs. 42 lakhs to Rs. 27 lakhs as per Board resolution dated March 28, 2024.

With respect to the Whole-Time Director, **Ronak Parekh**, there is no contingent or deferred payment accrued for Fiscal 2023-2024.

### Payment or benefit to Non-Executive Independent Directors of our Company

Pursuant to Board resolution dated June 12, 2024, it is hereby accorded for payment of sitting fees in the following manner, to the Non-Executive Independent Director of the Company for attending the meetings or committee thereof attended by them until further change of consensus in this regard.

Sr. No.	Name Of Meetings	Sitting Fees Per Meeting
1.	Board of Directors	₹5000
2.	Audit Committee	₹5000
3.	Nomination and Remuneration Committee	₹5000
4.	Stakeholder's Relationship Committee	₹5000
5.	Corporate Social Responsibility Committee	₹5000

Further, our Independent Directors may be paid commission and reimbursement of expenses as permitted under the Companies Act and the SEBI Listing Regulations.

No sitting fees or commission was paid by our Company to any Non-Executive Directors and to Non-Executive Non-Independent Director in Financial Year 2023-24.

### Changes in the Board of Directors in the last three years preceding the date of this Prospectus

Name of the Directors	Date of events	Reasons for Change
Alok Parekh	May 15, 2023	Change in designation as Managing Director
Ronak Parekh	May 15, 2023	Change in designation as Whole time Director
Aditya Daultabadkar	June 12, 2023	Appointment as Additional Non-Executive Director
Neha Nagar	June 12, 2023	Appointment as Additional Non-Executive Independent Director
Vijay Shah	June 12, 2023	Appointment as Additional Non-Executive Independent Director
Aditya Daultabadkar	June 19, 2023	Change in designation from Additional Non-Executive Director to Non-Executive Director
Neha Nagar	June 19, 2023	Change in designation from Additional Non-Executive Independent Director to Non-Executive Independent Director
Vijay Shah	June 19, 2023	Change in designation from Additional Non-Executive

Name of the Directors	Date of events	Reasons for Change
		Independent Director to Non-Executive Independent Director
Navneetdas Parekh	July 10, 2023	Cessation as Director
Harish Parekh	July 10, 2023	Cessation as Director

### Service contracts

No officer of our Company, including our Directors or the Key Management Personnel or Senior Management Personnel have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

### Bonus or profit-sharing plan of our Directors

As on the date of this Prospectus, our Company does not have a bonus or profit-sharing plan for our Directors.

### Shareholding of our Directors in our Company

The shareholding of our Directors in our Company, as on the date of this Prospectus is set forth below:

Sr. No.	Name of Directors	Number of Equity Shares held
1	Alok Parekh	17,36,090
2	Ronak Parekh	21,05,090
	<b>Total</b>	<b>38,41,180</b>

### Shareholding of our Directors in our Subsidiaries and Associate Companies

Our Company does not have any Subsidiary or Associate Companies, as on the date of filing of this Prospectus.

### Confirmations

None of our Directors have been identified as a wilful defaulter (as defined in the SEBI ICDR Regulations).

None of our Directors is or was a director on the board of listed companies that have been / were delisted from any stock exchanges in India.

None of our Directors have been or are a director on the board of any listed company whose shares are / were suspended from trading on any of the stock exchanges, during his/her tenure for a period of five years prior to the date of filing of the Prospectus.

None of our Directors have been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.

### Interest of directors

All our Non-Executive Directors including Independent Non-Executive Director may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles. Our Executive Directors deemed to be interested to the extent of remuneration payable to them and their relatives pursuant to Articles of the Company and resolution approved by the Board of Directors/ members of our Company, as the case may be, time to time for services rendered as an officer or employee of our Company. The Directors may also be deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer chapter titled "**Our Management - Shareholding of Directors in our Company**" beginning on page 120 of this Prospectus.

Except for Alok Parekh and Ronak Parekh are Promoters of our Company, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

Except as stated in the chapter "**Business Overview**" beginning on page 97 of this Prospectus and in the chapter "**Restated Financial Statement**" beginning on page 143 none of our Directors have any interest in the property acquired or proposed to be acquired by our Company.

Except as stated in "**Restated Financial Statement**" beginning on page 143 and as disclosed in this chapter, our Directors do not have any other interest in our Company or in any transaction by our Company including, for acquisition of land, construction of buildings or supply of machinery.

### Interest in land and property

Except as stated in **“Restated Financial Statement”** beginning on page 143, as on date of this Prospectus none our Directors are interested in any property on which our company operates or acquired or proposed to be acquired by our Company.

**Payment of benefits (non-salary related)**

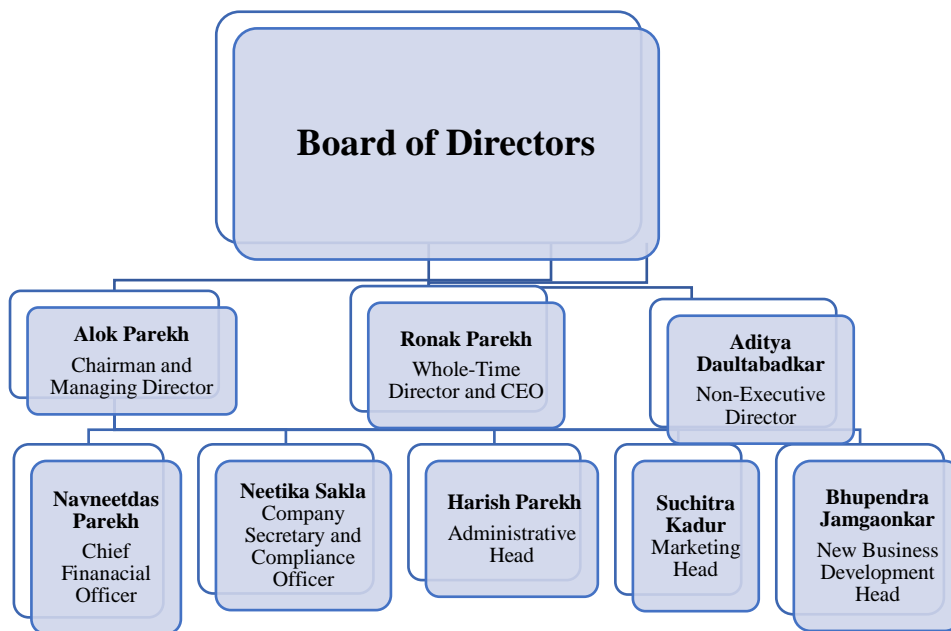
Except as disclosed above, no amount or benefit has been paid or given since incorporation or is intended to be paid or given to any of our Directors except the remuneration for services rendered and/or sitting fees as Directors.

**Bonus or profit-sharing plan for the Directors**

None of the Directors are party to any bonus or profit-sharing plan of our Company.

**Management Organization Structure**

The following chart depicts our Management Organization Structure



**Corporate Governance**

As on the date of this Prospectus, we have 5 Directors on our Board, comprising of 2 executive Director, and 3 non-executive director, 2 Directors being independent Directors of which 1 being woman Director. The present composition of our Board of Directors and its committees are in accordance with the SEBI Listing Regulations and the Companies Act, 2013.

The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act, 2013 and the SEBI Listing Regulations in relation to the composition of our Board and constitution of committees thereof. Our Company undertakes to take all necessary steps to continue to comply with all applicable requirements of the SEBI Listing Regulations and the Companies Act.

**Committees of the Board of directors**

Our Board of Directors presently has three (3) committees which have been constituted in accordance with the relevant provisions of the Companies Act, 2013 and SEBI Listing Regulations: (i) Audit Committee, (ii) Nomination and Remuneration Committee (iii) Stakeholders Relationship Committee

**(i) Audit Committee**

The Audit Committee was constituted by a resolution of our Board dated November 28, 2023.

In accordance with the provisions of Section 177 of The Companies Act, 2013 and in compliance of the Corporate Governance Provisions and the proposed applicable provisions of the SEBI Listing Regulations, it is proposed to constitute the Audit Committee comprising of the following members viz.,

The members of the Audit Committee are:

Sr. No.	Name of the Directors	Designation	Position in the Committee
1.	Vijay Shah	Non-Executive Independent Director	Chairman
2.	Alok Parekh	Managing Director	Member
3.	Neha Nagar	Non-Executive Independent Director	Member

Ms. Neetika Sakla, Company Secretary of the Company shall act as the Secretary for the Audit Committee.

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI Listing Regulations. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

**Tenure:**

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

**Meetings of the Committee:**

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

**The powers, roles, responsibilities and terms of reference of the Audit Committee shall include the following:**

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process.
- (iii) examination of the financial statement and the auditors' report thereon
- (iv) approval, including omnibus approval, or any subsequent modification of transactions of the company with related parties.
- (v) transaction, other than transactions referred to in section 188, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board:

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee and if the transaction is with the related party to any director or is authorised by any other director, the director concerned shall indemnify the company against any loss incurred by it:

- (vi) scrutiny of inter-corporate loans and investments;
- (vii) valuation of undertakings or assets of the company, wherever it is necessary;
- (viii) evaluation of internal financial controls and risk management systems;
- (ix) monitoring the end use of funds raised through public offers and related matters.

**The powers of the Audit Committee are as under:**

- a) to investigate any activity within its terms of reference or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources
- b) to seek information from any employee
- c) to obtain outside legal or other professional advice; and
- d) The audit committee may invite such of the executives as it considers appropriate (and particularly the head of the finance function) to be present at the meeting of the committee, but on occasions it may also meet without the presence of any executive
- e) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- f) such other powers as may be prescribed under the Companies Act and Listing Regulations.

**The role of Audit Committee is as under:**

- 1) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of any related party transactions;
  - vii. Modified opinion(s) in the draft audit report.
- 5) Reviewing, with the management, the half yearly 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, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 7) Review and monitor the auditor's independence, performance and effectiveness of audit process.
- 8) Approval or any subsequent modification of transactions of the company with related parties;
- 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, performance of statutory and internal auditors, adequacy of the internal control systems
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 14) Discussion with internal auditors any significant findings and follow up there on.
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- 18) To review the functioning of the Whistle Blower mechanism.

- 19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- 21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision
- 22) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- 23) Carrying out any other functions required to be carried out by the Audit Committee as contained in the Listing Regulations or any other applicable law, as and when amended from time to time.
- 24) To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time.

**The Audit Committee shall mandatorily review the following information:**

- a) Management discussion and analysis of financial condition and results of operations;
- b) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- c) Internal audit reports relating to internal control weaknesses; and
- d) The appointment, removal and terms of remuneration of the Internal auditor shall be subject to review by the Audit Committee.
- e) statement of deviations:
  - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - ii. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board and if the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders.

**(ii) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee was constituted by a resolution of our Board dated November 28, 2023.

Pursuant to Section 178 of the Companies Act, 2013 Schedule V and rules 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and in view of the Compliance of the Corporate Governance Provisions and proposed applicable provisions of the SEBI Listing Regulations, consent of the Board be and is hereby accorded to constitute the Nomination and Remuneration Committee consisting of following: -

The members of the Nomination and Remuneration Committee are:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Neha Nagar	Non-Executive Independent Director	Chairman
2.	Vijay Shah	Non-Executive Independent Director	Member
3.	Aditya Daultabadkar	Non-Executive Director	Member

**Tenure:**

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

**Meetings of the Committee:**



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

### **Terms of reference**

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 19 of the SEBI Listing Regulations. The terms of reference of the Nomination and Remuneration Committee are as follows:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the “Board” or “Board of Directors”) a policy relating to the remuneration of the directors, key managerial personnel and other employees (“Remuneration Policy”).
- (2) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a) use the services of an 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.

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
  - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
- (3) Formulation of criteria for evaluation of the performance of the independent directors and the Board;
  - (4) Devising a policy on Board diversity;
  - (5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall 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.
  - (6) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
  - (7) To recommend, implement, design, execute, approve schemes of ESPS, ESOP, SAR, Sweat Equity and do all other activities;
  - (8) Recommend to the board, all remuneration, in whatever form, payable to senior management;
  - (9) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.”
  - (10) Analysing, monitoring and reviewing various human resource and compensation matters;
  - (11) Deciding 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;
  - (12) Determining the Company’s policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
  - (13) Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;

- (14) Administering, monitoring and formulating detailed terms and conditions of the employee stock option scheme, if any, of the Company;
- (15) Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- (16) Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;
- (17) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including: (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable; and
- (18) Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.
- (19) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - (a) use the services of an external agencies, if required;
  - (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and consider the time commitments of the candidates.

Neha Nagar, Non-Executive Independent Director be and is hereby appointed as the Chairman for the Remuneration Committee.

Neetika Sakla, Company Secretary of the Company act as the Secretary for the Remuneration/Nomination Committee.

### (iii) Stakeholders Relationship Committee

Pursuant to section 178(5) of the Companies Act, 2013 and rules 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and in view of the Compliance of the Corporate Governance Provisions and proposed applicable provisions of the SEBI Listing Regulations, consent of the Board be and is hereby accorded to constitute the Nomination and Remuneration Committee. The members of the Stakeholders' Relationship Committee are:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Neha Nagar	Non- Executive Independent Director	Chairperson
2.	Alok Parekh	Managing Director	Member
3.	Ronak Parekh	Whole Time Director	Member

#### Tenure:

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

#### Meetings:

The Stakeholders Relationship Committee is required to meet at least once a year and report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

#### Terms of Reference:

The scope and function of the Stakeholders Relationship Committee is in accordance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations. The terms of reference of the Stakeholders Relationship Committee are as follows. The Stakeholders Relationship Committee shall be responsible for, among other things, as may be required by the stock exchanges from time to time, the following:

- (a) Resolving the grievances of the 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;

- (b) Review of measures taken for effective exercise of voting rights by shareholders;
- (c) 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;
- (d) Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;
- (e) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- (f) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time.
- (g) Review of the 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.
- (h) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.
- (i) To approve, register, refuse to register transfer or transmission of shares and other securities;
- (j) To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
- (k) Allotment and listing of shares;
- (l) To authorise affixation of common seal of the Company;
- (m) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
- (n) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
- (o) Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and
- (p) To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Neha Nagar, Non-Executive Independent Director be and is hereby appointed as the Chairperson for the Stakeholder's Relationship Committee.

Neetika Sakla, Company Secretary of the Company act as the Secretary for the Stakeholder's Relationship Committee.

#### **POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of the Sub-Regulation (1) of Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, as amended, will be applicable to our Company immediately upon the listing of Equity Shares. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, as amended, on listing of Equity Shares. Further, Board of Directors at their meeting held on November 28, 2023, has approved and adopted the policy on insider trading in view of the proposed public issue.

The Compliance Officer of our Company will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

#### **POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS**

The provisions of the SEBI (LODR) Regulations will be applicable to our Company immediately upon the listing of Equity Shares of our Company. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, as amended, on listing of Equity Shares. The Board of Directors at their meeting held on November 28, 2023 has approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

#### **Our Key Managerial Personnel and Senior Management Personnel**

Our Company is managed by our Board of Directors, assisted by qualified experienced professionals, who are permanent employees of our Company. Following are the Key Managerial Personnel and Senior Management Personnel of our Company:

**Brief Profile of Key Managerial Personnel:**

The details of the Key Managerial Personnel as on the date of this Prospectus are set out below. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

For the complete profile of, **Alok Parekh and Ronak Parekh** along with their details of their educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see chapter titled “*Our Management - Brief Biographies of our Directors*” on page 120 of this Prospectus

**Navneetdas Parekh** is the Chief Financial Officer of our Company. He holds Bachelor’s Degree in Commerce from Vikram Vishwavidyalaya, Ujjain. He is associated with the Company since incorporation and redesignated as a Chief Financial Officer since July 10, 2023 and holds an experience of around 10+ years in the field of finance. He is currently responsible for the accounting and finance affairs of the Company. In Fiscal 2024, he has received a remuneration of ₹ 20.00 lakh from our Company.

**Neetika Sakla** is the Company Secretary and Compliance Officer of our Company. She holds a bachelor’s of commerce and Masters of Commerce Degree from the Dr. Babasaheb Ambedkar Marathwada University, Aurangabad and is an Associate member of the Institute of Company Secretaries of India. She has been associated with our Company since April 28, 2023, and is currently responsible for corporate secretarial and compliance functions of the Company. She is a fresher by experience. Since, she joined our Company on April 28, 2023, She has received a remuneration of ₹0.96 Lakh.in fiscal 2024.

**Brief Profile of Senior Management Personnel:**

For the complete profile of, **Harish Parekh** – Administrative Head, along with the details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see chapter titled “*Our Promoters and Promoter Group*” on page 134 of this Prospectus

**Suchitra Kadur** is the Marketing Head of our Company. She holds a Bachelor’s Degree in Engineering from Savitribai Phule Pune University. She is associated with the Company since May 01, 2022. She has experience of more than 2 years of experience in the field of marketing & sales. In Fiscal 2024, she has received a remuneration of ₹ 9.85 lakh from our Company.

**Bhupendra Jamgaonkar** is the New Business Development Head of our Company. He holds a Bachelor’s Degree in Commerce from Dr. Babasaheb Ambedkar Marathwada University, Aurangabad. He is associated with the Company since September 23, 2022. He has 2+ years of experience in the field of sales and logistics. In Fiscal 2024, he has received a remuneration of ₹ 6.44 lakh from our Company.

All our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

**Shareholding of Key Management Personnel and Senior Management Personnel in our Company**

The details of the shareholding of our Key Managerial Personnel and Senior Management Personnel as on the date of this Prospectus are as follows:

Sr. No.	Name of the Key Managerial Personnel and Senior Management Personnel	Designation	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Navneetdas Parekh	CFO	14,27,390	9.95%	7.26%
2	Ronak Parekh	Whole-time Director and CEO	21,05,090	14.68%	10.71%
3	Alok Parekh	Managing Director	17,36,090	12.10%	8.83%
4	Harish Parekh	Administrative Head	21,76,190	15.17%	11.07%
<b>Total</b>			<b>74,44,760</b>	<b>51.90%</b>	<b>37.88%</b>

**Nature of any family relation between any of the Key managerial personnel and Senior Management Personnel**

Except as mentioned below, as on the date of this Prospectus, none of our Key managerial personnel and Senior Management Personnel are related to each other:

<b>Name of Director</b>	<b>Name of KMP</b>	<b>Relation</b>
Alok Parekh	Navneetdas Parekh	Son-Father
Ronak Parekh	Harish Parekh	Son-Father

### **Interests of Key Managerial Personnel and Senior Management Personnel**

Except as mentioned in this Prospectus, the Key Managerial Personnel and Senior Management Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. Our Key Management Personnel and Senior Management Personnel may be deemed interested to the extent of Equity Shares that may be subscribed for and allotted to them or interest in the property. Such Key Managerial Personnel or Senior Management Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Our Key Managerial Personnel and Senior Management Personnel may be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as Promoters, Directors, Partners, Proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

### **Payment of Benefits to Officers of our Company (non-salary related)**

Except as disclosed in this Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards superannuation, ex-gratia rewards. Except for the statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under chapter titled '*Financial Statements*' beginning on page 143 of this Prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoters.

### **Arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the Key Managerial Personnel or Senior Management Personnel was selected**

None of the above Key Managerial Personnel or Senior Management Personnel has been selected pursuant to any major shareholders, customers, suppliers or others pursuant to which any of the Key Managerial Personnel or Senior Management Personnel was selected as key managerial personnel or Senior Management Personnel.

### **Details of Service Contracts of the Key Managerial Personnel and Senior Management Personnel**

Except for the terms set forth in the appointment letters, the Key Managerial Personnel or Senior Management Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

### **Bonus and/ or Profit-Sharing Plan for the Key Managerial Personnel and Senior Management Personnel**

Our Company does not have any bonus and/ or profit-sharing plan for the Key Managerial Personnel or Senior Management Personnel.

### **Contingent and Deferred Compensation payable to Key Managerial Personnel and Senior Management Personnel**

None of our Key Managerial Personnel or Senior Management Personnel has received or is entitled to any contingent or deferred compensation.

### **Employee Stock Option or Employee Stock Purchase**

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Prospectus.

### **Loans availed by Directors/ Key Managerial Personnel and Senior Management Personnel of our Company**

None of the Directors or Key Managerial Personnel or have availed loan from our Company which is outstanding as on the date of this Prospectus.

### **Status of Permanent Employment of KMPs and Senior Management Personnel**

All the key managerial personnel mentioned above are permanent employees of our Company.

### **Changes in Our Company's Key Managerial Personnel and Senior Managerial Personnel during the last three**

**(3) years**

Except as mentioned below, there are no changes in our Key Management Personnel and Senior Management Personnel during the three years immediately preceding the date of this Prospectus are set forth below:

<b>Name of KMP or Senior Management Personnel</b>	<b>Events</b>	<b>Date of Change</b>
Neetika Sakla	Appointment as Company Secretary	April 28, 2023
Suchitra Kadur	Appointment as Marketing Head	May 01, 2022
Neetika Sakla	Appointment as Compliance Officer	May 15, 2023
Alok Parekh	Change in Designation as Managing Director	May 15, 2023
Ronak Parekh	Change in Designation as Whole-time Director	May 15, 2023
Navneetdas Parekh	Appointment as Chief Financial Officer	July 10, 2023
Harish Parekh	Appointment as Administration Head	July 10, 2023
Bhupendra Jamgaonkar	Appointment as New Business Development Head	September 23, 2022
Ronak Parekh	Appointment as Chief Executive Officer	November 28, 2023

## OUR PROMOTERS AND PROMOTER GROUP

Alok Parekh, Ronak Parekh, Harish Parekh, Navneetdas Parekh, Hasumati Navneetdas Parekh, Hasumati Harish Parekh, Neha Parekh and Sayali Parekh are the Promoters of our Company. As on the date of this Prospectus, our Promoters hold 1,43,44,160 Equity Shares which in aggregate, almost constitute 100% of the pre-issued and paid-up Equity Share capital of our Company.

For details of the shareholding of our Promoters in our Company, as on the date of this Prospectus, see '*Capital Structure - History of the Equity Share capital held by our Promoters - Build-up of our Promoters' equity shareholding in our Company*' on page 58 of this Prospectus.

Our Company confirms that the Permanent Account Number, Bank Account Number(s), Passport number, Aadhar card number and Driving License number of our individual Promoters were submitted to the Stock Exchange at the time of filing of the Prospectus.

### BRIEF PROFILE OF OUR PROMOTERS ARE AS FOLLOWS:

	<p><b>ALOK PAREKH</b>, aged 40 years, is the Promoter of our Company.</p> <p><b>Date of Birth:</b> April 24, 1984</p> <p><b>Permanent Account Number:</b> APAPP7142P</p> <p><b>Residential Address:</b> C-501, Bluebells Appt, Api Road, Near Prozone Mall, Cidco Colony, Aurangabad, Maharashtra - 431003.</p> <p><i>For complete profile of Mr. Alok Parekh, along with details of his educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, please see chapter titled 'Our Management - Brief biographies of Directors' on page 120 of this Prospectus.</i></p>
	<p><b>RONAK PAREKH</b>, aged 38 years, is the Promoter of our Company.</p> <p><b>Date of Birth:</b> June 2, 1986</p> <p><b>Permanent Account Number:</b> AMPPP6982R</p> <p><b>Residential Address:</b> Rock Avenue Plot E Wing D Flat No 403, Opp Joy ice cream Hindustan Naka, Kandivali West, Mumbai Suburban Maharashtra – 400067.</p> <p><i>For complete profile of Mr. Ronak Harish Parekh, along with details of his educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, please see chapter titled 'Our Management - Brief biographies of Directors' on page 120 of this Prospectus.</i></p>





**NAVNEETDAS PAREKH**, aged 72 years, is the Promoter of our Company.

**Date of Birth:** August 28, 1952

**Permanent Account Number:** AAVPP3290L

**Residential Address:** C-501, Bluebells Appt, Api Road, Near Prozone Mall, Cidco Colony, Aurangabad - 431003, Maharashtra.

**Directorship:**

**Indian Companies**

Private

Nil

Public

Nil

**Foreign Companies**

Nil

*For complete profile of Mr. Navneetdas Parekh, along with details of his educational qualifications, professional experience, please see chapter titled 'Our Management - Brief biographies of Key Managerial Personnel' on page 120 of this Prospectus.*



**HARISH PAREKH**, aged 65 years, is the Promoter of our Company.

**Date of Birth:** May 24, 1959

**Permanent Account Number:** AABPP3783A

**Residential Address:** Rock Avenue Plot E Wing D Flat No 404, Opp Joy ice cream Hindustan Naka, Kandivali West, Mumbai Suburban – 400067, Maharashtra.

**Education qualification:** Maharashtra State Board of Secondary and Higher Secondary Education.

**Occupation:** Business

**Directorship:**

**Indian Companies**

Private

Nil

Public

Nil

**Foreign Companies**

Nil

**Brief biography:**

He is one of the founding Promoter of the Company. Currently, he is associated with Shri Hari Fabrics Pvt Ltd. from over 10+ years and working as a senior factory manager.



**HASUMATI NAVNEETDAS PAREKH**, aged 67 years, is the Promoter of our Company.

**Date of Birth:** February 25, 1957

**Permanent Account Number:** AJKPP2187N

**Residential Address:** C-501, Bluebells Apt., Api Road, Near Prozone Mall, Cidco, Aurangabad, Cidco Colony, Maharashtra, 431003.

**Education qualification:** Maharashtra State Board of Secondary Education

**Occupation:** Business

**Directorship:**

**Indian Companies**

Private

Nil

Public

Nil

**Foreign Companies**

Nil

**Brief biography:**

She was associated since December 1, 2011 as Director of the Company. However, she has resigned with effect from April 1, 2019 from directorship of the Company. She has since been a home-maker, does not possess any work experience.



**HASUMATI HARISH PAREKH**, aged 64 years, is the Promoter of our Company.

**Date of Birth:** February 8, 1960

**Permanent Account Number:** AABPP9052C

**Residential Address:** Rock Avenue Plot E Wing D Flat No 404, Opp Joy Ice Cream Hindustan Naka, Kandivali West, Mumbai, Mumbai Suburban, Maharashtra – 400067.

**Education qualification:** B.A. degree from University of Bombay

**Occupation:** Business

**Directorship:**

**Indian Companies**

Private



Nil

Public

Nil

**Foreign Companies**

Nil

	<p><b>Brief biography:</b></p> <p>She was associated since December 1, 2011 as Director of the Company. However, she has resigned with effect from April 1, 2019 from the directorship of the Company. She has since been a home-maker, does not possess any work experience.</p>
	<p><b>SAYALI PAREKH</b>, aged 38 years, is the Promoter of our Company.</p> <p><b>Date of Birth:</b> June 18, 1986</p> <p><b>Permanent Account Number:</b> AQEPG9132B</p> <p><b>Residential Address:</b> C-501, Bluebells Appt. Api Road, Near Prozone Mall, Cidco, Aurangabad, Cidco Colony, Aurangabad Maharashtra 431003.</p> <p><b>Education qualification:</b> Bachelor of Commerce Degree from Shivaji University Kolhapur</p> <p><b>Occupation:</b> Business</p> <p><b>Directorship:</b></p> <p><b><u>Indian Companies</u></b></p> <p><u>Private</u></p> <p>Nil</p> <p><u>Public</u></p> <p><u>Nil</u></p> <p><u>Foreign Companies</u></p> <p>Nil</p> <p><b>Brief biography:</b></p> <p>She was associated since Incorporation as Director of the Company. However, she has resigned on April 1, 2019 from directorship of the Company. She has since been a home-maker, does not possess any work experience.</p>
	<p><b>NEHA PAREKH</b>, aged 33 years, is the Promoter of our Company.</p> <p><b>Date of Birth:</b> March 7, 1991</p> <p><b>Permanent Account Number:</b> CDJPP0202K</p> <p><b>Residential Address:</b> Rock Avenue Plot E Wing D Flat No 403, Opp Joy Ice Cream Hindustan Naka, Kandivali West, Mumbai, Mumbai Suburban, Maharashtra – 400067.</p> <p><b>Education qualification:</b> Master of Computer Application from Indira Gandhi National Open university, New Delhi.</p> <p><b>Occupation:</b> Business</p> <p><b>Directorship:</b></p> <p><b><u>Indian Companies</u></b></p> <p><u>Private</u></p>

	<p>Nil</p> <p><u>Public</u></p> <p><u>Nil</u></p> <p><b><u>Foreign Companies</u></b></p> <p>Nil</p> <p><b>Brief biography:</b></p> <p>She was associated since 2022 with the Company. She has since been a home-maker, does not possess any work experience.</p>
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### **Declaration**

Our Company confirms that the Permanent Account Number (PAN), Bank Account Number(s), Aadhar Card Number, Driving License Number and Passport Number(s) of our Promoters shall be submitted to the Stock Exchange at the time of filing this Prospectus.

Our Promoters have confirmed that they have not been identified as wilful defaulters or fraudulent borrower by the RBI or any other governmental authority.

Our Promoters have not been declared as a fugitive economic offender under the provisions of Section 12 of the Fugitive Economic Offenders Act, 2018.

No violations of securities law have been committed by our Promoters or members of our Promoter Group or any Group Companies in the past or is currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a Promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

### **Other Ventures of our Promoters**

Other than as disclosed in the chapters titled “*Our Promoters and Promoter Group*” beginning on page 134 of this Prospectus, our Promoters are not involved in any other ventures.

### **Change in Control of our Company**

There has not been any change in the control of our Company since inception till the date of this Prospectus. For further details of acquisition of Equity Shares by our Promoters, please see chapter titled ‘*Capital Structure-Build-up of the shareholding of our Promoters in our Company*’ on page 58 of this Prospectus.

For details of acquisition of shareholding by our Promoters, please see ‘*Capital Structure - Build-up of Promoters shareholding in our Company*’ on page 58 of this Prospectus.

### **Interest of Promoters**

None of our Promoters/ Directors have any interest in our Company except to the extent of compensation payable/ paid, and reimbursement of expenses (if applicable) and to the extent of any Equity Shares held by them and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please refer to the ‘*Capital Structure*’, ‘*Financial Statements*’ and ‘*Our Management*’ beginning on pages 58, 143, and 120 of this Prospectus.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreements, or arrangements in which our Promoters are directly or indirectly interested, and no payments have been made to them in respect of the contracts, agreements, or arrangements which are proposed to be made with them other than in the normal course of business.

### **Interest in the promotion of our Company**

Our Promoters are interested in our Company to the extent (i) that he has promoted our Company (ii) of his direct and indirect shareholding in our Company and the shareholding of his relatives in our Company; and (iii) of dividends payable (if any) and any other distributions in respect of the Equity Shares held by him in our Company. Our Promoters are interested in our Company to the extent that they are the promoters of our Company. For further details, see ‘*Capital Structure - Details of shareholding of the major Shareholders of our Company*’ on page 58 of this Prospectus.

Our Promoters are also deemed to be interested to the extent of remuneration payable to him as the Chairman and Managing Director of our Company. For details see *'Restated Financial Statements - Related Party Disclosures'* on page 143 of this Prospectus.

#### ***Interest in the property of our Company***

Except as disclosed in *'Restated Financial Statements - Related Party Disclosures'* on page 143 of this Prospectus, our Promoters have no interest, whether direct or indirect, in any property acquired by our Company within the preceding 3 years from the date of this Prospectus or proposed to be acquired by it as on the date of filing of this Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

#### ***Interest in our Company arising out of being a member of a firm or company***

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any of our Promoters or by such firm or company in connection with the promotion or formation of our Company.

#### ***Interest in our Company other than as Promoters***

Our Promoters are interested in our Company to the extent of their respective shareholding in our Company and shareholding of entities in which they are associated as partners, their directorship (and consequently remuneration payable to them and reimbursement of expenses) in our Company, and the dividends payable, if any, and any other distribution in respect of their respective shareholding in our Company. For further details please refer to the *'Capital Structure'*, *'Restated Financial Statements'* and *'Our Management'* beginning on pages 58, 143, and 120 of this Prospectus.

#### **Payment or benefits to Promoters or Promoter Group**

Except as stated in *'Restated Financial Statements - Notes to Restated Financial Statements - Notes to Financial Statement – Annexure 32 - Related Party Transactions'* on page 143 of this Prospectus, there have been no amounts paid or benefits paid or given by our Company to our Promoters or Promoter Group in the preceding 3 years nor is there any intention to pay any amount or provide any benefit to our Promoters or Promoter Group as on the date of this Prospectus.

#### **Disassociation by our Promoters in the 3 (three) years**

Except as mentioned below, none of our other Promoters have disassociated themselves from any companies or firms during the preceding 3 (three) years from the date of filing of this Prospectus -

<b>Sr. No.</b>	<b>Name of the Promoters</b>	<b>Name of the Companies</b>	<b>Date of Disassociation</b>	<b>Reason for Disassociation</b>
1.	Harish Parekh	Shreenath Paper Products Limited	July 10, 2023	Cessation of Directorship

#### **Guarantees**

Our Promoters have not given any material guarantees to any third party, in respect of the Equity Shares, as on the date of this Prospectus. For details regarding other guarantees given by our Promoters, please see *'History and Certain Corporate Matters'* on page 118 of this Prospectus.

#### **Litigation involving our Promoters**

Except as disclosed in *'Outstanding Litigation and Material Developments'* page 201 of this Prospectus, there are no legal and regulatory proceedings involving our Promoters as on the date of this Prospectus.

#### **OUR PROMOTER GROUP**

Our Promoter Group in terms of Regulations 2(1) (pp) of the SEBI (ICDR) Regulations 2018, are as under:

**A. The natural persons who are part of the Promoter Group (due to their relationships with our Promoters), other than our Promoters, are as follows:**

<b>Relation</b>	<b>Alok Parekh</b>	<b>Ronak Parekh</b>	<b>Navneetdas Parekh</b>	<b>Harish Parekh</b>
Father	Navneetdas Parekh	Harish Parekh	Vallabhdas Parekh	Dwarkadas Parekh
Mother	Hasumati Parekh	Hasumati Harish Parekh	Late Kamalaben Parekh*	Late Taraben Parekh*
Brother	Amit Parekh	N.A.	Late Umesh Parekh*	NA
Sister	N.A.	Reema Shah	1) Asha Om Prakash Nagar	1) Hasumati Navneetdas Parekh

			2) Asha Mohan Lal Nagar	2) Rasila Bannatwala 3) Dipika Gujar
Spouse	Sayali Parekh	Neha Parekh	Hasumati Navneetdas Parekh	Hasumati Harish Parekh
Son	Daksh Parekh	Anish Parekh	1) Amit Parekh 2) Alok Parekh	Ronak Parekh
Daughter	Riya Parekh	N.A.	N.A.	Reema Shah
Spouse's Father	Satish Gujar	Shayam Parikh	Dwarkadas Parekh	Late Mathuradas Parekh*
Spouse's Mother	Snehal Gujar	Preeti Parikh	Late Taraben Parekh*	Late Tarabai Parekh*
Spouse's Brother	Sagar Gujar	N.A.	Harish Parekh	Maheshchandra Parekh
Spouse's Sister	N.A.	Urvashi Parikh	1) Dipika Gujar 2) Rasila Bannatwala	1) Shobha Nagar 2) Premlata Nagar 3) Snehlata Nagar

\*Deceased members of the Promoter Group

Relation	Hasumati Navneetdas Parekh	Hasumati Harish Parekh	Sayali Parekh	Neha Parekh
Father	Dwarkadas Parekh	Late Mathuradas Parekh*	Satish Gujar	Shayam Parikh
Mother	Late Taraben Parekh*	Late Tarabai Parekh*	Snehal Gujar	Preeti Parikh
Brother	Harish Parekh	Maheshchandra Parekh	Sagar Satish Gujar	N.A.
Sister	1) Dipika Gujar 2) Rasila Bannatwala	1) Shobha Nagar 2) Premlata Nagar 3) Snehlata Nagar	N.A.	Urvashi Parikh
Spouse	Navneetdas Parekh	Harish Parekh	Alok Parekh	Ronak Parekh
Son	1) Alok Parekh 2) Amit Parekh	Ronak Parekh	Daksh Parekh	Anish Parekh
Daughter	NA	Reema Parekh	Riya Parekh	N.A.
Spouse's Father	Vallabhadas Parekh	Dwarkadas Parekh	Navneetdas Parekh	Harish Parekh
Spouse's Mother	Late Kamalaben Parekh*	Late Taraben Parekh*	Hasumati Navneetdas Parekh	Hasumati Harish Parekh
Spouse's Brother	Late Umesh Parekh*	NA	Amit Parekh	N.A.
Spouse's Sister	1) Asha Om Prakash Nagar 2) Asha Mohan Lal Nagar	1) Hasumati Navneetdas Parekh 2) Rasila Bannatwala 3) Dipika Gujar	N.A.	Reema Shah

\*Deceased members of the Promoter Group

**B. Our Promoter Group as defined under Regulation 2(1) (pp) of SEBI ICDR Regulations 2018 includes entities, companies, firms, proprietorships and HUFs which form part of our Promoter Group are as follows:**

Sr. No.	Name of Entity	Type of Entity
1.	Navneetdas Vallabhadas Parekh HUF	HUF
2.	Alok Navneetdas Parekh HUF	HUF
3.	M/s. Sunrise International	Partnership Firm
4.	Harish Dwarkadas Parekh HUF	HUF
5.	Ronak Harish Parekh HUF	HUF
6.	Dwarkadas Gordhandas Parekh HUF	HUF
7.	M/s. Mahaveer Kirana Stores	Proprietary Concern
8.	Mahesh Mathuradas Parekh HUF	HUF
9.	Nagar Fabrics	Proprietary Concern

## **OUR GROUP COMPANIES**

In terms of the SEBI ICDR Regulations 'group companies' of our Company shall include (i) the companies (other than our Subsidiaries) with which there were related party transactions, in accordance with AS 18, as disclosed in the Restated Financial Statements; and (ii) such other companies as considered material by our Board pursuant to the materiality policy.

Accordingly, based on the parameters outlined above, as on the date of this Prospectus, our Company does not have any group companies.



## **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 the Companies Act. The declaration of dividend, if any, will depend on a number of factors, including but not limited to the future expansion plans and capital requirements, profit earned during the financial year, capital requirements, and surpluses, contractual restrictions, liquidity and applicable taxes including dividend distribution tax payable by our Company and any other factors considered by our Board of Directors. The Articles of Association also provides discretion to our Board to declare and pay interim dividends. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, please refer chapter titled ***“Financial Indebtedness”*** beginning on page 199 of this Prospectus.

All dividend payments are made in cash to the Shareholders of our Company. Our Company has not adopted any Dividend Distribution Policy as on the date of this Prospectus since the requirements under Regulation 43A of SEBI Listing Regulations are not applicable to the Company. However, depending upon the availability of distributable profits and fund flow, dividends maybe recommended by the Board of Directors and shall pay dividends in accordance with the provisions of the Companies Act, 2013, the Memorandum of Association and Articles of Association and other Applicable Laws.

Our Company has not declared and/or paid any dividend on the Equity Shares since incorporation.

**SECTION VI – FINANCIAL STATEMENTS**

**RESTATED FINANCIAL STATEMENT**

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*S. H. Dama & Associates*  
*Chartered Accountants*

Office No. 156, 1st Floor, Satra Plaza, Sector 19D, Palm Beach Road, Vashi, Navi Mumbai-400 703. (M) 9820271486 | Tel.: 022-49797800  
Email Id : suresh\_dama@yahoo.com

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**SECTION VI FINANCIAL STATEMENT  
RESTATED FINANCIAL STATEMENT INFORMATION**

**Independent Auditor's Examination report on Restated Financial Information of Shreenath Paper Products Limited (Formerly known as Shreenath Paper Products Private Limited)**

To,  
**The Board of Directors**  
**Shreenath Paper Products Limited**  
**(Formerly Known as Shreenath Paper Products Private Limited)**  
Shop No.5, Plot No.136, Masco Corner, API Road,  
CIDCO, CHH. Aurangabad 431003

Dear Sirs,

1. We have examined the attached Restated Financial Information of Shreenath Paper Product Limited (Formerly known as Shreenath Paper Product Private Limited.) (the "Company") comprising the Restated Statement of Assets and Liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 the Restated Statements of Profit and Loss and the Restated Cash Flow Statement for the period ended December 31, 2024 and for the year ended March 31, 2024, 2023 and 2022, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively referred to as, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 12<sup>th</sup> December, 2024 for the purpose of inclusion in the Draft Prospectus/ Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") on SME Platform of Bombay Stock Exchange of India Limited ("BSE SME").

