Prospectus
Dated: 3rd July, 2025
100% Book Building Issue
Refer Section 26 & 32 of the Companies Act, 2013

(Please Scan this QR Code to view Prospectus)

CEDAAR TEXTILE LIMITED

(Formerly Known as Cedaar Textile Private Limited)

CIN: U17299KA2020PLC139070

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL & TELEPHONE	WEBSITE
KSSIDC Plot No B-34, Industrial Estate, Yelahanka New Town, Bangalore, Bengaluru, Karnataka, India, 560064	-	Ms. Neha Parbhakar Rawat Company Secretary & Compliance Officer	Info@cedaartextile.com +91 9815610607	www.cedartextile.com

NAME OF PROMOTER(S) OF THE COMPANY

MR. RAJESH MITTAL, MR. VIRENDER GOYAL, MR. BACHANGADA NACHAPPA MONNAPPA AND MRS. BACHANGADA MONNAPPA SARASWATI

DETAILS OF OFFER TO PUBLIC, PROMOTERS/ SELLING SHAREHOLDERS

Type	Fresh Issue Size (by amount in Rs. Lakh)	OFS* Size (by amount in Rs. Lakh)	Total Issue Size (by amount in Rs. Lakh)	Eligibility & Share Reservation among NII & RII
Fresh Issue	**43,50,000 Equity Shares aggregating to INR 6090 Lakhs**	**Nil**	**INR 6090 Lakhs**	The Issue is being made pursuant to Regulation 229(2) of SEBI (ICDR) Regulations as the Company's post issue paid-up capital is more than 10 crore rupees and up to 25 crore rupees. For details in relation to share reservation among QIB, NIIs and RIIs, see "Issue Structure" on page no. 386 of this Prospectus.

**OFS: Offer for Sale*

DETAILS OF OFS BY PROMOTER(S)/ PROMOTER GROUP/ OTHER SELLING SHAREHOLDERS (UP TO MAXIMUM OF 10 SHAREHOLDERS)

Name	Type	No. of shares offered/ Amount in Rs.	WACA in Rs. Per Equity Shares
Nil			

P: Promoter, PG: Promoter Group, OSS: Other Selling Shareholders, WACA: Weighted Average Cost of Acquisition on fully diluted basis

RISKS 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 ₹ 10/- each and the Issue Price is 14 times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager as stated in "Basis for Issue Price" on page no. 133 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 RISK

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page no. 36 of this Prospectus.

ISSUER'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 this 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 make 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 of our Company offered through this Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated March 26, 2025 from National Stock Exchange of India Limited for using its name in the Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

LEAD MANAGER TO THE ISSUE

Fasttrack Finsec
Category-I Merchant Banker

FAST TRACK FINSEC PRIVATE LIMITED
CIN: U65191DL2010PTC200381
SEBI Registration No. INM000012500
Office No. V-116,1st Floor, New Delhi House, 27, Barakhamba Road, New Delhi - 110001 IN
Tel No.: +91-11-43029809
Contact Person: Ms. Sakshi / Mr. Rakesh Kumar Pathak
Email: mb@ftfinsec.com investor@ftfinsec.com
Website: www.ftfinsec.com

REGISTRAR TO THE ISSUE

Skyline Financial Services Pvt. Ltd.

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
CIN: U74899DL1995PTC071324
SEBI Registration No.: INR000003241
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020
Tel No: +91-11-40450193-97; **Fax No**: +91-11-26812682-83
Contact Person: Mr. Anuj Rana
Email: ipo@skylinerta.com
Website: www.skylinerta.com

OFFER PROGRAMME

BID/ISSUE OPENED FOR ANCHOR INVESTORS: FRIDAY, JUNE 27, 2025	BID/ISSUE OPENED ON: MONDAY, JUNE 30, 2025	BID/ISSUE CLOSED ON: WEDNESDAY, JULY 02, 2025

**The Anchor Investor Bid/Issue date was on Friday, June 27, 2025, One Working Day Prior to the Bid/Issue Opening Date*

Prospectus
Dated: 03rd July, 2025
100% Book Building Issue
Section 26 & 32 of the
Companies Act, 2013

(Please Scan this QR Code to view Prospectus)

CEDAAR TEXTILE LIMITED
(Formerly Known as Cedaar Textile Private Limited)
CIN: U17299KA2020PLC139070

Our Company was incorporated as a private limited company namely "Cedaar Textile Private Limited" under the Companies Act, 2013 vide certificate of incorporation dated 28/09/2020 issued by Registrar of Companies, ROC Bangalore bearing registration no. 139070. Further, Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on April 30,2024. A fresh Certificate of Incorporation consequent to conversion was issued on August 23, 2024 by the Registrar of Companies, CPC and consequently, the name of our Company was changed from "Cedaar Textile Private Limited" to "Cedaar Textile Limited". As on date of this Prospectus, the Corporate Identification Number of our Company is U17299KA2020PLC139070. For further details of incorporation please refer to section titled "Our History and Certain Other Corporate Matters" beginning on page no. 211 of this Prospectus.

Registered Office: KSSIDC Plot No B-34, Industrial Estate, Yelahanka New Town, Bangalore, Bengaluru, Karnataka, India, 560064
Telephone No.: +91 9815610607; **Website**: www.cedaartextile.com; **E-Mail**: Info@cedaartextile.com
Company Secretary and Compliance Officer: Ms. Neha Parbhakar Rawat;

PROMOTERS: ***MR. RAJESH MITTAL, MR. VIRENDER GOYAL, MR. BACHANGADA NACHAPPA MONNAPPA AND MRS. BACHANGADA MONNAPPA SARASWATI***

THE ISSUE

PUBLIC ISSUE OF 43,50,000 EQUITY SHARES OF FACE VALUE RS. 10/- EACH OF CEDAAR TEXTILE LIMITED. ("CEDAAR" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF Rs. 140/- PER EQUITY SHARE ("ISSUE PRICE") INCLUDING A SHARE PREMIUM OF 130/- PER EQUITY SHARE), AGGREGATING TO RS. 6090 LAHKS ("THE ISSUE"), OUT OF WHICH, 2,18,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. 140/- PER EQUITY SHARE AGGREGATING TO RS. 305.20 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 41,32,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. 140.00/- PER EQUITY SHARE AGGREGATING TO RS. 5,784.80 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 31.34% AND 29.77%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, KINDLY REFER TO CHAPTER TITILED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO. 346 OF THIS PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹10/- EACH. THE ISSUE PRICE IS 14 TIMES WITH THE FACE VALUE OF THE EQUITY SHARES. THE ANCHOR INVESTOR ISSUE PRICE IS ₹ 140 PER EQUITY SHARE. THE PRICE BAND AND THE MINIMUM BID LOT WERE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ("BRLM") AND WERE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER, "BUSINESS STANDARD", ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER, "BUSINESS STANDARD" AND BANGALORE EDITION OF REGIONAL NEWSPAPER KOLARVANI, WHERE OUR REGISTERED OFFICE IS LOCATED, EACH WITH WIDE CIRCULATION, AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND WERE MADE AVAILABLE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE"), REFERRED TO AS THE "DESIGNATED STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI (ICDR) REGULATIONS").

The Issue was made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue was allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), Further, not less than 15% of the Net Issue was available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue was available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) were required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" beginning on page no. **355** of this Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs.10/-. The Issue Price as stated under the chapter titled "Basis for the Issue Price" beginning on page no. 133 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/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 Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page no. 36 of this Prospectus.