These restated Summary Statement have been prepared in terms of the requirements of:

- a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act")
  - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
  - c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Prospectus/ Prospectus to be filed with the BSE SME platform of the Bombay Stock Exchange of India Limited, Registrar of Companies, Maharashtra in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure 4 to the Restated Financial Information. The responsibilities 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 Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
  3. We have examined such Restated Financial Information taking into consideration:
    - a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated September 30, 2024 in connection with the proposed IPO of equity shares of Shreenath Paper Products Limited (the "Issuer Company") on BSE SME platform of Bombay Stock Exchange of India Limited ("BSE SME");
    - b. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;



*S. H. Dama & Associates*  
*Chartered Accountants*

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Email Id : suresh\_dama@yahoo.com

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- c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
4. These Restated Financial Information have been compiled by the management from:
- a. Audited Financial Statements of the Company for the period ended on December 31, 2024 prepared in accordance with Accounting Standards specified under section 133 of the Act and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on 24<sup>th</sup> January, 2025.
  - b. Audited Financial Statements of the Company for the year ended on March 31, 2024 prepared in accordance with Accounting Standards specified under section 133 of the Act and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on 4<sup>th</sup> September, 2024.
  - c. Audited Financial Statements of the Company for the years ended on March 31, 2023 and March 31, 2022 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 18<sup>th</sup> August, 2023 and 20<sup>th</sup> August, 2022 respectively.
5. We have Audited the financial statements of the company for the period ended December 31, 2024 and prepared in accordance with the accounting standards as prescribed under Section 133 of the Act for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by ICDR Regulations in relation to the proposed IPO, Which have been approved by the Board of Directors. We have issued our report dated 24<sup>th</sup> January, 2025 on this financial information to the Board of Directors who have approved these in their meeting held on 24<sup>th</sup> January, 2025.
6. For the purpose of our examination, we have relied on:
- a. Auditor's Report issued by us dated 24<sup>th</sup> January, 2025 on the financial statement of the Company for the period ended 31<sup>st</sup> December 2024.
  - b. Auditor's Report issued by Ratan Chandak & Co. LLP dated 04<sup>th</sup> September, 2024 on the financial statement of the Company for the year ended 31<sup>st</sup> March 2024.
  - b. Auditor's Report issued by M/s.R I Nilange & Co., Chartered Accountants for the financial year ended March 31, 2023 and March 31, 2022 respectively as referred in Paragraph 4 above.

The Audit for the previous financial years were conducted by the Company's previous auditors by Ratan Chandak & Co. LLP dated 04<sup>th</sup> September, 2024 for the financial year ended March 31, 2024 and by R I Nilange & Co, Chartered Accountants dated 18<sup>th</sup> August 2023 for the financial year ended March 31, 2023, by R I Nilange & Co, Chartered Accountants dated 19<sup>th</sup> August 2022 for the financial year ended March 31, 2022 ("the Previous Auditor). We have performed adequate procedures to restate the Financial Information for the said years. The Examination Report included for the said years is based solely on the report submitted by the Previous Auditor.

7. There were no qualifications in the Audit Reports issued by us and by previous auditor as at and for the period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023, March 31, 2022 and which would require adjustments in this Restated Financial Information of the Company.
8. Based on our examination and according to the information and explanations given to us, we report that:



# S. H. Dama & Associates

Chartered Accountants

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Email Id : suresh\_dama@yahoo.com

- a. The Restated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
  - b. The Restated Summary Statements do not require any adjustments for the matter(s) giving rise to modifications mentioned in paragraph 7 above.
  - c. The Restated Standalone Summary Statements have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
  - d. The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;
  - e. Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
  - f. The details of Prior period Adjustments are given in Annexure 5 of the Restated Financial Statements.
  - g. From Financial Year 2021-22 to period ended December 31, 2024, the period covered in the restatement, the Company has not declared and paid any dividend.
9. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for the period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 proposed to be included in the Draft Prospectus/ Prospectus.

Annexure No.	Particulars
1	Statement of Assets & Liabilities as Restated
2	Statement of Profit & Loss as Restated
3	Statement of Cash Flow as Restated
4	Significant Accounting Policy and Notes to the Restated Summary Statements
5	Adjustments made in Restated Financial Statements / Regrouping Notes
6	Statement of Other Financial Information
7	Statement of Capitalization Statement as restated

Notes No.	Particulars
3	Statement of Share Capital as restated
4	Statement of Reserves & Surpluses as restated
5	Statement of Long-Term Borrowings as restated
6	Statement of Deferred Tax Liabilities (Net) as restated
7	Statement of Short-Term Borrowings as restated
8	Statement of Trade Payable as restated
9	Statement of Other Current Liabilities as restated
10	Statement of Short-Term Provisions as restated
11	Statement of Property, Plant and Equipment & Depreciations as restated
12	Statement of Non-Current Investments as restated
13	Statement of Long Term Loans and advances as restated
14	Statement of Inventories as restated
15	Statement of Trade Receivable as restated
16	Statement of Cash & Bank Balance as restated
17	Statement of Short Term Loans & Advances as restated
18	Statement of Other Current Assets as restated
19	Statement of Revenue from operations as restated
20	Statement of Other Income as restated





## S. H. Dama & Associates

Chartered Accountants

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Email Id : suresh\_dama@yahoo.com

21	Statement of Purchase of Stock-in-trade as restated
22	Statement of Changes in Inventories of Stock in trade as restated
23	Statement of Employees Benefit Expenses as restated
24	Statement of Finance Cost as restated
25	Statement of Depreciation & Amortization Expenses as restated
26	Statement of Other Expenses as restated
27	Statement of Tax Expenses as restated
28	Statement of Earning per share as restated
29	Statement of Auditor's Remuneration as restated
30	Statement of Leases as restated
31	Statement of Related Parties Disclosure as restated

10. We, M/s. S H Dama & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.
11. The Restated Financial Information do not reflect the effects of events that occurred subsequent to audited financial statements mentioned in paragraph 5 above.
12. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
14. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Prospectus/ Prospectus to be filed with the BSE SME platform of the Bombay Stock Exchange of India Limited and Registrar of Companies, Maharashtra in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For, S H Dama & Associates**  
**Chartered Accountants**  
**Firm Registration No.: 125932W**  
**Peer Review Certificate No.: 015164**



**CA Suresh H Dama**  
**Proprietor**  
**Membership No.: 118711**  
**UDIN: 25118711BMFXRS1473**  
**Place: Navi Mumbai**  
**Date: 27<sup>th</sup> January , 2025**

**SHREENATH PAPER PRODUCTS LIMITED**  
**CIN: U21098MH2011PLC222833**  
**Annexure I - Restated Statement of Assets and Liabilities**  
**(Amounts in INR Lakh, unless otherwise stated)**

Particulars	Annexure IV Note	(Rs. In Lakhs)			
		As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholders' funds</b>					
(a) Share Capital	3	1,434.42	1,434.42	74.69	68.40
(b) Reserves and Surplus	4	699.35	458.83	979.51	497.01
<b>Total</b>		<b>2,133.77</b>	<b>1,893.25</b>	<b>1,054.20</b>	<b>565.41</b>
<b>(2) Non-current liabilities</b>					
(a) Long-term Borrowings	5	318.01	278.25	592.73	572.55
(b) Deferred Tax Liabilities (Net)	6	6.42	4.30	4.19	3.16
<b>Total</b>		<b>324.42</b>	<b>282.55</b>	<b>596.92</b>	<b>575.71</b>
<b>(3) Current liabilities</b>					
(a) Short-term Borrowings	7	2,818.86	2,611.02	1,907.77	1,100.72
(b) Trade Payables	8				
- Due to Micro and Small Enterprises		271.35	164.69	276.39	106.66
- Due to Others		532.72	808.90	717.75	504.42
(c) Other Current Liabilities	9	118.12	254.87	529.78	222.12
(d) Short-term Provisions	10	26.13	18.38	12.33	7.04
<b>Total</b>		<b>3,767.18</b>	<b>3,857.87</b>	<b>3,444.02</b>	<b>1,940.96</b>
<b>Total Equity and Liabilities</b>		<b>6,225.38</b>	<b>6,033.67</b>	<b>5,095.13</b>	<b>3,082.08</b>
<b>II. ASSETS</b>					
<b>(1) Non-current assets</b>					
(a) Property, Plant and Equipment and Intangible Assets					
(i) Property, Plant and Equipment	11	263.09	280.57	333.71	312.94
(b) Other Non Current Investments	12	14.50	5.50	-	0.25
(c) Long-term loans & advances	13	159.90	160.00	138.70	90.20
<b>Total</b>		<b>437.49</b>	<b>446.07</b>	<b>472.41</b>	<b>403.39</b>
<b>(2) Current assets</b>					
(a) Inventories	14	858.65	550.87	747.70	338.53
(b) Trade Receivables	15	4,168.39	4,299.61	3,377.30	2,209.91
(c) Cash and Cash Equivalents	16	266.59	489.01	245.50	10.52
(d) Short-term Loans and Advances	17	450.51	212.43	252.22	119.73
(e) Other Current Assets	18	43.74	35.68	-	-
<b>Total</b>		<b>5,787.89</b>	<b>5,587.60</b>	<b>4,622.72</b>	<b>2,678.69</b>
<b>Total Assets</b>		<b>6,225.38</b>	<b>6,033.67</b>	<b>5,095.13</b>	<b>3,082.08</b>

The above Restated Statement of Assets and Liabilities should be read in conjunction with Notes to the Restated Financial Information appearing in Annexure - IV and Statement of Adjustments to Audited Financial Statements appearing in Annexure - V.

This is the Restated Statement of Assets and Liabilities referred to in our report of even date.

**For S H Dama & Associates**  
Chartered Accountants  
Firm's Registration No. 125932W

**For and on behalf of the Board of Directors of**  
**SHREENATH PAPER PRODUCTS LIMITED**

Sd/-  
**CA Suresh H Dama**  
Proprietor  
Membership No. 118711  
UDIN: 25118711BMFXRS1473  
Place: Navi Mumbai  
Date: 27th January 2025

Sd/-  
**Alok N Parekh**  
Managing Director  
3467607

Sd/-  
**Ronak H Parekh**  
Chief Executive Officer  
5319641

Sd/-  
**Navneetdas V Parekh**  
CFO (KMP)

Sd/-  
**Neetika Sanket Sakla**  
Company Secretary

Place: Aurangabad  
Date: 27th January 2025



**SHREENATH PAPER PRODUCTS LIMITED**  
**CIN: U21098MH2011PLC222833**  
**Annexure II - Restated Statement of Profit and Loss**  
**(Amounts in INR Lakh, unless otherwise stated)**

(Rs. in Lakhs)					
Particulars	Annexure IV Note	For the period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue from Operations	19	7,704.05	18,584.83	20,443.77	13,597.83
Other Income	20	157.90	382.15	226.14	577.33
<b>Total Income</b>		<b>7,861.95</b>	<b>18,966.98</b>	<b>20,669.91</b>	<b>14,175.16</b>
<b>Expenses</b>					
Purchases of Stock in Trade	21	7,344.02	17,376.09	19,843.33	12,929.45
Change in Inventories of work in progress, finished goods and Stock in Trade	22	(307.78)	196.83	(409.17)	644.69
Employee Benefit Expenses	23	112.03	154.67	113.69	95.70
Finance Costs	24	239.27	334.75	271.63	193.54
Depreciation and Amortization Expenses	25	22.09	34.63	30.71	9.52
Other Expenses	26	121.45	279.89	231.66	123.33
<b>Total expenses</b>		<b>7,531.07</b>	<b>18,376.85</b>	<b>20,081.85</b>	<b>13,996.23</b>
<b>Restated profit/(Loss) before Exceptional and Extraordinary Item and Tax</b>		<b>330.89</b>	<b>590.13</b>	<b>588.06</b>	<b>178.94</b>
Exceptional Item					
<b>Restated profit/(Loss) before Extraordinary Item and Tax</b>		<b>330.89</b>	<b>590.13</b>	<b>588.06</b>	<b>178.94</b>
Extraordinary Item					
<b>Restated profit/(Loss) before Tax</b>		<b>330.89</b>	<b>590.13</b>	<b>588.06</b>	<b>178.94</b>
Tax Expenses	27				
- Current Tax		81.81	150.96	148.56	45.01
- Deferred Tax		2.12	0.11	1.03	0.17
- Short /(Excess) provision for income tax of earlier year		6.44	-	-	-
<b>Total Tax Expense</b>		<b>90.37</b>	<b>151.07</b>	<b>149.59</b>	<b>45.18</b>
<b>Restated profit/(Loss) after Tax</b>		<b>240.51</b>	<b>439.06</b>	<b>438.47</b>	<b>133.76</b>
Restated Earnings Per Share (Face Value per Share Rs.10 each)					
-Basic	28	1.68	3.07	3.07	0.94
-Diluted	28	1.68	3.07	3.07	0.94

The above Restated Statement of Profit and Loss should be read in conjunction with Notes to the Restated Financial Information appearing in Annexure - IV and Statement of Adjustments to Audited Financial Statements appearing in Annexure - V.

This is the Restated Statement of Profit and Loss referred to in our report of even date.

**For S H Dama & Associates**  
Chartered Accountants  
Firm's Registration No. 125932W

**For and on behalf of the Board of Directors of**  
**SHREENATH PAPER PRODUCTS LIMITED**

Sd/-  
**CA Suresh H Dama**  
Proprietor  
Membership No. 118711  
UDIN: 25118711BMFXRS1473  
Place: Navi Mumbai  
Date: 27th January 2025

Sd/-  
**Alok N Parekh**  
Managing Director  
3467607

Sd/-  
**Ronak H Parekh**  
Chief Executive Officer  
5319641

Sd/-  
**Navneetdas V Parekh**  
CFO (KMP)

Sd/-  
**Neetika Sanket Sakla**  
Company Secretary

Place: Aurangabad  
Date: 27th January 2025

**SHREENATH PAPER PRODUCTS LIMITED**  
**CIN: U21098MH2011PLC222833**  
**Annexure III - Restated Statement of Cash Flows**  
**(Amounts in INR Lakh, unless otherwise stated)**

Particulars	Annexure IV Note	(Rs. In Lakhs)			
		For the period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>					
Net Profit after tax		240.51	439.06	438.47	133.76
Depreciation and Amortisation Expense		22.09	34.63	30.71	9.52
Provision for tax		90.37	151.07	149.59	45.18
Dividend Income (Investment Income)		-	-	(0.10)	-
Interest Expense (Interest Income)		(24.95)	(27.00)	(12.31)	-
Finance Costs		239.27	334.75	271.63	193.54
<b>Operating Profit before working capital changes</b>		<b>567.29</b>	<b>932.50</b>	<b>877.99</b>	<b>381.99</b>
Adjustment for:					
Inventories		(307.78)	196.83	(409.17)	644.69
Trade Receivables		131.22	(922.31)	(1,167.39)	(778.38)
Loans and Advances & Other Assets		(246.04)	(17.19)	(180.99)	(24.10)
Trade Payables		(169.52)	(20.55)	383.06	(133.88)
Other Liabilities		(136.75)	(274.91)	307.66	59.41
Other Provisions		7.74	6.06	5.28	1.07
Cash generated from Operations		(153.84)	(99.56)	(183.56)	150.80
Tax paid(Net)		88.25	150.96	148.56	45.01
<b>Net Cash from Operating Activities</b>		<b>(242.09)</b>	<b>(250.53)</b>	<b>(332.12)</b>	<b>105.79</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>					
Purchase of Property, Plant and Equipment		(4.61)	(15.11)	(51.48)	(194.75)
Sale of Property, Plant and Equipment		-	33.63	-	-
Purchase of Intangible Assets		-	-	-	-
Proceed for Capital Work-in-progress		-	-	-	-
Proceeds from Sale of Equity Instruments		-	-	0.25	-
Bank balances not considered as cash and cash equivalents		-	-	-	-
Purchase of Mutual Funds		(9.00)	(5.50)	-	-
Interest received		24.95	27.00	12.31	-
Dividend received		-	-	0.10	-
<b>Net Cash (Used in) Investing Activities</b>		<b>11.34</b>	<b>40.02</b>	<b>(38.82)</b>	<b>(194.75)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>					
Proceeds from Issue of Share Capital		-	-	50.32	-
Proceeds from Long Term Borrowings		39.76	85.52	20.18	130.57
Repayment of Long Term Borrowings		-	-	-	-
Proceeds from Short Term Borrowings		207.84	703.24	807.05	154.98
Repayment of Short Term Borrowings		-	-	-	-
Interest and Other Borrowing cost		(239.27)	(334.75)	(271.63)	(193.54)
<b>Net Cash (Used in) / Generated from Financing Activities</b>		<b>8.33</b>	<b>454.02</b>	<b>605.92</b>	<b>92.01</b>
<b>Net (Decrease) in Cash and Cash Equivalents</b>		<b>(222.42)</b>	<b>243.51</b>	<b>234.98</b>	<b>3.05</b>
Opening Balance of Cash and Cash Equivalents		489.01	245.50	10.52	7.47
<b>Closing Balance of Cash and Cash Equivalents</b>	18	<b>266.59</b>	<b>489.01</b>	<b>245.50</b>	<b>10.52</b>

The above Restated Statement of Cash Flows should be read in conjunction with Notes to the Restated Financial Information appearing in Annexure - IV and Statement of Adjustments to Audited Financial Statements appearing in Annexure - V.

This is the Restated Statement of Cash Flows referred to in our report of even date.

**For S H Dama & Associates**  
Chartered Accountants  
Firm's Registration No. 125932W

Sd/-  
**CA Suresh H Dama**  
Proprietor  
Membership No. 118711  
UDIN: 25118711BMFXRS1473  
Place: Navi Mumbai  
Date: 27th January 2025

**For and on behalf of the Board of Directors of**  
**SHREENATH PAPER PRODUCTS LIMITED**

Sd/-  
**Alok N Parekh**  
Managing Director  
3467607

Sd/-  
**Ronak H Parekh**  
Chief Executive Officer  
5319641

Sd/-  
**Navneetdas V Parekh**  
CFO (KMP)

Sd/-  
**Neetika Sanket Sakla**  
Company Secretary

Place: Aurangabad  
Date: 27th January 2025

**Shreenath Papers Product Limited**  
**CIN: U21098MH2011PLC222833**  
**Annexure IV - Notes to the Restated Financial Information**

**1. Corporate information**

This restated financial information of Shreenath Paper Products Limited (hereinafter referred to as the "Company"), for the period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022.

Shreenath Paper Products Limited is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 1956 ("the Act"). The registered office of the Company is located at Shop No. 5, Plot No.136, N-1, Masco Corner API Road, CIDCO, Aurangabad, Maharashtra, India, 431003. The principal place of business of the Company is in India.

The company is engaged in the business of acting as a Supply Chain Management company for printing paper industry, trading of various varieties of printing papers, chemicals and other allied products. Though the company was incorporated as a private limited company. The status of the company has been changed to Public Limited Company w.e.f. 20.04.2023.

This Restated Financial Information were authorised for issue in accordance with a resolution of the Board of Directors on November 28, 2023 and resolution of the Extra-Ordinary General Meeting of Members on December 21, 2023.

**2. Significant accounting policies**

**2.1. Basis of preparation**

The restated financial information of the Company of the Restated Statement of Assets and Liabilities as at December 31, 2024, March 31 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit and Loss, Restated Statement of Cash Flows for the period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, Notes to the Restated Financial Information and Statement of Adjustments to Audited Standalone Financial Statements (collectively, the 'Restated Financial Information').

These Restated Financial Information have been prepared by the Management of the Company for the purpose of inclusion in the Draft Prospectus ("DP") to be filed by the Company with the SME platform of Bombay Stock Exchange of India Limited ("BSE SME") in connection with proposed Initial Public Offering ("IPO") of its equity shares.

The Restated Financial Information, which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:

- (a) Section 26 of the Companies Act, 2013 ("the Act") as amended from time to time;
- (b) Paragraph A of Clause 11 (I) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the "SEBI ICDR Regulations") issued by the Securities and Exchange Board of India (the "SEBI"); and
- (c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

The Restated Financial Information have been prepared from the audited financial statements of the Company as at and for the period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31 2022 which are prepared in accordance with Accounting Standards

(AS) specified under the Section 133 of the Companies Act, 2013 read together with the rule 7 of the companies (Accounts) Rules 2014 and Companies (Accounting Standard) amendment Rules 2016, which have been approved by the Board of Directors of the Company at their meetings on which an unmodified audit opinion was issued.

The Restated Financial Information has been prepared on a historical cost basis.

The accounting policies have been consistently applied by the Company in preparation of the Restated Financial Information. This Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of auditor's reports on the audited financial statements mentioned above.

**The Restated Financial Information:**

- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors, if any, and regrouping/reclassifications retrospectively in the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the period ended December 31, 2024.
- b) do not require any adjustment for qualification as there are no qualifications in the underlying audit reports.

All the amounts included in the Restated Financial Information are presented in Indian Rupees ('Rupees' or 'Rs.' Or 'INR') and are rounded to the nearest Lakhs, except per share data and unless stated otherwise.

**Impact of COVID-19**

COVID-19 continues to spread across globe and India. This has impact on all local and global economic activities. Government of India has taken series of measures to contain spread of virus and limit economic impact on corporates and individuals.

The Company has considered the possible effects that may result from COVID-19, on the carrying amount of the receivables, investments, goodwill etc. The Company based on current estimates expects the carrying amount of the above assets will be recovered.

Management believes that it has taken into account all the possible impact of known events arising from COVID-19 pandemic in the preparation of the Restated Financial Information. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration. The Company will continue to monitor any material changes to the future economic conditions.

**2.2. Summary of significant accounting policies**

**(a) Current versus non-current classification**

The Company presents assets and liabilities in the restated statement of assets and liabilities based on current / non-current classification.

An asset is classified as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities, are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

## **(b) Foreign currencies**

### **Functional and presentation currency**

Items included in the Restated Financial Information of the Company are measured using the currency of the primary economic environment in which it operates i.e. the "functional currency". The Company's restated financial information is presented in INR.

### **Transactions and balances**

Transactions in foreign currencies are initially recorded by the Company's at their respective functional currency at exchange rates prevailing at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in restated statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in restated statement of profit and loss).

## **(c) Revenue recognition**

Revenue is measured based on the consideration specified in a contract with a customer net of variable consideration e.g. discounts, volume rebates, any payments made to a customer (unless the payment is for a distinct good or service received from the customer) and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers control over a product or service to a customer. Revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

The Company provides incentives to its users in various forms. Incentives which are consideration payable to the customer that are not in exchange for a distinct good or service are generally recognized as a reduction of revenue.

Where the Company acts as an agent for selling goods or services, only the commission income is included within revenue. The specific revenue recognition criteria described below must also be met before revenue is recognized. Typically, the Company has a right to payment before or at the point that services are delivered. Cash received before the services are delivered is recognised as a contract liability. The amount of consideration does not contain a significant financing component as payment terms are less than one year.

### **Sale of Goods**

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer. Sales are presented net of Excise duty collected on behalf of the Government, trade discounts and returns, as applicable.

### **Sale of services**

Revenue from services is recognized when the control in services is transferred as per the terms of the agreement with customer i.e. as and when services are rendered. Revenues are disclosed net of the Goods and Service tax charged on such services. In terms of the contract, excess of revenue over the billed at the year-end is carried in the restated statement of assets and liabilities as unbilled revenue under other financial assets where the amount is recoverable from the customer without any future performance obligation. Cash received before the services are delivered is recognised as a contract liability.

### **Other operating revenue**

Where the Company is contractually entitled to receive claims/compensation in case of non-discharge of obligations by customers, such claims/compensations are measured at amount receivable from such customers and are recognised as other operating revenue when there is a reasonable certainty that the Company will be able to realize the said amounts.

### **Interest income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the restated statement of profit and loss account.

## **(d) Taxes**

### **Current tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the India where the Company operates and generates taxable income.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

### **Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, The carrying amount of



deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### **Minimum alternate tax**

Credit of MAT is recognised as deferred tax asset only when it is probable that taxable profit will be available against which the credit can be utilised. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the restated statement of profit and loss account. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is no longer probable that the Company will pay normal income tax during the specified period.

#### **Taxes paid on acquisition of assets or on incurring expenses**

Assets are recognised net of the amount of GST paid, except when the tax incurred on a purchase of assets is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset.

Expenses are recognised net of the amount of GST paid, except when the tax incurred on a purchase of services is not recoverable from the taxation authority, in which case, the tax paid is expensed off in restated statement of profit and loss.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current/ non-current assets or other current liabilities in the restated statement of assets and liabilities.

#### **(e) Property, plant and equipment**

Property, plant and equipment are carried at cost less accumulated depreciation and any accumulated impairment, if any. Property, plant and equipment is depreciated on a straight-line value basis to its residual value over its estimated useful life.

Cost directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

Subsequent costs are capitalised on the carrying amount or recognised as a separate asset, as appropriate, only when future economic benefits associated with the item are probable to flow to the Company and cost of the item can be measured reliably. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All repair and maintenance are charged to restated statement of profit and loss during the reporting period in which they are incurred.



Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under the non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work in progress'.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the restated statement of profit and loss on the date of disposal or retirement.

Depreciation and amortisation are provided using the written-down value method and charged to statement of profit and loss as per the useful life prescribed under Schedule II of the Companies Act, 2013.

<b>Assets</b>	<b>Useful life (Years)</b>
Factory Building	30
Staff Quarter	60
Factory Road	30
Plant and machinery	15
Die Heads	15
Factory Equipment	15
Laboratory Equipment	10
Electrical Installation	10
Office Equipment	05
Air Conditioners	05
Furniture and Fixtures	10
Computer	3 to 6
Vehicle	8 to 10

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**(f) Intangible assets**

Separately acquired intangible assets, such as software are measured initially at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the restated statement of profit and loss in the year in which the expenditure is incurred. Intangible assets with finite useful lives are carried at cost and are amortised on a written down value basis over their estimated useful lives and charged to restated statement of profit and loss.

Software and licenses acquired are amortized at the 5 years on straight line value method.

The amortization period and the amortization method are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the restated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the restated statement of profit and loss when the asset is derecognized.

**(g) Capital Work-in-progress**

Cost and direct expense incurred for construction of assets or assets to be acquired and which are not ready for use are disclosed under "Capital Work-in-progress"

#### **(h) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in the restated statement of profit and loss in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### **(i) Impairment**

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

#### **(j) Provisions and contingencies**

##### **Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the restated statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

##### **Contingencies**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not have recognized a contingent commitment in the restated financial information.

#### **(k) Earnings/ (loss) per share (EPS)**

Basic EPS amounts are calculated by dividing the profit/ (loss) for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit/ (loss) attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

**(l) Segment reporting**

The Company is engaged in one segment only i.e. company is engaged in the business of acting as a Supply Chain Management company for printing paper industry, trading of various varieties of printing papers, chemicals and other allied products, and hence there are no separate reportable segment.

**(m) Inventories**

- i) Raw materials, packing materials and stores & spares are valued at lower of cost and net realizable value. Cost of raw materials, packing materials are determined on First in First out (FIFO) basis and cost of stores & spares are determined on weighted average cost method.
- ii) Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on FIFO basis.
- iii) Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**(n) Use of estimates**

The Company is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, disclosure of contingent liabilities at the date of the Restated Financial Information and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. The Company bases its estimates on historical experience.

**(o) Exceptional Items**

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the Restated Financial Information.

**(p) Government grants and subsidies**

- i) Grants and subsidies from the government are recognized when there is reasonable assurance that (a) the company will comply with the conditions attached to them, and (b) the grant/subsidy will be received.
- ii) Where the grant relates to an asset, it is shown as a reduction from the gross value of the asset concerned in arriving at its book value. The grant is thus recognised in the statement of profit and loss over the useful life of the asset by way of reduced depreciation charge.
- iii) Where the grant relates to reimbursement of interest on term loan, it is recognised as a reduction from the finance cost of the term loan concerned.

**(q) Retirement benefits****i) Short Term Employee Benefits:**

All employee benefits payable within twelve months of rendering the service are classified as short-term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards, ex-gratia, performance pay etc. and the same are recognised in the period in which the employee renders the related service.

**ii) Employment Benefits:****a) Provident Fund/ESIC:**

The company has not exceeded minimum criteria for eligibility to contribute into Defined Contribution Plans & Defined Contribution Plans for post-employment benefit in the form.

b) Gratuity:

The Payment of Gratuity Act, 1972 is not applicable to the Company up to December 31, 2024 as the number of employees are less than ten.

**(r) Investments**

i) Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

ii) On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

iii) Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

iv) The cost of investments comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

v) On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**For and on behalf of the Board of Directors  
SHREENATH PAPER PRODUCTS LIMITED**

**For S H Dama & Associates**

Chartered Accountants  
Firm's Registration No. 125932W

Sd/-  
**CA Suresh H Dama**

Proprietor  
Membership No. 118711

UDIN: 25118711BMFXRS1473  
Place: Navi Mumbai  
Date: 27<sup>th</sup> January, 2025

Sd/-  
**Alok N Parekh**  
MD  
03467607

Sd/-  
**Navneetdas.V.Parekh**  
CFO (KMP)

Place: Aurangabad  
Date: 27<sup>th</sup> January, 2025

Sd/-  
**Ronak H Parekh**  
CEO  
05319641

Sd/-  
**Neetika Sanket Sakla**  
CS

**SHREENATH PAPER PRODUCTS LIMITED**  
**CIN: U21098MH2011PLC222833**  
**Annexure IV - Notes to the Restated Financial Information**  
**(Amounts in INR Lakh, unless otherwise stated)**

**3 Share Capital**

(Rs. in Lakhs)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>Authorised Share Capital</b> 2,50,00,000 Equity Shares, Rs. 10 each par value,	2,500.00	2,500.00	90.00	90.00
<b>Issued, Subscribed and Fully Paid up Share Capital</b> Equity Shares, Rs. 10 par value, 1,43,44,200 Equity Shares paid up	1,434.42	1,434.42	74.69	68.40
<b>Total</b>	<b>1,434.42</b>	<b>1,434.42</b>	<b>74.69</b>	<b>68.40</b>

**Note:**

(i) The Board of Directors pursuant to a resolution dated November 28, 2023 and the shareholders special resolution dated December 21, 2023 have approved the issuance of seventeen bonus equity shares of face value Rs. 10 each for every one existing fully paid up equity share of face value Rs. 10 each and accordingly 13547300 bonus equity shares were issued and allotted in accordance with the Section 63 of the Companies Act, 2013. (ii) The Board of Directors pursuant to a resolution dated February 27, 2023 and have approved Loan to Equity conversion of promoters pursuant to which Shares of Rs. 10/- each (Ten only) at a premium of Rs. 790/- (Seven Hundre and Ninety Only) per share to the Promoters and accordingly 50000 equity shares were issued in accordance with the Section 62 of the Companies Act, 2013. (iii) The Board of Directors pursuant to a resolution dated May 21, 2022 and have approved offer of Equity Shares of Rs. 10/- each (Ten only) at a premium of Rs. 70/- (Seventy Only) per share to the existing shareholders and accordingly 62900 equity shares were issued and allotted in accordance with the Section 62 of the Companies Act, 2013.

**(i) Reconciliation of number of shares**

Particulars	As at 31 December 2024		As at 31 March 2024	
	No. of shares	(Rs. in Lakhs)	No. of shares	(Rs. in Lakhs)
Opening Balance	1,43,44,200	1,434.42	7,46,900	74.69
Issued during the year	-	-	1,35,97,300	1,359.73
Deletion during the year	-	-	-	-
<b>Closing balance</b>	<b>1,43,44,200</b>	<b>1,434.42</b>	<b>1,43,44,200</b>	<b>1,434.42</b>

Particulars	As at 31 March 2023		As at 31 March 2022	
	No. of shares	(Rs. in Lakhs)	No. of shares	(Rs. in Lakhs)
Opening Balance	6,84,000	68.40	6,84,000	68.40
Issued during the year	62,900	6.29	-	-
Deletion during the year	-	-	-	-
<b>Closing balance</b>	<b>7,46,900</b>	<b>74.69</b>	<b>6,84,000</b>	<b>68.40</b>

**(ii) Rights, preferences and restrictions attached to shares**

Equity Shares: The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company**

Equity Shares Name of Shareholder	As at 31 December 2024		As at 31 March 2024	
	No. of shares	In %	No. of shares	In %
Mrs. Hasumati Navneetdas Parekh	38,70,000	26.98%	38,70,000	26.98%
Mr. Harish Dwarkadas Parekh	21,76,190	15.17%	21,76,190	15.17%
Mrs. Hasumati Haresh Parekh	21,70,800	15.13%	21,70,800	15.13%
Mr. Navneetdas Vallabhdas Parekh	14,27,390	9.95%	14,27,390	9.95%
Mr. Ronak Harish Parekh	21,05,090	14.68%	21,05,090	14.68%
Mr. Alok Navneetdas Parekh	17,36,090	12.10%	17,36,090	12.10%
Mrs. Neha Ronak Parekh	7,20,000	5.02%	7,20,000	5.02%

Equity Shares Name of Shareholder	As at 31 March 2023		As at 31 March 2022	
	No. of shares	In %	No. of shares	In %
Mrs. Hasumati Navneetdas Parekh	2,15,000	28.79%	2,15,000	28.79%
Mr. Harish Dwarkadas Parekh	1,20,900	16.19%	1,20,900	16.19%
Mrs. Hasumati Haresh Parekh	1,20,600	16.15%	1,20,600	16.15%
Mr. Navneetdas Vallabhdas Parekh	79,300	10.62%	79,300	10.62%
Mr. Ronak Harish Parekh	91,950	12.31%	60,500	8.10%
Mr. Alok Navneetdas Parekh	71,450	9.57%	40,000	5.36%
Mrs. Neha Ronak Parekh	40,000	5.36%	40,000	5.36%



(iv) Shares held by Promoters at the period ended on 31 December 2024

Name of Promotor	Class of Shares	No. of Shares	% of total shares	% Change during the
Mr. Navneetdas Vallabhdas Parekh	Equity	14,27,390	9.95%	-0.67%
Mr. Harish Dwarkadas Parekh	Equity	21,76,190	15.17%	-1.02%
Mr. Alok Navneetdas Parekh	Equity	17,36,090	12.10%	2.54%
Mr. Ronak Harish Parekh	Equity	21,05,090	14.68%	2.36%
Mrs. Hasumati Harish Parekh	Equity	21,70,800	15.13%	-1.01%
Mrs. Hasumati Navneetdas Parekh	Equity	38,70,000	26.98%	-1.81%
Mrs. Neha Ronak Parekh	Equity	7,20,000	5.02%	-0.34%
Mrs. Sayali A Parekh	Equity	1,38,600	0.97%	-0.06%

(iv) Shares held by Promoters at the period ended on 31 March 2024

Name of Promotor	Class of Shares	No. of Shares	% of total shares	% Change during the
Mr. Navneetdas Vallabhdas Parekh	Equity	14,27,390	9.95%	-0.67%
Mr. Harish Dwarkadas Parekh	Equity	21,76,190	15.17%	-1.02%
Mr. Alok Navneetdas Parekh	Equity	17,36,090	12.10%	2.54%
Mr. Ronak Harish Parekh	Equity	21,05,090	14.68%	2.36%
Mrs. Hasumati Harish Parekh	Equity	21,70,800	15.13%	-1.01%
Mrs. Hasumati Navneetdas Parekh	Equity	38,70,000	26.98%	-1.81%
Mrs. Neha Ronak Parekh	Equity	7,20,000	5.02%	-0.34%
Mrs. Sayali A Parekh	Equity	1,38,600	0.97%	-0.06%

Shares held by Promoters at the end of the year 31 March 2023

Name of Promotor	Class of Shares	No. of Shares	% of total shares	% Change during the year
Mr. Navneetdas Vallabhdas Parekh	Equity	79,300	10.62%	-0.98%
Mr. Harish Dwarkadas Parekh	Equity	1,20,900	16.19%	-1.49%
Mr. Alok Navneetdas Parekh	Equity	71,450	9.57%	3.72%
Mrs. Hasumati Harish Parekh	Equity	1,20,600	16.15%	-1.48%
Mrs. Hasumati Navneetdas Parekh	Equity	2,15,000	28.79%	-2.65%
Mrs. Neha Raunak Parekh	Equity	40,000	5.36%	-0.49%
Mrs. Sayali A Parekh	Equity	7,700	1.03%	-0.09%
Mr. Ronak Harish Parekh	Equity	91,950	12.31%	3.47%

Shares held by Promoters at the end of the year 31 March 2022

Name of Promotor	Class of Shares	No. of Shares	% of total shares	% Change during the year
Mr. Navneetdas Vallabhdas Parekh	Equity	79,300	11.59%	0.00%
Mr. Harish Dwarkadas Parekh	Equity	1,20,900	17.68%	0.00%
Mr. Alok Navneetdas Parekh	Equity	40,000	5.85%	0.00%
Mrs. Hasumati Harish Parekh	Equity	1,20,600	17.63%	0.00%
Mrs. Hasumati Navneetdas Parekh	Equity	2,15,000	31.43%	0.00%
Mrs. Neha Raunak Parekh	Equity	40,000	5.85%	5.85%
Mrs. Sayali A Parekh	Equity	7,700	1.13%	0.00%
Ronak Harish Parekh	Equity	60,500	8.85%	0.00%

(v) Equity shares movement during 5 years preceding 31 December 2024

Note:

Particulars	Year 1	Year 2	Year 3	Year 4	Year 5
Equity shares issued as Preferential Issue	-	50,000	-	-	-
Equity shares issued as Right Issue	-	-	62,900	-	-
Equity shares issued as bonus	-	1,35,47,300	-	-	-

Note:

(i) The Board of Directors pursuant to a resolution dated November 28, 2023 and the shareholders special resolution dated December 21, 2023 have approved the issuance of seventeen bonus equity shares of face value Rs. 10 each for every one existing fully paid up equity share of face value Rs. 10 each and accordingly 13547300 bonus equity shares were issued and allotted in accordance with the Section 63 of the Companies Act, 2013. (ii) The Board of Directors pursuant to a resolution dated February 27, 2023 and have approved Loan to Equity conversion of promoters pursuant to which Shares of Rs. 10/- each (Ten only) at a premium of Rs. 790/- (Seven Hundre and Ninety Only) per share to the Promoters and accordingly 50000 equity shares were issued in accordance with the Section 62 of the Companies Act, 2013. (iii) The Board of Directors pursuant to a resolution dated May 21, 2022 and have approved offer of Equity Shares of Rs. 10/- each (Ten only) at a premium of Rs. 70/- (Seventy Only) per share to the existing shareholders and accordingly 62900 equity shares were issued and allotted in accordance with the Section 62 of the Companies Act, 2013.

#### 4 Reserves and Surplus

(Rs. In Lakhs)

Particulars	As at	As at	As at	As at
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
<b>Statement of Profit and loss</b>				
Balance at the beginning of the year	458.83	865.13	426.66	292.90
Add: Profit during the year	240.51	439.06	438.47	133.76
Less: Issue of Bonus Shares during the year	-	845.35	-	-
Closing Balance	699.35	458.83	865.13	426.66
<b>Security premium</b>				
Balance at the beginning of the year	-	114.38	70.35	70.35
Add : Addition during the year	-	395.00	44.03	-
Less: Issue of Bonus Shares	-	509.38	-	-
Closing Balance	-	-	114.38	70.35
<b>Total</b>	<b>699.35</b>	<b>458.83</b>	<b>979.51</b>	<b>497.01</b>

#### 5 Long term borrowings

(Rs. In Lakhs)

Particulars	As at	As at	As at	As at
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Secured Term loans from banks	-	-	-	102.66
Unsecured Term loans from banks and financial institution	22.76	-	2.48	8.64
Unsecured Term loans from Directors/shareholders/Relatives	295.25	278.25	590.25	461.25
<b>Total</b>	<b>318.01</b>	<b>278.25</b>	<b>592.73</b>	<b>572.55</b>

#### 5.1 Particulars of Borrowings

Name of Lender/Type of Loan	Nature of Security	Rate of Interest	Monthly/ Quaterly Installments	No of Installment
Deutsche Bank (50L)	Unsecured loan	17.25%	1,78,886	36 Months
Deutsche Bank A/c	Unsecured loan	9.25%	16,006	48 Months
Magma Fincorp Limited Loan	Unsecured loan	17.50%	1,26,223	36 Months
Magma Fincorp Limited-(ECLGS)	Unsecured loan	14.00%	18,559	48 Months
Saraswat Co-op Bank Ltd Loan (60L)	Unsecured loan		10,00,000	6 Months
Tata Capital Financial Services Ltd.	Unsecured loan	18.00%	90,381	36 Months
Edelweiss Finance Ltd	Unsecured loan	18.00%	1,63,640	36 Months
Kotak Mahindra Bank (40L)	Unsecured loan	9.25%	1,41,123	36 Months
Kotak Mahindra Bank (51L)	Unsecured loan	9.25%	2,50,322	24 Months
State Bank of India (TL)	Secured loan	9.55%	1,00,000	120 Months
Kotak Mahindra Bank	Unsecured loan	9.25%	47,556	36 Months
Oxzyo Financial Services Ltd	Unsecured loan	14.20%	20,00,000	6 Quarters

Notes:

#### 5.2 Details of Terms of Repayment for the other Long-Term Borrowings and security provided in respect of the secured other Long-Term Borrowings:

##### (a)Unsecured Loans from Directors/Relatives :

The long Term borrowings are made from the shareholders and their relatives for the purpose of business. The rate of interest on such loan is 12% p.a.

##### (b)Unsecured Loans from Banks :

The Long term payables represent the amount payable after a period of 12 months from the date of Balance Sheet. The loans are in the form of financial assistance under Atmanirbhar Bharat Scheme of Govt of India, which is guaranteed by the Central Government during COVID times, Other unsecured loans are in the form of unsecured business Loans, but which are guaranteed by the directors of the company.

##### (c)Secured Loans :

The Term Loan is secured against collateral security of new office premises at 8th Floor, Raheja Park, Linking Road, Besides Inorbit Mall, Malad, Mumbai. The Rate of Interest thereon is 9.55% p.a.

##### (d) Unsecured Loan from Oxzyo Financial Services Ltd

The working capital loan taken of 1,20,00,000/- at the interest rate of 14.2% for a tenure of 18 months.

#### 6 Deferred tax liabilities net

(Rs. In Lakhs)

Particulars	As at	As at	As at	As at
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Deferred Tax (Liability)	6.42	4.30	4.19	3.16
<b>Total</b>	<b>6.42</b>	<b>4.30</b>	<b>4.19</b>	<b>3.16</b>



### 6.1 Significant Components of Deferred Tax

(Rs. In Lakhs)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>Deferred Tax Liability</b>				
Difference between book depreciation and tax depreciation	6.42	4.30	4.19	3.16
<b>Gross Deferred Tax Liability (B)</b>	<b>6.42</b>	<b>4.30</b>	<b>4.19</b>	<b>3.16</b>
<b>Net Deferred Tax Asset (A)-(B)</b>	<b>6.42</b>	<b>4.30</b>	<b>4.19</b>	<b>3.16</b>

### 7 Short term borrowings

(Rs. In Lakhs)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>Secured</b>				
- Cash Credit from HSBC/SBI/Kotak	2,738.86	2,608.56	1,900.75	1,008.24
	2,738.86	2,608.56	1,900.75	1,008.24
<b>Current maturity of long term borrowings</b>				
Term loans from Bank				
- State bank of India	-	-	-	16.80
Unsecured loan from Bank and Financial institution	80.00	2.46	7.03	75.68
	80.00	2.46	7.03	92.48
<b>Total</b>	<b>2,818.86</b>	<b>2,611.02</b>	<b>1,907.77</b>	<b>1,100.72</b>

Notes:

#### 7.1 a) Loan repayable on demand from bank;

The cash credit facility as provided by The State Bank of India Ltd., Worli Branch, Mumbai is secured by hypothecation of Net Stock-in-Trade, Book Debts and Collateral Security (Equitable Mortgage) of properties owned by shareholders, which are Shop No. 5 & 6, Plot No. 136, Masco Corner, API Road, N-1, CIDCO, Aurangabad; Shop No. 7, Shriram Complex, Bansilal Nagar, Aurangabad; Company Godown at Plot No. D57, Shendra Five Star MIDC, Aurangabad; Flat No C05, Second Floor, C-Building, Pride Enigma, CTS No. 15842/P, Near Sports Complex, Sut Girni Road, Garkheda, Aurangabad; Flat No D-805 Pristine City Phase 1, Gut No 1257, Bakori, Pune; Flat C502, 5th Floor C Building Blue Bells, Hare Ram Hare Krishna Co-Operative Society, Near Prozone, Chikhalthana, Aurangabad; D403,404, Rock Avenue, Plot E, Hindustan Naka, Kandiwali (W), Mumbai; C-102, Jaswanti Allied Business Centre, Kanchpada Junction, Malad (W), Mumbai. The total limit of the Cash Credit facility is Rs. 13.60 Crores attracting an interest of 10.65% p.a. The loan is also backed by the personal guarantee of all the promoters and Mrs. Hasumati H Parekh, Mrs. Hasumati N Parekh and Mrs. Neha Ronak Parekh. The Overdraft is a temporary facility sanctioned against the Fixed Deposit maintained with State Bank of India, Wortli Branch, Mumbai. The facility is backed by the FDRs.

The cash credit facility as provided by HSBC Bank Ltd., MG Road, Mumbai branch is secured by a pari-passu charge on the Current Assets of the company in tandem with State Bank of India Ltd and with an exclusive mortgage right on Office No. 408, 4th Floor, Patmsprings Centre, Link Road, Irtatad (W), Mumbai. The total limit of the Cash Credit facility is Rs. 12 Crores. The loan is also backed by the personal guarantee of all the promoters and Mrs. Hasumati H Parekh, Mrs. Hasumati N Parekh and Mrs. Neha Ronak Parekh. The cash credit facility as provided by Kotak Mahindra Bank Ltd., Vikhroli(East), Mumbai is secured by First pari passu hypothecation charge to be shared with HSBC Bank on all existing and future current assets of the Borrower, Exclusive hypothecation charge on all existing and future moveable fixed assets of the Borrower, Exclusive Equitable/registered mortgage on immoveable properties being land and building situated at Flat No.C-502, Fifth Floor, BLUE BELLS, Plot No. RH-7, MIDC Chikhalthana Industrial Area, Tq. & Dist. Aurangabad – 431006, Plot No. D-57, MIDC Shendra Five Star Industrial Area, Tq. & Dist. Aurangabad – 431007, Shop No.5 & 6, Ground Floor, NEW JAY BHARAT COMPEX, Plot No.136, Survey No.12 (Part), Sector N-1, CIDCO, Masnatpur, Tq. & Dist. Aurangabad – 431006, Shop No.7, Ground Floor, SHRIRAM COMPLEX, Plot No.15 & 16, CTS No.19381/5 & 19381/6, Sheet No.164, Bansilal Nagar, Tq. & Dist. Aurangabad – 431001, Flat No. 403 & 404, 4th Floor, D Wing, Rock Avenue Plot E CHSL, Near Saraswat Bank, Hindustan Naka, Sai Nagar, Kandivali (West), 400067, Unit No, 102, 1st Floor, C Wing, Jaswanti Allied Business Centre, Ramchandra Lane, Kanchpada, Malad (West), 400064. The loan is also backed by the personal guarantee of all the promoters and Mrs. Hasumati H Parekh, Mrs. Hasumati N Parekh and Mrs. Neha Ronak Parekh. (Period upto Dec 2024)

The cash credit facility as provided by The State Bank of India Ltd., Worli Branch, Mumbai is secured by hypothecation of Net Stock-in-Trade, Book Debts and Collateral Security (Equitable Mortgage) of properties owned by shareholders, which are Shop No. 5 & 6, Plot No. 136, Masco Corner, API Road, N-1, CIDCO, Aurangabad; Shop No. 7, Shriram Complex, Bansilal Nagar, Aurangabad; Company Godown at Plot No. D57, Shendra Five Star MIDC, Aurangabad; Flat No C05, Second Floor, C-Building, Pride Enigma, CTS No. 15842/P, Near Sports Complex, Sut Girni Road, Garkheda, Aurangabad; Flat No D-805 Pristine City Phase 1, Gut No 1257, Bakori, Pune; Flat C502, 5th Floor C Building Blue Bells, Hare Ram Hare Krishna Co-Operative Society, Near Prozone, Chikhalthana, Aurangabad; D403,404, Rock Avenue, Plot E, Hindustan Naka, Kandiwali (W), Mumbai; C-102, Jaswanti Allied Business Centre, Kanchpada Junction, Malad (W), Mumbai. The total limit of the Cash Credit facility is Rs. 13.60 Crores attracting an interest of 10.65% p.a. The loan is also backed by the personal guarantee of all the promoters and Mrs. Hasumati H Parekh, Mrs. Hasumati N Parekh and Mrs. Neha Ronak Parekh. The Overdraft is a temporary facility sanctioned against the Fixed Deposit maintained with State Bank of India, Wortli Branch, Mumbai. The facility is backed by the FDRs.

The cash credit facility as provided by HSBC Bank Ltd., MG Road, Mumbai branch is secured by a pari-passu charge on the Current Assets of the company in tandem with State Bank of India Ltd and with an exclusive mortgage right on Office No. 408, 4th Floor, Patmsprings Centre, Link Road, Irtatad (W), Mumbai. The total limit of the Cash Credit facility is Rs. 8 Crores. The loan is also backed by the personal guarantee of all the promoters and Mrs. Hasumati H Parekh, Mrs. Hasumati N Parekh and Mrs. Neha Ronak Parekh. (FY 2023-24)

The cash credit facility as provided by The State Bank of India Ltd., Worli Branch, Mumbai is secured by hypothecation of Net Stock-in-Trade, Book Debts and Collateral Security (Equitable Mortgage) of properties owned by shareholders, which are Shop No.5 & 6, Plot No.136, Masco Corner, API Road, N-1, CIDCO, Aurangabad; Shop No.7,Shriram Complex, Bansilal Nagar,Aurangabad; Company Godown at Ptot No. D57, Shendra Five Star MIDC, Aurangabad; Flat No C05, Second Floor, C-Building, Pride Enigma, CTS No. 15842/P, Near Sports Comptex, Sut Girni Road, Garkheda, Aurangabad; Flat No D-805 Pristine City Phase 1, Gut No 1257, Bakori, Pune; Flat C502, 5th Floor C Building Blue Bells, Hare Ram Hare Krishna Co-Operative Society, Near Prozone, Chikhalthana, Aurangabad; D403,404, Rock Avenue, Plot E, Hindustan Naka, Kandiwati (W), Mumbai; C-102, Jaswanti Allied Business Centre, Kanchpada Junction, Malad (W), Mumbai. The total limit of the Cash Credit facility is Rs.13.60 Crores attracting an interest of 9.55% p.a. The loan is also backed by the personal guarantee of all the promoters and Mrs. Hasumati H Parekh, Mrs. Hasumati N Parekh and Mrs. Neha Ronak Parekh. The Overdraft is a temporary facility sanctioned against the Fixed Deposit maintained with State Bank of India, Worli Branch, Mumbai. The facility is backed by the FDRs.

The cash credit facility as provided by HSBC Bank Ltd., MG Road, Mumbai branch is secured by a pari-passu charge on the Current Assets of the company in tandem with State Bank of India Ltd and with an exclusive mortgage right on Office No. 408, 4th Floor, Patmsprings Centre, Link Road, Irtatad (W), Mumbai. The loan is also backed by the personal guarantee of all the promoters and Mrs. Hasumati H Parekh, Mrs. Hasumati N Parekh and Mrs. Neha Ronak Parekh. (For FY 2022-23)

The cash credit facility as provided by The State Bank of India Ltd., Worli Branch, Mumbai is secured by hypothecation of Net Stock-in-Trade, Book Debts and Collateral Security (Equitable Mortgage) of properties owned by shareholders, which are Shop No.5 & 6, Plot No.136, Masco Corner, API Road, N-1, CIDCO, Aurangabad; Shop No.7,Shriram Complex, Bansilal Nagar,Aurangabad; Company Godown at Ptot No. D57, Shendra Five Star MIDC, Aurangabad; Flat No C05, Second Floor, C-Building, Pride Enigma, CTS No. 15842/P, Near Sports Comptex, Sut Girni Road, Garkheda, Aurangabad; Flat No D-805 Pristine City Phase 1, Gut No 1257, Bakori, Pune; Flat C502, 5th Floor C Building Blue Bells, Hare Ram Hare Krishna Co-Operative Society, Near Prozone, Chikhalthana, Aurangabad; D403,404, Rock Avenue, Plot E, Hindustan Naka, Kandiwati (W), Mumbai; C-102, Jaswanti Allied Business Centre, Kanchpada Junction, Malad (W), Mumbai. The total limit of the Cash Credit facility is Rs.10.60 Crores attracting an interest of 9.55% p.a. (For FY 2021-22)

#### b) Current maturities of long term borrowing

Refer Note No-5 (1) For details of securities, rate of interest and terms of repayments related to current maturities of long term borrowing

#### 8 Trade payables

Particulars	(Rs. In Lakhs)			
	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Due to Micro and Small Enterprises	271.35	164.69	276.39	106.66
Due to Others	532.72	808.90	717.75	504.42
<b>Total</b>	<b>804.08</b>	<b>973.60</b>	<b>994.14</b>	<b>611.08</b>

#### 8.1 Trade Payable ageing schedule as at 31 December 2024

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	
MSME	271.35	-	-	-	271.35
Others	532.72	-	-	-	532.72
Disputed dues- MSME					
Disputed dues- Others					
Sub total	804.08	-	-	-	804.08
MSME - Undue					
Others - Undue					
<b>Total</b>	<b>804.08</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>804.08</b>

#### 8.2 Trade Payable ageing schedule as at 31 March 2024

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	
MSME	164.69	-	-	-	164.69
Others	808.90	-	-	-	808.90
Disputed dues- MSME					
Disputed dues- Others					
Sub total	973.60	-	-	-	973.60
MSME - Undue					
Others - Undue					
<b>Total</b>	<b>973.60</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>973.60</b>

**8.3 Trade Payable ageing schedule as at 31 March 2023**

(Rs. 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	
MSME	276.39	-	-	-	276.39
Others	717.75	-	-	-	717.75
Disputed dues- MSME					
Disputed dues- Others					
Sub total	994.14	-	-	-	994.14
MSME - Undue					
Others - Undue					
<b>Total</b>	<b>994.14</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>994.14</b>

**8.4 Trade Payable ageing schedule as at 31 March 2022**

(Rs. 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	
MSME	106.66	-	-	-	106.66
Others	504.42	-	-	-	504.42
Disputed dues- MSME					
Disputed dues- Others					
Sub total	611.08	-	-	-	611.08
MSME - Undue					
Others - Undue					
<b>Total</b>	<b>611.08</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>611.08</b>

**9 Other current liabilities**

(Rs. In Lakhs)

Particulars	As at	As at	As at	As at
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Advance from Customers	18.93	66.13	40.72	25.60
Interest due and accrued on borrowings	8.13	3.79	-	-
<b>Security Deposit</b>				
- Employees	0.35	0.35	0.50	0.32
- Customers	1.00	1.00	302.00	143.30
<b>Statutory dues</b>				
-GST Payable	2.62	26.64	29.44	-
-Provision for Income Tax	81.81	150.96	148.56	45.01
-TCS on Sales	0.15	0.38	0.58	0.65
-TDS Payable	5.00	5.62	7.98	7.23
-Professional tax payable	0.13	-	-	-
<b>Total</b>	<b>118.12</b>	<b>254.87</b>	<b>529.78</b>	<b>222.12</b>

**9.1 TDS Payable**

TDS deducted for the period ended 31 December 2024, 31 March 2024, 31 March 2023 and 31 March 2022

**9.2 TCS Payable**

TCS is collected on sale for the period ended 31 December 2024, 31 March 2024, 31 March 2023 and 31 March 2022

**10 Short term provisions**

(Rs. In Lakhs)

Particulars	As at	As at	As at	As at
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
<b>Provision for employee benefits</b>				
- Provision for Salaries Payable	11.08	10.31	8.56	6.97
<b>Others</b>				
-Provision for others	15.05	8.08	3.76	0.08
<b>Total</b>	<b>26.13</b>	<b>18.38</b>	<b>12.33</b>	<b>7.04</b>

**SHREENATH PAPER PRODUCTS LIMITED**  
**CIN: U21098NH2011PTC222833**  
**Annexure IV - Notes to the Restated Financial Information**  
**(Amounts in INR Lakh, unless otherwise stated)**

**11 Property, Plant and Equipment**

(Rs. In Lakhs)

Particulars	Buildings Total	Furnitures & Fixtures Total	Office Equipments	Computers & Server	Plant & Machinery	Total
<b>Gross carrying amount</b>						
As at April 2021	132.02	12.43	5.82	2.33	3.26	155.87
Addition	177.52	13.23	2.03	1.91	0.06	194.75
Deduction	-	-	-	-	-	-
As at March 2022	309.54	25.66	7.86	4.24	3.32	350.61
As at April 2022	309.54	25.66	7.86	4.24	3.32	350.61
Addition	0.65	31.37	10.56	8.84	0.06	51.48
Deduction	-	-	-	-	-	-
As at March 2023	310.19	57.03	18.41	13.08	3.38	402.09
As at April 2023	310.19	57.03	18.41	13.08	3.38	402.09
Addition	1.47	1.27	4.04	8.33	-	15.11
Deduction	33.63	-	-	-	-	33.63
As at March 2024	278.03	58.30	22.45	21.41	3.38	383.58
As at April 2024	278.03	58.30	22.45	21.41	3.38	383.58
Addition	-	-	2.07	-	2.54	4.61
Deduction	-	-	-	-	-	-
As at Dec 2024	278.03	58.30	24.53	21.41	5.92	388.19
<b>Accumulated depreciation</b>						
As at April 2021	16.70	3.72	3.93	1.73	2.08	28.15
Addition	4.05	3.13	0.86	1.10	0.37	9.52
Deduction	-	-	-	-	-	-
As at March 2022	20.75	6.86	4.79	2.83	2.45	37.67
As at April 2022	20.75	6.86	4.79	2.83	2.45	37.67
Addition	11.32	10.25	3.81	5.06	0.27	30.71
Deduction	-	-	-	-	-	-
As at March 2023	32.07	17.10	8.60	7.89	2.72	68.38
As at April 2023	32.07	17.10	8.60	7.89	2.72	68.38
Addition	11.98	10.59	4.31	7.56	0.19	34.63
Deduction	-	-	-	-	-	-
As at March 2024	44.05	27.69	12.91	15.45	2.92	103.01
As at April 2024	44.05	27.69	12.91	15.45	2.92	103.01
Addition	8.60	6.15	3.60	3.06	0.67	22.09
Deduction	-	-	-	-	-	-
As at Dec 2024	52.65	33.84	16.51	18.51	3.59	125.10
<b>Net carrying amount</b>						
As at March 2022	288.79	18.80	3.07	1.41	0.87	312.94
As at March 2023	278.12	39.93	9.81	5.20	0.66	333.71
As at March 2024	233.98	30.61	9.55	5.97	0.46	280.57
As at Dec 2024	225.39	24.45	8.02	2.91	2.33	263.09

12 Non Current Investments

(Rs. In Lakhs)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Investment in Unquoted Securities at cost - Shares of Saraswat Co-op Bank Ltd	-	-	-	0.25
Investment in quoted Securities at cost - Mutual Fund	14.50	5.50	-	-
<b>Total</b>	<b>14.50</b>	<b>5.50</b>	<b>-</b>	<b>0.25</b>

13 Long term loans and advances

(Rs. In Lakhs)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Other Loans & Advances - Security Deposits - Secured, considered Good	-	0.10	-	-
Other Loans & Advances - Security Deposits-Unsecured, considered Good	159.90	159.90	138.70	90.20
<b>Total</b>	<b>159.90</b>	<b>160.00</b>	<b>138.70</b>	<b>90.20</b>

14 Inventories

(Rs. In Lakhs)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Stock in Trade	858.65	550.87	747.70	338.53
<b>Total</b>	<b>858.65</b>	<b>550.87</b>	<b>747.70</b>	<b>338.53</b>

15 Trade receivables

(Rs. In Lakhs)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Undisputed Trade receivables- considered good	4,168.39	4,299.61	3,377.30	2,209.91
<b>Total</b>	<b>4,168.39</b>	<b>4,299.61</b>	<b>3,377.30</b>	<b>2,209.91</b>

15.1 Trade Receivables ageing schedule as at 31 December 2024

(Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6	6 months- 1	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	2,508.97	1,411.94	147.47	1.02	99.00	4,168.39
Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total	2,508.97	1,411.94	147.47	1.02	99.00	4,168.39
Undue - considered good	-	-	-	-	-	-
Undue - considered doubtful	-	-	-	-	-	-
Provision for doubtful debts	-	-	-	-	-	-
<b>Total</b>	<b>2,508.97</b>	<b>1,411.94</b>	<b>147.47</b>	<b>1.02</b>	<b>99.00</b>	<b>4,168.39</b>



15.2 Trade Receivables ageing schedule as at 31 March 2024

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	
Undisputed Trade receivables-considered good	3,766.37	397.55	31.58	18.09	86.01	4,299.61
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
<b>Sub total</b>	<b>3,766.37</b>	<b>397.55</b>	<b>31.58</b>	<b>18.09</b>	<b>86.01</b>	<b>4,299.61</b>
Undue - considered good						-
Undue - considered doubtful						-
Provision for doubtful debts						-
<b>Total</b>	<b>3,766.37</b>	<b>397.55</b>	<b>31.58</b>	<b>18.09</b>	<b>86.01</b>	<b>4,299.61</b>

15.3 Trade Receivables ageing schedule as at 31 March 2023

(Rs. in Lakhs)

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	
Undisputed Trade receivables-considered good	3,236.32	31.64	11.64	72.59	25.10	3,377.30
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
<b>Sub total</b>	<b>3,236.32</b>	<b>31.64</b>	<b>11.64</b>	<b>72.59</b>	<b>25.10</b>	<b>3,377.30</b>
Undue - considered good						-
Undue - considered doubtful						-
Provision for doubtful debts						-
<b>Total</b>	<b>3,236.32</b>	<b>31.64</b>	<b>11.64</b>	<b>72.59</b>	<b>25.10</b>	<b>3,377.30</b>

15.4 Trade Receivables ageing schedule as at 31 March 2022

(Rs. in Lakhs)

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	
Undisputed Trade receivables-considered good	1,795.74	61.61	156.95	170.15	25.46	2,209.91
Undisputed Trade Receivables-considered doubtful						-
Disputed Trade Receivables considered good						-
Disputed Trade Receivables considered doubtful						-
<b>Sub total</b>	<b>1,795.74</b>	<b>61.61</b>	<b>156.95</b>	<b>170.15</b>	<b>25.46</b>	<b>2,209.91</b>
Undue - considered good						-
Undue - considered doubtful						-
Provision for doubtful debts						-
<b>Total</b>	<b>1,795.74</b>	<b>61.61</b>	<b>156.95</b>	<b>170.15</b>	<b>25.46</b>	<b>2,209.91</b>

16 Cash and cash equivalents

(Rs. in Lakhs)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
- Cash on hand	3.38	8.42	7.88	5.14
- Balances with banks <sup>#</sup>	1.00	2.43	(26.73)	5.38
	4.39	10.86	(18.85)	10.52
- Deposit with bank with maturity of more than 12 months	262.21	478.16	264.35	-
<b>Total</b>	<b>266.59</b>	<b>489.01</b>	<b>245.50</b>	<b>10.52</b>

Bank Deposit having maturity of greater than 12 months.

<sup>#</sup> Credit Balance in Bank represents instruments issued but not cleared as on balance sheet date.

**17 Short term loans and advances**

(Rs. In Lakhs)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>Balances with Government Authorities</b>				
- Advance Tax, TDS and TCS	69.37	105.40	158.81	52.65
- Income Tax Refundable	-	-	7.16	0.90
- GST Receivable/ Refundable	-	-	-	30.36
<b>Other loans and advances (Unsecured, considered good)</b>				
- Advance to employees	0.69	1.99	2.34	1.57
- Prepaid expenses (unexpired fire insurance)	9.50	15.39	6.14	1.03
- Advance to Suppliers/Vendors	370.94	89.64	77.77	33.22
<b>Total</b>	<b>450.51</b>	<b>212.43</b>	<b>252.22</b>	<b>119.73</b>

**18 Other current assets**

(Rs. In Lakhs)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Preliminary Expenses (IPO)	43.74	35.68	-	-
<b>Total</b>	<b>43.74</b>	<b>35.68</b>	<b>-</b>	<b>-</b>

**19 Revenue from operations**

(Rs. In Lakhs)

Particulars	For the period ended 31 December 2024	For the year ended 31 March 2024	For the Year ended 31 March 2023	For the Year ended 31 March 2022
Sale of products	7,704.05	18,584.83	20,443.77	13,597.83
Sale of services	-	-	-	-
	7,704.05	18,584.83	20,443.77	13,597.83
Less: Trade discount	-	-	-	-
<b>Total</b>	<b>7,704.05</b>	<b>18,584.83</b>	<b>20,443.77</b>	<b>13,597.83</b>

**19.1 Revenue from major Products**

(Rs. In Lakhs)

Particulars	For the period ended 31 December 2024	For the year ended 31 March 2024	For the Year ended 31 March 2023	For the Year ended 31 March 2022
Coated Paper	794.38	2,108.94	2,789.50	2,616.00
Coating Base Paper	96.61	5,604.10	5,484.45	2,008.90
Food Grade Paper	1,125.97	374.16	-	24.90
Machine Glazed Paper	-	2,787.97	1,962.90	664.22
Pressure Sensitive Adhesive Sheet	257.30	403.51	448	516.29
UnCoated Paper (Hi-Bright)	1,606.52	3,681.14	4,022	4,720.94
UnCoated Paper (High-Strength)	279.10	-	666.61	417.00
UnCoated Paper (Low-Bright)	674.02	2,519.81	3,708.59	1,989.15
Sublimation Paper	1,405.81	188.74	-	-
Others	1,464.34	916.47	1,362.32	640.42
<b>Total</b>	<b>7,704.05</b>	<b>18,584.83</b>	<b>20,443.77</b>	<b>13,597.83</b>

**20 Other Income**

(Rs. In Lakhs)

Particulars	For the period ended 31 December 2024	For the year ended 31 March 2024	For the Year ended 31 March 2023	For the Year ended 31 March 2022
<b>Interest Income</b>				
- Interest on others	7.73	10.02	7.48	5.13
- Interest on FDR's	17.23	16.98	4.83	-
- Interest on Income Tax Refund	-	0.25	-	-
<b>Others</b>				
- Rent Received	2.48	3.17	-	-
- Delay Payment charges from customers	69.29	254.58	125.54	36.36
- Commission on Sales	-	10.70	11.16	16.67
- Detention Charges	-	-	-	0.04
- Discount Received from Suppliers	12.06	36.79	23.47	502.59
- Forwarding Charges (Sales)	39.88	39.38	17.36	10.16
- Insurance Claim	0.18	-	-	-
- Rate Difference (Sales)	4.11	0.15	18.89	3.93
- Quality Discount from Suppliers	4.54	10.14	13.86	2.45
- Free Samples Received	-	-	3.44	-
- Dividend on Shares	-	-	0.10	-
- Insurance Charges	0.41	-	-	-
<b>Total</b>	<b>157.90</b>	<b>382.15</b>	<b>226.14</b>	<b>577.33</b>



**21 Purchases of stock in trade**

(Rs. In Lakhs)

Particulars	For the period ended 31 December 2024	For the year ended 31 March 2024	For the Year ended 31 March 2023	For the year ended 31 March 2022
Purchase of Traded Goods incl. rate Diff	7,137.18	16,984.43	19,484.93	12,635.00
Job Work Charges	-	4.35	-	-
Transportation Charges	156.64	293.21	333.48	281.59
Freight & forwarding Charges	26.52	54.96	1.70	0.14
Loading & Unloading Charges	1.36	1.66	10.82	12.07
Labour & Hamali Charges	11.98	21.70	12.41	0.64
Rate Difference	(3.86)	1.31	-	-
Shipping & Other Charges	14.20	14.48	-	-
<b>Total</b>	<b>7,344.02</b>	<b>17,376.09</b>	<b>19,843.33</b>	<b>12,929.45</b>

**22 Change in Inventories of work in progress, finished goods and stock in trade**

(Rs. In Lakhs)

Particulars	For the period ended 31 December 2024	For the year ended 31 March 2024	For the Year ended 31 March 2023	For the Year ended 31 March 2022
<b>Opening Inventories</b>				
- Stock in Trade	550.87	747.70	338.53	983.22
	550.87	747.70	338.53	983.22
<b>Less: Closing Inventories</b>				
- Stock in Trade	858.65	550.87	747.70	338.53
	858.65	550.87	747.70	338.53
<b>Total</b>	<b>(307.78)</b>	<b>196.83</b>	<b>(409.17)</b>	<b>644.69</b>

**23 Employee benefit expenses**

(Rs. In Lakhs)

Particulars	For the period ended 31 December 2024	For the year ended 31 March 2024	For the Year ended 31 March 2023	For the year ended 31 March 2022
Salaries and wages	71.33	79.89	29.31	16.97
Director's Remuneration	40.50	74.00	83.00	78.00
Staff welfare expenses	0.20	0.77	0.80	0.56
Diwali Bonus to Staff	-	-	0.58	0.17
<b>Total</b>	<b>112.03</b>	<b>154.67</b>	<b>113.69</b>	<b>95.70</b>

**24 Finance costs**

(Rs. In Lakhs)

Particulars	For the period ended 31 December 2024	For the year ended 31 March 2024	For the Year ended 31 March 2023	For the year ended 31 March 2022
Interest Expenses-Banks & Financial Institutions	191.20	235.20	135.92	96.30
Interest Expenses-On loan from Related Parties	26.94	29.54	65.21	58.15
Interest Expenses-On Securities Deposits	-	27.92	34.15	9.94
Other Interest Expenses	2.86	24.48	14.25	4.23
Other borrowing costs	18.17	17.44	21.72	10.05
Bank Charges	0.10	0.17	0.38	14.87
<b>Total</b>	<b>239.27</b>	<b>334.75</b>	<b>271.63</b>	<b>193.54</b>

**25 Depreciation and amortization expenses**

(Rs. In Lakhs)

Particulars	For the period ended 31 December 2024	For the year ended 31 March 2024	For the Year ended 31 March 2023	For the year ended 31 March 2022
Depreciation	22.09	34.63	30.71	9.52
<b>Total</b>	<b>22.09</b>	<b>34.63</b>	<b>30.71</b>	<b>9.52</b>

## 26 Other expenses

(Rs. in Lakhs)

Particulars	For the period ended 31 December 2024	For the year ended 31 March 2024	For the Year ended 31 March 2023	For the year ended 31 March 2022
Administrative expenses				
-Auditors Remuneration	-	6.07	5.90	4.54
-Commission on Purchase	3.66	-	-	-
-Commission on Sales expenses	2.52	10.31	4.92	26.10
-Insurance Charges	12.24	34.23	29.88	6.77
-Repair & Maintenance	3.49	3.35	7.62	0.95
-Telephone Expenses	0.24	0.26	0.25	0.35
-Travelling Expense	7.88	11.11	7.71	3.53
Miscellaneous Expense	0.25	0.28	0.01	0.17
Computer Expenses	0.02	0.01	0.11	0.08
Conveyance expenses	3.87	5.77	3.20	2.74
Courier Charges	0.25	0.25	0.63	0.34
CSR Expenditure	9.05	6.00	2.70	-
Damaged Goods	-	-	-	1.80
Electricity expenses	1.02	1.23	1.24	0.71
Godown & Warehouse Rent	31.84	41.27	19.80	13.00
Transportation Charges	-	7.10	-	-
Legal Charges	2.12	1.69	2.24	0.99
Office Expenses	4.70	7.53	10.63	4.18
Office Rent	3.58	3.22	3.09	3.38
Printing & Stationery	0.39	1.08	0.89	0.36
Professional tax payment	0.03	0.07	0.03	-
Property & Water tax	1.72	0.92	1.34	-
Rate Difference , Quality discounts allowed on sales	25.47	119.85	124.14	48.17
ROC Fees	0.16	0.72	-	-
Rounding off	(0.00)	(0.12)	(0.58)	(0.00)
Sales, Marketing & Advertisement Exp	1.14	6.99	1.13	0.46
Vehicle Rent	3.69	4.80	4.80	4.80
Detention Charges (Purchase)	1.64	-	-	(0.07)
Depository Fees	0.45	0.46	-	-
Loss on sale of fixed assets	-	5.45	-	-
<b>Total</b>	<b>121.45</b>	<b>279.89</b>	<b>231.66</b>	<b>123.33</b>

## 27 Tax Expenses

(Rs. in Lakhs)

Particulars	For the period ended 31 December 2024	For the year ended 31 March 2024	For the Year ended 31 March 2023	For the year ended 31 March 2022
Current tax				
- Current tax expenses	81.81	150.96	148.56	45.01
- Excess/Short Provision Written back/off	6.44	-	-	-
	88.25	150.96	148.56	45.01
Deferred tax				
- Deferred Tax Reversal	-	-	-	-
- Deferred tax (income)/Expenses	2.12	0.11	1.03	0.17
	2.12	0.11	1.03	0.17
<b>Total</b>	<b>90.37</b>	<b>151.07</b>	<b>149.59</b>	<b>45.18</b>

## 27.1 Significant components of Deferred Tax charged during the year

(Rs. in Lakhs)

Particulars	For the period ended 31 December 2024	For the year ended 31 March 2024	For the Year ended 31 March 2023	For the year ended 31 March 2022
Difference between book depreciation and tax depreciation	2.12	0.11	1.03	0.17
Expenses provided but allowable in Income tax on Payment basis	-	-	-	-
<b>Total</b>	<b>2.12</b>	<b>0.11</b>	<b>1.03</b>	<b>0.17</b>

## 28 Earning per share

Particulars	For the period	For the year ended	For the year ended	For the year ended
	ended	31 March 2024	31 March 2023	31 March 2022
	31 December 2024			
Restated profit attributable to equity shareholders (Rs)	2,40,51,312	4,39,05,779	4,38,46,936	1,33,75,819
Weighted average number of equity shares	1,43,44,200	1,43,17,762	1,42,80,758	1,42,31,300
Restated Earnings per share basic (Rs)	1.68	3.07	3.07	0.94
Restated Earnings per share diluted (Rs)	1.68	3.07	3.07	0.94
Face value per equity share (Rs)	10	10	10	10

### Note:

(i) The Board of Directors pursuant to a resolution dated November 28, 2023 and the shareholders special resolution dated December 21, 2023 have approved the issuance of seventeen bonus equity shares of face value Rs. 10 each for every one existing fully paid up equity share of face value Rs. 10 each and accordingly 13547300 bonus equity shares were issued and allotted in accordance with the Section 63 of the Companies Act, 2013. (ii) The Board of Directors pursuant to a resolution dated February 27, 2023 and have approved Loan to Equity conversion of promoters pursuant to which Shares of Rs. 10/- each (Ten only) at a premium of Rs. 790/- (Seven Hundre and Ninety Only) per share to the Promoters and accordingly 50000 equity shares were issued in accordance with the Section 62 of the Companies Act, 2013. (iii) The Board of Directors pursuant to a resolution dated May 21, 2022 and have approved offer of Equity Shares of Rs. 10/- each (Ten only) at a premium of Rs. 70/- (Seventy Only) per share to the existing shareholders and accordingly 62900 equity shares were issued and allotted in accordance with the Section 62 of the Companies Act, 2013.

## 29 Auditors' Remuneration

(Rs. In Lakhs)

Particulars	For the period	For the year ended	For the year ended	For the year ended
	ended	31 March 2024	31 March 2023	31 March 2022
	31 December 2024			
<b>Payments to auditor as</b>				
- Statutory Auditor	-	1.50	1.10	0.80
- for Tax Auditor	-	1.75	1.25	0.90
- for other services	-	2.82	3.55	2.84
<b>Total</b>	<b>-</b>	<b>6.07</b>	<b>5.90</b>	<b>4.54</b>

## 30 Leases : operating leases

The Company has taken various residential/commercial premises under cancellable operating leases. These lease agreements are normally renewed on expiry.

The rental expenses recognized in Profit and Loss account for operating lease.

(Rs. In Lakhs)

Particulars	For the period	For the year ended	For the year ended	For the year ended
	ended	31 March 2024	31 March 2023	31 March 2022
	31 December 2024			
Minimum Rent	39.11	49.29	27.69	21.19
Contingent Rent	-	-	-	-
<b>Total</b>	<b>39.11</b>	<b>49.29</b>	<b>27.69</b>	<b>21.19</b>

## 31 Related Party Disclosure

As per Accounting Standard 18, the disclosures of transactions with the related parties as defined in the parties as defined in the accounting standard.