ISSUER'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 this 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 make 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 of our Company offered through this Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated March 26, 2025 from National Stock Exchange of India Limited for using its name in the Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

LEAD MANAGER	REGISTRAR TO THE ISSUE

FAST TRACK FINSEC PRIVATE LIMITED **CIN:** U65191DL2010PTC200381 **SEBI Registration No**. INM000012500 Office No. V-116,1st Floor, New Delhi House, 27, Barakhamba Road, New Delhi - 110001 IN **Tel No.**: +91-11-43029809 **Contact Person**: Ms. Sakshi / Mr. Rakesh Kumar Pathak **Email**: mb@ftfinsec.com, investor@ftfinsec.com **Website:** www.ftfinsec.com	**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED** **CIN:** U74899DL1995PTC071324 **SEBI Registration No.:** INR000003241 D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020 **Tel No**: +91-11-40450193-97; **Fax No**: +91-11-26812682-83 **Contact Person**: Mr. Anuj Rana **Email:** ipo@skylinerta.com **Website:** www.skylinerta.com
OFFER PROGRAMME	
BID/ISSUE OPENED FOR ANCHOR INVESTORS: FRIDAY, JUNE 27, 2025	
BID/ISSUE OPENED ON: MONDAY, JUNE 30, 2025	**BID/ISSUE CLOSED ON: WEDNESDAY, JULY 02, 2025**

**The Anchor Investor Bid/Issue date was on Friday, June 27, 2025, One Working Day Prior to the Bid/Issue Opening Date.*

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

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

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

Notwithstanding the foregoing, terms used in of the sections "*Statement of Possible Tax Benefits*", "*Financial Information of the Company*" and "*Main Provisions of the Articles of Association*" on page nos. 142, 245 and 391 respectively, shall have the meaning ascribed to such terms in such sections.

General Terms

Terms	Description
"Cedaar", "the Company", "us Company", "Issuer"," the Issuer Company" and "Cedaar Textile Limited"	Cedaar Textile Limited, a Company incorporated in India under the Companies Act, 2013, having its Registered office at KSSIDC Plot No:34, Yelahanka New Town Bengaluru, Karnataka-560064 (India)
"we", "us" "our" or "Group"	Unless the context otherwise indicates or implies refers to our Company.
"you", "your" or "yours"	Prospective investors in this Issue.

Company related and Conventional terms

Term	Description
AOA/ Articles/ Articles of Association	Articles of Association of our Company, as amended from time to time
Audit Committee	The Audit Committee of our Board is in accordance with Regulation 18 of the SEBI Listing Obligations and Disclosure Requirements Regulations, and Section 177 of the Companies Act, 2013. For further details, please refer to the chapter titled "Our Management" beginning on page no. 216 of this Prospectus.
Auditors / Statutory Auditors	The Statutory Auditors of our Company being M/s. Kapish Jain & Associates, Chartered Accountants having office at B-504, Statesman House, 148, Barakhamba Road, New Delhi – 110001
Bankers to our Company	HDFC Bank Ltd.
Board of Directors/ the Board/ our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer

	to section titled "Our Management" beginning on page no. 216 of this Prospectus.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Mr. Virender Goyal.
CIN	Corporate Identification Number of our company being **U17299KA2020PLC139070**
Companies Act/ Act	The Companies Act, 2013 and amendments thereto and erstwhile Companies Act, 1956 as applicable
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Ms. Neha Parbhakar Rawat.
Director(s) / our directors	The Director(s) of our Company, unless otherwise specified. For details of our directors, see "Our Management" on page no. 216 of this Prospectus.
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Shares	Equity Shares of the Company of face value of ₹ 10/- each unless otherwise specified in the context thereof.
Group Company" or "Group Companies" or "Group Entities"	The Group Companies of our Company, includes companies (other than promoter and subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards and other companies as considered material by our Board in terms of the Materiality Policy and as set forth in "Our Group Entities" on page no. 240 of this Prospectus.
HNI	High Net worth Individual
HUF	Hindu Undivided Family
IBC	The Insolvency and Bankruptcy Code, 2016
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details, see section titled "Our Management" on page no. 216 of this Prospectus.
Ind AS or Indian Accounting Standards	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
ISIN	International Securities Identification Number. In this case being INE11J101017
IT Act	The Income Tax Act, 1961 as amended till date.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI Regulations, Section 2(51) of the Companies Act, 2013. For details, see section titled "Our Management" on page no. 216 of this Prospectus
Key Performance Indicators or KPIs	Key financial and operational performance indicators of our Company, as included in "Basis for Issue Price" beginning on page no. 133 of this Prospectus.
MOA/Memorandum/Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
MD or Managing Director	The Managing Director of our Company being Mr. Rajesh Mittal

Materiality Policy	The policy adopted by our Board on September 11, 2024 for identification of Group Companies, material outstanding litigation and material outstanding dues to creditors, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations as described in the chapter titled "Our Management" beginning on page no. 216 of this Prospectus.
Non-Executive Director	The non-executive directors (other than the Independent Directors) of our Company in terms of the Companies Act, and the rules thereunder. Non-Executive director of our Company, being Mr. Monnappa Nachappa Bachangada and Mrs. Bachangada Monnappa Saraswathi. For details, see section titled "Our Management" on page no. 216 of this Prospectus.
NRIs/ Non-Resident Indians	Person of Indian origin as defined under Consolidated Foreign Direct Investment Policy, 2020
Person or Persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership, Limited Liability Company, Joint Venture, or Trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Peer Review Auditor	The Independent Peer Reviewed Auditor of our Company M/s. Kapish Jain & Associates, Chartered Accountants.
"Promoters" or "Promoter" or "Our Promoters"	Promoters of our Company, being Mr. Rajesh Mittal, Mr. Virender Goyal, Mrs. Bachangada Monnappa Saraswathi and Mr. Monnappa Nachappa Bachangada, for further details, please refer to section titled "Our Promoters & Promoter Group" beginning on page no. 233 of this Prospectus.
"Promoter Group" or "Members of our Promoter Group"	Includes such Persons and companies constituting our promoter group covered under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section "Our Promoters and Promoter Group" beginning on page no. 233 of this Prospectus.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	The Registered Office of our Company situated at KSSIDC Plot No:34, Yelahanka New Town Bengaluru, Karnataka-560064 (India).
Reserve Bank of India/ RBI	Reserve Bank of India constituted under the RBI Act, 1934.
Restated Financial Information	The Restated Financial statements of our Company comprising of the Restated Statement of Assets and Liabilities as at December 31, 2024 and as at March 31, 2024 March 31, 2023, March 31, 2022 and the Restated Statements of Profit and Loss and Cash Flows for the period ended December 31, 2024 and March 31, 2024, March 31, 2023, March 31, 2022 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC/ Registrar of Companies	Registrar of Companies, Bangalore, Karnataka

Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and regulation 20 of SEBI (Listing obligations and disclosure requirements) regulations 2015 as described in the chapter titled "Our Management" beginning on page no. 216 of this Prospectus
Shareholders	Shareholders of our Company from time to time.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Mr. Rajesh Mittal, Mr. Virender Goyal, Mrs. Bachangada Monnappa Saraswathi and Mr. Monnappa Nachappa Bachangada.
"Whole-Time Directors"	Whole-time directors/Executive Directors on our Board
"Wilful Defaulter(s)"	Wilful defaulter as defined under Regulation 2(1) (lll) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Issue Related Terms

Terms	Description
Allotment Account(s)	The account(s) opened with the Banker(s) to this Issue, into which the amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants has been transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful bidders.
Abridged prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which is considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus.
Anchor Investor Bid/ Issue Period	Friday, 27 June, 2025 i.e. One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investor was submitted and allocation to the Anchor Investors was completed.
Anchor Investor Allocation Price	Rs. 140/- per Equity Share. The price at which Equity Shares were allocated to the Anchor Investors in terms of the Prospectus, , which is decided by our Company in consultation with the Book Running Lead Managers during the Anchor Investor Bid / Issue Period
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it was the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/Issue Closing Date.

Anchor Investor Offer Price	₹ 140/- per Equity Share. The Anchor Investor Issue Price has been decided by our Company in consultation with the Book Running Lead Manager.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and Prospectus and Prospectus and who has Bid for an amount of at least ₹ 200 lakhs
Anchor Investor Portion	Up to 60% of the QIB Portion which has been allocated by our Company in consultation with the BRLMs, to the Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds has been blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which has been blocked in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism.
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Form(s)	An application form, whether physical or electronic, used by ASBA Bidders, were blocked by such SCSB to the extent of the appropriate bid amount in relation to a Bid by an ASBA Bidder.
ASBA Bidder	All Bidders except Anchor Investor.
Bank(s) / SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i)in relation to ASBA, where the Bid Amount was blocked by authorising an SCSB.
Banker to the Issue Agreement or BTO" Agreement"	Agreement dated June 17th, 2025 entered into amongst the Company, Book Running Lead Manager, the Registrar, Sponsor Bank and the Banker to the Issue.
Bankers to the Issue/ Public Issue/ Refund Banker to the Issue/Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account has been opened, in this case being Axis Bank Limited.
Basis of Allotment	The basis on which the Equity Shares is Allotted to successful bidders under the issue and which is described in the chapter titled "Issue Procedure" beginning on page no. 355 of this Prospectus.
Bid Amount	The highest value of Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid.
Bid Lot	1,000 equity shares and in multiples of 1,000 equity shares thereafter.
Bid(s)	An indication to make an offer during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Prospectus and Prospectus and the Bid cum Application Form. The term "Bidding" was construed accordingly.
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, Wednesday, July 2, 2025.

Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, Monday, June 30, 2025.
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between June 30, 2025 and July 02, 2025 inclusive of both days.
Bidder/ Applicant	Any investor who had made a bid pursuant to the terms of the Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding	The process of making a Bid.
Bidding/ Collection Centres	Centres at which the Designated intermediaries accepted the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centres for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.
Book Building Process/ Book Building Method	Book Building Process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue in this case being Fast Track Finsec Private Limited, SEBI Registered Category I Merchant Banker.
Broker Centres	Broker Centres notified by the Stock Exchanges, where the investors can submit the Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange https://www.nseindia.com/.
Business Days	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which was allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the price band is Rs. 140.00/-.
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Book Running Lead Manager, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Cut Off Price	The Issue Price, i.e. 140/- per Equity Share finalized by our Company in consultation with the BRLM. Only Retail Individual Investors were entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Depository Participant or DP	A Depository Participant as defined under the Depositories Act, 1996.

Depository or Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Demographic Details	The demographic details of the Bidders including the Bidders' address, PAN, name of the Bidders' father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable.
Designated CDP Locations	Such locations of the CDPs where Applicant submitted the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum Application Forms are available on the website of the Stock Exchange i.e.,www.nseindia.com
Designated Date	The date on which the funds from the Anchor Escrow Accounts, the funds blocked by the SCSBs and Sponsor Bank are transferred from ASBA Accounts specified by the ASBA Bidder to the Public Issue Account and/or Refund Account and/or are unblocked, as applicable in terms of Red Herring Prospectus.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depositary Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE SME Platform. In our case, NNM Securities Private Limited is the sole Market Marker.
Designated RTA Locations	Such locations of the RTAs where Bidder submitted the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the websites of the Stock Exchange i.e., www.nseindia.com.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes Recognized Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	NSE ("SME Exchange") ("NSE Emerge")
Draft Red Herring Prospectus	The Draft Red Herring Prospectus dated December 24, 2024, filed with Stock Exchange and prepared in accordance with the SEBI (ICDR) Regulations, 2018, which does not contain complete particulars of the price at which the Equity Shares is allotted and the Size of the Issue.
EBITDA	EBITDA is calculated as profit for the period / year, plus tax expenses (consisting of current tax, deferred tax and current taxes relating to earlier years), finance costs and depreciation and amortization expenses.
EBITDA Margin (%)"	Calculated as EBITDA divided by Revenue from Operations.
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depositary participants.
Escrow Account(s)	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.

FII or Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Bidder/ Applicant/ Bidders	Bidder(s) whose name was mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band is 130.00/-
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI/ Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the provision of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, provided that any FII or QFI who holds a valid certificate of registration was deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 2019, as amended
Fraudulent Borrower	A company or person, as the case may be, categorized as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of the Master Directions on "Frauds – Classification and Reporting by commercial banks and select FIs" dated July 1, 2016.
Fresh Issue"	The Fresh issue of up to 43,50,000 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ 140.00/- each (including premium of ₹ 130.00/- per Equity Share) aggregating up to ₹ 6090 Lakhs by Our Company.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
"Gross Margin (%)"	Calculated as Gross Profit divided by Revenue from Operations.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars. The General Information Document was available on the websites of the Stock Exchanges, and the Book Running Lead Manager
Gross Profit	Calculated as Revenue from Operations less cost of goods sold.
Growth in Revenue from Operations (%)	Calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
Issue Agreement	The Issue Agreement dated December 24, 2024 between our Company and Book Running Lead Manager, Fast Track Finsec Private Limited.
Issue Price	₹ 140/- per Equity Share i.e., the final price at which the Equity Shares has been allotted in terms of this Prospectus as determined by our company in consultation with BRLM.
Issue Proceeds /Gross proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled "Objects of the Issue" beginning on page no. 113 of this Prospectus
Issue/ Public Issue/ Issue size/ Initial Public Issue/ Initial Public Offering/ IPO	The Initial Public Issue of 43,50,000 Equity shares of ₹ 10/- each at issue price of ₹ 140.00/- per Equity share, including a premium of ₹ 130.00/- per equity share aggregating to ₹ 6090 lakhs.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot Size	1,000 Shares

"Maximum RIB Allottees"	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot, subject to valid Bids being received at or above the Issue Price.
"Mobile App(s)"	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by RIBs to submit Applications using the UPI Mechanism.
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker	Market Maker appointed by our Company from time to time, in this case being NNM Securities Private Limited who 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 any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion	The Reserved Portion of up to 2,18,000 Equity Shares of face value of ₹ 10/- each fully paid for cash at a price of ₹ 140.00/- per Equity Share aggregating up to ₹ 305.20 Lakhs for the Market Maker in this Issue.
Market Making Agreement	The Market Making Agreement dated June 17, 2025 between our Company, Book Running Lead Manager and Market Maker.
Monitoring Agency	Brickwork Ratings India Private Limited, a company duly incorporated under the Companies Act, 1956.
Monitoring Agency Agreement	The Monitoring Agency Agreement dated 17 June, 2025 between our Company and Monitoring Agency.
Mutual Fund Portion	5 % of the Net QIB Portion, or 32,000 Equity Shares, which was available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
"National Payments Corporations of India" or "NPCI"	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Bank Association (IBA).
"Net Working Capital Days"	Calculated as working capital (current assets minus current liabilities) as at the end of the period / year divided by revenue from operations multiplied by number of days in a period / year.
"Net Worth"	The aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account
National Investment Fund or NIF	National Investment Fund set up by resolution F. No. 2/3/2005 – DD – II dated November 23, 2005, of Government of India published in the Gazette of India.
Net Fixed Asset Turnover"	Calculated as Revenue from Operations divided by Fixed Assets.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 41,32,000 equity Shares of ₹10/- each at a price of ₹ 140.00/- per Equity Share (the "Issue Price"), including a share premium of ₹ 130.00/- per equity share aggregating to ₹ 5784.80 Lakhs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled "Objects of the Issue" beginning on page no. 113 of this Prospectus.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors

New Clients Onboarded	The number of new clients onboarded by the company in a year.
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Non-Institutional Bidders	All Bidders that are not QIBs, RIBs or Eligible Employees Bidding in the Employee Reservation Portion and who have Bid for Equity Shares, for an amount of more than ₹ 200,000/- (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue, which was available for allocation on a proportionate basis to Non- Institutional Investors, subject to valid Bids being received at or above the Issue Price.
Operating Cash Flows	Means net cash generated from operating activities as mentioned in the Restated Financial Statements.
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this issue.
PAT Margin (%)	Calculated as Profit for the year/period as a percentage of Revenue from Operations.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ 130.00/- and the maximum price (Cap Price) of ₹ 140.00/- . The Price Band decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid/ Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Issue Price.
Profit After Tax	Profit for the period/year as appearing in the Restated Financial Statements.
Prospectus	The Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 and 32 of the Companies Act, 2013, and the SEBI ICDR Regulations, 2018 containing, inter alia, the Issue Price, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Offer Account(s)	Bank account to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act to receive monies from the Escrow Account(s) andASBA Accounts on the Designated Date.
Public Offer Account Bank(s)	The bank(s) which are clearing members and registered with the SEBI as a banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, with which the Public Offer Account(s) was opened, being AXIS Bank Limited.
Public Issue Account	Bank account to be opened with the Public Issue Account Bank, under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and ASBA Accounts on the Designated Date.

QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of 13,04,000 Equity Shares of Face Value of ₹ 10/-each at issue price of ₹ 140.00/- per Equity share, including a premium of ₹ 130.00/- per equity share aggregating to ₹1,825.60/- lakhs were made available for allocation to QIBs (including Anchor Investors) on a proportionate basis, (in which allocation to Anchor Investor were made available on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price.
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The Red Herring Prospectus dated June 23rd 2025 to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, 2018, which does not have complete particulars of the issue price at which the Equity has been issued and the size of the Issue, including any addenda or corrigenda thereto. The Prospectus has been filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
"RoCE (%)" or "Return of Capital Employed"	Calculated as profit before tax plus finance costs divided by total equity plus non-current liabilities.
"RoNW"	Return on Net Worth is calculated as Restated Profit after tax divided by Restated Net worth of the Equity Shareholders.
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors was made.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account has been opened, in this case being AXIS Bank Limited.
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registered Broker	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids
Registrar Agreement	The agreement dated June 16th 2025 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015 issued by SEBI.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being Skyline Financial Services Private Limited
Regulation	Regulation under the U.S. Securities Act of 1933, as amended from time to time.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Resident Indian"	A person resident in India, as defined under FEMA.
Retail Individual Investors Bidders/ RIBs/ Retail Individual Investors/ RIIs	Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹ 2,00,000/- in any of the bidding options in the Net Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).

Retail Portion	The portion of the Issue being not less than 35.00 % of the Net Issue, available for allocation to Retail Individual Bidders.
Revenue from Operations"	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid Cum Application Forms or any previous Revision Form(s), as applicable. QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
RoE (%) or "Return on Equity	Calculated as profit for the year/period divided by Average of shareholders Equity.
SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital Fund) Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015 / SEBI Takeover Regulations or SEBI (SAST) Regulations	The Securities and Exchange Board of India (Listing Obligation and Disclosure Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
SME Exchange	SME Platform of the NSE i.e. "NSE Emerge"
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI (https://www.sebi.gov.in/) and updated from time to time.
Specified Securities	Equity shares offered through this Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI.
Sub Syndicate Member	A SEBI Registered member of NSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue.

Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate ASBA Bidding Locations	Bidding Centres where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi
Syndicate Agreement	Agreement to be entered amongst our Company, the Registrar to the Offer, the Selling Shareholders, the BRLMs and the Syndicate Members in relation tocollection of Bid cum Application Forms by Syndicate.
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter.
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, (Repeal) 2021, as amended from time to time.
Underwriting Agreement	The Agreement dated 17th June, 2025 entered between the Underwriter, BRLM and our Company.
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023,along with (i) the circulars issued by the National Stock Exchange of India Limited having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022; and (ii) the circulars issued by BSE having reference no. 20220722-30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022; and any subsequent circulars or notifications issued by y SEBI, BSE or National Stock Exchange of India Limited in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI

UPI Mandate Request/ Mandate Request	A request (intimating the RII by way of notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI Mechanism	The mechanism that were used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
UPI PIN	Password to authenticate UPI transaction
Venture Capital Fund/ VCF	Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI (ICDR) Regulations, 2018.
Working Day	In accordance with Regulation 2(1) (mmm) of SEBI (ICDR) Regulations, 2018, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

Issuer and Industry Related Terms

TERM	**Description**
CAGR	Compounded Annual Growth Rate
CAP	Corrective Action Plan
CPI	Consumer Price Index
CTE	Consent to Establish
CY	Current Year
DECENTRALISED POWER LOOMS	Decentralized power looms refer to small-scale, independently operated weaving machines powered by electricity, typically used in rural areas for fabric production.
DYED YARNS	Dyed yarns are yarns that have been colored through a dyeing process before being woven or knitted into fabrics.
EMDE	Emerging Market and Developing Economies
ESI ACT	The Employees State Insurance Act, 1948
FABS	Fabs are factories for manufacturing textiles or semiconductor chips.
FANCY YARNS	Fancy yarns are decorative yarns with irregular textures, patterns, or colors, used to create unique and visually interesting fabrics.
FDI	Foreign Direct Investment
FIBRE	Fibre is a thin, thread-like material, often used as the basic building block for textiles, ropes, or other products, and can be natural (like cotton or wool) or synthetic (like polyester or nylon).
FIIS	Foreign Institutional Investors
FPI	Foreign Portfolio Investment

GDP	Gross Domestic Product
G-SECS	Government Securities
GST	Goods and Service Tax Act,2017
GVA	Gross Value Added
HOSIERY	Hosiery refers to clothing items worn on the lower part of the body, such as socks, stockings, and tights, typically made from knitted or woven fabric.
HR	Human Resources
HSN	Harmonized System Nomenclature
IIP	Index of Industrial Production
MELANGE YARNS	Melange yarns are yarns made by blending different colored fibers, creating a multi-colored, speckled effect in the fabric they produce.
MMF	manmade fabrics
MNCS	Multinational Corporations
MSMES	Micro, Small and Medium Enterprises
NTTM	National Technical Textile Mission
PATENTS ACT	The Patents Act, 1970
POLYESTER BLENDED YARNS IN RING	Polyester blended yarns in ring refer to yarns made by blending polyester with other fibers, spun using the ring spinning method, which creates a smooth, strong, and durable yarn.
PPP	Purchasing Power Parity
R&D	Research & Development
RMG	Ready-Made Garments
SHWW ACT	Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013
SOLID TOP-DYED YARNS	Solid top-dyed yarns are yarns that are dyed after they are spun, resulting in a uniform color throughout the yarn, often used for rich, consistent coloring in fabrics.
SPECIALTY YARNS	Specialty yarns are unique, high-performance yarns designed for specific applications or effects, often incorporating unusual fibers, textures, or finishes.
SYNTHETIC/MAN-MADE FIBRES	Synthetic/man-made fibers are fibers produced through chemical processes, typically from petroleum-based resources, such as polyester, nylon, and acrylic.
TAX ACT	Income Tax Act,1961
TAX AMENDMENT ACT 2019	Taxation Laws (Amendment) Act,2019
TECHNICAL TEXTILES	Technical textiles are fabrics engineered for specific industrial or functional applications, such as in medical, automotive, or construction sectors.

TENCEL YARNS	Tencel yarns are made from lyocell fibers, a sustainable, biodegradable material derived from wood pulp, known for its softness, strength, and moisture-wicking properties.
THERMAL PROTECTION	Thermal protection refers to specialized fabric designed to resist high temperatures and protect against heat, often used in firefighting, industrial workwear, or space suits.
TRI BLEND YARNS	Tri-blend yarns are yarns made from a combination of three different fibers, typically cotton, polyester, and rayon, creating a soft, durable, and comfortable fabric with enhanced texture and performance.
VISCOSE	Viscose is a type of semi-synthetic fiber made from regenerated cellulose, commonly used in textiles for its silk-like feel and versatility.
WAGE CODE	Code on Wages, 2019
WATER ACT	The Water (Prevention and control of Pollution) Act, 1974
WEAVERS	Weavers are individuals who create fabric by interlacing threads.
YARNS	Yarns are long, continuous strands of fibers twisted or spun together, used to make textiles, fabrics, and other products.

Conventional and General Terms or Abbreviations

Abbreviation	Full Form
(₹)	Represent Outflow
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AMT	Amount
AOA	Articles of Association
Approx	Approximately
AS/ Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
B. Com	Bachelor of Commerce
BIFR	Board for Industrial and Financial Reconstruction
Bn	Billion
BRLM	Book Running Lead Manager
C.P.C.	Code of Civil Procedure, 1908
CA	Chartered Accountant
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CB	Controlling Branch
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax

CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder.
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended
CPI-C inflation	CPI-C inflation refers to inflation measured by the Consumer Price Index for industrial workers (CPI-IW), excluding certain items like food and energy.
CRM	Customer Relationship Management
CrPC	Code of Criminal Procedure, 1973
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CSR	Corporate Social Responsibility
CST	Central Sales Tax
CWA/ ICWA	Cost and Works Accountant
developing economies	Developing economies are nations with lower income levels, limited industrialization, and lower Human Development Index (HDI) compared to developed countries.
Digitization	Digitization is the process of converting information, processes, or systems into digital formats, often for easier storage, access, and management.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
Disinflation	Disinflation is a decrease in the rate of inflation, where prices rise at a slower pace.
DSA	Direct Selling Agent
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
EGM/ EOGM	Extraordinary General Meeting
emerging market	An **emerging market** is a country with a developing economy, rapid growth, and increasing industrialization.
EMI	Equated Monthly Instalments
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
ESIC	Employee's State Insurance Corporation
ESOP	Employee Stock Option Plan
euro area	The **Euro area** refers to the group of European Union countries that have adopted the euro as their official currency.
FBT	Fringe Benefit Tax
FCNR Account	Foreign Currency Non-Resident Account
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019

FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
Finance Act	Finance Act, 1994
FIPB	Foreign Investment Promotion Board
FIs	Financial Institutions
Fiscal policy	Fiscal policy is the use of government spending and taxation to influence economic activity and achieve macroeconomic goals.
FPIs	"Foreign Portfolio Investor" means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992.
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1)(lll) of the SEBI ICDR Regulations.
FV	Face Value
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/ Government	Government of India
GST	Goods and Services Tax
HFIs	High-frequency indicators are real-time economic data updated frequently, tracking short-term trends.
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act,1961, as amended from time to time
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
ICWAI	The Institute of Cost Accountants of India
IFRS	International Financial Reporting Standards
IIP	Index of Industrial Production
IMF	International Monetary Fund
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
Inflation	Inflation is the rate at which the general level of prices for goods and services rises, eroding purchasing power.
IPO	Initial Public Offer
IRDA	Insurance Regulatory and Development Authority
ISIN	International Securities Identification Number
IST	Indian Standard Time
IT	Information Technology
IT Act	Information Technology Act, 2000
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rule, 1962, as amended, except as stated otherwise
KMP	Key Managerial Personnel
labor market	The labor market is the supply and demand for labor, where employers seek to hire workers and individuals offer their skills and services in exchange for wages or salary

LL.B.	Bachelor of Law
Ltd.	Limited
MAPIN	Market Participants and Investors Database
MAT	Minimum Alternate Tax
MBA	Master of Business Administration
MCA	Ministry of Corporate Affairs, Government of India
MD	Managing Director
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MFPs	MFPs (Multifactor Productivity) measure the efficiency with which multiple inputs, such as labor and capital, are used together in the production process, reflecting overall productivity growth.
Mn	Million
MoF	Ministry of Finance, Government of India
Monetary policy	Monetary policy is the process by which a central bank controls money supply and interest rates to manage economic growth, inflation, and employment.
MoU	Memorandum of Understanding
MSME	Micro, Small and Medium Enterprises
NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NCLT	National Company Law Tribunal
NCT	National Capital Territory
NECS	National Electronic Clearing System
NEFT	National Electronic Funds Transfer
Net worth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NOC	No Objection Certificate
Nominal GDP	Nominal GDP is the total value of all goods and services produced in a country, measured at current market prices, without adjusting for inflation.
NPV	Net Present Value
NRE Account	Non-Resident External Account
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PFUTP Regulations	Trade Practices relating to Securities Markets) Regulations, 2003

PSU	Public Sector Undertaking(s)
Pvt.	Private
R&D	Research & Development
RBI	The Reserve Bank of India
Real wages	Real wages are income adjusted for inflation, reflecting purchasing power
Registration Act	Registration Act, 1908
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
Rs. / Rupees/ INR/ ₹	Indian Rupees, the legal currency of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCSB	Self-Certified syndicate Banks
SEBI	Securities and Exchange Board of India
SEBI (PFUTP) Regulations/	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
Sec.	Section
SEZ	SEZ (Special Economic Zone) is a region with unique economic policies, offering tax incentives and relaxed regulations to attract investment.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small and Medium Enterprises
SPV	Special Purpose Vehicle
SSI	Small Scale Industry
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
tariff structure	Tariff structure refers to the system of taxes or duties imposed on imported and exported goods, detailing rates and classifications based on product types or countries.
Tax buoyancy	Tax buoyancy refers to the responsiveness of tax revenue to changes in a country's economic growth or income levels.
TIN	Taxpayers Identification Number
Trade Marks Act	Trade Marks Act, 1999
TRS	Transaction Registration Slip
U.N.	United Nations
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act, 1933

UIN	Unique identification number
US/ United States	United States of America
USD/ US$/ $	United States Dollar, the official currency of the Unites States of America
VCF	Venture Capital Funds
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may Be.
w.e.f.	With effect from
WDV	Written Down Value
Wilful Defaulter(s)	Company or person categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose directors or promoters is categorised as such and as defined under Regulation 2(1) (lll) of the SEBI (ICDR) Regulations, 2018.
WTD	Whole Time Director
YoY	year-over-year

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CERTAIN CONVENTION, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF FINANCIAL PRESENTATION

CERTAIN CONVENTION

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

All references in this Prospectus to "India" are to the Republic of India.

Our Company has presented numerical information in "lakhs" units, excluding no. of shares and unless expressed specified. One lakh represents 1,00,000.

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

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled "Financial Information", as Restated beginning on page no. 245 this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled "Financial Information, as Restated" beginning on page no. 245 of this Prospectus.

CURRENCY AND UNITS OF PRESENTATION

In this Prospectus, references to Rupees or INR or Rs. are to Indian Rupees, the official currency of the Republic of India. All references to $, US$, USD, U.S $ or U.S. Dollars are to United States Dollars, the official currency of the United

States of America. All references to million / Million / MN refer to one million, which is equivalent to ten lacs or ten lakhs, the word Lacs / Lakhs / Lac means one hundred thousand and Crore means ten million and billion / BN/ Billions means one hundred crores.

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 tobe 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. 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 RATE

This Prospectus may contain conversion of certain other currency amounts into Indian Rupees that has 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.

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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.*

These forward-looking statements can generally be identified by words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- Our ability to successfully implement our growth strategy and expansion plans;
- Our Company's inability to meet its working capital requirements or maintain its existing credit facilities
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Our inability to maintain quality standards;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Changes in the competition landscape;
- Our inability to respond to new innovations in our industry;
- Any adverse outcome in the legal proceedings in which we and our promoters are involved;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- General social and political conditions in India which have an impact on our business activities or investments;
- Adverse natural calamities having significant impact on our business;
- Other Factors beyond our control
- Developments affecting the Indian economy;
- Loss of consumers;

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations"* beginning on page nos. 36, 171 and 310, respectively of this Prospectus.

Forward-looking statements reflects views as of the date of the Prospectus and not a guarantee of future performance. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company / our directors nor the Lead Manager, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the

Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange(s).

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SECTION II – SUMMARY OF OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Prospectus and is not exhaustive, nor does it purport to contain a summary of all 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 the sections titled 'Risk Factors', 'The Issue', 'Capital Structure', 'Objects of the Issue', 'Industry Overview', 'Our Business', 'Restated Financial Information', 'Outstanding Litigation and Material Developments', 'Issue Procedure' and 'Main Provisions of the Articles of Association' beginning on at pages 36,73, 93, 113, 145, 171, 245, 326, 355, and 391 respectively, of this Prospectus.

OVERVIEW OF BUSINESS

Our company was incorporated as a Private Limited Company namely "Cedaar Textile Private Limited" under the Companies Act, 2013 vide Certificate of Incorporation dated 28-09-2020 issued by Registrar of Companies, ROC Bangalore bearing Registration no. 139070. Thereafter, our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on April 30, 2024. A fresh Certificate of Incorporation consequent to conversion was issued on August 23, 2024 by the Registrar of Companies, ROC CPC Manesar Haryana and consequently the name of our Company was changed from "Cedaar Textile Private Limited" to "Cedaar Textile Limited". The Company's Corporate Identification Number is U17299KA2020PLC139070.

ABOUT US

Our Promoters Mr. Rajesh Mittal and Mr. Virender Goyal has the experience of 28 years and 33 years in the industry of textile. Our Company offers the widest range of Raw white Yarns, Melange Yarns, Solid Top dyed Yarns, and Grey Fancy Yarns in Cotton, Polyester, Acrylic, Viscose, Tencel, Modal, and other Fibers. All Yarns are being offered with sustainability as the prime focus, in 100% Organic, Recycle Fibers (Polyester & Cotton) for a Green Environment and Conservation of natural resources.

The company's focus is on Innovation, Customer Orientation, R & D, Technology Up Gradation, Digitalization, ERP, Continuous Improvement, and Moving towards Green Energy. Our Company manufacture and sells its products like **Yarn**, **Technical Textile IFR**, **Fabrics**, and **Dyed Yarn.**

We are engaged in the manufacturing of Quality Melange Yarn for use in the household textile, woven goods, and hosiery.