### (i) List of Related Parties

Particulars	Relationship
Shri Alok Navneetdas Parekh Shri Navneetdas Vallabhdas Parekh Shri Ronak Harish Parekh Ms. Neetika Sanket Sakla	Key Managerial Personnel
M/s Sunrise International (earlier known as M/s Shreenath CTP)	Enterprises over which key managerial personnel are able to exercise significant influence
Mrs Hasumati N Parekh Mrs Hasumati H Parekh Shri Amit N Parekh Mrs Sayali A Parekh Mrs Parabhawati M Parekh Shri Alok Parekh HUF Shri N V Parekh HUF Shri Ronak Parekh HUF Shri Maheshchandra Parekh Shri Dwarkadas G. Parekh Shri Dwarkadas G. Parekh (HUF)	Spouse of Navneetdas Vallabhdas Parekh Mother of Ronak Harish Parekh Son of Navneetdas Vallabhdas Parekh Spouse of Alok Navneetdas Parekh Spouse of Mahesh Parekh HUF of Alok Navneetdas Parekh HUF of Navneetdas Vallabhdas Parekh HUF of Ronak Harish Parekh Brother of Hasumati H Parekh Father of Harish Dwarkadas Parekh HUF of Father of Harish Dwarkadas Parekh
	Relatives of KMP

Shri Girdhar Gopal Nagar	Spouse of Snehlata Nagar
Shri Harish D Parekh (HUF)	HUF of Harish Dwarkadas Parekh
Mrs Neha R Parekh	Spouse of Ronak Harish Parekh
Mrs Snehlata Nagar	Sister of Hasumati H Parekh
Late Mrs Taraben Parekh	Mother of Harish Dwarkadas Parekh
Shri Harish Dwarkadas Parekh	Father of Ronak Harish Parekh

(ii) Related Party Transactions

Particulars	(Rs. In Lakhs)			
	For the period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Directors' Remuneration				
-Shri Alok Navneetdas Parekh	20.25	27.00	30.00	30.00
-Shri Navneetdas Vallabhdas Parekh	-	10.00	11.50	9.00
-Shri Harish Dwarkadas Parekh	-	10.00	11.50	9.00
-Shri Ronak Harish Parekh	20.25	27.00	30.00	30.00
Salaries Paid to Relative of KMP				
-Shri Harish Dwarkadas Parekh	22.50	20.00	-	-
Salaries Paid to KMP				
-Shri Navneetdas Vallabhdas Parekh	22.50	20.00	-	-
-Ms. Neetika Sanket Sakla	1.08	0.96	-	-
Lease				
-Mrs. Hasumati N Parekh	2.32	3.09	3.09	3.09
-Shri Navneetdas Vallabhdas Parekh	1.80	2.40	2.40	2.40
-Shri Ronak Harish Parekh	1.80	2.40	2.40	2.40
Loan Taken				
-Mrs Hasumati H Parekh	-	8.75	-	-
-Mrs Hasumati N Parekh	-	20.25	-	5.00
-Shri Maheshchandra Parekh	15.00	-	5.00	10.00
-Shri Amit N Parekh	2.00	-	13.00	-
-Mrs Sayali A Parekh	-	-	-	1.87
-Mrs Snehlata Nagar	-	5.00	10.00	15.00
-Shri Alok Parekh HUF	-	1.50	-	2.00
-Shri N V Parekh HUF	-	18.25	-	3.50
-Shri Ronak Parekh HUF	-	17.50	-	25.00
-Mrs Parabhawati M Parekh	-	15.00	-	15.00
-Shri Dwarkadas G. Parekh	-	-	1.60	-
-Shri Harish D Parekh (HUF)	-	31.75	-	-
-Shri Girdhar Gopal Nagar	10.00	5.00	10.00	15.00
-Mrs Neha R Parekh	-	7.00	-	20.00
-Shri Alok Navneetdas Parekh	-	-	200.00	-
-Shri Ronak Harish Parekh	-	-	200.00	-
Security Deposits Taken				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	-	-	297.00	3.00
Security Deposits Re-paid				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	-	300.00	-	-
Loan Repaid				
-Mrs Hasumati H Parekh	-	-	17.15	15.15
-Mrs Hasumati N Parekh	-	-	23.00	-
-Shri Amit N Parekh	-	12.00	-	-
-Mrs Sayali A Parekh	-	-	41.50	-
-Shri Alok Parekh HUF	-	-	47.25	-
-Shri N V Parekh HUF	-	-	47.75	-
-Shri Maheshchandra Parekh	5.00	-	-	-
-Shri Dwarkadas G. Parekh	-	-	-	10.00
-Shri Dwarkadas G. Parekh (HUF)	-	30.00	35.50	-
-Shri Harish D Parekh (HUF)	-	-	24.60	-
-Mrs Neha R Parekh	-	-	44.00	-
-Mrs Parabhawati M Parekh	5.00	-	-	-
-Shri Harish Dwarkadas Parekh	-	-	-	19.35
-Shri Ronak Harish Parekh (HUF)	-	-	29.85	-
-Shri Alok N Parekh	-	200.00	-	-
-Shri Ronak H Parekh	-	200.00	-	-
Interest Paid				
-Shri Harish D Parekh	-	-	0.05	0.45

-Mrs Hasumati N Parekh	1.82	0.95	3.10	3.40
-Mrs Hasumati H Parekh	1.69	1.67	2.28	3.65
-Mrs Parabhawati M Parekh	2.64	2.17	1.80	0.85
-Shri Amit N Parekh	0.84	1.67	1.85	0.90
-Mrs Sayali A Parekh	-	0.20	5.82	5.85
-Mrs Snehlata Nagar	2.70	3.49	2.70	1.18
-Shri Alok Parekh HUF	0.14	0.58	5.16	6.23
-Shri N V Parekh HUF	1.71	1.28	7.14	6.29
-Shri Ronak Parekh HUF	2.93	3.01	7.96	6.27
-Shri Girdhar Gopal Nagar	3.45	3.49	2.67	1.26
-Shri Dwarkadas G. Parekh	-	0.46	3.56	3.83
-Shri Dwarkadas G. Parekh (HUF)	-	-	6.38	4.26
-Shri Harish D Parekh (HUF)	4.21	4.87	6.10	6.20
-Shri Maheshchandra Parekh	2.48	1.80	1.63	0.60
-Mrs Neha R Parekh	2.34	3.90	6.77	6.82
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	-	27.92	34.15	0.10
-Shri Ronak Harish Parekh	-	-	0.01	-
-Shri Navneetdas Vallabhadas Parekh	-	-	0.13	-
-Shri Alok Navneetdas Parekh	-	-	0.11	-
Advances to Directors				
-Shri Alok N Parekh	-	12.50	-	-
-Shri Ronak Harish Parekh	-	12.50	-	-
Advances to Directors - Received Back				
-Shri Alok N Parekh	-	12.50	-	-
-Shri Ronak Harish Parekh	-	12.50	-	-
Purchases				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	587.88	858.80	-	-
Sales				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	868.10	3,355.29	831.41	-
Commission on Sales				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	-	-	-	9.32
Other Income				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	0.34	-	-	-

(iii) Related Party Balances

Particulars	(Rs. In Lakhs)			
	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Directors' Remuneration				
-Shri Alok Navneetdas Parekh	1.85	2.25	1.85	2.00
-Shri Navneetdas Vallabhadas Parekh	-	-	1.00	0.75
-Shri Harish Dwarkadas Parekh	-	-	0.60	0.75
-Shri Ronak Harish Parekh	1.85	2.25	1.90	2.00
Salary Payable to Relative of KMP				
-Shri Harish Dwarkadas Parekh	1.75	1.75	-	-
Salary Payable to KMP				
-Shri Navneetdas Vallabhadas Parekh	1.75	1.75	-	-
-Ms. Neetika Sanket Sakla	0.12	0.12	-	-
Unsecured Loans				
-Shri Alok Parekh HUF	1.50	1.50	-	47.25
-Shri Amit N Parekh	10.50	8.50	20.50	7.50
-Shri Maheshchandra Parekh	25.00	15.00	15.00	10.00
-Shri Dwarkadas G. Parekh	-	-	30.00	28.40
-Shri Dwarkadas G. Parekh (HUF)	-	-	-	35.50
-Shri Harish D Parekh (HUF)	46.75	46.75	15.00	39.60
-Mrs Parabhawati M Parekh	25.00	30.00	15.00	15.00
-Mrs Hasumati H Parekh	18.75	18.75	10.00	27.15
-Mrs Hasumati N Parekh	20.25	20.25	-	23.00
-Shri Girdhar Gopal Nagar	40.00	30.00	25.00	15.00
-Shri N V Parekh HUF	19.00	19.00	0.75	48.50
-Mrs Neha R Parekh	26.00	26.00	19.00	63.00
-Mrs Sayali A Parekh	-	-	-	41.50
-Mrs Snehlata Nagar	30.00	30.00	25.00	15.00
-Shri Ronak Parekh HUF	32.50	32.50	15.00	44.85
-Shri Alok N Parekh	-	-	200.00	-



-Shri Ronak H Parekh	-	-	200.00	-
Sundry Creditors				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	304.14	0.70	-	9.32
Sundry Debtors				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	39.24	12.54	23.86	-
Security Deposits				
-M/s Sunrise International (earlier known as M/s Shreenath CTP)	-	-	300.00	3.00

### 32 MSME

On the basis of confirmation obtained from the supplier who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the company, the following are the details:

(Rs. In Lakhs)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>a)</b> The principle amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting period				
- Principle amount	271.35	164.69	276.39	106.66
- Interest due thereon				
<b>b)</b> The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting period;				
<b>c)</b> The amount of interest due and payable for the period of delay in making payment (which has 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;				
<b>d)</b> The amount of interest accrued and remaining unpaid at the end of each accounting period; and				
<b>e)</b> 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.				

### 33 Segment reporting

The Company is engaged in one segment only i.e. only Trading of Paper therefore there is no requirement of segment reporting.

### 34 Title deed of immovable property held in the name of company

The company holds all the title deeds of immovable property in its name.

### 35 Benami property

The company does not have any Benami property, where any 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.

### 36 Security of Current Assets Against Borrowings

The company has filed monthly returns or statements of current assets with Banks for borrowing facility against the security of the current assets from banks.

### 37 Wilful defaulter

The company is not declared as wilful defaulter by any bank or financial Institution or other lender.

### 38 Transactions with struck off companies

The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013.

### 39 Registration of charges or satisfaction with Registrar of Companies

The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

### 40 Scheme of Arrangements

There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

#### 41 Utilisation of Borrowed funds and share premium:

A The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

B The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

#### 42 Undisclosed income

The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the years in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961), unless there is immunity for disclosure under any scheme.

#### 43 Compliance with number of layers of companies

The Company does not have any subsidiaries therefore disclosure of compliance with 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.

Also the Company does not have any parent company therefore disclosure of compliance with 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.

#### 44 Disclosure pertaining to 'details of crypto currency or virtual currency

The company has not traded or invested in Crypto currency or Virtual Currency during the reporting periods.

#### 45 Revaluation of PPE and Intangible assets

The company has not revalued its Property, Plant and Equipment and Intangible asstes during the reporting periods. The disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

#### 46 Disclosure pertaining to 'corporate social responsibility activities'

The company is covered under section 135 of the Companies Act, 2013.

#### 47 Audit Trails and Backup of Books and papers

The company has used accounting software for maintaining its books of accounts for the financial period ended December 31, 2024 which has a feature of recording audit trail (Edit Log) facility. The company has operated the said facility.

#### 48 Regrouping/Reclassification

Previous year's figures have been regrouped/rearranged wherever necessary to make them comparable with current year figures.



49 Ratio analysis and its elements  
49.1 Ratio

Particulars	31 December 2024*	31 March 2024	31 March 2023	31 March 2022	% change from March 31, 2024 to December 31, 2024	% change from March 31, 2023 to March 31, 2024	% change from March 31, 2022 to March 31, 2023	% change from March 31, 2021 to March 31, 2022
Current Ratio	1.54	1.45	1.34	1.38	6.08%	7.91%	-2.74%	1.90%
Debt-Equity Ratio	1.47	1.53	2.37	2.96	-3.67%	-35.66%	-19.85%	-7.95%
Debt Service Coverage Ratio	2.16	2.93	2.11	1.06	-26.14%	38.61%	99.29%	13.24%
Return on Equity Ratio	12.05%	29.80%	54.27%	26.86%	-59.56%	-45.09%	102.02%	8.40%
Inventory Turnover Ratio	10.93	28.62	37.64	20.58	-61.81%	-23.96%	82.94%	55.30%
Trade Receivables Turnover Ratio	1.82	4.84	7.32	7.47	-62.42%	-33.84%	-2.01%	22.45%
Trade Payables Turnover Ratio	8.26	17.66	24.72	19.07	-53.22%	-28.57%	29.65%	7.25%
Net Capital Turnover Ratio	3.81	10.74	17.34	18.43	-64.52%	-38.05%	-5.90%	42.26%
Net Profit Ratio	3.12%	2.36%	2.14%	0.98%	32.15%	10.15%	118.04%	-11.42%
Return on Capital Employed	9.91%	17.26%	20.37%	12.29%	-42.60%	-15.27%	65.66%	-8.91%
Return on Investment	NA	NA	NA	NA	NA	NA	NA	NA

\* Considered as not applicable since constituting amounts for the nine months ended December 31, 2024 has not been annualized.

Reasons for variance of more than 25% in above ratios :

1 For FY 2023-24

- (i) The Debt to Equity Ratio has decreased due to increase in Equity
- (ii) The Debt Service Coverage Ratio has increased due to increase in Profitability of Company
- (iii) The Return on Equity ratio has fallen due to increase in Equity
- (iv) Trade Receivable Turnover Ratio has decreased due to increase in Trade Receivables
- (v) Trade Payable Turnover Ratio has decreased due to increase in Trade Payables
- (vi) Net Capital Turnover Ratio has decreased due to increase in working capital

2 For FY 2022-23

- (i) The Debt Service Coverage Ratio has increased due to increase in Profitability of Company
- (ii) Return on Equity Ratio has been increased due to increase in profits
- (iii) The Inventory Turnover Ratio has increased due to increase in Sales
- (iv) Trade Payables Turnover Ratio has been increased due to increase in purchases
- (v) Net Profit Ratio has been increased due to increase in profits
- (vi) Net Capital Turnover Ratio has decreased due to increase in working capital

3 For FY 2021-22

- (i) The Inventory Turnover Ratio has increased due to increase in Sales
- (ii) Net Capital Turnover Ratio has decreased due to increase in Sales

49.2 Elements of Ratio

Particulars	Numerator/Denominator	31 December 2024	31 March 2024	31 March 2023	(Rs. In Lakhs)	
					31 December 2024	31 March 2022
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	5,787.89 3,767.18	5,587.60 3,857.87	4,622.72 3,444.02	2,678.69 1,940.96	
(b) Debt-Equity Ratio	$\frac{\text{Total Debts}}{\text{Equity}}$	3,136.87 2,133.77	2,889.27 1,893.25	2,500.50 1,054.20	1,673.27 565.41	
(c) Debt Service Coverage Ratio*	$\frac{\text{Earning available for Debt Service}}{\text{Interest + Installments}}$	455.92 210.91	708.99 242.24	606.13 287.05	239.74 226.27	
(d) Return on Equity Ratio	$\frac{\text{Profit after Tax**}}{\text{Average Shareholder's Equity}}$	242.63 2,013.51	439.17 1,473.72	439.50 809.80	133.92 498.53	
(e) Inventory Turnover Ratio	$\frac{\text{Total Turnover}}{\text{Average Inventories}}$	7,704.05 704.76	18,584.83 649.29	20,443.77 543.12	13,597.83 660.88	
(f) Trade Receivables Turnover Ratio	$\frac{\text{Total Turnover}}{\text{Average Account Receivable}}$	7,704.05 4,234.00	18,584.83 3,838.45	20,443.77 2,793.60	13,597.83 1,820.72	
(g) Trade Payables Turnover Ratio	$\frac{\text{Total Purchases}}{\text{Average Account Payable}}$	7,344.02 888.84	17,376.09 983.87	19,843.33 802.61	12,929.45 678.02	
(h) Net Capital Turnover Ratio	$\frac{\text{Total Turnover}}{\text{Net Working Capital}}$	7,704.05 2,020.70	18,584.83 1,729.74	20,443.77 1,178.70	13,597.83 737.72	
(i) Net Profit Ratio	$\frac{\text{Net Profit after tax}}{\text{Total Turnover}}$	240.51 7,704.05	439.06 18,584.83	438.47 20,443.77	133.76 13,597.83	
(j) Return on Capital Employed	$\frac{\text{Earning before interest and taxes}}{\text{Capital Employed}}$	522.09 5,270.63	825.32 4,782.52	723.98 3,554.70	275.24 2,238.67	
(k) Return on Investment	$\frac{\text{Return on Investment}}{\text{Total Investment}}$	NA NA	NA NA	NA NA	NA NA	

\* Borrowings from Banks & financial institutions is taken for calculating Debt Service Coverage Ratio

\*\* Profit After Current Tax is taken to calculate Return on Equity Ratio

50 This Restated Financial Information were authorised for issue in accordance with a resolution of the Board of Directors on November 28, 2023 and resolution of the Extra-Ordinary General Meeting of Members on December 21, 2023.

51 Disputed Statutory Dues Payable

Nature of the Statute	Nature of Dues	From where the dispute is Pending	Period to which the Amount Relates	Amount ₹ Lakhs
The Income Tax Act, 1961	TDS	CPC, Bangalore	Fy <sup>(1)</sup> 2020-21	0.0103
	TDS	CPC, Bangalore	Fy <sup>(1)</sup> 2019-20	0.0107
	TDS	CPC, Bangalore	Fy <sup>(1)</sup> 2017-18	0.0372
	TDS	CPC, Bangalore	Fy <sup>(1)</sup> 2016-17	0.0036
	TDS	CPC, Bangalore	Fy <sup>(1)</sup> 2012-13	0.0009
	TDS	CPC, Bangalore	Fy <sup>(1)</sup> 2011-12	0.0535

**SHREENATH PAPER PRODUCTS LIMITED**

CIN: U21098MH2011PLC222833

**Annexure V - Statement of Adjustments to the Restated Financial Information**

(Amounts in INR Lakh, unless otherwise stated)

Summarised below are the restatement adjustments made to equity as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, and their consequential impact on the equity of the Company:

Particulars	(Rs. In Lakhs)			
	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total Equity as per Audited Financial Statements	2,134.07	1,893.25	1,055.14	565.61
<u>Restatement adjustments</u>				
(i) Differences carried over pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial	-	-	(0.20)	(0.02)
(ii) Differences pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial	-	-	(0.74)	(0.19)
Compliance of Accounting Standard - 15	-	-	-	-
<b>Total impact of adjustments</b>	-	-	(0.94)	(0.20)
Total Equity as per Restated Financial Information	2,134.07	1,893.25	1,054.20	565.41
<b>Total</b>	<b>2,134.07</b>	<b>1,893.25</b>	<b>1,054.20</b>	<b>565.41</b>

Summarised below are the restatement adjustments made to the net profit after tax for the period December 31, 2024 and for year March 31, 2024, March 31, 2023 and March 31, 2022, their impact on the profit / (loss) of the Company:

Particulars	(Rs. In Lakhs)			
	For the year ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit after tax as per Audited Financial Statements	240.82	438.11	439.21	133.94
<u>Restatement adjustments</u>				
(i) Adjustments on account of changes in accounting estimates				
Depreciation	-	1.51	(0.99)	(0.25)
Prior Period Depreciation	-	-	-	-
Prior period tax	-	-	-	-
Deferred Tax	-	(0.57)	0.25	0.06
<b>Restated profit after tax</b>	<b>240.82</b>	<b>439.06</b>	<b>438.47</b>	<b>133.76</b>
Profit after tax as per Restated financial information	240.82	439.06	438.47	133.76
<b>Total</b>	<b>240.82</b>	<b>439.06</b>	<b>438.47</b>	<b>133.76</b>

**Notes to adjustments:**

**Note 1:**

**Material regrouping/reclassification** - Appropriate regrouping/reclassification have been made in the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss and Restated Statement of Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the period ended December 31, 2024 audited financial statements prepared in accordance with Schedule III of the Act, applicable AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

**Notes to non-adjustments:**

**Auditor's Comments in Annexure to Auditors' Report:**

**Clause vii(a) of CARO 2020 Order - for the year ended March 31, 2024**

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including income-tax, goods and service tax, duty of customs, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.

**Clause xviii of CARO 2020 Order - period year March 31, 2024**

There has been no resignation of the statutory auditors during the year.

**Clause X (b) of CARO 2020 Order - FY 2021-22 and year ended March 31, 2024**

According to the information and explanations given to us and documents provided before us, basis of our examination of the records of the company, the company has no process of preferential allotment or private placement of shares or convertible debentures ( fully, partially or optionally convertible)

**For S H Dama & Associates**

Chartered Accountants  
Firm's Registration No. 125932W

Sd/-  
**CA Suresh H Dama**  
Proprietor  
Membership No. 118711  
UDIN: 25118711BMFXRS1473  
Place: Navi Mumbai  
Date: 27th January 2025

**For and on behalf of the Board of Directors of  
SHREENATH PAPER PRODUCTS LIMITED**

Sd/-  
**Alok N Parekh**  
Managing Director  
3467607

Sd/-  
**Ronak H Parekh**  
Chief Executive Officer  
5319641

Sd/-  
**Navneetdas V Parekh**  
CFO (KMP)

Sd/-  
**Neetika Sanket Sakla**  
Company Secretary

Place: Aurangabad  
Date: 27th January 2025

**SHREENATH PAPER PRODUCTS LIMITED**  
**CIN: U21098MH2011PLC222833**  
**Annexure VI - Other financial information**  
**(Amounts in INR Lakh, unless otherwise stated)**

The accounting ratios required under Paragraph 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Restated profit attributable to equity shareholders (₹) (A)	2,40,51,311.68	4,39,05,779.00	4,38,46,936.00	1,33,75,819.33
Weighted average number of equity shares in calculating basic EPS (B)	1,43,44,200	1,43,17,762	1,42,80,758	1,42,31,300
Weighted average number of equity shares in calculating diluted EPS (C)	1,43,44,200	1,43,17,762	1,42,80,758	1,42,31,300
<b>Basic earnings per share (₹ per share) (D=A/B)</b>	<b>1.68</b>	<b>3.07</b>	<b>3.07</b>	<b>0.94</b>
<b>Diluted earnings per share (₹ per share) (E=A/C)</b>	<b>1.68</b>	<b>3.07</b>	<b>3.07</b>	<b>0.94</b>
Weighted average number of equity shares in calculating basic EPS - post sub-division of shares (F)	1,43,44,200	1,43,17,762	1,42,80,758	1,42,31,300
Weighted average number of equity shares in calculating diluted EPS - post sub-division of shares (G)	1,43,44,200	1,43,17,762	1,42,80,758	1,42,31,300
<b>Basic earnings per share - post sub-division of shares (₹ per share) (H=A/F)</b>	<b>1.68</b>	<b>3.07</b>	<b>3.07</b>	<b>0.94</b>
<b>Diluted earnings per share - post sub-division of shares (₹ per share) (I=A/G)</b>	<b>1.68</b>	<b>3.07</b>	<b>3.07</b>	<b>0.94</b>
Weighted average number of equity shares in calculating basic EPS - post bonus shares (J)	1,43,44,200	1,43,17,762	1,42,80,758	1,42,31,300
Weighted average number of equity shares in calculating diluted EPS - post bonus shares (K)	1,43,44,200	1,43,17,762	1,42,80,758	1,42,31,300
<b>Basic earnings per share - post bonus shares (₹ per share) (L=A/J)</b>	<b>1.68</b>	<b>3.07</b>	<b>3.07</b>	<b>0.94</b>
<b>Diluted earnings per share - post bonus shares (₹ per share) (M=A/K)</b>	<b>1.68</b>	<b>3.07</b>	<b>3.07</b>	<b>0.94</b>
Net worth (A)	2,133.77	1,893.25	1,054.20	565.41
Restated profit attributable to shareholders (B)	240.51	439.06	438.47	133.76
<b>Restated Return on net worth (%) (C=B/A)</b>	<b>11.27%</b>	<b>23.19%</b>	<b>41.59%</b>	<b>23.66%</b>
Net Assets (₹) (A)	21,33,76,679	18,93,25,377	10,54,19,613	5,65,40,677
Number of equity shares outstanding at the end of the year (B)	1,43,44,200	1,43,17,762	1,42,80,758	1,42,31,300
<b>Restated Net asset value per share (C=A/B)</b>	<b>14.88</b>	<b>13.22</b>	<b>7.38</b>	<b>3.97</b>
Number of equity shares outstanding at the end of the year - post sub-division of shares (D)	1,43,44,200	1,43,17,762	1,42,80,758	1,42,31,300
<b>Restated Net asset value per share - post sub-division of shares (E=A/D)</b>	<b>14.88</b>	<b>13.22</b>	<b>7.38</b>	<b>3.97</b>
Number of equity shares outstanding at the end of the year - post bonus shares (F)	1,43,44,200	1,43,17,762	1,42,80,758	1,42,31,300
<b>Restated Net asset value per share - post bonus shares (G=A/F)</b>	<b>14.88</b>	<b>13.22</b>	<b>7.38</b>	<b>3.97</b>
Restated profit for the year (A)	240.51	439.06	438.47	133.76
Restated profit for the year from discontinued operation (B)	-	-	-	-
<b>Restated profit for the year from continuing operations (C=A-B)</b>	<b>240.51</b>	<b>439.06</b>	<b>438.47</b>	<b>133.76</b>
Total tax expenses (D)	90.37	151.07	149.59	45.18
Exceptional items (E)	-	-	-	-
Finance costs (F)	239.27	334.75	271.63	193.54
Depreciation and amortization expense (G)	22.09	34.63	30.71	9.52
Other income (H)	157.90	382.15	226.14	577.33
<b>EBITDA (I=C+D+E+F+G-H)</b>	<b>434.34</b>	<b>577.36</b>	<b>664.26</b>	<b>(195.34)</b>
Share based payment expense (J)	-	-	-	-
<b>Adjusted EBITDA (K=I+J)</b>	<b>434.34</b>	<b>577.36</b>	<b>664.26</b>	<b>-195.34</b>

Notes:

a) **Net worth is derived as below**

(Rs. In Lakhs)

Particulars	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>Share capital</b>	1,434.42	1,434.42	74.69	68.40
<b>Reserves and Surplus</b>	699.35	458.83	979.51	497.01
Retained Earnings	-	-	-	-
<b>Net worth</b>	<b>2,133.77</b>	<b>1,893.25</b>	<b>1,054.20</b>	<b>565.41</b>

b) **The ratios on the basis of Restated Financial Information have been computed as below**

Basic Earnings per share (₹)	=	$\frac{\text{Restated Net profit/(loss) after tax for the year / period attributable to equity shareholders of the Company}}{\text{Weighted average number of Equity Shares outstanding during the year/period post sub-division/bonus}}$
Diluted Earnings per share (₹)	=	$\frac{\text{Restated Net profit/(loss) after tax for the year / period attributable to equity shareholders of the Company}}{\text{Weighted average number of Equity Shares outstanding during the year/period adjusted for the effects of all dilutive potential Equity shares post sub-division/bonus}}$
Return on Net Worth (%)	=	$\frac{\text{Restated net profit/(loss) after tax for the year / period attributable to equity shareholders of the Company}}{\text{Restated total equity attributable to equity holders}}$
Net asset value per Equity Share	=	$\frac{\text{Restated Total equity attributable to equity holders}}{\text{Weighted Average Number of equity shares outstanding during the year/ period post sub-division/bonus}}$
Net Assets	=	Total assets less total liabilities
EBITDA	=	Restated profit/(loss) for the respective year/period + total tax expenses + exceptional items + finance costs + depreciation and amortisation - other income

**SHREENATH PAPER PRODUCTS LIMITED**  
**CIN: U21098MH2011PLC222833**  
**Annexure VII - Statement of Capitalization**  
**(Amounts in INR Lakh, unless otherwise stated)**

The following table sets forth our Company's capitalisation as at December 31, 2024, derived from our Restated Financial Statements, and as adjusted for the Offer.

	(Rs. In Lakhs)	
Particulars	Pre-offer as at 31 December 2024	As adjusted for the proposed Offer
<b>Borrowings</b>		
Non-current borrowings (including current maturity of long term debt) (I)	398.01	398.01
Total current borrowings (II)	2,738.86	2,738.86
<b>Total Borrowings (I) + (II) = (A)</b>	<b>3,136.87</b>	<b>3,136.87</b>
<b>Equity</b>		
Equity Share Capital	1,434.42	1,965.42
Reserve and Surplus	699.35	2,504.75
<b>Total Equity (B)</b>	<b>2,133.77</b>	<b>4,470.17</b>
<b>Capitalisation (A) + (B)</b>	<b>5,270.63</b>	<b>7,607.03</b>
<b>Non-current borrowings (including current maturity of long term debt)/Equity</b>	<b>0.19</b>	<b>0.09</b>
<b>Total borrowings/Equity</b>	<b>1.47</b>	<b>0.70</b>

### CAPITALISATION STATEMENT

The following table sets forth our capitalization as at December 31, 2024, on the basis of our Restated Financial Statements:

(₹ in Lakhs)

Particulars	Pre-Issue (As at December 31, 2024)	Post Issue
<b>Borrowings</b>		
Non-current borrowings (including current maturity of long-term debt) (I)	398.01	398.01
Total current borrowings (II)	2,738.86	2,738.86
<b>Total Borrowings (I) + (II) = (A)</b>	<b>3,136.87</b>	<b>3,136.87</b>
<b>Equity (Shareholder's Fund)</b>		
Equity Share Capital	1,434.42	1,965.42
Reserves & Surplus	699.35	2,504.75
<b>Total Equity (B)</b>	<b>2,133.77</b>	<b>4,470.17</b>
<b>Capitalisation (A) + (B)</b>	<b>5,270.63</b>	<b>7,607.03</b>
<b>Non-current borrowings (including current maturity of long-term debt)/Equity</b>	<b>0.19</b>	<b>0.09</b>
<b>Total borrowings/Equity</b>	<b>1.47</b>	<b>0.70</b>

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

*You should read the following discussion of our financial condition and results of operations together with the **Restated Financial Statements** for the period indicated thereof including the notes and significant accounting principles thereto and the report thereon, which appear beginning on page 143 of this Prospectus. Our Restated Financial Statements differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries, and our assessment of the factors that may affect our prospects and performance in future periods. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Ind GAAP. These regulations may also vary with ICDS, which may be material to an investor's assessment of our results of operations and financial condition. Our fiscal year ends on March 31 of each year, so all references to a particular Fiscal or fiscal year are to the twelve-month period ended March 31 of that year.*

*The following 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 set forth in the chapter titled "**Risk Factors**" and "**Forward Looking statements**" on page 22 and 13, respectively of this Prospectus and elsewhere in this Prospectus.*

*Some of the information contained in this chapter, including information with respect to our strategies, contain forward- looking statements that involve risks and uncertainties. You should read the chapter titled "**Forward-Looking Statements**" beginning on page 13 of this Prospectus for a discussion of the risks and uncertainties related to those statements and also the chapter titled "**Risk Factors**" and "**Business Overview**" beginning on pages 22 and 97, respectively, of this Prospectus for a discussion of certain factors that may affect our business, results of operations and financial condition. The actual results of the Company may differ materially from those expressed in or implied by these forward-looking statements.*

*Unless otherwise stated, references to "**the Company**", "**our Company**", "**we**", "**us**", and "**our**" are to Shreenath Paper Products Limited.*

### **Overview**

The Company was incorporated as "Shreenath Paper Products Private Limited" pursuant to a certificate of incorporation bearing CIN U21098MH2011PTC222833 dated October 10, 2011, issued by the Deputy Registrar of Companies, Central Registration Centre. Thereafter, pursuant to a resolution passed by its Shareholders in the extraordinary general meeting held on December 30, 2011, the business of M/s. Shrinath Papers, a proprietorship concern was taken over as per the terms of the MoU dated December 09, 2011. Subsequently, the Company was converted into a Public Limited Company and the name of the Company was consequently changed to 'Shreenath Paper Products Limited' and a fresh Certificate of Incorporation dated April 20, 2023 issued by Registrar of Companies, Mumbai.

We are primarily engaged in the business of providing supply chain solution to industries where paper such as, coating based paper, food grade paper, machine glazed paper, pressure sensitive adhesive paper, forms a major part of their raw materials. As our business, we understand the specific requirements of our client, curate the technical specification based on their requirements, identify manufacturer who specialise in the paper, place order, test the sample, procure the material in the desired quantity and supply to our customers. We believe we act as a catalyst between the manufacturer of paper products such as disposable cup manufacturers, disposable paper straw manufacturers, ATM and POS paper manufacturer, and paper manufacturer. Accordingly, we supply different kinds of paper such as sublimation base paper, thermal base paper, straw paper, paper for cone sleeve, cup stock paper, poster paper, security PSA sheet, transcode PSA sheet, filmic & digital PSA sheet, removable PSA sheet, permanent PSA sheet, C2S paper and board, C1S paper, hi-bright paper, low- bright paper, High-Strength Paper etc .We source our requirements from papers made of waste recycled papers and bagasse base (agricultural waste) and virgin pulp with wide range from 24-350 grams per square metre ("GSM").

### **Principal factors affecting our Results of Operations:**

Our business is subjected to various risks and uncertainties, including those discussed in the chapter titled "**Risk Factors**" beginning on page 22 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

#### ***Conditions affecting the end user industries***

We are primarily engaged in the business of providing supply chain solution to industries where paper such as, coating based paper, food grade paper, machine glazed paper, pressure sensitive adhesive paper, forms a major part of their raw materials. Accordingly, we supply different kinds of paper such as sublimation base paper, thermal base paper, straw paper, paper for cone sleeve, cup stock paper, poster paper, security PSA sheet, transcode PSA sheet, filmic & digital



PSA sheet, removable PSA sheet, permanent PSA sheet, C2S paper and board, C1S paper, hi-bright paper, low-bright paper, High-Strength Paper, etc. Our business comprises of understanding the specific requirements of our client, curate the technical specification based on their requirements, identify manufacturer who specialise in the required paper, place order, test the sample, procure the material in the desired quantity and supply to our customers. We believe we act as a catalyst between the manufacturer of paper products and the paper mills. We offer paper in different grades ranging from 24-350 grams per square meter ('GSM'), which is manufactured from waste recycled papers, bagasse base (agricultural waste) and virgin pulp.

The paper products manufactured by our customers have a variety of end use applications and are used in industry such as FMCG, textiles, heat sensitive printers like ATM and POS Paper, restaurants, food and beverages industry automobiles, e-commerce, pharmaceuticals, white goods packaging industry, security labels, advertising industries, educational sector, utensils industry, commercial printing industry, publication industry, other packaging items for industrial and household purpose, paper bags, etc.

Accordingly, sales of our products are directly dependent on the performance of these Industries. The end user Industries and geographic markets which our products are targeted at may be impacted by global economic or industry conditions, including seasonal trends, compliance with evolving regulatory requirement, government initiatives, trade agreements and other factors. Any significant downturns in such industries may affect our revenues.

#### ***Cost and availability of raw materials***

The availability, cost and quality of certain raw materials such as hardwood, bamboo and imported pulp are key to our results of operations since, this affects the price of paper. Our purchase of stock-in-trade comprised 95.33% of our revenue from operations in the nine months period ended December 31, 2024, 93.50% of our revenue from operations in Fiscal 2024, 97.06% of our revenue from operations in Fiscal 2023 and 95.08% of our revenue from operations in Fiscal 2022. Supply of paper is highly dependent on availability of bamboo / pulp wood / recycled materials to the paper mills from whom we source our products. Further, our supplier may also be dependent on pulps of different varieties which are imported from countries such as Indonesia, Sweden, Finland and USA, for manufacturing high strength packaging board.

The cost and supply of these raw materials depend on factors which are not under our control including, availability of such raw materials, competition, productivity, transportation costs, foreign exchange fluctuations, and import duties.

#### ***Competition***

We face huge competition in our industry from the existing players and new entrants. As paper making business is easy to start with, person or organization who is capable of investment in large projects, can easily enter into the market and compete with the business of our Company. Further, we also face competition from dealers and distributors who may have better arrangement with the paper mills. If there is a change in trends and availability of products with cheaper price from existing players, our customers are able to establish a relationship directly with our suppliers, it may pressurize us on pricing without compromising product quality which may put strain on our profit margins. Further, the existing players in the industry compete by providing competitive quality products. Various companies manufacture products that are similar to the products we supply and therefore pose competition to such an extent.

We believe the principal elements of competition in paper industry are quality of material supplied, price and timely delivery. The sustained demand for our products, our ability to remain competitive in the markets we operate in, and our ability to expand and meet the market demand may have a material impact on our business, operations and financial condition.

#### ***Macroeconomic conditions***

Our results of operations may be materially affected by conditions in the global capital markets and the economy generally in India and elsewhere around the world. Performance of global paper and packaging board industry is dependent, among other things, on economic growth and in particular on industrial growth.

### **Shreenath Paper Products Limited**

#### **Annexure 4(A): Significant Accounting Policies and Notes to Accounts as Restated**

##### **(A) Corporate Information**

This restated financial information of Shreenath Paper Products Limited (hereinafter referred to as the "Company"), for the period ended December 31, 2024, March 31, 2024, March 31, 2023, and March 31, 2022.

Shreenath Paper Products Limited is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 1956 ("the Act"). The registered office of the Company is located Shop No. 5,



Plot No.136, N-1, Masco Corner API Road, CIDCO, Aurangabad, Maharashtra, India, 431003. The principal place of business of the Company is in India.

The company is engaged in the business of acting as a Supply Chain Management company for printing paper industry, trading of various varieties of printing papers, chemicals and other allied products. Though the company was incorporated as a private limited company. The status of the company has been changed to Public Limited Company w.e.f. 20.04.2023.

This Restated Financial Information were authorised for issue in accordance with a resolution of the Board of Directors on November 28, 2023 and resolution of the Extra-Ordinary General Meeting of Members on December 21, 2023.

**(B) Basis of Preparation of Financial Statement**

**2.1. Basis of preparation**

The restated financial information of the Company of the Restated Statement of Assets and Liabilities as at December 31, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, the Restated Statement of Profit and Loss, Restated Statement of Cash Flows for the period ended December 31, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, Notes to the Restated Financial Information and Statement of Adjustments to Audited Standalone Financial Statements (collectively, the 'Restated Financial Information').

These Restated Financial Information have been prepared by the Management of the Company for the purpose of inclusion in the Prospectus ('DP') to be filed by the Company with the SME platform of Bombay Stock Exchange of India Limited ("BSE SME") in connection with proposed Initial Public Offering ("IPO") of its equity shares.

The Restated Financial Information, which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:

- (a) Section 26 of the Companies Act, 2013 ("the Act") as amended from time to time;
- (b) Paragraph A of Clause 11 (I) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the "SEBI ICDR Regulations") issued by the Securities and Exchange Board of India (the "SEBI"); and
- (c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

The Restated Financial Information have been prepared from the audited financial statements of the Company as at and for the period ended December 31, 2024, March 31, 2024, March 31, 2023, and March 31, 2022 which are prepared in accordance with Accounting Standards (AS) specified under the Section 133 of the Companies Act, 2013 read together with the rule 7 of the companies (Accounts) Rules 2014 and Companies (Accounting Standard) amendment Rules 2016, which have been approved by the Board of Directors of the Company at their meetings on which an unmodified audit opinion was issued.

The Restated Financial Information has been prepared on a historical cost basis.

The accounting policies have been consistently applied by the Company in preparation of the Restated Financial Information. This Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of auditor's reports on the audited financial statements mentioned above.

**The Restated Financial Information:**

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors, if any, and regrouping/reclassifications retrospectively in the financial period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the period ended December 31, 2024.

b) do not require any adjustment for qualification as there are no qualifications in the underlying audit reports.

All the amounts included in the Restated Financial Information are presented in Indian Rupees ('Rupees' or 'Rs.' Or 'INR') and are rounded to the nearest Lakhs, except per share data and unless stated otherwise.

**Impact of COVID-19**

COVID-19 continues to spread across globe and India. This has impact on all local and global economic activities. Government of India has taken series of measures to contain spread of virus and limit economic impact on corporates and individuals.

The Company has considered the possible effects that may result from COVID-19, on the carrying amount of the receivables, investments, goodwill etc. The Company based on current estimates expects the carrying amount of the above assets will be recovered.

Management believes that it has taken into account all the possible impact of known events arising from COVID-19 pandemic in the preparation of the Restated Financial Information. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration. The Company will continue to monitor any material changes to the future economic conditions.

## **2.2. Summary of significant accounting policies**

### **(a) Current versus non-current classification**

The Company presents assets and liabilities in the restated statement of assets and liabilities based on current / non-current classification.

An asset is classified as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities, are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### **(b) Foreign currencies**

Functional and presentation currency

Items included in the Restated Financial Information of the Company are measured using the currency of the primary economic environment in which it operates i.e. the “functional currency”. The Company’s restated financial information is presented in INR.

#### **Transactions and balances**

Transactions in foreign currencies are initially recorded by the Company’s at their respective functional currency at exchange rates prevailing at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in restated statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in restated statement of profit and loss).

### **(c) Revenue recognition**

Revenue is measured based on the consideration specified in a contract with a customer net of variable consideration e.g. discounts, volume rebates, any payments made to a customer (unless the payment is for a distinct good or service received from the customer) and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers control over a product or service to a customer. Revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

The Company provides incentives to its users in various forms. Incentives which are consideration payable to the customer that are not in exchange for a distinct good or service are generally recognized as a reduction of revenue.

Where the Company acts as an agent for selling goods or services, only the commission income is included within revenue. The specific revenue recognition criteria described below must also be met before revenue is recognized. Typically, the Company has a right to payment before or at the point that services are delivered. Cash received before the services are delivered is recognised as a contract liability. The amount of consideration does not contain a significant financing component as payment terms are less than one year.

#### **Sale of Goods**

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer. Sales are presented net of Excise duty collected on behalf of the Government, trade discounts and returns, as applicable.

#### **Sale of services**

Revenue from services is recognized when the control in services is transferred as per the terms of the agreement with customer i.e. as and when services are rendered. Revenues are disclosed net of the Goods and Service tax charged on such services. In terms of the contract, excess of revenue over the billed at the year-end is carried in the restated statement of assets and liabilities as unbilled revenue under other financial assets where the amount is recoverable from the customer without any future performance obligation. Cash received before the services are delivered is recognised as a contract liability.

#### **Other operating revenue**

Where the Company is contractually entitled to receive claims/compensation in case of non-discharge of obligations by customers, such claims/compensations are measured at amount receivable from such customers and are recognised as other operating revenue when there is a reasonable certainty that the Company will be able to realize the said amounts.

#### **Interest income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the restated statement of profit and loss account.

#### **(d) Taxes**

##### **Current tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the India where the Company operates and generates taxable income.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

##### **Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### **Minimum alternate tax**

Credit of MAT is recognised as deferred tax asset only when it is probable that taxable profit will be available against which the credit can be utilised. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the restated statement of profit and loss account. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is no longer probable that the Company will pay normal income tax during the specified period.

#### **Taxes paid on acquisition of assets or on incurring expenses**

Assets are recognised net of the amount of GST paid, except when the tax incurred on a purchase of assets is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset.

Expenses are recognised net of the amount of GST paid, except when the tax incurred on a purchase of services is not recoverable from the taxation authority, in which case, the tax paid is expensed off in restated statement of profit and loss.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current/ non-current assets or other current liabilities in the restated statement of assets and liabilities.

#### **(e) Property, plant and equipment**

Property, plant and equipment are carried at cost less accumulated depreciation and any accumulated impairment, if any. Property, plant and equipment is depreciated on a straight-line value basis to its residual value over its estimated useful life.

Cost directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

Subsequent costs are capitalised on the carrying amount or recognised as a separate asset, as appropriate, only when future economic benefits associated with the item are probable to flow to the Company and cost of the item can be measured reliably. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All repair and maintenance are charged to restated statement of profit and loss during the reporting period in which they are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under the non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work in progress'.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the restated statement of profit and loss on the date of disposal or retirement.

Depreciation is provided using the written down value method and charged to restated statement of profit and loss as per the useful life prescribed under Schedule II of the Companies Act, 2013, given below:

<b>Assets</b>	<b>Useful life (Years)</b>
Factory Building	30
Staff Quarter	60
Factory Road	30
Plant and Machinery	15
Die Heads	15
Factory Equipment	15
Laboratory Equipment	10
Electrical Installation	10
Office Equipment	5
Air Conditioners	5
Furniture and Fixtures	10
Computer	3 to 6

Vehicle	8 to 10
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The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**(f) Intangible assets**

Separately acquired intangible assets, such as software are measured initially at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the restated statement of profit and loss in the year in which the expenditure is incurred. Intangible assets with finite useful lives are carried at cost and are amortised on a written down value basis over their estimated useful lives and charged to restated statement of profit and loss.

Software and licenses acquired are amortized at the 5 years on straight line value method.

The amortization period and the amortization method are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the restated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the restated statement of profit and loss when the asset is derecognized.

**(g) Capital Work-in-progress**

Cost and direct expense incurred for construction of assets or assets to be acquired and which are not ready for use are disclosed under “Capital Work-in-progress”

**(h) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in the restated statement of profit and loss in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**(i) Impairment**

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset’s recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset’s recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

**(j) Provisions and contingencies**

**Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the restated statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**Contingencies**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot

be recognized because it cannot be measured reliably. The Company does have recognized a contingent commitment in the restated financial information.

**(k) Earnings/ (loss) per share (EPS)**

Basic EPS amounts are calculated by dividing the profit/ (loss) for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit/ (loss) attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

**(l) Segment reporting**

The Company is engaged in one segment only i.e. company is engaged in the business of acting as a Supply Chain Management company for printing paper industry, trading of various varieties of printing papers, chemicals and other allied products, and hence there are no separate reportable segments.

**(m) Use of estimates**

The Company is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, disclosure of contingent liabilities at the date of the Restated Financial Information and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. The Company bases its estimates on historical experience.

**(n) Exceptional Items**

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the Restated Financial Information.

**(o) Inventories**

i) Raw materials, packing materials and stores & spares are valued at lower of cost and net realizable value. Cost of raw materials, packing materials are determined on First in First out (FIFO) basis and cost of stores & spares are determined on weighted average cost method.

ii) Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on FIFO basis.

iii) Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**(p) Government grants and subsidies**

i) Grants and subsidies from the government are recognized when there is reasonable assurance that (a) the company will comply with the conditions attached to them, and (b) the grant/subsidy will be received.

ii) Where the grant relates to an asset, it is shown as a reduction from the gross value of the asset concerned in arriving at its book value. The grant is thus recognised in the statement of profit and loss over the useful life of the asset by way of reduced depreciation charge.

iii) Where the grant relates to reimbursement of interest on term loan, it is recognised as a reduction from the finance cost of the term loan concerned.

**(q) Retirement Benefits**

**i) Short Term Employee Benefits:**

All employee benefits payable within twelve months of rendering the service are classified as short term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards, ex-gratia, performance pay etc. and the same are recognised in the period in which the employee renders the related service.

**ii) Employment Benefits:**

**a) Provident Fund/ESIC :**

The company has not exceed minimum criteria for eligibility to contribute into Defined Contribution Plans & Defined Contribution Plans for post-employment benefit in the form.

**b) Gratuity :**

The Payment of Gratuity Act, 1972 is not applicable to the Company up to December 31, 2024 as the number of employees are less than ten.

**(r) Investments:**

i) Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments.

ii) On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

iii) Current investments are carried in the financial statements at lower of cost and market value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

iv) The cost of investments comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

v) On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**KEY PERFORMANCE INDICATORS OF OUR COMPANY**

(₹ in lakhs, except for ratios and percentages)

Particulars	For the nine months period ended December 31, 2024	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Revenue from operations (₹ in Lakhs) <sup>(1)</sup>	7,704.05	18,584.83	20,443.77	13,597.83
Growth in Revenue from Operations (%) <sup>(2)</sup>	NA	-9.09%	50.35%	59.27%
EBITDA (₹ in Lakhs) <sup>(3)</sup>	434.34	577.36	664.26	(195.34)
EBITDA Margin (%) <sup>(4)</sup>	5.64%	3.11%	3.25%	(1.44%)
Restated Profit After Tax for the Year (₹ in Lakhs)	240.51	439.06	438.47	133.76
PAT Margin% <sup>(5)</sup>	3.12%	2.36%	2.14%	0.98%
Net Worth <sup>(6)</sup>	2,133.77	1,893.25	1,054.20	565.41
Capital Employed	5,277.05	4,786.82	3,558.89	2,241.84
RoE (%) <sup>(7)</sup>	11.27%	23.19%	41.59%	23.66%
RoCE (%) <sup>(8)</sup>	10.80%	19.32%	24.16%	16.61%

Notes:

<sup>(1)</sup> Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.

<sup>(2)</sup> Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.

<sup>(3)</sup> EBITDA is calculated as Profit before tax + Depreciation & amortization + Finance Cost - Other Income

<sup>(4)</sup> EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations

<sup>(5)</sup> PAT Margin (%) is calculated as PAT for the period/year divided by revenue from operations.

<sup>(6)</sup> Net worth is aggregate value of the paid-up equity share capital of the Company and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, excluding revaluation reserves if any, as per Restated Financial Information.

<sup>(7)</sup> Return on Equity (%) refers to restated profit for the year/period attributable to equity shareholders of our Company divided by Net worth.

<sup>(8)</sup> Return on Capital Employed is calculated as earnings before interest and taxes divided by Capital Employed.



-Earnings before interest and tax is calculated as restated profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs.

-Capital Employed is calculated as total equity plus total borrowings and deferred tax liabilities minus intangible assets.

### **Key Components of our Statement of Profit and Loss Based on our Restated Financial Statements Income**

Our total income comprises of revenue from operations and other income. Revenue

#### **Revenue from operations**

Revenue from operations comprises income from:

Sale of products such as coated paper, coating base paper, food grade paper, machine glazed paper, pressure sensitive adhesive sheet, Uncoated paper (Hi-bright), Uncoated paper (Hi-strength), Uncoated paper (low-bright), Sublimation paper and others

#### **Other income**

Other income primarily comprises interest income, rent received, delay payment charges, commission on sales, detention charges, discount received from suppliers, forwarding charges, insurance claim, rate difference, amongst others.

#### **Expenditure**

Our expenditure comprises the following:

1. Purchase of stock in trade: Purchase of stock in trade comprises of (i) purchase of traded goods including rate difference; and (ii) Job work charges (iii) Transportation charges (iv) freight and forwarding charges (v) loading and unloading charges (vi) labour and hamali charges and(vii) shipping and other charges.
2. Changes in inventories of work in progress, finished goods and stock in trade: Expenses accounted for pursuant to an (increase)/decrease in inventories of finished goods.
3. Employee benefit expenses: Employee benefit expenses comprises of salaries, wages, director's remuneration, staff welfare expenses and Diwali bonus to staff.
4. Finance costs: Finance costs comprises interest expenses on borrowings, trade payable, other borrowing costs and bank charges.
5. Depreciation and amortization expenses: Depreciation and amortization expenses comprises depreciation of tangible assets including our plant and machinery, property and equipment.
6. Other expenses: Other expenses comprises primarily of administrative expenses bad debts, commission on sale expense, repair and maintenance, printing and stationery, legal and professional charges, freight outwards, travelling and conveyance, advertisement & business promotion expenses, amongst others.

#### **Geographic information**

The following table sets forth a breakdown of our revenue from operations by geography for the periods indicated:

(₹ in lakhs)

Sales Value	For the nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Domestic	7,704.05	18,584.83	20,443.77	13,597.83
<b>Total</b>	<b>7,704.05</b>	<b>18,584.83</b>	<b>20,443.77</b>	<b>13,597.83</b>

#### **DISCUSSION ON RESULTS OF OPERATIONS**

The following table sets forth financial data from our restated financial statements of profit & loss for the Financial year ended March 31, 2024, Financial year ended March 31, 2023, and Financial year ended March 31, 2022 and for the nine months period ended December 31, 2024 and the components of which are also expressed as a percentage of total revenue for such periods:

(₹ in lakhs)

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31,		
		2024	2023	2022

	(₹ in lakhs)	% of Total Income	(₹ in lakhs)	% of Total Income	(₹ in lakhs)	% of Total Income	(₹ in lakhs)	% of Total Income
<b>Income</b>								
Revenue from operations	7,704.05	97.99%	18,584.83	97.99%	20,443.77	98.91%	13,597.83	95.93%
Other income	157.90	2.01%	382.15	2.01%	226.14	1.09%	577.33	4.07%
<b>Total income</b>	<b>7,861.95</b>	<b>100.00%</b>	<b>18,966.98</b>	<b>100.00%</b>	<b>20,669.91</b>	<b>100.00%</b>	<b>14,175.16</b>	<b>100.00%</b>
<b>Expenses:</b>								
Purchases of Stock-in-Trade	7,344.02	93.41%	17,376.09	91.61%	19,843.33	96.00%	12,929.45	91.21%
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	(307.78)	-3.91%	196.83	1.04%	-409.17	-1.98%	644.69	4.55%
Employee benefit expense	112.03	1.42%	154.67	0.82%	113.69	0.55%	95.7	0.68%
Finance Costs	239.27	3.04%	334.75	1.76%	271.63	1.31%	193.54	1.37%
Depreciation and Amortization Expense	22.09	0.28%	34.63	0.18%	30.71	0.15%	9.52	0.07%
Other Expenses	121.45	1.54%	279.89	1.48%	231.66	1.12%	123.33	0.87%
<b>Total expenses</b>	<b>7,531.07</b>	<b>95.79%</b>	<b>18,376.85</b>	<b>96.89%</b>	<b>20,081.85</b>	<b>97.15%</b>	<b>13,996.23</b>	<b>98.74%</b>
<b>Profit before tax</b>	<b>330.89</b>	<b>4.21%</b>	<b>590.13</b>	<b>3.11%</b>	<b>588.06</b>	<b>2.85%</b>	<b>178.93</b>	<b>1.26%</b>
<b>Tax expenses</b>								
Current tax	81.81	1.04%	150.96	0.80%	148.56	0.72%	45.01	0.32%
Deferred tax	2.12	0.03%	0.11	0.00%	1.03	0.00%	0.17	0.00%
Short/ (Excess)provision for income tax of earlier year	6.44	0.08%	-	-	-	-	-	-
<b>Total tax expenses</b>	<b>90.37</b>	<b>1.15%</b>	<b>151.07</b>	<b>0.80%</b>	<b>149.59</b>	<b>0.72%</b>	<b>45.18</b>	<b>0.32%</b>
<b>Profit for the year</b>	<b>240.51</b>	<b>3.06%</b>	<b>439.06</b>	<b>2.31%</b>	<b>438.47</b>	<b>2.12%</b>	<b>133.76</b>	<b>0.94%</b>

## REVIEW OF OPERATION FOR THE PERIOD ENDED DECEMBER 31, 2024

### Income:

#### Total Revenue

Our total revenue amounted to ₹ 7,861.95 Lakhs for the period ended which is on account of revenue from operations as described below:

Revenue is generated from the sale of products such as coated paper, coating base paper, food grade paper, machine glazed paper, pressure sensitive adhesive sheet, Uncoated paper (Hi-bright), Uncoated paper (Hi-strength), Uncoated paper (low-bright), Sublimation base paper and others.

#### Revenue from Operations

Our revenue from operations for the period ended December 31, 2024 amounted to ₹ 7,704.05 Lakhs which is about 97.99% of the total revenue which comes from sale of our products.

### Expenditure:

#### Purchase of stock in trade

Direct expenses for the period ended December 31, 2024 amounted to ₹ 7,344.02 Lakhs constituting 93.41% of the total revenue.

#### **Changes in inventories of finished goods, work-in-progress and Stock-in-Trade**

The changes in inventories of finished goods, work-in-progress and Stock-in-Trade for the period ended December 31, 2024 amounted to ₹ (307.78) Lakhs which is about -3.91% of the total revenue.

#### **Employee Benefits Cost**

The employee benefits expenses for the period ended December 31, 2024 amounted to ₹ 112.03 Lakhs which is about 1.42% of the total revenue.

#### **Finance Cost**

The finance cost for the period ended December 31, 2024 amounted to ₹ 239.27 Lakhs which is about 3.04% of the total revenue.

#### **Depreciation and Amortization Expenses**

Depreciation for the period ended December 31, 2024 amounted to ₹ 22.09 Lakhs which is about 0.28% of the total revenue.

#### **Other Expenses**

Other Expenses for the period ended December 31, 2024 amounted to ₹ 121.45 Lakhs which is about 1.54% of the total revenue

#### **Total Expenses.**

The total expenses of our company for the period ended December 31, 2024 amounted to ₹ 7,531.07 Lakhs which is about 95.79% of the total revenue.

#### **Tax expense**

Our total tax expenses for the period ended December 31, 2024 amounted to ₹ 90.37 lakhs which is about 1.15% of the total revenue.

Our tax expenses comprised (i) current tax amounting to ₹ 81.81 Lakhs, and (ii) deferred tax amounting to ₹ 2.12 Lakhs, and (iii) Short /(Excess) provision for income tax of earlier year amounting to ₹ 6.44 Lakhs.

#### **Profit after Tax**

Profit after tax for the period ended December 31, 2024 is ₹ 240.51 Lakhs which is about 3.06% of the total revenue.

#### **Financial Year 2024 compared to Financial Year 2023**

(₹ in lakhs)

Particulars	For the year ended March 31,		Change (%)
	2024	2023	
<b>Income</b>			
Revenue from operations	18,584.83	20,443.77	-9.09%
Other income	382.15	226.14	68.99%
<b>Total revenue</b>	<b>18,966.98</b>	<b>20,669.91</b>	<b>-8.24%</b>
<b>Expenses</b>			
Purchases of Stock-in-Trade	17,376.09	19,843.33	-12.43%
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	196.83	(409.17)	-148.11%
Employee benefit expense	154.67	113.69	36.05%
Finance Costs	334.75	271.63	23.24%
Depreciation and Amortization Expense	34.63	30.71	12.77%
Other Expenses	279.89	231.66	20.82%
<b>Total expenses</b>	<b>18,376.85</b>	<b>20,081.85</b>	<b>-8.49%</b>
<b>Profit before tax</b>	<b>590.13</b>	<b>588.06</b>	<b>0.35%</b>

<b>Tax expenses:</b>			
Current tax	150.96	148.56	1.62%
Deferred tax	0.11	1.03	-89.53%
Short/ (Excess)provision for income tax of earlier year	-	-	
<b>Total tax expenses</b>	<b>151.07</b>	<b>149.59</b>	0.99%
<b>Profit for the year</b>	<b>439.06</b>	<b>438.47</b>	0.13%

#### **Total income**

Total income decreased by (8.24%) to ₹ 18,966.82 Lakhs for the Financial Year 2024 from ₹ 20,669.91 Lakhs for the Financial Year 2023 due to decrease in revenue from operations.

#### **Revenue from operations**

Revenue from operations decreased by (9.09%) to ₹ 18,584.83 Lakhs for the Financial Year 2024 from ₹ 20,443.77Lakhs in the Financial Year 2023 primarily due to decrease in price of the products sold by the company.

#### **Other Income**

Our other income increased by 68.99% to ₹ 382.15 Lakhs for the Financial Year 2024 from ₹ 226.14 Lakhs in Financial Year 2023. Such increase in other income was primarily due to increase in income from delay payment charges from customers by 102.79% i.e. from ₹ 125.54 Lakhs in Financial Year 2023 to ₹ 254.58 lakhs in Financial Year 2024

#### **Total expenses.**

Total expenses decreased by (8.49%) to ₹ 18,376.85 Lakhs for the Financial Year 2024 from ₹ 20,081.85Lakhs for the Financial Year 2023.

#### **Purchases of Stock-in-Trade**

Our Purchases of Stock-in-Trade decreased by (12.43%) to ₹ 17,376.09 Lakhs for the Financial Year 2024 from ₹ 19,843.33Lakhs in Fiscal 2023, primarily due to corresponding decrease in the revenue from operation.

#### **Changes in inventories of finished goods, work-in-progress and Stock-in-Traded**

Inventories of finished goods, work-in-progress and Stock-in-Trade for Financial Year 2024 decreased by ₹ 196.83 Lakhs primarily due to decrease in purchases for Financial year 2024.

#### **Employee Benefits Expense**

Our employee benefits expense increased by 36.05% from ₹ 113.69 Lakhs for the Financial Year 2023 to 154.67 Lakhs for the Financial Year 2024 due to annual salary increment of Managerial Personnel and other staff.

#### **Finance Costs**

Our finance costs increased by 23.24% to ₹ 334.75 Lakhs for the Financial Year 2024 from ₹271.63 Lakhs for the Financial Year 2023, primarily due to:

-increase in interest expense from banks & financial institutions from ₹135.92 lakhs in Financial Year 2023 to ₹ 235.20 lakhs during Fiscal 2024, primarily due to increase in short term borrowings from ₹ 1,907.77 lakhs in Fiscal 2023 to ₹ 2,611.02 lakhs in Fiscal 2024.

-increase in other interest expense by 71.80% i.e. from ₹14.25 Lakhs in Financial Year 2023 to ₹ 24.48 Lakh in Financial Year 2023

-The above increases in finance cost was partially off-set by reduction in other component of finance cost by ₹ 46.39 Lakh i.e. from ₹121.46 in Financial Year 2023 to ₹ 75.07 Lakh in Financial Year 2024.

#### **Depreciation and Amortization Expense**

Our depreciation and amortization expense increased by 12.76% to ₹ 34.63 Lakhs for the Financial Year 2024 from ₹30.71 Lakhs for the Financial Year 2023 due to addition of ₹15.11 Lakhs in plant & equipment during the Financial Year 2024

#### **Other expenses**

Our other expenses increased by 18.16%% to ₹ 273.73 Lakhs for the Financial Year 2024 from ₹ 231.66 Lakhs in Fiscal 2023. Other expense mainly includes Auditors Remuneration, Commission on Sales expenses, Insurance Charges, Professional fees, Repair & Maintenance, Telephone Expenses, Travelling Expense, Conveyance expenses, Electricity expenses, Godown & Warehouse Rent, Transportation Charges, Legal Charges, Office Expenses, Office

Rent, Printing & Stationery, Rate Difference, Quality discounts, Marketing & Advertisement Expense, Vehicle Rent and Loss on sale of fixed assets.

#### **Profit before tax**

As a result of the foregoing, we recorded an increase of 1.37 % in our profit before tax, which amounted to ₹ 596.13 Lakhs for the Financial Year 2024, as compared to ₹ 588.06 Lakhs for the Financial Year 2023.

#### **Tax expenses**

Our tax expenses (current and deferred) increased by 0.99% from ₹ 149.59 Lakhs for the Financial Year 2023 to ₹ 151.07 Lakhs for the Financial Year 2024.

#### **Restated Profit for the period**

As a result of the foregoing, we recorded an increase by 1.50% in our profit from ₹ 438.47 Lakhs for the Financial Year 2023 to ₹ 445.06 Lakhs for the Financial Year 2024

#### **Financial Year 2023 compared to Financial Year 2022**

(₹ in lakhs)

Particulars	For the year ended March 31,		Change (%)
	2023	2022	
<b>Income</b>			
Revenue from operations	20,443.77	13,597.83	50.35%
Other income	226.14	577.33	(60.83%)
<b>Total revenue</b>	<b>20,669.91</b>	<b>14,175.16</b>	<b>45.82%</b>
<b>Expenses</b>			
Purchases of Stock-in-Trade	19,843.33	12,929.45	53.47%
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	(409.17)	644.69	(163.47%)
Employee benefit expense	113.69	95.70	18.79%
Finance Costs	271.63	193.54	40.35%
Depreciation and Amortization Expense	30.71	9.52	222.67%
Other Expenses	231.66	123.33	87.84%
<b>Total expenses</b>	<b>20,081.85</b>	<b>13,996.23</b>	<b>43.48%</b>
<b>Profit before tax</b>	<b>588.06</b>	<b>178.94</b>	<b>228.64%</b>
<b>Tax expenses:</b>			
Current tax	148.56	45.01	230.06%
Deferred tax	1.03	0.17	516.30%
Short/ (Excess)provision for income tax of earlier year	-	-	-
<b>Total tax expenses</b>	<b>149.59</b>	<b>45.18</b>	<b>231.11%</b>
<b>Profit for the year</b>	<b>438.47</b>	<b>133.76</b>	<b>227.81%</b>

#### **Total income**

Total income increased by 45.82% to ₹ 20,669.91 Lakhs for the Financial Year 2023 from ₹ 14175.16 Lakhs for the Financial Year 2022 due to increase in revenue from operations.

#### **Revenue from operations**

Revenue from operations increased by 50.35% to ₹ 20,443.77 Lakhs for the Financial Year 2023 from ₹ 13,597.83 Lakhs for the Financial Year 2022 primarily due to increase in business post covid and customer relation for quality and timely services.

#### **Other Income**

Our other income decreased by (60.83%) to ₹ 226.14 Lakhs for the Financial Year 2023 from ₹ 577.33 Lakhs in Fiscal 2022. Such decrease in other income was primarily due to marginal difference in other income.

#### **Total expenses.**

Total expenses increased by 43.48 % to ₹ 20,081.85 Lakhs for the Financial Year 2023 from ₹ 13,996.23 Lakhs for the Financial Year 2022 primarily due to increase in business operation.

### **Purchases of Stock-in-Trade**

Our Purchases of Stock-in-Trade increased by 53.47% to ₹ 19,843.33 Lakhs for the Financial Year 2023 from ₹ 12,929.45 Lakhs in Fiscal 2022, primarily due to corresponding increase in the orders received during the year leading to an increase in sales for the year.

### **Changes in inventories of finished goods, work-in-progress and Stock-in-Traded**

Our Changes in inventories of finished goods, work-in-progress and Stock-in-Trade decreased by 163.47% to (₹ 409.17) Lakhs for the Financial Year 2023 from ₹ 644.69 Lakhs in Fiscal 2022, primarily due to bulk orders made during the year 2022.

### **Employee Benefits Expense**

Our employee benefits expense increased by 18.79% to ₹ 113.69 Lakhs for the Financial Year 2023 from 95.70 Lakhs for the Financial Year 2022 due to increase in salary to staff for betterments and quality services.

### **Finance Costs**

Our finance costs increased by 40.35% to ₹ 271.63 Lakhs for the Financial Year 2023 from ₹193.54 Lakhs for the Financial Year 2022, primarily due to increase in interest expense from banks & financial institutions from ₹96.30 lakhs in Fiscal 2022 to ₹135.92 lakhs during Fiscal 2023 and interest expense on loan from related parties from ₹58.15 lakhs in Fiscal 2022 to ₹65.21 lakhs during Fiscal 2023. This increase in interest expense is primarily due to increase in short term borrowings from ₹1,100.72 lakhs in Fiscal 2022 to ₹1907.77 lakhs in Fiscal 2023. This was partially off-set by reduction in bank charges ₹14.87 lakhs in Fiscal 2022 to 0.38 Lakhs in Fiscal 2023.

### **Depreciation and Amortization Expense**

Our depreciation and amortization expense increased by 222.67 % to ₹ 30.71 Lakhs for the Financial Year 2023 from ₹9.52 Lakhs for the Financial Year 2022 due to addition to property, plant & equipment especially in furniture, software & server, office equipment, etc.

### **Other expenses**

Our other expenses increased by 87.84% to ₹ 231.66 Lakhs for the Financial Year 2023 from ₹ 123.33 Lakhs in Fiscal 2022, due to increase in office and administrative cost for business activities.

### **Profit before tax**

As a result of the foregoing, we recorded an increase of 228.64 % in our profit before tax, which amounted to ₹ 588.06 Lakhs for the Financial Year 2023, as compared to ₹ 178.94 Lakhs for the Financial Year 2022.

### **Tax expenses**

Our tax expenses (current and deferred) increased by 231.11 % from ₹ 149.59 Lakhs for the Financial Year 2023 to ₹ 45.18 Lakhs for the Financial Year 2022. This was primarily due to increase in revenue and surcharges.

### **Restated Profit for the period**

As a result of the foregoing, we recorded an increase by 227.81 % in our profit for the year from ₹ 133.76 Lakhs for the Financial Year 2022 to ₹ 438.47 Lakhs for the Financial Year 2023

## **CASH FLOWS**

The following table summarizes our cash flows for the following periods:

(₹ in lakhs)

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31,		
		2024	2023	2022
Net Cash generated from Operating Activities	(242.09)	(250.53)	(332.12)	105.79
Net Cash generated/ (Used in) Investing Activities	11.34	40.02	(38.82)	(194.75)
Net Cash from / (Used in) Financing Activities	8.33	454.02	605.92	92.01
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>(222.42)</b>	<b>243.51</b>	<b>234.98</b>	<b>3.05</b>

Cash and Cash Equivalents at the beginning of the year	489.01	245.50	10.52	7.47
<b>Cash and Cash Equivalents at the end of the year</b>	<b>266.59</b>	<b>489.01</b>	<b>245.50</b>	<b>10.52</b>

### **Cash flows generated from operating activities**

Net cash outflow from operating activities for the nine months period December 31, 2024 amounted to ₹ (242.09) Lakhs. Our operating profit before working capital changes amounted to ₹ 567.29 Lakhs, which was primarily adjusted by decrease in inventories, short term loans and advances, trade payables and increase in trade receivables, other liabilities and other provisions.

Net cash outflow from operating activities in for the period March 31, 2024 amounted to ₹ (250.53) Lakhs. Our operating profit before working capital changes amounted to ₹ 932.50 Lakhs, which was primarily adjusted by decrease in trade receivables, loans and advances & other assets, trade payables, other liabilities and increase in inventories and other provisions

Net cash outflow from operating activities in for the period March 31, 2023 amounted to ₹ (332.12) Lakhs. Our operating profit before working capital changes amounted to ₹ 877.99 Lakhs, which was primarily adjusted by decrease in inventories, trade receivables, other current assets, and increase in short term provisions and other current liabilities.

Net cash outflow from operating activities in for the period March 31, 2022 was ₹ 105.79 Lakhs. Our operating profit before working capital changes was ₹ 381.99 Lakhs, which was primarily adjusted by increase in inventory and other current liabilities and partially offset by short term loans and advances, short term borrowings and trade payables.

### **Cash flows generated / (used in) investing activities**

Net cash generated from investing activities for the four months period December 31, 2024 amounted to ₹ 11.34 Lakhs, which primarily comprises of interest received ₹ 24.95 Lakhs and purchase of property plant and equipment of ₹ 4.61 Lakhs and purchase of mutual funds of ₹ 9.00 Lakhs.

Net cash generated from investing activities for the period March 31, 2024 amounted to ₹ 40.02 Lakhs, which primarily comprises of net proceeds of Property, Plant and Equipment amounting to ₹18.51 Lakh, interest received of ₹27 Lakhs and purchase of Mutal fund amounting to ₹5.50 Lakhs.

Net cash used in investing activities for the period March 31, 2023 was ₹ (38.82) Lakhs in Fiscal 2023, primarily on account of primarily on account of purchase of fixed assets, interest income and purchase of Investments.

Net cash used in investing activities was ₹ (194.75) Lakhs in Fiscal 2022, primarily on account of primarily on account of purchase of fixed assets, interest income and purchase of Investments.

### **Cash flows generated from / (used in) financing activities**

Net cash generated from financing activities for the nine months period ended December 31, 2024 amounted to ₹ 8.33 Lakhs primarily on account of proceeds from long term borrowings amounting to ₹ 39.76 Lakhs, short term borrowings amounting to ₹ 207.84 Lakhs and payment of Interest and Other Borrowing cost amounting to ₹ 239.27 Lakhs

Net cash generated from financing activities for the period March 31, 2024 amounted to ₹ 454.02 Lakhs, primarily on account of proceeds from long term borrowings amounting to ₹85.52 Lakhs, short term borrowings amounting to ₹ 703.24 Lakhs and payment of Interest and Other Borrowing cost amounting to ₹334.75 Lakhs.

Net cash generated from financing activities for the period March 31, 2023 amounted to ₹ 605.92 Lakhs, which primarily consists of proceeds from issue of Share Capital amounting to ₹ 50.32 Lakhs, long term borrowings amounting to ₹ 20 Lakhs, short term borrowing amounting to ₹807.05 Lakhs and payment of Interest and Other Borrowing cost ₹ 271.63Lakhs

Net cash generated from financing activities in Fiscal 2022 amounted to ₹ 92.01 Lakhs, which primarily consists of proceeds from long term borrowings amounting to ₹ 130.57 Lakhs, proceeds from short term borrowings amounting to ₹ 154.98 Lakhs, Interest and Other Borrowing cost amounting to ₹ 193.54 Lakhs

### **Contingent Liabilities**

Our Company has no contingent liabilities claims/ demands not acknowledged as debt as of period ended December 31, 2024, March 31, 2024 financial year ended March 31, 2023 and financial year ended March 31,2022 as indicated in our Restated Financial Statements.

### ***Details of material developments after the date of last balance sheet period i.e., December 31, 2024.***

After the date of last date of Balance sheet period i.e., December 31, 2024, there are no material events have occurred:



## AUDITOR OBSERVATIONS

There are no qualifications, reservations and adverse remarks by our Statutory Auditors in our Restated Financial Information

### 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 here under:

#### 1. Unusual or infrequent events or transactions

Except as described in this Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

#### 2. Significant economic changes that materially affected or are likely to affect income from continuing operations

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in “Factors Affecting our Results of Operations” and the uncertainties described in the chapter entitled “*Risk Factors*” beginning on page 22 of this Prospectus. To our knowledge, except as we have described in this Prospectus, there are no known factors which we expect to bring about significant economic changes.

#### 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.

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in “*Management’s Discussion and Analysis of Financial Position and Results of Operations – Significant Factors Affecting our Results of Operations and Financial Condition*” and the uncertainties described in the chapter titled “*Risk Factors*” beginning on page 22 of this Prospectus. To our knowledge, except as discussed in this Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

#### 4. Future changes in relationship between costs and revenues

Other than as described in the chapter titled “*Risk Factors*”, “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 22, 97 and 182 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. Status of any publicly announced New Products or Business Segment

Except as set out in this Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

#### 6. Seasonality of business

Our Company’s business is seasonal in nature or cyclicity. For more details, please refer to chapter titled “*Industry Overview*” and “*Business Overview*” beginning on pages 89 and 97 respectively of this Prospectus.

#### 7. Competitive conditions

Competitive conditions are as described under the chapters titled “*Industry Overview*” and “*Business Overview*” beginning on pages 89 and 97 respectively of this Prospectus.

#### 8. Any significant dependence on a single or few suppliers or customers.

The % contribution of our Company customer’s and supplier’s vis a vis the revenue from operations and purchases, respectively, are tabulated as follows:

Particulars	For the nine months period ended December 31, 2024		As at					
			March 31, 2024		March 31, 2023		March 31, 2022	
	(in Lakhs)	%	(in Lakhs)	%	(in Lakhs)	%	(in Lakhs)	%
Top 10 customers	4,446.40	57.72%	10,060.39	54.13%	9,049.84	44.27%	6,094.77	44.82%
Top 10 suppliers	5,572.54	78.08%	14,472.31	85.21%	18,543.96	95.17%	12,421.69	98.31%

## FINANCIAL INDEBTEDNESS

Our Company utilizes various credit facilities from various banks for conducting its business.

Set forth below is a brief summary of all the borrowings of our Company as on December 31, 2024 together with a brief description of certain significant terms of such financing arrangements.

Nature of Borrowings	Amount (Rs.in Lakhs)
Secured borrowings <sup>(1)</sup>	2,738.86
Unsecured borrowings <sup>(2)</sup>	398.01
<b>Total</b>	<b>3,136.87</b>

Note –

### 1. Details of Secured Loans

Category of borrowing	Sanctioned Amount as on (Rs. in Lakhs)	Outstanding amount as on December 31, 2024 (Rs.in Lakhs)	Details of Assets charged
HSBC – Overdraft/CC	1200.00	1195.74	Overdraft Facility is first pari-passu charge on present and future current assets of the Company and secured by mortgage of commercial property located at Unit no. 408, 4 <sup>th</sup> Floor, palm Spring Centre premises, link road, Malad (W), Mumbai and also personal guarantee of Ronak Parekh, Alok Parekh, Navneetdas Parekh, Harish Parekh, Hasumati Navneetdas Parekh, Hasumati Harish Parekh, Neha Ronak Parekh for Rs. 120,000,000/- each.  The corporate credit cards is issued from January 09, 2024 to key executives of the Borrower in order to meet corporate expenses only.
HSBC Corporate Credit card	40.00	0.00	
Kotak Mahindra Bank- CC	1800.00	1543.12	The cash credit facility as provided by Kotak Mahindra Bank Ltd., Vikhroli (East), Mumbai is secured by First pari passu hypothecation charge to be shared with HSBC Bank on all existing and future current assets of the Borrower, Exclusive hypothecation charge on all existing and future moveable fixed assets of the Borrower, Exclusive Equitable/registered mortgage on immoveable properties being land and building situated at Flat No.C-502, Fifth Floor, BLUE BELLS, Plot No. RH-7, MIDC Chikalthana Industrial Area, Tq. & Dist. Aurangabad – 431006, Plot No. D-57, MIDC Shendra Five Star Industrial Area, Tq. & Dist. Aurangabad – 431007, Shop No.5 & 6, Ground Floor, NEW JAY BHARAT COMPLEX, Plot No.136, Survey No.12 (Part), Sector N-1, CIDCO, Masnatpur, Tq. & Dist. Aurangabad – 431006, Shop No.7, Ground Floor, SHRIRAM COMPLEX, Plot No.15 & 16, CTS No.19381/5 & 19381/6, Sheet No.164, Bansilal Nagar, Tq. & Dist. Aurangabad – 431001, Flat No. 403 & 404, 4th Floor, D Wing, Rock Avenue Plot E CHSL, Near Saraswat Bank, Hindustan Naka, Sai Nagar, Kandivali (West), 400067, Unit No, 102, 1st Floor, C Wing, Jaswanti Allied Business Centre, Ramchandra Lane, Kanchpada, Malad (West), 400064. The loan is also backed by the personal guarantee of all the promoters and Mrs. Hasumati H Parekh, Mrs. Hasumati N Parekh and Mrs. Neha Ronak Parekh
<b>Total</b>	<b>3040.00</b>	<b>2738.86</b>	

## 2. Details of Unsecured Loans

Category of borrowing Unsecured Loan	Sanctioned Amount as on (Rs. in Lakhs)	Outstanding Amount as on December 31, 2024 (Rs.in Lakhs)	Purpose of Unsecured Loan
Oxzyo Financial Services Limited	120.00	102.76	Working Capital Requirements
Alok N Parekh- HUF	-	1.50	Working Capital Requirements
Amit N Parekh	-	10.50	
Girdhar Gopal Nagar	-	40.00	
Harish D Parekh-HUF	-	46.75	
Hasumati H Parekh	-	18.75	
Hasumati N Parekh	-	20.25	
Mahesh M Parekh	-	25.00	
Navneetdas V Parekh HUF	-	19.00	
Neha R Parekh	-	26.00	
Prabhavati M Parekh	-	25.00	
Ronak H Parekh HUF	-	32.50	
Snehalata Nagar	-	30.00	
<b>Total</b>	<b>120.00</b>	<b>398.01</b>	

**SECTION VII – LEGAL AND OTHER INFORMATION**  
**OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

*Except as stated in this chapter, there are no outstanding: (a) criminal proceedings; (b) actions by statutory or regulatory authorities; (c) claims relating to direct and indirect taxes; (d) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Company, the Subsidiaries, the Directors, the Promoters, the Joint Ventures and the Group Companies in the last five Fiscals, including outstanding action; or (e) Material Litigation (as defined below); involving our Company, its Directors, the Promoters and the Group Companies ("**Relevant Parties**").*

*Our Board, in its meeting held on November 28, 2023, determined that outstanding legal proceedings involving the Relevant Parties will be considered as material litigation ("**Material Litigation**") (i) if the aggregate amount involved exceeds 5% of the total profit after tax as per the latest Fiscal in Restated Consolidated Financial Statements; or (ii) are outstanding litigations whose outcome could have a material impact on the business, operations, prospects or reputation of the Company; or (iii) the decision in one case is likely to affect the decision in similar cases such that the cumulative amount involved in such cases exceeds the Materiality Threshold, even though the amount involved in an individual litigation may not exceed the Materiality Threshold.*

*It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties, unless otherwise decided by our Board, are not evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in litigation proceedings before any judicial forum.*

*Except as stated in this chapter, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors by way of its resolution dated November 28, 2023. In terms of the materiality policy, creditors of our Company to whom amounts outstanding dues to any creditor of our Company exceeding 5% of trade payables as per the Restated Consolidated Financial Statements of our Company disclosed in this Prospectus, would be considered as material creditors. The trade payables of our Company as on December 31, 2024 were ₹ 804.08 lakhs. Details of outstanding dues to micro, small and medium enterprises and other creditors separately giving details of number of cases and amount involved, shall be uploaded and disclosed on the website of the Company as required under the SEBI ICDR Regulations.*

*For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder, as amended, as has been relied upon by the Statutory Auditors.*

*Unless stated to the contrary, the information provided below is as of the date of this Prospectus.*

*All terms defined in a particular litigation disclosure pertains to that litigation only.*

**I. Litigation involving our Company**

**A. Litigation filed against our Company**

**1. Criminal proceedings**

Nil.

**2. Outstanding actions by regulatory and statutory authorities**

Nil.

**3. Material civil proceedings**

Nil.

**B. Litigation filed by our Company**

**1. Criminal proceedings**

**1.1. Shreenath Paper Products Limited vs. Vishwanat Torne – Criminal Case No. 1906/2014**

Shreenath Paper Products Private Limited ("**SPPL**") has filed a criminal complaint under section 138 of Negotiable Instrument Act, 1881 in the court of Hon'ble C.J.M., Aurangabad bearing number 1906 of 2014 against Viswanath Torne ("**Accused**"). The Accused had purchased materials from SSPL since May, 2012 on credit basis worth ₹ 9,06,002 and had issued various cheques bearing number 524858, 099539, 524852 and 524863 dated January 13, 2014 drawn on Punjab National bank worth ₹ 8,55,665 ("**Cheques**") against the same. However, when SSPL presented the Cheques to its bank for the encashment, it was returned as dishonored with remarks, "Funds Insufficient". Aggrieved by the same,

SSPL has filed this Complaint seeking a claim of twice the amount the outstanding consideration amounting to ₹8,55,665 from the Accused. The matter is pending and the next date of hearing is January 20, 2025.

**2. Material civil proceedings**

Nil.

C. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakhs)
Direct Tax	9*	18.21**
Indirect Tax	Nil	Nil
<b>Total</b>	<b>9*</b>	<b>18.21**</b>

\* Includes TDS Traces default amounting to ₹1,030 for financial year 2020-21, ₹1,070 for financial year 2019-20, ₹3,720 for financial year 2017-18, ₹360 for financial year 2016-17, ₹90 for financial year 2012-13 and ₹5,320 for financial year 2011-12.

\*Includes Demand notice for payment of Advance Tax for Quarter Ending September – 2022 for financial year 2022-2023 i.e assessment year 2023-24, amounting to ₹ 14,50,000

\*Includes demand notice for payment of Advance Tax for Quarter Ending March – 2023 of financial year 2022-23 i.e assessment year 2023-24, amounting to ₹ 2,34,000

\*Includes Income tax demand under section 1431a of the IT Act amounting to Rs. 1,25,320

\*\* Rounded off to closest decimal.

**II. Litigation involving our Directors (other than Promoters)**

A. *Litigation filed against our Directors (other than Promoters)*

**1. Criminal proceedings**

Nil.

**2. Outstanding actions by regulatory and statutory authorities**

Nil.

**3. Material civil proceedings**

Nil.

B. *Litigation filed by our Directors (other than Promoters)*

**1. Criminal proceedings**

Nil.

**2. Material civil proceedings**

Nil.

C. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakhs)
Direct Tax	1*	0.026
Indirect Tax	Nil	Nil
<b>Total</b>	<b>1</b>	<b>0.026</b>

\*Includes outstanding tax demand pertaining to our Director, Aditya Narayandas Daultabadkar amounting to ₹2,650 under section 154 of the IT Act for the financial year 2021-22

**III. Litigation involving our Promoters**

A. *Litigation filed against our Promoters*

**1. Criminal proceedings**

Nil.

**2. Outstanding actions by regulatory and statutory authorities**

Nil.

**3. Material civil proceedings**

Nil.

**B. Litigation filed by our Promoters**

**1. Criminal proceedings**

Nil.

**2. Material civil proceedings**

Nil.

**C. Tax proceedings**

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakhs)
Direct Tax	1*	0.45
Indirect Tax	Nil	Nil
<b>Total</b>	<b>1</b>	<b>0.45</b>

\* Includes outstanding tax demand pertaining to our Promoter, Navneetdas Parekh amounting to ₹45,220 under section 1431a of the IT Act for the financial year 2013-14.

**Outstanding dues to creditors**

As per the Restated Financial Statements, 5% of our trade payables as at December 31, 2024, was Rs. 965.76 lakhs and accordingly, creditors to whom outstanding dues exceed Rs. 48.29 lakhs have been considered as material creditors for the purposes of disclosure in this Prospectus.