The Company Objective is to cater the Top Line Customers Overseas and in India, who produce Garments for renowned Fashion Brands. Our production process begins with procurement of Raw material from the suppliers and processed the same in machine by mixing the different fabrics like cotton, polyester, viscos, acrylic and other fibers.

The Company Objective is to cater the Top Line Customers Overseas and in India, who produce Garments for renowned Fashion Brands.

SUMMARY OF OUR INDUSTRY

TEXTILE SECTOR

India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, with the capital-intensive sophisticated mills sector at the other end. The fundamental strength of the textile industry in India is its strong

production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk, and wool, to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.

The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of textiles industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles makes it unique in comparison to other industries in the country. India's textiles industry has a capacity to produce a wide variety of products suitable for different market segments, both within India and across the world.

In order to attract private equity and employee more people, the government introduced various schemes such as the Scheme for Integrated Textile Parks (SITP), Technology Upgradation Fund Scheme (TUFS) and Mega Integrated Textile Region and Apparel (MITRA) Park scheme.

(Source - Textile Industry & Market Growth in India)

For detail information please refer to chapter tittle "INDUSTRY OVERVIEW" on page no. 145 of the Prospectus

NAME OF PROMOTERS

Promoters of our company are as follow:

1. Mr. Rajesh Mittal
2. Mr. Virender Goyal
3. Mr. Bachangada Nachappa Monnappa
4. Mrs. Bachangada Monnappa Saraswati

For detail information please refer to chapter tittle "OUR PROMOTERS AND PROMOTER GROUP" on page no. 228 and 233 of the Prospectus

OFFER SIZE

PRESENT ISSUE IN TERMS OF THIS PROSPECTUS	
Equity Shares Offered through Public Issue	Issue of 43,50,000* Equity Shares of face value ₹10/- each fully paid-up for cash at price of Rs. 140.00/- per Equity Share aggregating to Rs. 6090.00 Lakhs, of our Company.
Out of which:	
Issue Reserved for the Market Makers	2,18,000 Equity Shares of face value Rs.10/- each fully paid-up for cash at price of Rs. 140.00/- per Equity Share aggregating to Rs. 305.20 Lakhs.
Net Issue to the Public	41,32,000 Equity Shares of face value Rs.10/- each fully paid-up for cash at price of Rs. 140.00/- per Equity Share aggregating to Rs. 5784.80 Lakhs.
Out of which*	
A. QIB Portion	13,04,000 Equity Shares aggregating up to ₹ 1,825.60 lakhs.
Of which	
i) Anchor Investor Portion	6,80,000 Equity Shares of face value of Rs.10/- each fully paid up for cash at price of Rs. 140.00/- /- per Equity Share aggregating to Rs. 952.00 Lakhs.
ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	6,24,000 Equity Shares of face value of Rs.10/- each fully paid up for cash at price of Rs. 140.00/- per Equity Share aggregating to Rs. 873.60 Lakhs
Of which	
(a) Available for allocation to Mutual Funds only (5 % of the Net QIB Portion)	Up to 32,000 Equity Shares of face value of Rs.10/- each fully paid up for cash at price of Rs. 140 /- per Equity Share aggregating to Rs. 44.80 Lakhs.

(b) Balance of QIB Portion for all QIBs including Mutual Funds	Up to 5,92,000 Equity Shares of face value of Rs.10/- each fully paid up for cash at price of Rs. 140.00 /- per Equity Share aggregating to Rs. 828.80 Lakhs.
B. Non-Institutional Portion	13,28,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 140.00 /- per Equity Share aggregating to Rs. 1859.20 Lakhs
C. Retail Portion	15,00,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 140.00 /- per Equity Share aggregating to Rs. 2,100.00 Lakhs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	95,28,600 Equity Shares of face value ₹10/- each
Equity Shares outstanding after the Issue	1,38,78,600 Equity Shares of face value ₹ 10/- each
Use of Net Proceeds by our Company	For further details please refer chapter titled "*Objects of the Issue*" beginning on page no. 113 of this Prospectus for information on use of Issue Proceeds

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

OBJECTS OF THE ISSUE

Our Company has object to issue Equity Shares through IPO and intends to utilize the proceeds of the Issue to meet the following objects:

Sr. No	Object of the Issue	Utilisation of Funds raised through IPO (Rs. in Lakhs)
1.	Installation of Grid-tied Solar PV Rooftop System for Captive evacuation	800.00
2.	Modernization of the Machines	1700.0
3.	To meet working capital requirements	2490.00
4.	General Corporate Purpose	491.05
5.	Issue Expenses	608.95
	Total	**6090.00**

For further details please refer to the chapter titled "Object of the Issue" beginning on page no. 113 of this Prospectus

AGGREGATE PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Our Promoters and Promoter Group collectively hold 95,28,600 Equity shares of our Company aggregating to 100% of the pre- issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Prospectus:

	Name of the Shareholder	Pre-Issue		Post Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of post-Issue Capital
	Promoters				
1.	Mr. Rajesh Mittal	38,45,208	40.35%	38,45,208	27.71%
2.	Mr. Virender Goyal	17,44,186	18.30%	17,44,186	12.57%
3.	Mr. Monnappa Nachappa Bachangada	37,89,176	39.77%	37,89,176	27.30%
4.	Mrs. Bachangada Monnappa Saraswathi	1,50,000	1.57%	1,50,000	1.08%
TOTAL(A)		**95,28,570**	**99.99%**	**95,28,570**	**68.66%**

	Promoter Group				
1.	Upma Goyal	10	Negligible	10	Negligible
2.	Naveen Mittal	10	Negligible	10	Negligible
3.	Chetna Mittal	10	Negligible	10	Negligible
TOTAL(B)		**30**	Negligible	**30**	Negligible
TOTAL(A+B)		**95,28,600**	**100%**	**95,28,600**	**68.66%**

For further details please refer to the chapter titled "Capital Structure" beginning on page no. 93 of this Prospectus.

SHAREHOLDING OF PROMOTER/ PROMOTER GROUP AND ADDITIONAL TOP 10 SHAREHOLDERS OF THE COMPANY AS AT ALLOTMENT:

Below are details of Equity Shares held by our Promoters and the members of our Promoter Group as on the date of this Draft Prospectus:

S. No.	**Name of the Shareholder**	**Pre-Issue shareholding as at the date of Advertisement**		**Post-Issue shareholding as at Allotment (4)**			
		Number of Equity Shares (3)	**Shareholding (in %) (3)**	**At the lower end of the price band (₹ 130.00/-)**		**At the upper end of the price band (₹ 140.00/-)**	
				Number of Equity Shares (3)	**Share holding (in %) (3)**	**Number of Equity Shares (3)**	**Share Holding (in %) (3)**
1.	**P-1 (Mr. Rajesh Mittal)**	38,45,208	40.35%	38,45,208	27.71%	38,45,208	27.71%
2.	**P-2 (Mr. Virender Goyal)**	17,44,186	18.30%	17,44,186	12.57%	17,44,186	12.57%
3.	**P-3 (Mr. Monnappa Nachappa Bachangada)**	37,89,176	39.77%	37,89,176	27.30%	37,89,176	27.30%
4.	**P-4 (Mrs. Bachangada Monnappa Saraswathi)**	1,50,000	1.57%	1,50,000	1.08%	1,50,000	1.08%
5.	**PG-1 (Upma Goyal)**	10	Negligible	10	Negligible	10	Negligible
6.	**PG-2 (Naveen Mittal)**	10	Negligible	10	Negligible	10	Negligible
7.	**PG-3 (Chetna Mittal)**	10	Negligible	10	Negligible	10	Negligible
TOP 10 PUBLIC SHAREHOLDERS OF THE COMPANY AS AT ALLOTMENT							
NIL#							
TOTAL		**95,28,600**	**100%**	**95,28,600**	**68.66%**	**95,28,600**	**68.66%**

 # The shareholding of the company is exclusively held by the promoter and the promoter group, with no other individuals or entities holding any shares.

Note:

1) Here, "**P**" refers to the ***Promoter*** and "**PG**" refers to the ***Promoter Group***.
2) The Promoter Group shareholders are Upma Goyal, Naveen Mittal and Chetna Mittal.
3) Includes all options that have been exercised until date of Prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until date of Prospectus. Based on the Issue price of ₹140.00/- .