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 December 31, 2024, by our Company, are set out below:

Type of creditors	Number of creditors	Amount involved (in Rs. lakhs)
Material creditors *	6	630.07
Micro, Small and Medium Enterprises	22	121.31
Other creditors	13	52.70
<b>Total</b>	<b>41</b>	<b>804.08</b>

\* The material creditors include 2 MSME creditors which amounts to Rs. 150.04 Lakhs and 4 Other creditors which amounts to Rs. 480.02 Lakhs.

The details pertaining to net outstanding dues towards our material creditors are available on the website of our Company at [www.shreenathpaper.com](http://www.shreenathpaper.com)

Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at its own risk.

**Material Developments**

Other than as stated in the chapter entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Developments after March 31, 2024*" on beginning on page 182 of this Prospectus, there have not arisen, since the date of the last financial information disclosed in this Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

## GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of approvals obtained by our Company and Material Subsidiary which are considered material and necessary for the purpose of undertaking their respective business activities. Other than as stated below, no further material approvals from any regulatory authority are required for carrying on the present business activities of our Company.

In addition, certain of our material approvals may have expired or may expire in the ordinary course of business, from time to time and our Company has either already made an application to the appropriate authorities for renewal of such material approvals or is in the process of making such renewal applications. In relation to the business activities and operations of our Company we have also disclosed below the material approvals applied for but not received. For details in connection with the applicable regulatory and legal framework within which we operate, see “**Key Regulations and Policies**” page 114 of this Prospectus.

*Our Company is in the process to submit necessary application(s) with all regulatory authorities for change of its name in the approvals, licenses, registrations and permits issued to our Company.*

### I. Material approvals obtained in relation to the Issue

- a. The Board of Directors has, pursuant to a resolution passed at its meeting held on March 15, 2024, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62 of the Companies Act, 2013 and approvals by such other authorities, as may be necessary
- b. The shareholders of the Company have, pursuant to a special resolution passed in the shareholders meeting held on March 18, 2024, authorized the Issue under Section 62 of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
- c. The Company has obtained the in-principle listing approval from the SME Platform of BSE Limited, dated August 05, 2024.

### II. Material approvals obtained in relation to our business and operations

Our Company have obtained the following material approvals to carry on our business and operations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

#### A. Incorporation details of our Company

- a. Our Company was originally incorporated as a private limited company in the name of “Shreenath Paper Products Private Limited” vide Certificate of Incorporation dated October 10, 2011 issued by the Registrar of Companies, Mumbai.
- b. Fresh Certificate of Incorporation dated April 20, 2023 issued to our Company by the RoC, pursuant to the conversion of our Company from private limited to public limited and the ensuing change in the name of our Company from “Shreenath Paper Products Private Limited” to “Shreenath Paper Products Limited”.
- c. The CIN of our Company is U21098MH2011PLC222833.

#### B. Tax related approvals obtained by our Company

Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	AAQCS4437C	Income Tax Department	October 10, 2011	Valid till cancelled
2.	Tax Deduction Account Number (TAN)	NSKS14831F	Income Tax Department	-#	Valid till cancelled
3.	GST Registration Certificate Maharashtra	27AAQCS4437C1Z7^	Goods and Services Tax Department	August 8, 2022	Valid till cancelled
4.	GST Registration Certificate Gujarat	24AAQCS4437C1ZD*	Goods and Services Tax Department	July 11, 2023	Valid till cancelled
5.	Enrollment Certificate –	PEC01517087978	Ahmedabad Municipal	March 15, 2024	Valid till Cancelled



Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue	Date of Expiry
	Professional Tax-Gujarat		Corporation, Professional Tax Department		
6.	Registration Certificate – Professional Tax-Gujarat	PRC010517020816	Ahmedabad Municipal Corporation, Professional Tax Department	March 15, 2024	Valid till Cancelled
7.	Enrollment Certificate – Professional Tax-Maharashtra	99191892335P	Government of Maharashtra Sales Tax Department	July 10, 2016	Valid till Cancelled
8.	Registration Certificate – Professional Tax-Maharashtra	27670868263P	Government of Maharashtra Sales Tax Department	December 18, 2023	Valid till Cancelled

*#The Company is unable to trace its original TAN certificate.*

*^ Our Company has included the address<sup>^</sup> Building No B2, Gala no. 10,11,12, Shree Ganesh Complex, Near Gupta Warehousing, Dapoda Road, Shree Ganesh Complex, Kharbav, Thane, Maharashtra, 421302 as an additional place of business in our GST Registration for Maharashtra. However, the address is merely a third-party warehouse rented by our Company and there are no employees of our Company deployed at the premises and accordingly we have not obtained any other licenses*

*\* Our Company has included the address 3rd Floor, 7-B Amrutbaug Colony, Chinubhai House, Opp. Sardar Patel Stadium, Navrangpura, Near Hindu Colony, Ahmedabad, Gujarat, 38001 as their additional place of business in GST registration for Gujarat. However, no operations are carried out as on the date of filling of this Prospectus, our Company has not obtained any licenses for this premises.*

### C. Regulatory approvals for our Company:

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Intimation for Shops and Establishments – Shop No. 5, API Road, Masco Corner, A-1 CIDCO, Aurangabad 431003	2341500317684063	May 31, 2023	Office of the Deputy Commissioner of Labour, Aurangabad	Valid till cancelled
2.	Intimation for Shops and Establishments - Unit No.408, Palm Spring Centre Premises, Link Road, Near Infinity Mall, Malad (W) Mumbai-(M.H.) 400064.	890836034/PN Ward/ Commercial II	March 8, 2024	Bombay Municipal Corporation	Valid till cancelled
3.	Intimation for Shops and Establishments -	2441500318653101	Office of the Deputy Commissioner of	March 12, 2024	Valid till cancelled

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
	Plot No. D-57, Shendra MIDC, Aurangabad-(M.H.) 431001		Labour, Aurangabad		
4.	Intimation for Shops and Establishment - Plot No. E35, MIDC Chikalhana, Aurangabad 431003	2441500318641090	March 8, 2023	Office of the Deputy Commissioner of Labour, Aurangabad	Valid till cancelled
5.	UDYAM Registration Certificate	UDYAM-MH-04-0005007	Ministry of Micro, Small and Medium Enterprises, Government of India	September 16, 2020	Valid till cancelled
6.	Importer – Exporter Code	AAQCS4437C	Ministry of Commerce and Industry, Government of India	December 13, 2019	Valid till cancelled
7.	Certificate for Legal Entity Identifier (LEI)	984500882DZECE5CCE23	Dreams Merchant	December 28, 2023	December 28, 2025

**III. Material approvals or renewals for which applications are currently pending before relevant authorities**

Nil

**IV. Material approvals expired and renewal yet to be applied for**


Nil

**V. Material approvals required but not obtained or applied for**

Nil


**VI. Intellectual Property**

As on the date of this Prospectus, our Company has the following trademark with the Registrar of Trademarks under the Trademarks Act, 1999:

Sr. No.	Particulars of the Mark	Trademark Number	Class of Registration	Date of Issue
1.		5870715	35	March 29, 2023

**VII. Pending Intellectual property related approvals Application**

Sr. No.	Particulars of the Mark	Application No.	Class of Registration	Date of Application
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Sr. No.	Particulars of the Mark	Application No.	Class of Registration	Date of Application
1.		5870714	16	March 29, 2023

For risk associated with our intellectual property please see, “*Risk Factors*” on page 22 of this Prospectus.

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **AUTHORITY FOR THE ISSUE**

The Issue has been authorized by a resolution of the Board of Directors passed at their meeting held on March 15, 2024 subject to the approval of shareholders of our Company through a special resolution to be passed, pursuant to Section 62(1)(c) of the Companies Act, 2013.

The members of our Company have approved this Issue by a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extraordinary General Meeting of our Company held on March 18, 2024.

Our Board has approved the Draft Prospectus through its resolution dated April 30, 2024.

Our Board has approved the Prospectus through its resolution dated February 17, 2025

We have received In-Principle Approval from BSE India vide their letter dated August 5, 2024 to use the name of BSE India in this Offer Documents for listing of our Equity Shares on SME Platform of BSE Limited.

### **PROHIBITION BY THE SEBI OR OTHER GOVERNMENTAL AUTHORITIES**

Our Company, our Promoters, our Promoter Group, our Directors have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other regulatory or government authorities as on date of this Prospectus.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Further, none of our Promoters or Directors are declared as fugitive economic offenders under Fugitive Economic Offenders Act, 2018.

### **ASSOCIATION WITH SECURITIES MARKET**

None of our Directors in any manner 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.

### **PROHIBITION BY RBI**

Neither our Company, our Promoters, our Directors, the relatives (as defined under the Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a wilful defaulter or a fraudulent borrower by the RBI or other governmental authority 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 titled "*Outstanding Litigations and Material Development*" beginning on page 201 of this Prospectus.

### **COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018**

Our Company, Promoters and members of the Promoters Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 as amended ("**SBO Rules**"), to the extent applicable to each of them as on the date of this Prospectus.

### **ELIGIBILITY FOR THE ISSUE**

Our company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018; and this Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations, 2018.

Our Company is eligible for the Issue in accordance with Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ten crore rupees and upto twenty-five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("**SME Exchange**", in this case being the BSE SME"). Our Company also complies with eligibility conditions laid by BSE SME for listing of Equity Shares and also complies with Regulation 230 –

(a) it has made an application to one or more SME exchanges for listing of its specified securities on such SME exchange(s) and has chosen one of them as the designated stock exchange, in terms of Schedule XIX:

(b) it has entered into an agreement with a depository for dematerialisation of its specified securities already issued and proposed to be issued;

(c) all its existing partly paid-up equity shares have either been fully paid-up or forfeited;

(d) all specified securities held by the promoters are in the dematerialised form;

(e) it has made firm arrangements of finance through verifiable means towards seventy-five per cent. of the stated means of finance for the project proposed to be funded from the issue proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals.

(f) The amount for general corporate purposes, as mentioned in objects of the issue in the draft offer document and the offer document shall not exceed twenty-five per cent. of the amount being raised by the issuer.

(g) The amount for: (i) general corporate purposes, and (ii) such objects where the issuer company has not identified acquisition or investment target, as mentioned in objects of the issue in the draft offer document and the offer document, shall not exceed thirty-five per cent. of the amount being raised by the issuer; Provided that the amount raised for such objects where the issuer company has not identified acquisition or investment target, as mentioned in objects of the issue in the draft offer document and the offer document, shall not exceed twenty-five per cent. of the amount being raised by the issuer:

Provided further that such limits shall not apply if the proposed acquisition or strategic investment object has been identified and suitable specific disclosures about such acquisitions or investments are made in the draft offer document and the offer document at the time of filing of offer documents.

**We confirm that:**

- a. In accordance with Regulation 246 of the SEBI (ICDR) Regulations, 2018, we have not filed any Draft Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft Prospectus/ Prospectus with Stock Exchange and the Registrar of Companies.
- b. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this Issue has been one hundred (100) percent underwritten and that the Lead Manager to the Issue has underwritten at least 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to the Chapter **“General Information”** beginning on page 50 of this Prospectus.
- c. 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), failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.
- d. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we here by confirm that we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of (3) three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of market making please see chapter titled **“General Information”** beginning on page 50 of this Prospectus.

***We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.***

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on SME Platform of BSE Limited which states as follows:

*In terms of Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for SME Platform of BSE, which are as under:*

**1. The issuer should be a Company incorporated Under Companies Act, 2013**

Our Company is incorporated under the Companies Act, 1956

**2. The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crores.**

The post issue paid up capital of the Company will be less than Rs. 25 crores.

**3. Track Record**

Our Company was incorporated on October 10, 2011 and has a track record of at least 3 years as on the date of filing Prospectus.

(Rs. in lakhs)

Particulars	As on December 31, 2024	As on March 31, 2024	As on March 31 2023	As on March 31, 2022
Net Profit as per Restated Financial Statement	240.51	439.06	438.47	133.76

**4. Net Tangible Asset: Atleast Rs 3 crores in last preceding (full) financial year.**

As per Restated Financial Statement, the net tangible assets of the Company are Rs. 2,133.77 Lakhs as on December 31, 2024. So, the Company has fulfilled the criteria of minimum net tangible assets shall not be less Rs.3.00 crores

**5. The company should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth should be positive**

**Cash Accruals**

(Rs. in lakhs)

Particulars	As on December 31, 2024	As on March 31 2024	As on March 31 2023	As on March 31, 2022
Cash Accruals as per Restated Financial Statement (EBITDA)	434.34	577.36	664.26	(195.34)

**Net Worth**

(Rs. in lakhs)

Particulars	As on December 31, 2024	As on March 31 2024	As on March 31 2023	As on March 31, 2022
Net worth as per Restated Financial Statements	2,133.77	1,893.25	1,054.20	565.41

**6. The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent.

The Company's shares bear an ISIN: INE0RXS01018

**7. Company shall mandatorily have a website.**

Our Company has a live and operational website is [www.shreenathpaper.com](http://www.shreenathpaper.com)

**8. Other Listing Condition:**

a. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

b. There is no winding up petition against the Company that has been admitted by the Court and accepted by a court or a Liquidator has not been appointed.

c. There has been no change in the promoter/s of the Company in preceding one year from the date of filing application to BSE Limited for listing on SME Platform of BSE Limited.

d. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

e. Except as mentioned in the Chapter titled, ***“Outstanding Litigation and material developments – Litigation involving Promoters”***, there is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters/promoting Company(ies), group companies, companies promoted by the promoters/promoting Company(ies) during the past three years.

f. There are no criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For further details please refer the chapter titled ***“Legal and Other Information”*** on page 201 of this Prospectus.

g. The applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation. For further details please refer the chapter titled ***“Legal and Other Information”*** on page 201 of this Prospectus.

**h. None of our Directors are disqualified / debarred by any of the Regulatory Authority.**

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE Limited.

**COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI (ICDR) REGULATIONS, 2018**

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations, 2018. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations, 2018, with respect to the Issue.

#### **SEBI DISCLAIMER CLAUSE**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT PROSPECTUS / PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT PROSPECTUS / PROSPECTUS. THE LEAD MANAGER, GALACTICO CORPORATE SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS 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 ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT PROSPECTUS / PROSPECTUS, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, GALACTICO CORPORATE SERVICES LIMITED HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 17, 2025, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS DRAFT PROSPECTUS / PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER OF THE COMPANIES ACT, 1956 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 LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT PROSPECTUS AND PROSPECTUS.**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, MUMBAI, IN TERMS OF SECTION 26 OF THE COMPANIES ACT, 2013.**

#### **DISCLAIMER FROM OUR COMPANY, OUR DIRECTORS AND THE LEAD MANAGER**

Our Company, our Directors and the LM accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our Company's website [www.shreenathpaper.com](http://www.shreenathpaper.com) would be doing so at his or her own risk.

The LM accepts no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement entered into between the Underwriters and our Company. All information shall be made available by our Company and the LM to the investors and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever.

#### **CAUTION**

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters 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 Issue, 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, co-operative 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, AIFs state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of Rs. 2,500.00 Lakhs and pension funds with a minimum corpus of Rs. 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform him 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 Mumbai, Maharashtra, India only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose, except that this Prospectus has been filed with BSE Limited for its observations and BSE Limited will give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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, legislations and Prospectus in each jurisdiction, including India.

#### **DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED**

"BSE Limited ("BSE") has vide its letter dated August 05, 2024 given permission to "Shreenath Paper Products Limited" to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME platform") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
- iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations and other statutory or regulatory requirements stipulated by BSE/ other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusivity situated in Mumbai”.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT.**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be issued 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 issued and sold outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

**Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.**

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **LISTING**

Our company has obtained In-Principle approval from BSE Limited vide letter dated August 05, 2024 to use name of BSE Limited in this offer document for listing of equity shares on SME Platform of BSE Limited, with which Basis of Allotment will be finalized.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is requirement of obtaining In-Principle approval from SME Platform of BSE Limited. Application will be made to the SME Platform of BSE Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE Limited is the 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 SME Platform of BSE is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus. The allotment letters shall be issued or application money shall be refunded / unblocked within such time prescribed by SEBI or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other 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 BSE India mentioned above are taken within 3 working days of the Issue Closing Date.

#### **CONSENTS**

The written consents of our Promoters, Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Reviewed Auditor, Legal Advisor to the Issue, Bankers to our Company, Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Banker to Issue and Sponsor Bank to act in their respective capacities have been obtained and will 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 shall not be withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/s. S. H. Dama & Associates, Peer Review Auditors, of the Company have agreed to provide their written consent to the inclusion of their report, Restated Financial Statements and Statement of Possible Tax Benefits dated January 27, 2025 and January 27, 2025, respectively, which may be available to the Company and its shareholders, included in this Prospectus in the form and

context in which they appear therein and such consent and reports have not been withdrawn up to the time of delivery of the Prospectus with ROC.

#### **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

*“Any person who –*

*(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

*(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

*(c) vis-à-vis 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 of Companies Act, 2013.”*

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

#### **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

For details regarding the price information and track record of the past issue handled by Galactico Corporate Services Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, please refer Annexure "A" and the website of Lead Manager at [www.galacticocorp.com](http://www.galacticocorp.com)

**Annexure A**

**DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY  
GALACTICO CORPORATE SERVICES LIMITED**

**TABLE 1**

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 <sup>th</sup> calendar days from listing
1.	Atal Realtech Limited	10.83	72	October 15, 2020	70.20	-26.54% (1.23%)	-49.03% (15.77%)	-49.78% (34.48%)

Sources: All share price data is from [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

**Note:**

1. Opening price information as disclosed on the website of the Designated Stock Exchange.
2. Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.
3. For change in closing price over the closing price as on the listing date, the NIFTY SME EMERGE is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
4. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
5. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.

**TABLE 2: SUMMARY STATEMENT OF DISCLOSURE**

Financial year	Total no. of IPO	Total funds Raised (₹. Cr)	Nos of IPOs trading at discount on 30 <sup>th</sup> Calendar Day from listing date			Nos of IPOs trading at premium on 30 <sup>th</sup> Calendar Day from listing date			Nos of IPOs trading at discount on 180 <sup>th</sup> Calendar Day from listing date			Nos of IPOs trading at premium on 180 <sup>th</sup> Calendar Day from listing date		
			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	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2024-25	-	-	-	-	-	-	-	-	-	-	-	-	-	-

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by Lead Manager are provided.

#### **EXPERT OPINION**

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

- (a) Peer Review Auditors' reports dated January 27, 2025, on the Restated Financial Statements by M/s. S. H. Dama & Associates, Chartered Accountants.
- (b) Statement of Possible Tax Benefits dated January 27, 2025, by M/s. S. H. Dama & Associates, Chartered Accountants.

#### **PREVIOUS PUBLIC OR RIGHTS ISSUE**

Except as stated in the chapter titled "*Capital Structure*" beginning on page 58 of this Prospectus, we have not made any previous rights and / or public issues during the last Five (5) years and are an "Unlisted Issuer" in terms of SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations.

#### **COMMISSION OR BROKERAGE**

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

#### **CAPITAL ISSUE DURING THE PREVIOUS THREE (3) YEARS BY ISSUER, LISTED GROUP COMPANIES AND SUBSIDIARIES OF OUR COMPANY**

Except as disclosed in Chapter titled "*Capital Structure*" on page 58 of this Prospectus our Company has not made any capital issue during the previous three (3) years.

Further, our Company do not have any listed Associates Companies.

#### **PERFORMANCE VIS-À-VIS objects;**

Except as stated in the chapter titled "*Capital Structure*" beginning on page 58 of this Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an "Unlisted Issuer" in terms of SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

**None of our Group Companies have their equity shares listed on any stock exchange.**

#### **EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS GRANTED BY SEBI**

Our Company has not undertaken any exemption with related to provision of securities law granted by SEBI.

#### **STOCK MARKET DATA FOR OUR EQUITY SHARES**

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

#### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The agreement between the Registrar to the Issue and our Company provides for the retention of records with the Registrar to the Issue for a period of at least three years from the last date of dispatch of the letters of Allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process and UPI may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Applicants, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and designated branch or the collection center of the SCSBs or the

member of the Syndicate (in Specified Cities) or Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Applicants.

Further, our Company does not have any subsidiary or Group Companies, so disclosure regarding mechanism for redressal of investor grievances for our subsidiary companies are not applicable.

Our Company, the LM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations

#### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

The Company shall obtain authentication on the SCORES and shall comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders Relationship Committee of the Board vide resolution passed on November 28, 2023. For further details, please refer the chapter titled ***"Our Management"*** beginning on page 120 of this Prospectus.

Our Company has also appointed Neetika Sakla as the Company Secretary and Compliance Officer of our company, for this Issue she may be contacted in case of any pre-issue or post-issue related problems at the following address:

#### **Shreenath Paper Products Limited**

Shop no. 5, Plot no.136, N-1,

Masco Corner Api Road,

Cidco, Aurangabad,

Maharashtra, India, 431003.

**Tel No:** +91 0240-2489888

**Email:** [info@shreenathpaper.com](mailto:info@shreenathpaper.com)

**Website:** [www.shreenathpaper.com](http://www.shreenathpaper.com)

#### **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

## SECTION VIII - ISSUE INFORMATION

### TERMS OF ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, our Memorandum and Articles of Association, SEBI Listing Regulation, the terms of this Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices 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, rules, 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 Regulation 256 of the SEBI ICDR Regulations 2018 read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular 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 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 8, 2019 (together, the "UPI Circular") in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+3 days until March 31, 2020 ("UPI Phase II"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. 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 as may be prescribed by the SEBI from time to time. Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application for Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

#### **Authority for the Issue**

The present Public Issue of upto ₹ 2500 Lakhs which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on March 15, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extraordinary General Meeting held on March 18, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being issued and transferred in the issue shall be subject to the provisions of the Companies Act 2013 and our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA 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. For further details, please see the chapter titled "**Main Provisions of the Articles of Association**" beginning on page 258 of this Prospectus.



### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company.

We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to chapters titled "*Dividend Policy*" and "*Main Provisions of Articles of Association*" beginning on pages 142 and 258 respectively of this Prospectus.

### **Face Value and Issue Price**

The face value of the Equity Shares is Rs. 10.00/- each and the Issue Price is Rs. 44/- per Equity Share (including premium of Rs. 34/- per Equity Share).

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "*Basis for Issue Price*" beginning on page 78 of this Prospectus.

At any given point of time there shall be only one denomination for the Equity Shares.

### **Compliance with Disclosure and Accounting Norms**

Our Company shall comply with all applicable 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 in accordance with the provisions of the Companies Act, 2013;
- Right to receive offer/ issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and other 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 main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/ splitting, please refer to the chapter titled "*Main Provisions of Articles of Association*" beginning on page 258 of this Prospectus.

### **Minimum Application Value; Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of 3000 Equity Shares and the same may be modified by SME Platform of BSE India 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 3000 Equity Share subject to a minimum allotment of 3000 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 2018 the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Minimum Number of Allottees**

In accordance with Regulation 268 of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be fifty (50) shareholders. 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 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 Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S Securities Act and referred to in this Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

**Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, the sole or first applicant, along with other joint applicant, may nominate any one (1) person in whom, in the event of the death of sole applicant or in case of Joint Applicants, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall 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 accordance to Section 72 (4) of the Companies Act, 2013, 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/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 the Registered Office of our Company 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 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 ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares 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 Operation of Subscription List of Public Issue**

<b>ISSUE OPENS ON</b>	<b>February 25, 2025; Tuesday</b>
<b>ISSUE CLOSES ON</b>	<b>February 28, 2025; Friday</b>

<b>FINALISATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE (T+1)</b>	<b>On or before March 03, 2025; Monday</b>
<b>INITIATION OF REFUNDS / UNBLOCKING OF FUNDS FROM ASBA ACCOUNT (T+2)</b>	<b>On or before March 04, 2025; Tuesday</b>
<b>CREDIT OF EQUITY SHARES TO DEMAT ACCOUNTS OF ALLOTTEES (T+2)</b>	<b>On or before March 04, 2025; Tuesday</b>
<b>COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGE (T+3)</b>	<b>On or before March 05, 2025; Wednesday</b>

- *In terms of Regulation 265 of ICDR Regulations, the issue shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.*
- *In terms of Regulation 266 (3) of ICDR Regulations, in case of force majeure, banking strike or similar circumstances or for reason considered necessary by our Company, our Company may, for reasons to be recorded in writing, extend the Issue Period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days*

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on BSE SME taken within three (3) working days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from SME Platform of BSE Limited. The Commencement of trading of the Equity Shares will be entirely at the discretion of BSE Limited and in accordance with the applicable laws.

#### **Submission of Application Forms:**

<b>Issue period (except the Issue Closing Date)</b>	
Submission and Revision of Application Form	Only between 10.00 a.m. to 5.00 p.m. IST
<b>Issue Closing Date</b>	
Submission and Revision of Application Form	Only between 10.00 a.m. to 3.00 p.m. IST

#### ***On the Issue Closing Date, the Applications shall be uploaded until:***

1. Until 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors and
2. Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Retail Individual Investors which may be extended up to such time as deemed fit by the Stock Exchange after taking into account the total number of applications received up to the closure of timings and reported by LM to the Stock Exchange.
3. In case of UPI Mandate, the end time and date shall be 5:00 P.M. on Issue Closing Date.

In case of any delay in unblocking of amounts in the ASBA Accounts (including an amounts blocked through the UPI Mechanism) exceeding two working days from the Issue Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Applicant shall be compensated in accordance with applicable law by the intermediary responsible for causing such delay in unblocking, which period shall start from the day following the receipt of a complaint from the Applicant. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Applicant shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and 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 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/2022/76 dated May 30, 2022 shall be deemed to be incorporated in the deemed agreement of the Bank with the SCSBs to the extent applicable, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Applicant using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and 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/2022/76 dated May 30, 2022

Due to limitation of time available for uploading the application forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the

Issue Closing Date. Any time mentioned in the Prospectus are Indian Standard Time (IST). Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

The above timetable is indicative and does not constitute any obligation or liability on our Company, our Promoters or the 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 Exchanges are taken within three (3) working days from the Issue Closing Date or such period as may be prescribed, with reasonable support and co-operation of the Promoters, as may be required in respect of its respective portion of the Offered Shares, the timetable may change due to various factors, such as extension of the Issue Period by our Board, as applicable, in consultation with the Lead Manager. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoters confirms that it shall extend such reasonable support and co-operation in relation to its respective portion of the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three working days from the Issue Closing Date or such other period as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Issue, the Lead Manager will submit reports of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two (2) working days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two (2) working days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus/prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change basis any revised SEBI circulars to this effect.

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 Rs. 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 Rs. 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 Rs. 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 (2) working days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of Rs. 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding two (2) working days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of Rs.100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

**SEBI is in the process of streamlining and reducing the post issue timeline for initial public offers and has vide SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 notified the proposal for reducing the time period for listing of shares in public issue from existing 6 days to 3 days. The revised timeline of T+3 days has been 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. Any circulars or notifications from SEBI after this Prospectus may result**

**in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change based on any revised SEBI circulars to this effect.**

**It is clarified that applications not uploaded on the electronic application system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.**

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days.

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 BSE SME may be taken as the final data for the purpose of Allotment.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulation.

If the issuer does not receive the subscription of hundred per cent (100%) of the Issue through Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so Issued under the Prospectus, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond two (2) days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum (15% p.a)

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within two (2) working days of closure of issue.

### **Arrangements for Disposal of Odd Lots**

The trading of the equity shares will happen in the minimum contract size of 3000 Equity shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE Limited.

### **Withdrawal of the Issue**

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Applicant within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is registered with the ROC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue, our Company shall file a fresh Prospectus.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the Pre-Issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the chapter titled "*Capital Structure*" beginning on page 58 of this 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 “**Main Provisions of the Articles of Association**” beginning on page 258 of this 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 Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this 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.*

### **New Financial Instruments**

As on the date of this Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

### **Application by Eligible NRIs, FPIs or VCFs registered with SEBI**

Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

### **As per the extent Guidelines of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

### **Allotment of Equity Shares Only 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.

In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Prospectus:

- Tripartite agreement dated November 16, 2023 among CDSL, our Company and the Registrar to the Issue; and
- Tripartite agreement dated November 16, 2023 among NSDL, our Company and the Registrar to the Issue

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 Exchange. 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.

### **MIGRATION TO MAIN BOARD**

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, our Company may migrate to the main board of BSE Limited from the SME Platform of BSE Limited on a later date subject to the following:

1. If the paid-up capital of the Company is likely to increase above Rs.25 crores by virtue of any further offer of capital by way of rights, preferential offer, bonus offer etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to BSE India for listing our

shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

2. If the paid-up capital of the Company is more than Rs.10 crores but below Rs.25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter shareholders in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

#### **MARKET MAKING**

The shares offered through this issue is proposed to be listed on the SME Platform of BSE Limited, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform of BSE Limited for a minimum period of three (3) years from the date of listing of shares offered through this Prospectus. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page 50 of this Prospectus.



## 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 Face value capital is more than Rs. 10 crores and up to Rs. 25 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue please refer to the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on pages 218 and 228 respectively of this Prospectus.

Fresh issue 53,10,000 Equity Shares of face value of Rs. 10.00/- each for cash at a price of Rs. 44/- per Equity Share including a securities premium of Rs. 34 per Equity Share (the “issue price”) aggregating to maximum Rs. 2,336.40 Lakhs. (“*the issue*”) by our company.

Particulars	Net Issue to Public	Market Maker Reservation Portion
<b>Number of Equity Shares</b>	50,28,000 Equity Shares*	2,82,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	94.69 % of the Issue Size	5.31 % of the Issue Size
<b>Basis of Allotment/Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum allotment of 3000 Equity Shares and Further allotment in multiples of 3000 Equity Shares each.	Firm Allotment
<b>Mode of Application</b>	Retail Individual Investor may apply through UPI Payment Mechanism. All other applicants and Retail Individual Investors (whose bank do not provide UPI ID) shall apply through ASBA process only.	Through ASBA mode Only.
<b>Minimum Application Size</b>	<p><b>For QIB and NII:</b> Such number of Equity Shares in multiples of 3000 Equity Shares where application size is of at least 3000 Equity Shares at an Issue Price of ₹ 44 per Equity Share such that the Application Value exceeds Rs. 2 lakhs.</p> <p><b>For Retail Individuals:</b> Such number of equity shares where application size is of at least 3000 Equity Shares at an Issue Price of ₹ 44 per Equity Share such that the Application Value doesn't exceed Rs. 2 lakhs</p>	2,82,000 Equity Shares at an Issue Price of ₹ 44 per Equity Share
<b>Maximum Application Size</b>	<p><b>For QIB and NII:</b> Such number of Equity Shares in multiples of 3000 Equity Shares such that the Application Size does not exceed the Net Issue.</p> <p><b>For Retail Individuals:</b> Such number of Equity Shares so that the Application Value does not exceed Rs. 2 lakhs</p>	2,82,000 Equity Shares at an Issue Price of ₹ 44 per Equity Share
<b>Mode of Allotment</b>	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
<b>Trading Lot</b>	3000 Equity Shares	3000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Terms of payment</b>	In case of ASBA, the entire application amount shall be blocked at the time of submission of Application Form to the SCSBs and in case of UPI as an alternate mechanism, application amount shall be blocked at the confirmation of mandate collection request by the Applicant.	

\* 50 % of the shares offered in the Net Issue to Public portion are reserved for applications whose value is below Rs. 2 lakhs and the balance 50 % of the shares are available for applications whose value is above Rs. 2 lakhs.

**Note:**

1. *In case of joint application, the Application Form should contain only the name of First Applicant whose name should also appear as the first holder of beneficiary account held in joint names. The signature of only such First Applicant would be Required in the Application Form and such First Applicant would be deemed to have signed on behalf of joint holders.*
2. *Applicants will be required to confirm and will be deemed to have represented to our Company, the LM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.*
3. *SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.*

*This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018. For further details please refer chapter titled “**Issue Procedure**” beginning on page 228 of this Prospectus.*

## ISSUE PROCEDURE

All Applicants should read the General Information Document for Investing in Public Issue (“**GID**”), prepared and issued in accordance with the SEBI circular no SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI and updated pursuant to the circular SEBI/HO/CFD/DIL2/CIR/P/2 dated March 30, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the website of Stock Exchange, the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

*Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum application size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants; (v) issuance of Confirmation of Allocation Note (“**CAN**”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids 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.*

*Please note that the information stated/covered in this chapter may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this chapter and the General Information Document. Our Company and Lead Manager would not be able for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with the applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus and the Prospectus.*

*SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular 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 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 8, 2019 and the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (collectively the “**UPI Circulars**”) has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“**UPI**”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI mechanisms for RIIs applying through Designated Intermediaries have been made effective along with the existing process and existing timeline of T+6 days. The same was applicable until June 30, 2019 (“**UPI Phase I**”).*

*With effect from July 1, 2019, with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, 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 be continued till further notice. Subsequently, the final reduced timeline will be made effective using the UPI mechanism for applications by RIIs (“**UPI Phase III**”), as may be prescribed by SEBI. Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline 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 as may be prescribed by the SEBI from time to time.*

The revisions of the circular dated June 02, 2021 are elaborated as under: -

- SCSB’s shall continue to send SMS alerts during the actual block/debit/unblock of UPI mandate in the prescribed format, the details of total number of shares applied/allotted/non-allotted etc. shall be included in SMS for Public Issues opening on/after January 01, 2022.

- The automated web portal shall be live and operational after due testing and mock trials with the CUG entities for Public Issues opening on or after October 01, 2021. The requisite information on this automated portal shall be updated periodically in intervals not exceeding two hours.
- In the interim, for the Public Issues opening from the date of this circular and till the automated web portal is live and operational, the Sponsor Banks shall send the details to the e-mail address of CUG entities periodically in intervals not exceeding three hours. In case of exceptional events viz., technical issues with UPI handles/PSPs/TPAPS/SCSB's etc., the same shall be intimated immediately to the CUG entities so as to facilitate the flow of information in the Public Issue process.
- The Stock Exchanges and Book Running Lead Managers shall facilitate providing the requisite data of CUG entities to Sponsor Bank for the development of automated web portal. Such information shall be provided to the Sponsor Bank before opening of the Public Issue.
- The Registrar to the Issue shall provide the allotment/ revoke files to the Sponsor Bank by 8:00 PM on T+3 i.e., the day when the Basis of Allotment (BOA) has to be finalized.
- The Sponsor Bank shall execute the online mandate revoke file for Non-Allottees/ Partial Allottees and provide pending applications for unblock, if any, to the Registrar to the Issue, not later than 5:00 PM on BOA+1.
- Subsequent to the receipt of the pending applications for unblock from the Sponsor Bank, the Registrar to the Issue shall submit the bank-wise pending UPI applications for unblock to the SCSBs, not later than 6:30 PM on BOA+1 and ensure that the unblocking is completed on T+4.

ASBA Applicants are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs, Designated Bank Branches of SCSBs. 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 <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link. The list of Stock Brokers, Depository Participants ("DP"), Registrar to an Issue and Share Transfer Agent ("RTA") that have been notified by Stock Exchange to act as intermediaries for submitting Application Forms are provided on the website of the Stock Exchange. For details on their designated branches for submitting Application Forms, please refer the above-mentioned Stock Exchange website.

Please note that the information stated/covered in this chapter may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this chapter and the General Information Document. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Prospectus. Applicant are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

### **Phased implementation of Unified Payments Interface**

SEBI has issued a **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 RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:**

This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Applicant would also have 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 would continue to be six working days.

**Phase II:**

This phase commenced on completion of Phase I i.e., with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, 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 be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six working days during this phase.

**Phase III:**

Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Circular, once Phase III becomes 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.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful applicants to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post issue LM will be required to compensate the concerned investor

The Issue will be made under UPI Phase III of the UPI (on a mandatory basis).

Individual investors applying under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through 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.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchange and NPCI in order to facilitate collection of requests and/or payment instructions of the Retail Individual Bidders using the UPI Mechanism.

Our Company will be required to appoint one or more of the SCSBs as a Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Investors. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the LM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB. For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the LM. All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

## **Fixed Price Issue Procedure**

The Issue is being made under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 through a Fixed Price Process. Wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including Corporate Bodies or Institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any category, except in 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 LM and the Stock Exchange are required to submit their Applications to the Application Collecting Intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected.

**Investors should note that Equity Shares will be allotted to successful Applicants in dematerialized form only. The Equity Shares on Allotment shall be traded only in the dematerialize segment of the Stock Exchange, as mandated by SEBI. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number/UPI ID (for RII Applicants using the UPI Mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. However, the Investors may get the Equity Shares rematerialized subsequent to the allotment.**

### **Availability of Prospectus and Application Forms**

Copies of the Application Form and the Draft Prospectus / Prospectus will be available at the offices of the LM, the Designated Intermediaries at Bidding Centers, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Issue Opening Date.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft Prospectus / Prospectus. All the Applicants (other than Anchor Investor and Retail Individual Investor using UPI Payment Mechanism) shall mandatorily participate in the Issue only through the ASBA process for application. ASBA applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected.

Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) shall be required to bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Application Form. Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) failed to mention UPI ID are liable to be rejected. Retail Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Applicants shall ensure that the applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians / Eligible NRIs applying on a non-repatriation basis (ASBA)	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue*

\*Excluding electronic Application Form.

In case of ASBA Forms, Designated Intermediaries shall upload the relevant Application details in the electronic Bidding system of the Stock Exchanges. Subsequently, for ASBA Forms (other than RIIs using UPI mechanism) Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except the Application Form from a RIIs using the UPI mechanism) to the respective SCSBs, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. For RIIs using UPI mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds.

Application Forms will also be available on the website of the BSE ([www.bseindia.com](http://www.bseindia.com)). Same Application Form applies to all ASBA Applicants/ Retail Individual Investors applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

#### Submission and Acceptance of Application Form

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called "Designated Intermediaries").

Sr No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
4.	A depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	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)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries shall submit Application Forms to SCSBs only

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(s) and may by 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 without use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for</b>	After accepting the application form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share bid details including the UPI ID with Sponsor Bank on a



<b>payment:</b>	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
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Stock exchange(s) shall validate the electronic bid details with depository's records for DP ID/ClientID 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.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Application are deemed to have authorised our Company to make the necessary changes in the prospectus, without prior or subsequent notice of such changes to the Applicants.

### **Who can apply?**

In addition to the category of Applicants set forth under General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

1. FPIs other than Category III foreign portfolio investor;
2. Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non-Institutional Investors (NIIs) category;
3. Mutual Funds registered with SEBI;
4. VCFs registered with SEBI;
5. FVCIs registered with SEBI;
6. Multilateral and bilateral development financial institutions;
7. State Industrial Development Corporations;
8. Insurance companies registered with Insurance Regulatory and Development Authority;
9. Provident Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
10. Pension Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
11. National Investment Fund set up by resolution no. F.NO.2/3/2005-DDII dated November 23, 2005 of the GoI, published in the Gazette of India;
12. Insurance funds set up and managed by the army, navy or air force of the Union of India and by the Department of Posts, India;
13. Nominated Investor and Market Maker
14. Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares.
15. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

### **Applications not to be made by:**

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRI)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of

Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation

**The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulations S under the U.S 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.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### ***For Retail Individual Applicants***

The Application must be for a minimum of 3000 Equity Shares and in multiples of 3000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2 lakhs. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed Rs. 2 lakhs.

##### ***For Other than Retail Individual Investors (Non-Institutional Investors and QIBs):***

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2 lakhs and in multiples of 3000 Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant and Non-Institutional Investor cannot withdraw its Application after the Issue Closing Date and is required to pay 100% Application Amount upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2 lakhs for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.**

#### **Participation by associates/affiliates of Lead Manager**

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Category where the allotment is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis

#### **Option to Subscribe to the Issue**

1. Our Company shall allot the specified securities in dematerialised form only. Investors opting for allotment in dematerialised form may get the specified securities rematerialized subsequent to allotment.
2. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.
3. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

#### **Application By HUF**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Applications is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

#### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

Application made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one (1) scheme of the mutual fund will not be treated as multiple Applications, provided, that the Applications clearly indicate the scheme concerned for which the Application has been made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be attached with the Application Form. Failing this, our Company reserves the right to reject their application in whole or in part, in either case, without assigning any reason thereof.

No mutual fund scheme shall invest more than 10% of its net asset value in the 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.

#### **Application by Indian Public including eligible NRIs applying on non-Repatriation**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors (other than minor having valid depository accounts as per demographic details provided by the depository), Foreign Nationals, Non Residents (except for those applying on non-repatriation), trusts (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

#### **Application by Eligible NRIs/FII's on Repatriation Basis**

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such Application.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Pursuant to the provisions of the FEMA regulations, investments by NRIs under the Portfolio Investment Scheme ("PIS") is subject to certain limits, i.e., 10.00% of the paid-up equity share capital of the company. Such limit for NRI investment under the PIS route can be increased by passing a board resolution, followed by a special resolution by the shareholders, subject to prior intimation to the RBI. Our Company has not passed any resolution to increase this limit and hence investments by NRIs under the PIS will be subject to a limit of 10% of the paid-up equity capital of the Company.

#### **Application by FPIs**

In terms of the FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased upto the sectoral cap by way of a resolution passed by our Board followed by a special resolution passed by the shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified 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.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the FPI Regulations, an FPI, by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' nor An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated Depository Participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

#### **Application by SEBI registered VCFs, AIFs and FVCIs**

SEBI VCF Regulations and SEBI FVCI Regulations inter alia prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one (1) venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering.

Category I and II AIFs cannot invest more than 25% of their corpus in one (1) investee company. A category III AIF cannot invest more than 10% of their investible funds in one (1) investee company. A venture capital fund registered as a category I AIF, as defined in SEBI AIF Regulations, cannot invest more than 1/3<sup>rd</sup> of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under SEBI AIF Regulations shall continue to be regulated by SEBI VCF Regulations 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 SEBI AIF Regulations.

Further, according to SEBI ICDR Regulations, the shareholding of VCFs and category I AIFs or FVCI held in a company prior to making an initial public offering would be exempt from lock-in requirements provided that such equity shares held are locked in for a period of at least one (1) year from the date of purchase by such VCF or category I AIFs or FVCI.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

**Our Company or the LM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Application by provident funds/ pension funds**

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject their application, without assigning any reason thereof

#### **Application by limited liability partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject their application without assigning any reason thereof.

### **Application by Banking Companies**

In case of Application made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company, without assigning any reason therefor.

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 Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

### **Application by Insurance Companies**

In case of Application made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject their application without assigning any reason thereof.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time including the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("IRDA Investment Regulations").

- i. Equity shares of a company: the lower of 10% of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer/investment assets in case of a general insurer or a reinsurer;
- ii. 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 a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- iii. The industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of Rs. 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of Rs. 500,000 million or more but less than Rs. 2,500,000 million.

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by the IRDA from time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 ("IRDA Investment Regulations")

### **Application by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

### **Application by Systemically Important Non-Banking Financial Companies**

In case of Application made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof. Systemically important non-banking financial companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI

from time to time.

### **Application under Power of Attorney**

In case of Application made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, FPIs, Mutual Funds, Eligible QFIs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund, provident funds with a minimum corpus of Rs. 2,500 Lakhs and pension funds with a minimum corpus of Rs.2,500 Lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject their application 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:

- With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
- With respect to Applications 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 Application Form.
- With respect to Applications made by provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 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 Application Form.
- With respect to Applications 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 Application Form.
- Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form, subject to such terms and conditions that our Company and the Lead Manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories

### **Application by OCBs**

In accordance with RBI regulations, OCBs cannot participate in this Issue.

### **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

**In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this chapter.**

Lists of banks that have been notified by SEBI to act as SCSB (Self-Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

### **ASBA Process and Electronic Registration of Application**

Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“ASBA Account”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank

account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

**APPLICATION FORM SHALL BEAR THE STAMP OF THE SYNDICATE MEMBER/ SCSBS/ REGISTRAR AND SHARE TRANSFER AGENTS/ DEPOSITORY PARTICIPANTS/ STOCK BROKERS AND IF NOT, THE SAME SHALL BE REJECTED.**

#### **Who can apply?**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

#### **Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

**Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.**

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

#### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

#### **Terms of payment**



The entire Issue price of Rs. 44/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs. The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

### **Payment Mechanism**

The Applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Applications Amount (issue price) in the bank account specified in the Application Form. The SCSB shall keep the Applications Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Applications Amount. However, Non-Retail Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Applications Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Applications Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Applications by the ASBA Bidder, as the case may be.

### **PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)**

**In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to stream line the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and movement of such application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.**

Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (T+3 Circular).

### **Who can apply through UPI Mode?**

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

### **Process**

**Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in).**

### **Blocking of Funds:**

- a) Investors shall create UPI ID
- b) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form
- c) Thereafter, intermediary shall upload the Application details and UPI ID in the electronic bidding system of the Stock Exchange
- d) Stock Exchange shall validate the Application details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission
- e) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
- f) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

### **Unblocking of funds:**

- a) After the issue close day, the RTA on the basis of Application and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
- b) Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public issue escrow account and unblocking of excess funds
- c) Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

**Further, RIIs would continue to have an option to modify or withdraw the Application till the closure of the issue period. For each such modification of application, RIIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.**

#### **REJECTION GROUNDS UNDER UPI PAYMENT MECHANISM**

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

#### **LIST OF BANKS PROVIDING UPI FACILITY**

An investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.

A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:

*Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI.*

Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of application form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018).

#### **ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Designated Intermediary will register the Applications using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted. The Lead Manager, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary or (iv) Applications accepted and uploaded without blocking funds.
2. The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary and (iv) Applications accepted and uploaded without blocking funds. It shall be presumed that for Applications uploaded by the Designated Intermediary, the full Application Amount has been blocked.
3. In case of apparent data entry error either by the Designated Intermediary in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange.
4. The Designated Intermediary will undertake modification of selected fields in the Application details already uploaded within before 1.00 p.m. of the next Working Day from the Issue Closing Date.
5. The Stock Exchanges will offer an electronic facility for registering Applications for the Issue. This facility will be available with the Designated Intermediary and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Designated Intermediary 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 on-line facilities on a regular

basis. On the Issue Closing Date, the Designated Intermediary shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Lead Manager on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.

6. At the time of registering each Application submitted by an Applicant, Designated Intermediary shall enter the following details of the investor in the on-line system, as applicable:
  1. Name of the Applicant;
  2. IPO Name;
  3. Application Form number;
  4. Investor Category;
  5. PAN (of First Applicant, if more than one Applicant);
  6. DP ID of the demat account of the Applicant;
  7. Client Identification Number of the demat account of the Applicant;
  8. UPI ID (RIIs applying through UPI Mechanism)
  9. Numbers of Equity Shares Applied for;
  10. Location 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
  11. Bank account number
  12. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.
7. The Designated intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
8. Such acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.
9. In case of QIB Applicants, the Lead Manager has the right to accept the Application or reject it. However, the rejection should be made at the time of receiving the Application and only after assigning a reason for such rejection in writing. In case on Non-Institutional Applicants and Retail Individual Applicants, Applications would be rejected on the technical grounds.
10. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoters, 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 Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
11. Only Applications that are uploaded on the online IPO system of the Stock Exchanges shall be considered for allocation/Allotment. The Designated Intermediary will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar will receive this data from the Stock Exchanges 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.

#### **WITHDRAWAL OF APPLICATIONS**

RIIs can withdraw their applications until Issue Closing Date. In case a RII wishes to withdraw the applications during the 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 or Sponsor Bank in the ASBA Account.

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 Application at any stage.

## **SIGNING OF UNDERWRITING AGREEMENT**

The issue is 100% Underwritten. For further details please refer to the Chapter titled “*General Information*” on page 50 of this Prospectus.

## **FILING OF THE DRAFT PROSPECTUS/PROSPECTUS**

For filing details, please refer to the Chapter titled “*General Information*” beginning on page 50 of this Prospectus.

## **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, the Company shall, after filing the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI 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 registered office of the Company is situated.

## **PRICE DISCOVERY AND ALLOCATION OF EQUITY SHARES**

- a) The Issue is being made through the Fixed Price Process where in up to Equity Shares shall be reserved for Market Maker. Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid Application being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Retail Applicants.
- b) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.
- c) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- d) In terms of SEBI Regulations, Non-Retail Investors shall not be allowed to either withdraw or lower the size of their applications at any stage.
- e) Allotment status details shall be available on the website of the Registrar to the Issue.

## **ISSUANCE OF ALLOTMENT ADVICE**

Upon approval of the Basis of Allotment by the stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue.

1. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
2. Issuer will ensure that: (i) the allotment of the equity shares; and (ii) initiate corporate action for credit of shares to the successful applicant’s Depository Account within 2 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.
3. 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 Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

## **ISSUANCE OF CONFIRMATION ALLOCATION NOTE (“CAN”)**

- a) A physical book is prepared by the Registrar on the basis of the Application Forms received from Investors. Based on the physical book and at the discretion of the Company in consultation with the LM, selected Investors will be sent a CAN and if required, a revised CAN.
- b) In the event that the Issue Price is higher than the Investor Allocation Price: Investors will be sent a revised CAN within 1 (one) day of the Pricing Date indicating the number of Equity Shares allocated to such Investor and the pay-in date for payment of the balance amount. Investors are then required to pay any additional amounts, being the difference between

the Issue Price and the 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 Investors.

- c) In the event the Issue Price is lower than the Investor Allocation Price: Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

#### **DESIGNATED DATE**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

#### **GENERAL INSTRUCTIONS**

Applicants are requested to note the additional instructions provided below.

##### **Do's:**

1. Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their Application through the ASBA process only;
2. Read all the instructions carefully and complete the Application Form;
3. Ensure that the details about the PAN, UPI ID (if applicable), DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
4. Ensure that your Application Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Collection Centre within the prescribed time, except in case of electronic for Retail Individual Investors using UPI mechanism, may submit their ASBA forms with Designated Intermediary and ensure that it contains the stamp of such Designated Intermediary;
5. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
6. If the first applicant is not the ASBA account holder (or the UPI- linked bank account holder as the case may be), ensure that the Application Form is signed by the ASBA account holder (or the UPI- linked bank account holder as the case may be). Ensure that you have mentioned the correct bank account number and UPI ID in the Application Form;
7. All Applicants (other than Anchor Investors and RII using UPI Mechanism) should apply through the ASBA process only. RII not using UPI mechanism, should submit their application form directly with SCSB's and not with any designated intermediary.
8. With respect to Applications by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your application;
9. Ensure that you request for and receive a stamped acknowledgement of your application;
10. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
11. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process. Retail Individual Investors using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner.
12. Submit revised Applications to the same Designated Intermediary, as applicable, through whom the original Application was placed and obtain a revised TRS;
13. Except for Applications (i) on behalf of the central or state governments and the officials appointed by the courts, who, in terms of SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) Applications by persons resident in the state of Sikkim, who, in terms of SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants 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 Applicants 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 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;
16. Ensure that the name(s) given in the 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 application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
17. Ensure that the category and sub-category under which the Application is being submitted is clearly specified in the Application Form;
18. Ensure that in case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. If you are resident outside India, ensure that Applications by you are in compliance with applicable foreign and Indian laws;
20. Since the allotment will be in dematerialised form only, Applicants should note that in case the DP ID, the Client ID, UPI ID (where applicable) and the PAN mentioned in the Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, match with the DP ID, Client ID (where applicable) and PAN available in the Depository database otherwise liable to be rejected; Where the 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 Application Form;
21. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
22. Ensure that you have correctly signed the authorization /undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
23. Ensure that you have mentioned the correct ASBA Account number (for all Application other than Retail Individual Investors making Applications using the UPI Mechanism) in the Application cum Application Form and such ASBA account belongs to you and no one else. Further, Retail Individual Investors using the UPI Mechanism must also mention their UPI ID and shall use only his/her own bank account which is linked to his/her UPI ID;
24. Retail Individual Investors making Application using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
25. Retail Individual Investors making Application using the UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. Retail Individual Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
26. Applicants, other than Retail Individual Investors making Application using the UPI Mechanism, shall ensure that they have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form to the relevant Designated Intermediaries;
27. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;
28. In case of ASBA Applicants (other than Retail Individual Investors using UPI Mechanism), ensure that while making Application through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Application Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has

named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);

29. Once the Sponsor Bank Issues the UPI Mandate Request, the Retail Individual Investors would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;
30. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
31. Retail Individual Investors who wish to revise their applications using the UPI Mechanism, should submit the revised Application with the Designated Intermediaries, pursuant to which Retail Individual Investors should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in the Retail Individual Investors ASBA Account.
32. Retail Individual Investors using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Individual Investor shall be deemed to have verified the attachment containing the application details of the Retail Individual Investor in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;
33. Retail Individual Investors applied using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Application Form;
34. Retail Individual Investors using the UPI Mechanism who have revised their applications subsequent to making the initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner;
35. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
36. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;
37. Retail Individual Investors shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Issue Closing Date.
38. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021.

**Don'ts:**

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest or any mode other than blocked amounts in the bank account maintained with SCSB;
4. Do not apply by another Application Form after submission of Application to the Designated Intermediary.
5. Do not submit the Application Forms with the Banker(s) to the Issue (assuming that such bank is not a SCSB), our Company, the LM or the Registrar to the Issue (assuming that the Registrar to the Issue is not one of the RTAs) or any non-SCSB bank;
6. Do not apply on an Application Form that does not have the stamp of the Designated Intermediary;
7. Do not submit the Application Forms to any non-SCSB bank or our Company;
8. Do not apply on a physical Application Form that does not have the stamp of the relevant Designated Intermediary;
9. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;



10. If you are a Retail Individual Investor and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
11. Do not submit the Application Forms to any Designated Intermediary that is not authorised to collect the relevant Application Forms or to our Company;
12. If you are a Retail Individual Applicant, do not apply for an exceeding Rs. 2 lakhs;
13. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and/or investment limit or maximum number of 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 Prospectus;
14. Do not submit the General Index Register number instead of the PAN;
15. As an ASBA Applicant, do not submit the Application without ensuring that funds equivalent to the entire Application Amount are available to be blocked in the relevant ASBA Account and as in the case of Retail Individual Investors using the UPI Mechanism shall ensure that funds equivalent to the entire application amount are available in the UPI linked bank account where funds for making the bids are available.
16. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
17. If you are a Retail Individual Investor and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
18. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
19. If you are a QIB, do not submit your application after 3.00 pm on the Issue Closing Date for QIBs;
20. If you are a Non-Institutional Applicant or Retail Individual Applicant, do not submit your application after 3.00 pm on the Issue Closing Date;
21. Do not submit an application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
22. Do not submit an application 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 Depositories);
23. Do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise their applications during the Issue Period and withdraw their Applicants on or before the Issue Closing Date;
24. Do not apply for shares more than specified by respective Stock Exchanges for each category;
25. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by Retail Individual Investor using the UPI mechanism;
26. If you are a QIB or a Non-Institutional Applicant, do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage;
27. Do not apply if you are an OCB.
28. Do not submit incorrect UPI ID details, if you are a Retail Individual Investors applying through UPI Mechanism;
29. Do not submit ASBA Forms at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres; and
30. Do not submit ASBA Forms to a Designated Intermediary at a Collection Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one (1) branch in the relevant Collection Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>). The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
31. Do not submit a Bid cum Application Form with third party UPI ID or using a third-party bank account (in case of Application submitted by Retail Individual Investors using the UPI Mechanism)

**The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

### **Instructions for completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker (“broker”) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of Stock Exchange.

### **Applicant’s Depository Account and Bank Details**

**Please note that, providing bank account details in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.**

Applicants should note that on the basis of name of the Applicants, Depository Participant’s name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant’s bank account details, MICR code and occupation (hereinafter referred to as ‘Demographic Details’). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants’ sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **Payment by Stock Invest**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

## **OTHER INSTRUCTIONS**

### **JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

### **MULTIPLE APPLICATIONS**

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- i. All applications are electronically strung on first name, address (1<sup>st</sup> line) and applicant ‘s status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband ‘s name to determine if they are multiple applications.

- ii. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- iii. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made. In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Applications is given below:

- All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
- For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

#### **PERMANENT ACCOUNT NUMBER (“PAN”)**

Pursuant to the circular MRD/DOP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue, Lead Manager can, however, accept the Application(s) which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.**

#### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds. It should be noted that RIIs using third party bank account for the payment in the public issue using UPI facility or using third party UPI ID linked bank account are liable to be rejected.

## **GROUNDS FOR TECHNICAL REJECTIONS**

Applicants are requested to note that Application may be rejected on the following additional technical grounds.

- a. Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- b. 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;
- c. Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- d. PAN not mentioned in the Application Form;
- e. GIR number furnished instead of PAN;
- f. Applications for lower number of Equity Shares than specified for that category of investors;
- g. Applications at a price other than the Fixed Price of the Issue;
- h. Applications for number of Equity Shares which are not in multiples as stated in the chapter titled "Issue Structure";
- i. Category not ticked;
- j. Multiple Applications as defined in the Prospectus;
- k. In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- l. Applications accompanied by Stock invest/ money order/ postal order/ cash;
- m. Signature of the First Applicant or sole Applicant is missing;
- n. Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- o. In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- p. Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- q. Applications by OCBs;
- r. Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- s. Applications not duly signed;
- t. Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- u. Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- v. Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- w. Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- x. Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;
- y. Applications not containing the details of Bank Account and/or Depositories Account.
- z. Applications under the UPI Mechanism submitted by Retail Individual Investors using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
- aa. Application submitted by Retail Individual Investors using the UPI Mechanism through an SCSB and/or using a Mobile

App or UPI handle, not listed on the website of SEBI;

- bb. Applications submitted on a plain paper.
- cc. Applications by person for whom PAN details have not been verified and whose beneficiary accounts are 'suspended for credit' in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

#### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL AND CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent.

A tripartite agreement dated November 16, 2023 with NSDL, our Company and Registrar to the Issue;

A tripartite agreement dated November 16, 2023 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN No: INE0RXS01018

- a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h) The trading of the Equity Shares of our Company would be only in dematerialized form.

#### **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 (Neetika Sakla) 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.**

<b>SHREENATH PAPER PRODUCTS LIMITED</b> Shop no. 5, Plot no.136, N-1, Masco Corner Api Road, Cidco, Aurangabad, Maharashtra, India, 431003. <b>Tel No:</b> +91 0240-2489888 <b>Email:</b> <a href="mailto:info@shreenathpaper.com">info@shreenathpaper.com</a> <b>Website:</b> <a href="http://www.shreenathpaper.com">www.shreenathpaper.com</a>	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> S6-2, 6 <sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri - (East), Mumbai - 400093, India. <b>Tel No:</b> +91 - 22 - 62638200 <b>Fax No:</b> +91 - 22 - 62638299 <b>E-mail Id:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>Investor Grievance ID:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Contact Person:</b> Vinayak Morbale <b>SEBI Registration No:</b> INR000001385
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## **Disposal of Applications**

With respect to Investors, our Company shall ensure dispatch of Allotment Advice, refund orders (except for applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account of Depository Participants of the Applicants and submit the documents pertaining to the Allocation to the Stock Exchange(s) on the Investor Bidding Date. In case of Applicants who receive refunds through NECS, NEFT, direct credit or RTGS, the refund instructions will be given to the clearing system within 3 working days from the Bid/Issue Closing Date.

## **IMPERSONATION**

Attention of the Applicant 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 shall be liable for action under Section 447”.

Section 447 of Companies Act, 2013 deals with ‘Fraud’ and prescribed a punishment of “imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (three) times the amount involved in the fraud”.

## **NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER**

The authorised employees of the Stock Exchange, along with the Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the Stock Exchange. In the event of over subscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 3000 Equity Shares the allotment will be made as follows:
  - a. Each successful applicant shall be allotted 3000 Equity Shares; and
  - b. The successful applicants out of the total applicants for that category shall be determined by the 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 (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 3000 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 3000 Equity Shares subject to a minimum allotment of 3000 Equity Shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 3000 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 Prospectus.

6. Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
  - a. A minimum of 50% of the net Issue of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.
  - b. The balance net Issue of shares to the public shall be made available for allotment to a) individual applicants other than retail individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - c. The unsubscribed portion of the net to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

If the retail individual investor is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled "**Basis of Allotment**" of this Prospectus.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2 lakhs. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the Stock Exchange.

#### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified shall be achieved before our company proceeds to get the basis of allotment approved by the Stock Exchange.

The Executive Director/Managing Director of the Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue.**

**There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **AT PAR FACILITY**

Letters of Allotment or refund orders or instructions to Self-Certified Syndicate Banks in Application Supported by Blocked Amount process. The issuer shall ensure that "at par" facility is provided for encashment of refund orders for applications other than Application Supported by Blocked Amount process.

#### **GROUND FOR REFUND**

##### *Non-Receipt of Listing Permission*

An Issuer makes an Application to the Stock Exchange for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchange from where such permission is sought are disclosed in this Prospectus. The designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by Stock Exchange, the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of this Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank / Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.



If such money is not repaid within Four days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in this Prospectus.

#### *Minimum Subscription*

This Issue is not restricted to any minimum subscription level. This Issue 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 money has to be returned within such 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 the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

#### *Minimum Number of Allottees*

The Issuer may ensure that the number of Allottees to whom Equity Shares may be allotted may not be less than fifty (50), failing which the entire application monies may be refunded forthwith.

### **MODE OF REFUNDS**

- a) **In case of ASBA Application:** Within two (2) working days of the Application/ Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application, for any excess amount blocked on Application, for any ASBA Application withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer.
- b) In the case of Applicant from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.
- c) **In case of Investors:** Within two (2) working days of the Bid/Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Issue may obtain from the depositories, the Applicant bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

### **MODE OF MAKING REFUNDS FOR APPLICANTS OTHER THAN ASBA APPLICANTS**

The payment of refund, if any, may be done through various modes as mentioned below:

- (i) **NECS** - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Applicant as obtained from the Depository;
- (ii) **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this chapter;

- (iii) **Direct Credit** - Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- (iv) **RTGS** - Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the Applicant, DP ID and beneficiary account number provided by them in the Bid cum Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant's account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the LM or the Registrar to the Issue or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same; and
- (v) Please note that refunds, on account of our Company not receiving the minimum subscription of 100% of the Issue, shall be credited only to the bank account from which the Applicant Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Applicants may refer to this Prospectus.

#### **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND**

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum (15% p.a.) if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the issue. However, applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

#### **COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange are taken within 3 (three) working days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit of Equity Shares to the beneficiary account with DPs, and dispatch the allotment Advise within 2 (two) Working Days of the Issue Closing Date.

#### **UNDERTAKING BY OUR COMPANY**

Our Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 3 (three) working days of closure of the Issue;
3. That funds required for making refunds / unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That no further issue of Equity Shares shall be made till the Equity Shares offered through this Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.
6. That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of Allotment; and
7. That if our Company does not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice which will be issued by our Company within two (2) days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

8. That if our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Prospectus with Stock Exchange/ RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;

**Utilization of Issue Proceeds**

Our Board 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 shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet 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 an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested.

## 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 FEMA.

While the Industrial Policy, 1991 has prescribed 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 the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government of India has from time to time made policy pronouncements on foreign direct investment ("FDI") through press notes and press releases.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, GoI, earlier known as Department of Industrial Policy and Promotion ("DPIIT") has issued the Consolidated FDI Policy Circular of 2020 ("FDI Policy") by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by DPIIT that were in force and effect as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. Foreign investment of upto 100% is currently permitted under the automatic route for our Company.

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 as per the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits provided 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 FDI 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. Each Applicant 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 Applicant 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.

**The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and 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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**The above information is given for the benefit of the Applicants. Our Company, and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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.**

For further details, see "*Issue Procedure*" beginning on page 228.

**SECTION IX: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION  
THE COMPANIES ACT, 2013 COMPANY LIMITED BY SHARES**

**(Incorporated under the Companies Act, 1956)**

**ARTICLES OF ASSOCIATION \***

**OF**

**SHREENATH PAPER PRODUCTS LIMITED**

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the annual general meeting of the Company held on September 22, 2014 in substitution for and to the entire exclusion of the earlier Articles of Association.

**Table F of the Companies Act, not to apply but company to be governed by these Articles**

No regulations contained in Table F in the First Schedule to the 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, subject to any exercises of the statutory powers of the Company with reference to the repeal or alteration of, or addition to, its regulation by special resolution, as prescribed by the said Companies Act, 2013, be such as are contained in these Articles.

**INTERPRETATION**

**Interpretation clause**

(a) In the interpretation of these Articles, unless repugnant to the subject or context:

'the Company' or 'this Company'

'The Company' or 'this Company' means '**SHREENATH PAPER PRODUCTS LIMITED.**

**Annual General Meeting**

'Annual General Meeting' means a general meeting of the members held in accordance with the provisions of Section 96 of the Act.

**'Auditors'**

'Auditors' means and includes those persons appointed as such for the time being by the Company at its General Meeting.

**'Board' or 'Board of Directors'**

'Board' or 'Board of Directors' means a meeting of the Directors duly called and constituted or as the case may be the Directors assembled at a Board of Directors of the Company collectively.

*\*New Articles of Association adopted vide Special Resolution at Extraordinary General Meeting dated March 21, 2023.*

**'Capital'**

'Capital' means the share capital for the time being raised or authorized to be raised, for the purpose of the Company.

**'Debenture'**

'Debenture' includes debenture-stock, bonds or any other instrument of a company evidencing a debt, whether constituting a charge on the assets of the company or not.

**'Directors'**

'Directors' means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board.

**'Dividend'**

'Dividend' includes any interim dividend.

**'Extraordinary General Meeting'**

'Extraordinary General Meeting' means an extraordinary general meeting of the members duly called and constituted and any adjourned holding thereof.

**'Financial Year'**

'Financial Year' shall have the meaning assigned thereto by Section 2(41) of the Act.

**'Member'**

'Member' means the duly registered holder from time to time of the shares of the Company and includes the subscribers of the Memorandum of the Company.

**'Meeting' or 'General Meeting'**

'Meeting' or 'General Meeting' means a meeting of Members and any adjournment thereof.

**'Month'**

'Month' means a calendar month.

**'Office'**

'Office' means the registered office for the time being of the Company.

**'Ordinary Resolution'**

A resolution shall be an 'Ordinary Resolution' when at a general meeting of which the notice required under the Act has been duly given, the votes cast (whether on a show of hands, or electronically or on a poll, as the case may be) in favour of the resolution (including the casting vote if any, of the Chairman) by the Members, who, being entitled so to do, vote in person, or where proxies are allowed, by proxy or by postal ballot, exceed the votes, if any, cast against the Resolution by members so entitled and voting.

**'Paid-Up'**

'Paid-up' includes credited as paid-up.

**'Persons'**

'Persons' includes corporation and firms as well as individuals.

**'Register of Members'**

'Register of Members' means the Register of Members to be kept pursuant to the Act.

**'Registrar'**

'Registrar' shall have the meaning assigned thereto by Section 2(75) of the Act.

**'Seal'**

'Seal' means the common seal for the time being of the Company.

**‘Share’**

‘Share’ means share in the share capital of the Company and includes stock.

**‘Special Resolution’**

A Resolution shall be 'Special Resolution' when:

the intention to propose the resolution as a special resolution has been duly specified in the notice calling the general meeting or other intimation given to the members of the resolution;

the notice required under the Act has been duly given; and

the votes cast in favour of the resolution (whether on a show of hand, or electronically or on a poll, as the case may be) by members, who being entitled so to do, vote in person, or where proxies are allowed, by proxy or by postal ballot, are required to be not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.

**‘Voting Right’**

‘Voting Right’ means the right of a member of a company to vote in any meeting of the company or by means of postal ballot.

**‘Written’ and ‘in writing’**

'Written' and 'in Writing' include printing, lithography and other modes of representing or reproducing words in a visible form

**‘Singular Member’**

Words importing the singular member include, where the context admits or requires, the plural member and vice-versa.

**‘Gender’**

Words importing the masculine gender also include the feminine gender.

**‘Beneficial Owner’**

‘Beneficial Owner’ shall mean the beneficial owner as defined in clause (a) of sub-section of Section 2 of the Depositories Act, 1996.

**‘Depositories Act’**

‘Depositories Act’ means the Depositories Act, 1996 and shall include any statutory modification(s) or re-enactment thereof for the time being in force.

**‘Depository’**

Depository shall mean a Depository as defined under clause (e) of sub-section (1) Section 2 of the Depository Act, 1996.

**‘Marginal Notes’**

The Marginal notes used in these Articles shall not affect the construction hereof.

Same as aforesaid, any words or expressions defined in the Act, shall, if not inconsistent with the subject or context bear the same meaning in these articles.

**CAPTIAL AND INCREASE AND REDUCTION OF CAPITAL****Authorized Share Capital**



The Authorized Share Capital of Company shall be as prescribed in Clause V of the Memorandum of Association of the Company.

#### **Increase of Capital by the Company and how carried into effect**

The Company in General Meeting may, from time to time, increase the capital by creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Directors shall determine, and in particular such shares may be issued with preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a right of voting at general meetings of 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.

#### **Buy-Back of Shares**

4A. The Company, subject to Section 68 and other applicable provisions of the Act and other applicable regulations, as the case may be in force, may from time to time buy-back its own shares, by passing a Special Resolution at its general meeting or by means of a resolution passed by the board of directors at its meeting, as may be applicable.

#### **New capital same as existing capital**

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 payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

#### **Redeemable Preference Shares**

Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue Preference Shares which are liable to be redeemed and the resolution authorizing such issue shall prescribe the manner and terms and conditions of redemption.

#### **Provisions to apply on issue of Redeemable Preference Shares**

On the issue of Redeemable Preference Shares under the provisions of Article 6 hereof the following provisions shall take effect:

No such shares be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption;

No such shares shall be redeemed unless they are fully paid;

The premium, if any, payable on redemption must have been provided for out of the profits of the Company or the Company's Share Premium Account before the Shares are redeemed;

Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of the profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called the 'Capital Redemption Account', a sum equal to the normal 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 55 of the Act, shall apply as if the Capital Redemption Reserve Account were paid up share capital of the company.

#### **Reduction of Capital**

The Company may from time to time by Special Resolution reduce its capital and any Capital Redemption Reserve Account or Share Premium Account 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 upon again or otherwise. This Article is not to derogate from any power that the Company would have if it were omitted.

### **Sub-division, consolidation and cancellation of shares.**

Subject to the provisions of section 61 of the Act, the Company in General Meeting may, from time to time, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares advantages as regards dividend, capital or otherwise over or as compared with the others or other. 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.

### **Modification of rights**

The rights and privileges attached to each class of shares may be modified, commuted, affected, abrogated in the manner provided in Section 48 of the Act.

## **SHARES AND CERTIFICATES**

### **Register and Index of Members**

The Company shall cause to be kept a Register and Index of Members in accordance with Section 88 of the Act. The Company shall be entitled to keep in any state or country outside India a part of register called "foreign register" containing names and particulars of members, debenture- holders, other security holders or beneficial owners residing outside India.

### **Shares to be numbered progressively and no share to be sub-divided**

The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner herein before mentioned, no shares shall be sub- divided. Every forfeited share shall continue to bear the number by which the same was originally distinguished

### **Further issue of Capital**

The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:

(i) Such further shares shall be offered to the persons who, at the date of offer, are holder of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.

The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.

The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (b) shall contain a statement of this right.

After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.

The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.

Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:

A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans; and

The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf

#### **Shares under control of directors**

Subject to the provisions of these Articles and of the Act, the shares including any shares forming part of any increased capital of Company shall be under the control of Directors who may allot or otherwise dispose of the same to such persons in such proportions on such terms and conditions, and at such times as the Directors think fit and subject to the sanction of the Company in General Meeting with full power, to give any person the option to call for or be allotted shares of any class of the Company either at a premium or at par or at a discount (subject to the provisions of the Act) and such options being exercisable for such time and for such consideration as the Directors think fit. The board shall cause to be filed the returns as to allotment provided for in Section 39 of the Act.

#### **Power also to Company in General Meeting to issue shares**

In addition to and without derogating from the powers for that purpose conferred on the Board under Article 13 and 14, the Company in General Meeting may, subject to the provisions of Section 62 of the Act, determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such person (whether member or not) in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of Section 53), as such General Meeting shall determine and with full power to give any person (whether a member or not) the option or right to call for, or be allotted shares of any class of the Company either (subject to compliance with provisions of Sections 52 of the Act) at a premium or at par or at a discount, such option being exercisable at such time and for such consideration as may be directed by such General Meeting or the Company in General Meeting may take any other provisions whatsoever for the issue, allotment or disposal of any shares.

#### **Issue other than for cash**

16.(a) The Board may issue and allot shares in the capital of the Company as payment or payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.

(b) As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.

#### **Acceptance of Shares**

Any application signed by or on behalf of an applicant for shares in the Company followed by allotment of any share 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.

#### **Deposit, call etc to be debt payable immediately**

The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on insertion of the name of the allottee in the Register of Members as the name of the holders of such shares, become a debt due to and recoverable by the company from the allottee thereof, and shall be paid by him accordingly.

#### **Liability of Member**

Every member, or his heirs, executors or administrators, shall pay to the Company the portion of the capital represented by his share or shares which may for the time being, remain at such time or times, and in such manner as Board shall, from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

#### **Share Certificate**

20.(a) Every member or allottee of shares shall be entitled within one month from the date of application for registration of transfer or transmission or within two months from the date of allotment (or within such other period as the conditions of issue shall provide) without payment;

to receive one certificate for all his shares; or

to receive several certificates each for market lots of shares held by any members, specifying the name of the person in whose favour it is issued, the shares of which it relates and the amount paid-up thereon.

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 letters of acceptance or of renunciation or in case 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 the 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, shall sign the share certificate, provided that if the composition of the Board permit, 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 the issue.

As two or more joint allottees of a share shall, for the purpose of this Article, be treated as single member, and the certificate of any share, which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them.

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 or digitally signed, but not by means of a rubber stamp, provided that the Director shall be personally responsible for permitting the affixation of his signature and for the safe custody of such machine, equipment or other material used for the purpose.

Notwithstanding anything contained in Article 20(a), the Board may not accept applications for sub-division or other consolidation of share certificates into denominations of less than the market unit of trading except when such a sub-division or consolidation is required to be made to comply with a statutory order or any Order of a Competent Court of Law or a request from a member to convert his holdings of odd lots of shares into transferable/marketable lots, subject, however, to verifications by the company.

The Company shall give effect to a transmission of shares and consolidation or subdivision of share certificates as provided in Article 20 (d), and shall issue share certificates in pursuance thereof within two months of lodgment of a proper application for such transmission, consolidation or sub-division.

#### **Option to receive share certificate or hold shares with depository**

A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.

#### **Renewal of Share Certificate**

If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force. No fee shall be charged by the Company for issue of such certificate.

#### **The first named or joint holders deemed sole holder**

If any share stands in the names of two or more persons, the person first named in the Register shall as regards receipt of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at the meetings, and the transfer of shares, be deemed to be the sole holder thereof, but the joint holders of share shall be severally as well as jointly, liable for the payment of all installments and calls due in respect of such shares and for all incidents thereof according to the Company's regulations.

**Company not bound to recognize any interest in share other than that of registered holder**

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 persons from time to time registered as the holder thereof; but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivors of them. Funds of the Company may not be applied in purchase of shares of the Company

None of the funds of the Company shall be applied in the purchase of any shares of the Company, and it shall not give any financial assistance for or in connection with the purchase or subscription of any shares in the Company or in its holding Company save as provided by section 67 of the Act

**UNDERWRITING AND BROKERAGE**

**Commission may be paid**

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, but so that the commission shall not exceed in the case of shares five per cent of the price at which the shares are issued, and in the case of debentures, two and half per cent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares in one way and partly in the other.

**Brokerage**

The Company may pay a reasonable sum for brokerage.

**CALLS**

**Directors may make calls**

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 meeting of the Board (and not by circular resolution) make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board. A call may be made payable by installments.

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

**Notice of Calls**

Thirty days' notice in writing at the least of any call shall be given by the Company specifying the time and place of payment, and person to whom such call shall be paid.

**Calls to date from resolution**

A call shall be deemed to have been made at the time when the resolution authorizing such calls was passed at a meeting of the Board.

**Calls may be revoked or postponed**

A call may be revoked or postponed at the discretion of the Board.

#### **Liability of joint holders**

The joint holders of a share be jointly and severally liable to pay all calls in respect thereof.

#### **Directors may extend time**

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 by reason of residence at a distance or other cause the Board may deem are fairly entitled to such extension, but no members shall be entitled to such extension save as a matter of grace and favour.

#### **Calls to carry interest**

If any member fails to pay any calls due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from such member.

#### **Sums deemed to be of calls**

Any sum, which by the terms of issue of a share become payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purpose of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.

#### **Proof of trial**

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, or subsequently to the date at which the money is sought to be recovered, is alleged to have become due on the shares in respect of which such money is sought to be recovered; that the resolution making the call is duly recorded in the Minute Book, and that the 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 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 matter whatsoever, but the proof of the matters as aforesaid shall be conclusive evidence or debt.

#### **Partial Payment not to preclude forfeiture**

Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

#### **Payment in anticipation of calls may carry interest**

(a) The Board may, if it thinks fit, agree to 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 upon and upon the moneys so paid in advance, or upon so much thereof from time to time, and 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 an amount so advanced or may at any time repay the same upon giving the member three months notice in writing provided that moneys paid in advance of calls on any shares may carry interest but shall not confer a right to dividend or participate in profits.

(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 be but for such payment become presently payable.

#### **Company to have lien on shares**

The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares, and no equitable interest in any shares shall be created except upon the footing and upon the condition that article 24 hereof is to have full effect. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Board may, however, at any time, declare any share to be exempt, wholly or partially from the provision of this article.

#### **As to enforcing lien by sale**

For the purpose of enforcing such lien, the Board may sell the subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorize one of their member to execute a transfer thereof on behalf of and in the name of such member. No sale shall be made until such period as aforesaid shall have arrived, and until notice in writing of the intention to sell shall have been served on such member or his representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after such notice.

#### **Application of proceeds of sale**

The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a lien for sums not presently payable as existed upon the shares before the sale) be paid to persons entitled to the shares at the date of the sale.

### **FORFEITURE OF SHARES**

#### **If money payable on shares not paid, notice to be given to member**

If any member fails to pay any call or installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may at any time thereafter, during such time as the call or installment remain unpaid, give notice requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

#### **Form of notice**

The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or installment and such interest thereon at such rate 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 appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited.

#### **In default of payment shares to be forfeited**

If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeiture share and not actually paid before the forfeiture.

#### **Notice of forfeiture to a member**

When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the



register of members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

**Forfeited share to be property of the Company and may be sold, etc.**

Any share so forfeited shall be deemed to be the property of the Company, and may be sold, re- allotted, or disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board shall think fit.

**Member still liable to pay money owing at the time of forfeiture and interest**

Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand, all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine, and the Board may enforce the payment thereof, as it thinks fit.

**Effect of forfeiture**

The forfeiture of a share shall involve extinction, at the time of the forfeiture, of all interest in all claims and demands 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.

**Evidence of forfeiture**

A declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has 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 person claiming to be entitled to the share.

**Validity of sale**

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

**Cancellation of share certificates in respect of forfeiture**

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, 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.

**Power for annual forfeiture**

The Board may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

**TRANSFER AND TRANSMISSION OF SHARES**

**Register of transfer**

The Company shall keep a 'Register of Transfers', and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share.

**Instrument of transfer**

The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and the rules prescribed in the Act shall be duly complied with in respect of all transfers of shares and the registration thereof.

#### **Instrument of transfer to be completed and presented to the Company**

The instrument of Transfer duly stamped and executed by the Transferor and the Transferee shall be delivered to the Company in accordance with the provisions of the Act. The instrument of Transfer shall be accompanied by such evidence as the Board may require to prove the title of Transferor and his right to transfer the shares and every registered instrument of Transfer shall remain in the custody of the Company until destroyed by order of the Board. The Transferor shall be deemed to be the holder of such shares until the name of the Transferee shall have been entered in the Register of Members in respect thereof. Before the registration of a transfer, the certificate or certificates of the shares must be delivered to the Company.

#### **Transfer books and register of members when closed**

The Board shall have the power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the Office of the Company is situate to close the Transfer Books, the Register of Members or Register of Debenture holders at such time and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.

#### **Transfer to Minors**

56A.(a) The Directors may at their absolute discretion approve a minor, becoming a Member of the Company on such terms as the Directors may stipulate.

(b) If any Member be a minor, the votes in respect of his share or shares shall be made by his guardian or any of his guardians, if more than one, to be elected in case of dispute by the Chairman of the meeting.

#### **Transfer of shares held in Demat**

56B.(a) Nothing contained in the foregoing Article shall apply to transfer of security effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of a Depository.

(b) In the case of transfer of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.

#### **Directors may refuse to register transfer**

Subject to the provisions of section 58 of the Act, the Board may, at its own absolute and uncontrolled discretion subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien;

#### **Notice of application when to be given**

Where, in the 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 Act.