SUMMARY OF FINANCIAL INFORMATION

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

(Rs. in Lakhs unless otherwise stated)

Particulars	For the period ended December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share Capital	**952.86**	**750.00**	**25.00**	**25.00**
Net worth	**6,069.74**	**2523.55**	**1418.51**	**959.57**
Total Income	**11,390.67**	**19,101.24**	**16,187.94**	**22,043.72**
Profit after tax	**706.18**	**1,105.05**	**458.94**	**798.63**
Earnings per Share (In Rs.)	**8.63**	**14.73**	**6.12**	**10.65**
Earnings per Share (In Rs.) Diluted	**8.63**	**14.73**	**6.12**	**10.65**
Net Asset Value per Equity share as Restated (Pre-Bonus)	**63.70**	**33.65**	**567.40**	**383.83**
Net Asset Value per Equity share as Restated (post bonus)	**63.70**	**33.65**	**18.91**	**12.79**
Total Borrowings	**12,062.63**	**14,614.90**	**13,700.93**	**12,101.33**
• Long Term Borrowings	3,606.53	7,267.79	7,876.68	6,916.92
• Short Term Borrowings	8,456.11	7,347.11	5,824.25	5,184.41

AUDITOR QUALIFICATIONS

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

SUMMARY OF OUTSTANDING LITIGATIONS

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

Particulars	No. of Cases	Total Amount Involved (Amt in Lakhs)
Proceedings against our Company		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax*	NIL	NIL
Proceedings by our Company		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	NIL	NIL
Proceedings against our Promoters/Directors		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	NIL	NIL
Proceedings by Promoters/Directors		
Civil	NIL	NIL

Criminal	NIL	NIL
Tax	NIL	NIL
Proceedings against or by Key Managerial Personals		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	NIL	NIL

Note: As of 31.12.2024, the company holds a contingent liability for Income Tax and Goods and Services Tax demand, which amounts to Rs. 45.06 Lakhs and 15.24 Lakhs respectively. This liability is subject to assessment and resolution, with potential adjustments pending based on future assessments or legal developments.

RISK FACTORS

For details on the risks involved in our business, please see the Chapter titled "Risk Factors" beginning on page no. 36 of this Prospectus.

SUMMARY OF CONTINGENT LIABILITIES

(Amount in lakhs)

Particulars	**As at**			
	31st December, 2024	**31st March, 2024**	**31st March, 2023**	**31st March, 2022**
a. Income tax demand	45.06	9.37	8.07	-
b. GST demand	15.24	42.00	-	-
c. Capital Commitment	-	-	-	-

For further details please refer to the chapter titled "*Restated Financial Information*" beginning on page no. 245 of this Prospectus

SUMMARY OF RELATED PARTY TRANSACTIONS

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

Name of the KMP/Entities

Name of the key managerial personnel/Entity/Relative of KMPs	**Relationship**
Rajesh Mittal	Director
Virender Goyal	Director
Virender Goyal (w.e.f. 04-10-2024)	Chief Financial Officer
Monnappa Nachappa Bachangada	Director
Kamta Nath Pandey (w.e.f. 11-09-2024)	Independent Director
Yogendra Kumar Singhal (w.e.f. 11-09-2024)	Independent Director
Yatish Chandra Gupta (w.e.f. 11-09-2024)	Independent Director
Rajesh Bansal (w.e.f. 11-09-2024)	Independent Director
Bachangada Monnappa Saraswathi	Director
Neha Parbhakar Rawat (w.e.f. 04-10-2024)	Company Secretary
Manisha Monappa	Relative of KMP
APOP International Private Limited	Immediate relative is director

Auburn Design Private Limited	Entity under common control of KMP
M.R. Fabrics & Apparels Propreitorship	Entity under common control of KMP

Transactions with Related Parties:

(Amount in lakhs)

Particulars	For the period ended 31st December September, 2024	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Remeneration Paid to				
Virendra Goyal	18.00	24.00	-	-
Bachangada Monnappa Saraswathi	3.75	5.00	-	-
Monnappa Nachappa Bachangada	3.75	5.00	-	-
Rajesh Mittal	18.00	24.00	-	-
Interest Income from				
Auburn Design Private Limited	-	8.25	-	-
			-	-
Advance given during the year				
APOP International Pvt Ltd	5.00	69.17	-	-
Auburn Design Pvt. Ltd	-	-	200.00	-
M.R. Fabrics & Apparels Propreitorship	30.00			
Advance paid during the year				
APOP International Pvt Ltd	-	42.95	-	-
Auburn Design Pvt. Ltd	-	-	170.00	-
M.R. Fabrics & Apparels Propreitorship	30.00			
Unsecured borrowing taken during the year				
Vijendra Goyal	-	35.00	40.00	-
Rajesh Mittal	-	128.38	661.94	-
Manisha Monappa	-	350.00	100.00	-
M.R. Fabrics & Apparels Propreitorship	-	25.00	-	-
Monnappa Nachappa Bachangada	-	-	-	450.02
Unsecured borrowing repaid during the year				
Rajesh Mittal	-	78.88	25.00	-
Manisha Monappa	25.00	275.00	100.00	-
Monnappa Nachappa Bachangada	-	-	650.00	793.77
Virendra goyal	-	-	-	-
M.R. Fabrics & Apparels Propreitorship	25.00	-	-	-
Sale of Goods to				
Auburn Design Private Limited	-	4.77	-	-
M.R. Fabrics & Apparels Propreitorship	-	2.23	-	-
Conversion of unsecured loan into equity share capital				

Rajesh Mittal	1183.32	-	-	-
Monnappa Nachappa Bachangada	1314.85	-	-	-
Virendra goyal	341.87	-	-	-
Brokerage Charges Paid to				
M.R. Fabrics & Apparels Propreitorship	22.32	93.66	97.35	195.44
APOP International Pvt Ltd	-	-	-	63.50
Maintenance charges Paid to				
APOP International Pvt Ltd	-	-	12.60	-

Balance outstanding at year end

Particulars	**As at 31st December, 2024**	**As at 31st March, 2024**	**As at 31st March, 2023**	**As at 31st March, 2022**
Remuneration Payable to				
Virendra Goyal	42.00	24.00	-	-
Bachangada Monnappa Saraswathi	8.75	5.00	-	-
Monnappa Nachappa Bachangada	8.75	5.00	-	-
Rajesh Mittal	42.00	24.00	-	-
Unsecured loan				
Vijendra Goyal	-	341.88	306.88	266.88
Rajesh Mittal	-	1183.32	1,133.82	496.88
Manisha Monappa	75.00	100.00	-	-
M.R. Fabrics & Apparels Propreitorship	-	25.00	-	-
Monnappa Nachappa Bachangada	35.15	1350.00	1,350.00	2,000.00
Receivable from				
APOP International Pvt Ltd	27.27	22.27	-	-
Auburn Design Private Limited	13.25	13.25	30.00	-
Payable to				
M.R. Fabrics & Apparels Propreitorship	96.15	113.47	10.04	126.16
APOP International Pvt Ltd	-	-	3.94	0.29

For further details please refer to ANNEXURE –IX of the chapter titled "*Restated Financial Information*" beginning on page no. 245 of this Prospectus

FINANCING ARRANGEMENTS

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

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

Name	Promoter / Promoter Group	No. of Shares Acquired in last one year	Weighted Avg. Cost of Acquisition*(in Rs.)
Mr. Rajesh Mittal	Promoter	37,45,228	641.19
Mr. Virender Goyal	Promoter	16,94,196	140.00
Mr. Monnappa Nachappa Bachangada	Promoter	36,94,176	140.00
Ms Bachangada Monnappa Saraswathi	Promoter	1,45,000	0
Upma Goyal	Promoter Group	10	0
Chetna Mittal	Promoter Group	10	0
Naveen Mittal	Promoter Group	10	0

Including the Equity Shares issued pursuant to bonus issue, transfer and in lieu of Conversion of Loan into equity
**As Certified by M/s Kapish Jain & Associates, Chartered Accountants dated December 10, 2024.