#### **Death of one or more joint holders of shares**

In the case of the death of any one or more of the persons named in the Register of Members as the joint holders of any share, the survivor or the survivors shall be the only persons recognized by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

#### **Title of shares of deceased member**

The executors or administrators or holders of a Succession Certificate or the legal representatives of a deceased member (not being one or two or more joint holders) shall be the only persons recognized by the Company as having any title to the shares registered in the name of such member, and the Company shall not be bound to recognize such executors or administrators or holders or a Succession Certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration or Succession Certificate, as the case may be, from a duly constituted Court in the union of India; provided that in any case where the Board in its absolute discretion thinks fit, the Board may dispense with production of Probate or Letters of Administration or Succession Certificate, upon such terms as the indemnity or otherwise as the Board in its absolute discretion may think necessary and under Article 62 register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member as a member.

No transfer to insolvent etc.

No share shall in any circumstances be subscribed for by, or transferred to, any insolvent or person of unsound mind.

Registration of persons entitled to shares otherwise than by transfer

Subject to the provisions of the Act and Articles 59 and 60 any person becoming entitled to shares in consequence of the death, and any person becoming entitled to shares in consequence of lunacy, bankruptcy or insolvency of any member, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee as instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the shares.

Persons entitled may receive dividend without being registered as member

A person entitled to a share by transmission shall, subject to the right of the Board to retain such dividends or money as hereinafter provided, be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of share.

Fee on transfer or transmission

No fee shall be charged by the Company for the following viz:

for registration of transfers of shares and debentures, or for transmission of shares and debentures;

for sub-division and consolidation of share and debenture certificates and for sub-division of letters of allotment, split, consolidation, renewal and transfer receipts into denominations corresponding to the market units of trading;

for sub-division of renounceable letters of right;

for registration of any power of attorney, probate, letters of administration or other legal representation.

Company not liable for disregard of a notice prohibiting registration of a transfer

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 of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting 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 require to regard or attend or give effect to any notice which may be given to it 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 it in some book of the Company, but the company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

### **Copies of memorandum and articles of association to be sent by the Company**

Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Company to every member at his request within seven days of the request on payment of the sum of Rupee One for such copy.

## **BORROWING POWERS**

### **Power to borrow**

Subject to the provisions of Section 73, 179 and 180 of the Act, the Board may, from time to time, at its discretion by a resolution passed at a meeting of the Board accept deposits from members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. Provided, however, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such moneys without the consent of the Company in General Meeting accorded by way of special resolution.

### **Payment or re-payment of moneys borrowed**

Subject to the provisions of Article 67 hereof, the payment or re-payment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution shall prescribe including by the issue of debentures or debenture-stock of the Company charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being; and debentures, debenture-stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

### **Form of issue of Debentures**

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, drawings, allotment of shares and attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures, debenture-stock, loan, loan-stock with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting accorded by a Special Resolution.

### **Register of mortgages etc., to be kept**

The Board shall cause a proper Register to be kept in accordance with the provisions of the Act for all mortgages, debentures and charges specifically affecting the property of the Company, and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

### **Register and index of debenture holders**

The Company shall, if at any time issues debentures, keep a Register and index of debenture holders in accordance with Section 88 of the Act. The Company shall have the power to keep in any State or country outside India a branch Register of Debenture holder's resident in that State or country.

## **CONVERSION OF SHARES INTO STOCK AND RECONVERSION**

### **Shares may be converted into stock**

The Company in General Meeting may convert any paid-up shares into stock, and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein or any part of such interest, in the same manner and subject to the same regulations as, and subject to which shares from which the stock arise might have been transferred, if no such conversion had taken place, or as near thereto as circumstances will admit. The Company may at any time reconvert any stock into paid-up shares of any denomination.

### **Right of stock holders**

The holders of stock shall, according to the amount of stock held by them have the same rights, privileges and advantages as regards dividends, voting at meeting of the Company, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets of winding-up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

#### **Applicability of regulations to stock and stockholders**

Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.

### **MEETING OF MEMBERS**

#### **Annual General Meeting**

The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act.

#### **Extraordinary General Meeting**

The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition in writing by any member or members holding in the aggregate not less than one-tenth of such of the paid-up capital as at that date carries the right of voting in regard to the matter in respect of which the requisition has been made.

#### **Requisition of members to state object of meeting**

Any valid requisition so made by members must state the object or objects of the meeting proposed to be called and must be signed by the requisitionists and be deposited at the office provided that such requisition may consist of several documents in like form, each signed by one or more requisitionists.

On receipt of any such requisitions, Directors to call meeting and in default requisitionists may do

Upon the receipt of any such requisition, the Board shall forthwith call an Extraordinary General Meeting, and if they do not proceed within twenty-one days from the date of the requisition, being deposited at the office to cause a meeting to be called on a day not later than forty-five days from the date of deposit of the requisition, the requisitionists, or such of their number as represent either a majority in value of the paid-up share capital held by all of them or not less than one-tenth of such of the paid-up share capital of the Company as is referred to in Section 100 of the Act, whichever is less, may themselves call the meeting, but in either case, any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.

Meeting called by requisitionists

Any meeting called under the foregoing Articles by the requisitionists shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board.

#### **Notice of General Meeting**

(a) A general meeting of a company may be called by giving not less than twenty-one days' notice in writing;

A general meeting may be called after giving shorter notice than that specified in sub-section (1), if consent is accorded thereto -

in the case of an annual general meeting, by all the members entitled to vote thereat; and

in the case of any other meeting, by members of the company

holding if the company has a share capital, not less than 95 per cent of such part of the paid-up share capital of the company as gives a right to vote at the meeting, or

having, if the company has no share capital, not less than 95 per cent of the total voting power exercisable at that meetings

Provided that where any members of a company are entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members shall be taken into account for the purposes of this sub-section in respect of the former resolution or resolutions and not in respect of the latter.

#### **Omission to give notice not to invalidate a resolution passed**

The accidental omission to give any such notice as aforesaid to any of the members, or the non- receipt thereof, shall not invalidate any resolution passed at any such meeting.

#### **Meeting not to transact business not mentioned in notice**

No General Meeting, Annual or Extraordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the Notice or notices upon which it was convened.

#### **Quorum at the general meeting**

The quorum for general meeting shall be as provided in the Act.

Body corporate deemed to be personally present

A body corporate being a member shall be deemed to personally present if it is represented in accordance with Section 113 of the Act.

If quorum not present meeting to be dissolved or adjourned

If, at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, the meeting, if convened by or upon the requisition of members, shall stand dissolved, but in any other case, the meeting shall stand adjourned to the same day in the next week or, if that day is a public holiday, until the next succeeding day which is not a public holiday, at the same time and place, or to such other day and at such other time and place in the city or town in which the Office of the Company is for the time being situated, as the Board may determine, and if at such adjourned meeting a quorum, is not present at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which meeting was called.

#### **Chairman of general meeting**

The Chairman (if any) of the Board shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary. If there be no such Chairman of the Board, or if at any meeting he shall be unable or unwilling to take the Chair, then the Managing Director shall be entitled to take the Chair and failing him the Directors present may choose one of their members to be the Chairman of the Meeting. If no Director be present or if all the Directors present decline to take the chair, then the members present shall elect one of their member to be the Chairman.

Business confined to election of Chairman while chair is vacant

No business shall be discussed at any General Meeting except the election of Chairman, while the Chair is vacant.

#### **Chairman with consent may adjourn meeting**

The Chairman with the consent of the members may adjourn any meeting from time to time and from place to place in Bombay, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **Question at general meeting how decided**

At any General Meeting a resolution put to the vote of the meeting shall, unless a poll is ordered by the chairman of the meeting, be decided on a show of hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has on show of

hands/electronic voting, has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. Before or on the declaration of the result of the voting on any resolution on a show of hands, poll may be ordered to be taken by the Chairman of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five lakh rupees has been paid up.

#### **Chairman casting vote**

In the case of equality of votes, the Chairman shall both on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

#### **Poll to be taken if demanded**

If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may be direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

#### **Scrutinizers at Poll**

Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutinizers to scrutinize the vote given on the poll and to report therein to him. One of the scrutinizers so appointed shall always be a member (not being an Officer or employee of the Company) present at the meeting, provided such a member is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from such removal or from any other cause.

#### **In what case, poll taken without adjournment**

Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting forthwith.

#### **Demand for poll not to prevent transactions of other business**

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.

### **VOTE OF MEMBERS**

#### **Members in arrears not to vote**

No members shall be entitled to vote, either personally or by proxy, at any General Meeting of a class of shareholders, either upon a show of hands/electronic voting or upon a poll in respect of any shares registered in his name on which any call or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

#### **Numbers of votes to which member entitled**

Subject to the provisions of these Articles and without prejudice to any special privileges or restrictions as 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 vote at such meeting and on a show of hands, every member present in person shall have one vote and upon a poll/electronic voting the voting right of every member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company. Provided, however, if any preference shareholder be present at any meeting of the Company, save as provided in clause (b) of sub-section (2) of Section 47, he shall have a right to vote only on resolutions placed before the meeting which directly affect the right attached to his preference shares.

### **Casting of votes by member entitled to more than one vote**

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 vote or cast in the same way all the votes he uses.

### **Votes of joint members**

If there be joint registered holders of any shares, any one of such persons may vote at any meeting or may appoint another person (whether a member or not) as his proxy in respect of such shares, as if he were solely entitled thereto and, if more than one of such joint holders be present at any meeting, that one of the said persons so present whose name stands first one in the Register 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 shares stand shall for the purpose of these Articles be deemed joint holders thereof.

### **Voting in person or by proxy**

Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a member may vote either by a proxy or by a representative duly authorized in accordance with section 113 of the Act, and such representative shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that could exercise if it were an individual member.

### **Votes in respect of shares of deceased and insolvent member**

Any person entitled under Article 62 to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnity (if any) as the Directors may require or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

### **Appointment of proxy**

Every proxy (whether a member or not) shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is corporation under the common seal of such corporation, or be signed by an officer or any attorney duly authorized by it, and any committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the meeting.

### **Proxy either for specified meeting or for a period**

An instrument of proxy may appoint a proxy either for the purpose of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every meeting of the Company, or of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.

### **Proxy to vote only on a poll**

A member present by proxy shall be entitled to vote only on a poll.

### **Deposit of instrument of appointment**

The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notorially certified copy of that power or authority, shall be deposited at the office not later than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default, the instrument or proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

### **Form of Proxy**

Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.



### **Validity of votes given by proxy notwithstanding death of member**

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity revocation or transfer shall have been received at the Office before the meeting.

### **Time for objections of Votes**

No objection shall be made to the validity of any vote, except at any meeting or poll at which such vote shall be tendered and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

### **Chairman of the meeting to be judge of validity of any vote**

The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

### **Certain matters to be exercised by special resolution**

The Company shall not do or cause to be done any of the following acts or things except by means of a **SPECIAL RESOLUTION** passed by the Company in General Meeting;

Amendment to the Memorandum and Articles of Association;

Increase and / or decrease of capital;

Issuance of new shares;

Issuance of debentures;

Assignment, transfer, sale or other disposition of whole or part of the business, including goodwill;

Merger with other entities;

### **Exercise of Borrowing power**

Any resolution which under the provisions of these Articles or the Act is permitted or required to be passed by the Company in General Meeting shall, unless the Articles or the Act expressly required such matters to be passed by a **SPECIAL RESOLUTION**, be passed as an Ordinary Resolution.

### **Minutes of general meeting and inspection thereof by members**

110.(a) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.

Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.

In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

All appointments of Officers made at any meeting as aforesaid shall be included in the minutes of the meeting.

Nothing herein contained shall require or be deemed to require the inclusion in any such minute of any matter which in the opinion of the Chairman of the meeting :

is or could reasonably be regarded as defamatory of any person, or  
is irrelevant or immaterial to the proceedings, or  
is detrimental to the interests of the Company.

The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non inclusion of any matter in the minutes on the aforesaid grounds.

Any such minutes shall be evidence of the proceedings recorded therein.

The book containing the minutes of proceedings of General Meeting shall be kept at the Office of the Company and shall be open during business hours, for such period not being less in the aggregate than two hours on such day as the Directors determine, to the inspection by any member without charge.

## DIRECTORS

### **Number of Directors**

Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.

### **Nominated Director**

The First Directors of the Company shall be:

Hasumati Parekh

Navneetdas Parekh

Alok Parekh

Sayali Parekh

### **Debenture Director**

If it is provided by the trust Deed, securing or otherwise, in connection with any issue of debentures of the Company that any person or persons shall have power to nominate a Director of the Company, then in the case of any and every such issue of debentures, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed another Director may be appointed in his place. A Debenture Directors shall not be liable to retire by rotation

### **Appointment of Alternate Director**

The Board may appoint an alternate Director who is recommended for such appointment by a Director (hereinafter called "the original Director") to act for him 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 a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director is determined before he so return to India, any provisions in the Act or in these Articles; for the automatic reappointment of any retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.

### **Directors' power to add to the Board**

Subject to the provisions of section 161 the Board shall have power at any time and from time to time to appoint any other qualified person to be an Additional Director, but so that the total number of Directors shall not at any time exceed the maximum fixed under Article

110. Any such Additional Director shall hold office upto the date of the next Annual General Meeting.

### **Directors' powers to fill casual vacancies**

Subject to the provisions of Section 161 the Board shall have power at any time and from time to time to appoint any other qualified persons to be a Director to fill a casual vacancy. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office if it had not been vacated by him.

### **Qualification of Director**

A Director shall not be required to hold any share Qualification.

### **Remuneration to Director**

119.(a) Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors from time to time subject to the provisions of Section 197 of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings.

The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.

The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.

### **Special remuneration for extra services rendered by a Director**

If any Director is called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as a member of any committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertion or efforts either by a fixed sum or otherwise as may be determined by the Board and the said remuneration may be either in addition to or in substitution for the remuneration otherwise provided.

### **Director may act notwithstanding any vacancy**

The continuing Directors may act notwithstanding any vacancy in their body but if, and so long as their number is reduced below the number fixed by article 109 hereof, the continuing Directors not being less than two, may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting, but for no other purpose.

### **When office of Director to become vacant**

Subject to Sections 167 of the Act, the office of a Director shall become vacant if :

he is found to be unsound mind by a court of competent jurisdiction; or

he applies to be adjudicated an insolvent; or

he is an undischarged insolvent; or

he fails to pay any call made on him in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the date fixed for the payment of such call unless the Central Government has by notification in the official Gazette removed the disqualification incurred by such failure; or

he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board; or

he becomes disqualified by an order of the court; or

he is removed in pursuance of the provisions of this Act: or

he has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years; or

he acts in contravention of section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184; or

he is convicted by a court of an offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than six months

Provided that the office shall be vacated by the director even if he has filed an appeal against the order of such court; or

having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company, or

he has not complied with subsection (3) of Section 152.

notwithstanding anything contained in Clause (f), (h) and (j) aforesaid, the disqualification referred to in those clauses shall not take effect:

for thirty days from the date of adjudication, sentence or order;

where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or;

where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.

### **Independent Directors**

123.(i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Act or Listing Regulations, whichever is higher, from time to time.

Independent Directors shall possess such qualification as required under section 149 of the Act and Listing Agreement.

Independent Directors shall be appointed for such period as prescribed under relevant provisions of the Act and Listing Agreement and shall not be liable to retire by rotation.

### **Woman Director**

The Directors shall appoint one woman director as per the requirements of section 149 of the Act and Clause 49 of the Listing Agreement.

### **Directors may contract with Company**

Subject to the limitations prescribed in the Act, the Directors shall be entitled to contract with the Company and no director shall be disqualified by having contracted with the Company as aforesaid.

### **Disclosure of interest**

A Director of the company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in sec 184 of the Act.

### **General notice of interest**

A general notice given to the Board by the Directors to the effect that he is a Director or member of a specified body corporate or is a member of a specified firm and is to be referred as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that corporate or firm, shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the financial year in which it is given but may be renewed for a further period of one financial year at a time by a fresh notice given in the last month of the financial year in which it would have otherwise expired. No such general notice, and no renewal thereof, shall be of effect unless it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

#### **Interested Director not to participate or vote in the Board proceedings**

No Directors shall as a Director take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangements; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; provided however, that nothing herein contained shall apply to

any contract of indemnity against any loss which the Directors, or any one or more of them may suffer by reason of being sureties or a surety for the Company;

any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely

in his being

a Director of such company, and

the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by the Company, or

in his being a member or holding not more than two percent of its paid up share capital.

#### **Register of contracts in which the Directors are interested**

The Company shall keep a Register in accordance with Section 189 and shall within the time specified in section 189 (2) enter therein such of the particulars as may be relevant having regard to the application thereto of Section 188 or 184 of the Act as the case may be. The Register aforesaid shall also specify, in relation to each Director of the Company the names of the corporate and firms of which notice has been given by him under Article 126. The Register shall be kept at the Office of the Company and shall be open to inspection at such office, and extracts may be taken there from and copies thereof may be required by any member of the Company to the same extent and in the same manner and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 of the Act shall apply accordingly.

#### **Directors may be Directors of Companies promoted by the Company**

A Director may be or become a Director of any company promoted by the Company or in which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as Director or Shareholder of such Company except in so far as provided in the provisions of the Act may be applicable.

#### **Retirement and rotation of Directors**

The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.

#### **Ascertainment of Directors retiring by rotation and filling vacancies**

Subject to Section 152 of the Act, the Directors to retire by rotation under Article 130 at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors

on the same day, those who are to retire, shall, in default of and subject to any agreement among themselves, be determined by lot.

### **Eligibility for re-election**

A retiring Director shall be eligible for re-election.

### **Provisions in default of appointment**

134.(a) If the place of the retiring director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned until the same day in the next week, at the same time and place.

If at the adjourned meeting also, the place of retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting unless

at the meeting or at the previous meeting the resolution for the reappointment of such Director has been put to the meeting and lost;

the retiring Director has, by a notice in writing addressed to the Company or its Board, expressed his unwillingness to be so re-appointed;

he is not qualified or is disqualified for appointment;

a resolution, whether special or ordinary, is required for the appointment or reappointment by virtue of any provisions of the Act; or

section 162 is applicable to the case.

### **Company may increase or reduce the number of Directors**

135. Subject to sec 149, 151 and 152 of the Act, the Company may, by ordinary resolution, from time to time, increase or reduce the number of Directors and may alter their qualifications and the Company may (subject to the provisions of section 169 of the Act) remove any Director before the expiration of his period of office and appoint another qualified person in his seat. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

### **Notice of candidate for office of Director except in certain cases**

136.(a) No person not being a retiring Director, shall be eligible for appointment to the office of Director at any general meeting unless he or some member intending to propose him has not less than fourteen days before the meeting, left at the office of Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office as the case may be, along with a deposit of one lakh rupees which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director.

Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the company a notice under sec 160 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a director, shall sign and file with the company, the consent in writing to act as a Director if appointed.

A person other than a Director reappointed after retirement by rotation or immediately on the expiry of his term of office of an additional or alternate Director, or a person filling a casual vacancy in the office of a Director under sec 161 of the Act, appointed as a Director or reappointed as an additional or alternate Director, immediately on the expiry of his term of office, shall not act as a Director of the Company, unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.

### **Register of Directors and KMP and their shareholding**

The Company shall keep at its registered office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.

### **Disclosure by Director of appointment to any body corporate**

Every Director and Key Managerial Personnel Company shall within thirty day of his appointment to any of the above offices in any other body corporate, disclose to the Company the particulars relating to his office in the other body corporate which are required to be specified under section 170 of the Act.

## **MANAGING DIRECTOR**

### **Managing Director**

Subject to the provisions of Section 196,197,2(94),203 and other applicable provisions of the Act:

The Board may from time to time appoint a Managing Director from among the Directors;

In the event of any vacancy arising in the office of a Managing Director, the vacancy shall be filled by the Board of Directors and the Managing Director so appointed shall hold the office for such period as the Board of Directors may fix;

A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Company in General Meeting may from time to time determine, subject to the approval of the Central Government, or such remuneration within the maximum permissible limits in accordance with schedule V of the Act;

The Board may, from time to time, entrust to and confer upon the Managing Director for the time being, such of the powers exercisable under these presents by the Board 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 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;

### **Restriction on management**

The Managing Director shall not exercise the powers to :

Make calls on share holders in respect of money unpaid on the shares in the Company;

Issue of securities, including debentures, and except to the extent mentioned in the resolution passed at the Board Meeting under section 179 of the Act, shall also not exercise the power to:

Borrow money;

Invest the funds of the Company;

Make loans or give guarantee or provide security in respect of loans;

To approve financial statement and the Board's report;

To diversify the business of the Company;

To approve amalgamation, merger or reconstruction, and

To take over a company or acquire a controlling or substantial stake in another company.

Certain persons not to be appointed Managing Director

The Company shall not appoint or employ or continue the appointment or employment of a person as its Managing Director, if he:

is an undischarged insolvent or has at any time been adjudged an insolvent;

suspends or has at any time suspended payment to his creditors or makes or has at anytime made a composition with them;

is or has at any time been convicted by a court of an offence involving moral turpitude.

### **Special position of Managing Director**

The Managing Director of the Company shall not, while holding that office, be subject to retirement by rotation in accordance with article 131. If he ceases to hold the office of Director, he shall *ipso facto* and immediately ceases to be Managing Director.

## **PROCEEDINGS OF THE BOARD OF DIRECTORS**

### **Meeting of Director**

The Directors may meet together as a Board for the dispatch of business from time to time and shall so meet at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year. The Directors may adjourn and otherwise regulate their meeting as they think fit.

### **Notice of Meeting**

Notice of every meeting of the Board of the Company shall be given in writing to every Director for the time being in India and at his usual address in India.

### **Quorum**

Subject to section 174 of the Act the quorum for a meeting of the Board shall be one third of its total strength (excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one third being rounded off as one) or two Directors, whichever is higher, provided that where at any time the number of the interested Directors exceeds or is equal to two thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time.

### **Adjournment of meeting for want of quorum**

If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned to such other date and time (if any) as may be fixed by the Chairman not being later than thirty days from the date originally fixed for the meeting.

### **When meeting to be convened**

A Director may at any time and the Secretary shall as and when directed by the Director to do so, convene a meeting of the Board giving notice in writing to every other Director for the time being in India and at his usual address to every other Director.

### **Chairman of the Board**

148.(a) The Director shall elect from among them the Chairman of the Board and determine the period for which he is to hold office. The Chairman shall be paid such remuneration as the Company in general meeting may determine.

(b) The Chairman of the Board shall be entitled to take the chair at every meeting of the Board. If no Chairman is appointed in pursuance of this Article, or if at any meeting of the Board, he shall not be present within 30 (thirty) minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the chair, then the Managing Director shall be entitled to take the chair and failing him the Directors present may choose one of their number to be the Chairman of the meeting.

### **Questions at Board meetings, how decided**



Questions arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.

### **Power of Board meetings**

A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the articles of the Company are for the time being vested in or exercisable by the Board generally.

### **Directors may appoint committees**

Subject to the restrictions contained in section 179 of the Act, the Board may delegate any of their powers to committees of the Board consisting of such number of members of its body as it thinks fit and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes, but every committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on to by the Board. All acts done by any such committee of the Board 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.

### **Meeting of Committee how to be governed**

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 and applicable hereto and are not superseded by regulations made by the Directors under the last proceeding Article.

### **Resolution by circulation**

No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or to all the members of the committee, then in India (not being less in number than quorum fixed for a meeting of the board or committee, as the case may be), and to all other Directors or Members of the Committee, at their usual address in India and has been approved by such of the Directors or Members of the Committee, as are then in India, or by majority of such of them, as are entitled to vote on the resolution.

### **Acts of Board or Committee valid notwithstanding informal appointment**

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 and had not vacated his office or his appointment had not been terminated provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

### **Minutes of proceedings of the meeting of the Board**

155.(a) The Company shall cause minutes of all proceedings of every meeting of the Board and the committee thereof to be kept by making within thirty days of the conclusion of every such meeting entries thereof in book kept for the purpose with their pages consecutively numbered.

Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

In no case shall the minutes of proceedings of a meeting be attached to any such book as aforesaid by pasting or otherwise.

The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

All appointments of officers made at any of the meeting aforesaid shall be included in the minutes of the meeting.

The minutes shall also contain:

The names of the Director present at the meeting: and

In the case of each resolution passed at the meeting the names of the Directors, if any, dissenting from or not concurring in resolution

Nothing contained in sub-clauses (a) to (f) shall be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairman of the meeting:

is or could reasonably be regarded as defamatory of any person;

is irrelevant or immaterial to the proceeding; or

is detrimental to the interests of the Company.

The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this sub-clause.

Minutes of the meetings kept in accordance with aforesaid provisions shall be evidence of the proceedings recorded therein.

### **Power of Directors**

The board may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act, or by the Memorandum or by the Articles of the Company, required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting but no regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

Provided that the Board shall not, except with the consent of the Company in General Meeting:

sell, lease or otherwise dispose off the whole, or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole of any such undertaking;

remit, or give time for the repayment of, any debt due by a Director;

invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation;

borrow moneys where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), will 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 specific purpose;

Provided further that the powers specified in section 179 of the Act shall, subject to these Articles, so exercised only at meetings of the Board, unless the same be delegated to the extent therein stated, or

contribute to charitable and other funds, subject to the provisions contained in section 181 of the Act.

### **Certain powers of the Board**

Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to omit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Directors shall have the following powers; that is to say, power

To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;

To pay and charge to the capital account of the Company any commission under the provisions of sections 40 of the Act;

To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;

At their discretion and subject to the provisions of the Act, to pay for any property;rights or privileges acquired by or services, rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, mortgages, or other securities of the Company, and any such shares may be issued either as fully paid-up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, mortgages or other securities may be either specially charged upon all or any part of the property of the Company and its uncalled capital or not so charged;

To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit;

To accept from any member, as far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed;

To appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purposes and to execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees;

To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due, and of any claim or demands by or against the Company and to refer any differences to arbitration, and observe and perform any awards made thereon;

To act on behalf of the Company in all matters relating to bankrupts and insolvents;

To make and give receipts, releases, and other discharges for moneys payable to the Company and for the claims and demands of the Company;

Subject to the provisions of the Act, to invest and deal with any money of the Company not immediately required for the purposes thereof upon such security (not being shares of this Company), or without security and in such manner as they think fit, and from time to time to vary or realize such investment. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name;

To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon;

To determine from time to time who shall be entitled to sign, on the Company's behalf bills, notes, receipt, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose;

To distribute by way of bonus amongst the staff of the Company share or shares in the profits of the Company, and to give to any officer or other person employed by the Company a commission of the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company;

To provide for the welfare of the Directors or ex-Directors or employees or ex- employees of the Company and their wives, widows and families of the dependents or connections of such persons, by building of houses, dwellings or chawls, or by grants of money, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and

other assistance as the Board shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institution or objects which shall have any moral or other claim to support or aid by the Company, either by reason or locality of operation, or of public and general utility or otherwise;

Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund, or to an Insurance Fund or as a reserve Fund or Sinking Fund or any special fund to meet the contingencies or to repay debentures or debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the proceeding clause), as the Board may, in their absolute discretion, think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other than shares of the Company) as they may think fit, and from time to time deal with and vary such investments and dispose of any, apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion think conducive to the interest of the Company, notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of Reserve Fund or division of a Reserve Fund to another Reserve Fund or division of Reserve Fund and with full power to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of Debentures or debenture-stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, not exceeding nine per cent per annum;

To appoint, and at their discretion remove or suspend such General Managers, Managers, Secretaries, Assistants, Supervisors, 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 fix their salaries or emoluments or remuneration and to require security in such instances and to such amount as they may think fit. Also, from time to time 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 four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause;

To comply with the requirements of any local law which in their opinion it shall, in the interests of the Company, be necessary or expedient to comply with;

From time to time and at any time to establish any Local Board for Managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such Local Board, and to fix their remuneration;

Subject to Section 179 of the Act, from time to time, and any time, to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board other than power to make calls or to make loans or borrow moneys, and to authorize the members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation;

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 authorised by the Board, the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board think fit) be made in favour of the members or any of the members of any Local Board, established as aforesaid or in favour of any Company, or the shareholders, Directors, nominees, or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the

powers, for the protection of convenience of persons dealing with such attorneys as the Board may think fit and may contain powers, authorities and discretion for the time being vested in them;

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;

From time to time to make, vary and repeal by-laws for the regulation of the business of the Company its officers and servants.

## **MANAGEMENT**

### **Prohibition of simultaneous appointment of different categories of managerial personnel**

The Company shall not appoint or employ at the same time both the following categories of managerial personnel, namely:

Managing Director; and

Manager

## **SECRETARY**

### **Secretary**

The Directors shall from time to time appoint, and, at their discretion, remove the Secretary. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company.

## **THE SEAL**

### **The Seal, its custody and use**

160.(a) The Board shall provide a Common Seal for the purposes of 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.

Every Deed or other instrument, to which the Seal of the Company is required to be affixed, shall, unless the same is executed by a duly constituted attorney, be signed by a director or the Secretary or the Managing Director or some other person appointed by the Board for the purpose, provided that in respect of Share Certificate, the Seal shall be affixed in accordance with Article 20(a).

## **DIVIDENDS**

### **Division of profits**

The profits of the Company, subject to any special rights relating thereto created or authorized to be created by these Articles, and subject to the provisions of these Articles, shall be divisible among the members in proportion to the amount of capital paid-up or credited as paid up on the shares held by them respectively.

### **The Company in General Meeting may declare a dividend**

The Company in general meetings may declare dividends out of profits of any financial year or previous financial year to be paid to members according to their respective rights, but no dividends shall exceed the amount recommended by the Board, but the Company in General meeting may declare a smaller dividend.

### **Dividends only to be paid out of profits**

No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

### **Interim Dividend**

The Board may from time to time, pay to the members such interim dividend as in their judgment the position of the Company justifies.

**Capital paid up in advance at interest not to earn dividend**

Where capital is paid in advance of calls, such capital may carry interest but shall not in respect thereof confer right to dividend or to participate in profit.

**Dividend in proportion to amount paid-up**

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 from particular date such share shall rank for dividend accordingly.

**Retention of dividends until completion of transfer under Article 62**

Subject to the provisions of the Act, the Board may retain the dividends payable upon shares in respect of which any person is under Article 62 entitled to become a member or which any person under that Article is entitled to transfer, until such persons shall become a member, in respect of such shares or shall duly transfer the same.

**Dividend etc., to joint holders**

Any one of several persons who are registered as the joint holder of any share may give effectual receipts for all dividends or bonus and payment on account of dividends or bonus or other moneys payable in respect of such shares.

No member to receive dividend while indebted to the Company and Company's right of reimbursement thereof

No member shall be entitled to receive payment of any interest or dividends in respect of his share or shares, while any money may be due or owing from him to the Company in respect of such share or shares or otherwise, howsoever either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any member all sums of money so due from him to the Company.

**Transfer of shares must be registered**

A transfer of shares shall not cause the right to any dividend declared thereon before the registration of the transfer.

**Dividend how remitted**

Unless otherwise directed, any dividend may be paid by electronic mode or by cheque or warrant or by a pay slip or receipt having the force of a cheque or warrant sent through the post to the registered address of the member or person entitled or in the case of joint holders to that one of them first named in the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay slip or receipt or the fraudulent recovery of the dividend by any other means.

**Unclaimed/Unpaid dividend**

No unclaimed or unpaid dividend shall be forfeited by the Board and dividends unclaimed or unpaid will be dealt with as per the provisions of Section 123 and 124 or other provisions if any of the Act as may be applicable from time to time.

**No interest on dividends**

Subject to the provisions of the Act, no unpaid dividend shall bear interest as against the Company.

**Dividend and Call together**

Any general meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the meeting fixes, but the call on each member shall not exceed the dividend payable to him, and the call be

made payable at the same time as the dividend; and the dividend may, if so arranged between the company and the members, be set off against the calls.

### **Capitalisation**

(1) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards

paying up any amounts for the time being unpaid on any shares held by such members respectively;

paying up in full, unissued shares or other securities of the Company to be allotted and distributed credited as fully paid-up, to and amongst such members in the proportions aforesaid;

partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).

A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and

generally do all acts and things required to give effect thereto.

The Board shall have power:

to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and

to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.

Any agreement made under such authority shall be effective and binding on such members.

## **ACCOUNTS**

### **Directors to keep true accounts**

(a) The Company shall keep at the office or at such other place in India as the Board thinks fit proper Books of Account in accordance with Section 128 of the Act with respect to:

all sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure take place;

all sales and purchases of goods by the Company; and

the assets and liabilities of the Company.

Where the Board decides to keep all or any of the Books of Account at any place other than the office of the Company, the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.

The Company shall preserve in good order the Books of Account relating to a period of not less than eight years preceding the current year together with the vouchers relevant to any entry in such Books of Account.

Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper Books of Account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns, made up to date at intervals of not more than three months, are sent by the branch office to the Company at its office or other place in India, at which the Company's Books of Accounts are kept as aforesaid.

The Books of Account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain its transactions. The Books of Account and other books and papers shall be open to inspection by any director during business hours.

#### **As to inspection of accounts or books by members**

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, and no member (not being a Director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by law or authorized by the Board.

#### **Statement of accounts to be furnished to General Meeting**

The Board shall lay before Annual General Meeting, financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act. Subject to the provisions of Sections 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Part I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.

#### **Authentication of Financial Statement**

181 (a) Every financial statements of the Company shall be signed on behalf of the Board as per the provisions contained in Section 134 of the Act.

(b) The financial statements shall be approved by the Board before they are signed on behalf of the Board and before they are submitted to the Auditors for their report thereon.

#### **Copies of accounts or statement in prescribed form to be sent**

A copy of every such Profit and Loss Account and Balance Sheet (including the Auditors' Report and every other document required by law to be annexed or attached to the Balance Sheet), or salient features of such documents, or such other documents as may be prescribed, shall be sent to, and also be available for inspection by, the members of the Company and other persons entitled, as required by law

### **AUDIT**

#### **When accounts to be deemed finally settled**

Every balance sheet and profit and loss account of the Company when audited and adopted by the Company at an Annual General Meeting shall be conclusive except as regards any mistake or error discovered therein. Whenever any such mistake or error is discovered, the balance sheet and profit and loss account shall be corrected by the Board at a meeting of the Board and shall henceforth be conclusive.

### **DOCUMENTS AND NOTICE**



**Service of documents or notice**

(a) A document or notice may be served or given by the Company on any Member either personally or by sending it by post to the member to his registered address or in electronic mode in accordance with provisions of the act or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices on him.

(b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the document or notice, provided, that where a Member has intimated to the Company in advance that documents or notices should be sent to him under certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so; service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and such service shall be deemed to have been effected in the case of a Notice of a Meeting at the expiration of forty eight hours after the letter containing the document or notice is posted and in any other cases, at the time at which the letter would be delivered in the ordinary course of post.

**Advertisement**

A document or notice advertised in a newspaper circulating in the neighborhood of the office shall be deemed to be duly served or sent on the day on which the advertisement appears on to every member who has no registered address in India and has not supplied to the Company an address within India for the serving of documents on or the sending of notices to him.

**On joint holders**

A document or notice may be served or given by the Company on or to the joint-holders of a share by serving or giving the document or notice on or to the joint-holder named first in the Register of Members in respect of the share.

**On personal representatives etc.**

A document or notice may be served or given by the Company on or to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in prepaid letter addressed to them by name or by the title of representatives of the deceased, or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.

**To whom documents or notices are to be served or given**

Documents or notices of every General Meeting shall be served or given in same manner hereinbefore authorized on or to (a) every member, (b) every person entitled to a share in consequence of the death or insolvency of a member, and (c) the Auditor or Auditors for the time being of the Company.

**Members bound by documents or notices served on or given to previous holders**

Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share shall be bound by every document or notice in respect of such share, which previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derives his title to such shares.

**Documents or notice by Company and signature thereto**

Any document or notice to be served by the Company may be signed by a Director or some person duly authorized by the Board of Directors for such purpose and the signature thereon may be written, printed or lithographed.

**Services of documents or notice by members**

All documents or notices to be served or given by members on or to the Company or any officer thereof shall be served or given by sending it to the Company or Officer at the Office by post under a certificate of posting or by registered post, or by leaving it at the registered office.

## **WINDING-UP**

### **Liquidator may divide assets in specie**

Subject to the provisions of the Act and the Rules made thereunder –

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.

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.

The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

## **INDEMNITY AND RESPONSIBILITY**

### **Directors and others right of indemnity**

Every Officer or Agent for the time being of the Company shall be indemnified out of the assets of the Company against all liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the Court or Tribunal.

## **SECRECY CLAUSE**

### **Secrecy clause**

(a) Every Director, Manager, Managing Director, Secretary, Auditor, Treasurer, Trustee, member of a committee, officer, servant, agent, accountant, or other person employed or engaged in the business of the Company shall, if so required by the Directors, before entering upon his duties sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

(b) No member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of Directors, it would be inexpedient in the interest of the Company to disclose.

## **GENERAL AUTHORITY**

Wherever in the Companies Act or SEBI Regulations/ Guidelines/ Rules/ Foreign Exchange Laws/ or any law for time being in force, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this regulation hereto authorizes and empowers the Company to have such rights, privilege or authority and to carry such transactions as have been permitted by the Act, without there being any specific regulation in that behalf herein provided.

**SECTION X: OTHER INFORMATION**  
**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The copies of the following documents and contracts which have been entered into or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the ROC for registration. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Shop no. 5, Plot no.136, N-1, Masco Corner Api Road, Cidco, Aurangabad, Maharashtra, India, 431003 between 10 a.m. and 5 p.m. (IST) on all Working Days from the date of this Prospectus until the Issue Closing Date.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

**A) Material contracts for the Issue**

1. Issue Agreement dated December 05, 2024 between our Company and the Lead Manager.
2. Registrar Agreement dated December 05, 2024 between our Company and Registrar to the Issue.
3. Underwriting Agreement dated December 09, 2024 amongst our Company, the Underwriter and the Lead Manager.
4. Market Making Agreement dated December 11, 2024 amongst our Company, Market Maker and the Lead Manager.
5. Bankers to the Issue Agreement dated December 16, 2024 amongst our Company, the Lead Manager, Banker(s) to the Issue and the Registrar to the Issue.
6. Tripartite Agreement dated November 16, 2023 amongst our Company, Central Depository Services (India) Limited and Registrar to the Issue
7. Tripartite Agreement dated November 16, 2023 amongst our Company, National Securities Depository Limited and Registrar to the Issue.

**B) Material documents for the Issue**

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended;
2. Resolutions of the Board of Directors dated March 15, 2024 in relation to the Issue and other related matters;
3. Shareholders' resolution dated March 18, 2024 in relation to the Issue and other related matters;
4. Consents of our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, Statutory Auditor, Peer Reviewed Auditor, Lead Manager, Legal Advisor to the Issue, the Registrar to the Issue, Underwriters to the Issue, Bankers to our Company, Market Maker and Banker to the Issue to include their names in this Prospectus and to act in their respective capacities;
5. Peer Review Auditors Report dated January 27, 2025 on Restated Financial Statements of our Company for the nine months period ended December 31, 2024 and financial years ended March 31, 2024, 2023 and 2022;
6. Report issued by the Statutory Auditors on the Statement of possible Tax Benefits dated January 27, 2025 included in Prospectus;
7. Copy of approval from BSE Limited vide letter dated August 05, 2024 to use the name of BSE Limited in this offer document for listing of Equity Shares on SME Platform of BSE Limited;
8. Due diligence certificate dated February 17, 2025 shall be submitted to SEBI by Lead Manager to the Issue;
9. Board Resolution dated April 30, 2024 for the approval of this Draft Prospectus and dated February 17, 2025 for the approval of the Prospectus;
10. Copies of the annual reports of our Company for the financial years ended March 31, 2024, 2023 and 2022;

11. Certificate dated January 30, 2025 issued by Statutory Auditors of our Company certifying the Key Performance Indicators (“KPI”) set out in this Prospectus;
12. Resolution dated January 30, 2025 passed by the Audit Committee approving the KPIs for disclosure;

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.

## DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Prospectus are true and correct.

### SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

NAME OF DIRECTOR AND DIN	DESIGNATION	SIGNATURE
<b>ALOK PAREKH</b> DIN: 03467607	Chairman and Managing Director	SD/-
<b>RONAK PAREKH</b> DIN: 05319641	Whole Time Director and CEO	SD/-
<b>ADITYA DAULTABADKAR</b> DIN: 10198114	Non-Executive Director	SD/-
<b>NEHA NAGAR</b> DIN: 10198115	Non-Executive Independent Director	SD/-
<b>VIJAY SHAH</b> DIN: 03570876	Non-Executive Independent Director	SD/-

### SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

<b>NAVNEETDAS PAREKH</b> Chief Financial Officer	SD/-
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**Date:** February 17, 2025

**Place:** Maharashtra, India