AVERAGE COST OF ACQUISITION OF SHARES

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

Name	Promoter / Promoter Group	No. of Shares held	Avg. Cost of Acquisition*(in Rs.)
Mr. Rajesh Mittal	Promoter	38,45,208	31.03
Mr. Virender Goyal	Promoter	17,44,186	19.82
Mr. Monnappa Nachappa Bachangada	Promoter	37,89,176	34.51
Mrs Bachangada Monnappa Saraswathi	Promoter	1,50,000	1.47
Upma Goyal	Promoter Group	10	0
Chetna Mittal	Promoter Group	10	0
Naveen Mittal	Promoter Group	10	0

*Including the Equity Shares issued pursuant to bonus issue, transfer and in lieu of Conversion of Loan into equity
**As Certified by M/s Kapish Jain & Associates, Chartered Accountants dated December 10, 2024.

PRE IPO-PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of Prospectus until the listing of the Equity Shares. Our Company undertakes:

1. That Pre-IPO proceeds being discretionary in nature, if raised, shall be completely attributed/adjusted towards GCP portion; unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific objects of the issue. A confirmation to this effect we shall submit at the time of filing of Prospectus with the Exchange and the confirmation should form part of material documents available for inspection.

2. Disclosure shall be made of the price and the name of the shareholder on the day of the allotment in case if any Pre-IPO placement is done, through public advertisement. A confirmation to this effect we shall submit at the time of filing of Draft Prospectus/Prospectus with the Exchange and the confirmation should form part of material documents available for inspection. The details of the Pre-IPO shall also form part of the Price Band Advertisement.

EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

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

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reason for Allotment	Person to Whom Equity Shares Allotted	
						Name of the Allottees	No. of Shares Allotted
30-09-2024	20,28,600	10/-	140/-	Other than Cash	Conversion of loan into Equity	Mr. Rajesh Mittal	8,45,228
						Mr. Virender Goyal	2,44,196
						Mr. Monnappa Nachappa Bachangada	9,39,176
						TOTAL	**20,28,600**

SPLIT/ CONSOLIDATION OF EQUITY SHARES

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

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

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

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SECTION III – RISK FACTORS

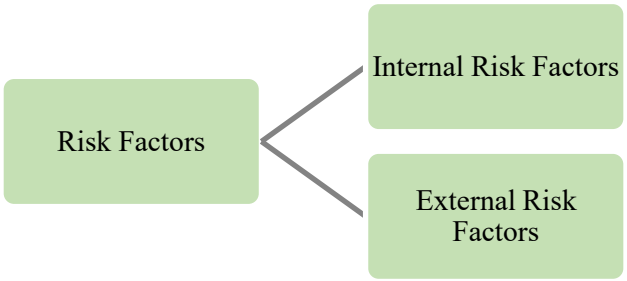
An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision prospective investor must rely on their own examination of our Company and the terms of this offer including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a complete understanding, you should read this section in conjunction with the chapters titled "Our Business" beginning on page no. 171, "Industry overview" beginning on page no. 145 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page no. 310 respectively, of this Prospectus as well as other financial information contained herein.

The following factors have been considered for determining the materiality of Risk Factors:
- *Some events may not be material individually but may be found material collectively;*
- *Some events may have material impact qualitatively instead of quantitatively;*
- *Some events may not be material at present but may have material impact in future.*

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled "Definitions and Abbreviations" beginning on page no. 01 of this Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

The risk factors are classified as under for the sake of better clarity and increased understanding:



INTERNAL RISK FACTOR

1. **Our top ten customers contribute significant portion in the revenue of the Company. Any loss of business from one or more of them may adversely affect our revenues and profitability.**

Our top ten customers have contributed 63.30%, 47.04%, 37.08% and 56.83% of our revenues for the period ended December 31, 2024, March 31, 2024, March 31, 2023, and March 31, 2022 based on Restated Financial Statements. However, our top ten customers may vary from period to period depending on the demand and thus the composition and revenue generated from these customers might change as we continue to add new customers in normal course of business. We could experience a reduction in our results of operations, cash flows and liquidity if we lose one or more of these customers or the amount of business we obtain from them is reduced for any reason, including but not limited on account of any dispute or disqualification. Accordingly, we cannot assure you that the customers which contribute to the major part of our revenue stream will pay us the amounts due to us on time, or at all. In the event any of our significant customers fail to fulfil their respective obligations, our business, financial condition and results of operations would be adversely affected. While we believe we have maintained good and long-term relationships with our customers, there can be no assurance that we will continue to have such long-term relationship with them. We cannot assure that we shall generate the same quantity of business, or any business at all, from those customers, and loss of business from one or more of them may adversely affect our revenues and profitability. In past three years and the stub period our top 10 customers have not been consistent and there have been cases where percentage of revenue obtained by our top 10 customer has changed. For Further details, please refer to chapter titled "Our Business" beginning on Page no. 171 of this Prospectus

2. **Our Company has not entered into any long-term contracts with any of its customers and we typically operate on the basis of purchase orders. Inability to maintain regular order flow would adversely impact our revenues and profitability.**

Our Company has had long standing business relationships with certain customers and has been supplying our products to such customers. However, we have not entered into any long-term contracts with these customers and we cater to them on purchase order basis. Our customers may also terminate their relationships with us without any notice which could materially and adversely impact our business. Consequently, our revenue may be subject to variability because of fluctuations in demand for our products. Our Company's customers have no obligation to place order with us and may either cancel, reduce or delay orders. Failure to deliver products on time could lead to customers delaying or refusing to pay the amount, in part or full, which may adversely affect our business. 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. The orders placed by our Company's customers are dependent on factors such as the customer satisfaction with the level of service that our Company provides, fluctuation in demand for our Company's products and customer's inventory management. Although we place a strong emphasis on quality, timely delivery of our products, etc., in the absence of contracts, any sudden change in the buying pattern of customers could adversely affect the business and the profitability of our Company.

3. **Our business depends on our production facility situated in city of Punjab. Any loss of or shutdown of operations of the production facility on any grounds could adversely affect our business or results of operations.**

Our production facility located in Punjab, is subject to operating risks such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output, raw material shortage or unsuitability, obsolescence, labour disputes, strikes, lock-outs, non-availability of services of our external contractors, earthquakes and other natural disasters, pandemic, social unrests, industrial accidents, our ability to respond to technological advances and emerging industry and safety standards and practices in the industries in which we operate and propose to operate on a cost-effective and timely basis and any other factors which may or may not be within our control and also we need to comply with the directives of relevant government authorities. The occurrence of any of these risks could significantly affect our operating results. Although we take precautions to minimize the risk of any significant operational problems at our facilities, our business, financial condition, results of operations and the trading price of our Equity Shares may be adversely affected by any disruption of operations at our facilities, including due to any shutdown of our operations.

Further, due to the geographic concentration of our manufacturing units in Ludhiana, our operations are susceptible to local and regional factors, such as accidents, system failures, civil unrest as well as other adverse social, economic and political events in India, weather conditions, natural disasters, regional conflicts and demographic and population changes, and other unforeseen events and circumstances which may disrupt our production and significantly affect our business, financial condition and profitability. In past three years and the stub period no such instances occurred in the Company

4. Any change in our consumer's likes, preferences or a change in their perception regarding the quality of our products may negatively affect the image and our reputation and in turn affect our revenues and profitability.

We are a manufacturer of Yarns for clothing brands and our business is characterized by rapidly changing customer preferences. This industry is highly competitive, where goodwill and reputation have a huge significance, any change in consumer's likes, preferences or a change in their demands regarding the quality and authenticity of our products, may negatively affect the image and reputation of our products and consequently that our Company. Further, such incidences may expose our Company to liabilities and claims, adversely affect our reputation, growth and profitability. In past three years and the stub period no such instances occurred in the Company**.** For Further details, please refer to chapter titled "Our Business" beginning on Page no. 171 of this Prospectus.

5. We may not be able to prevent unauthorized use of our logo as the company has not obtained/ applied for the trademark license. Consequently, our trademarks may be obtained or used by third party(ies), which may lead to the dilution of our goodwill.

Our company use logo which have not applied for the trademark license, Consequently, our trademarks may be obtained or used by third party(ies), hence we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property.

6. Our inability to manage inventory in an effective manner could affect our business.

Our business model requires us to maintain a certain level of inventory of our raw material, to meet the present and future orders. Our current inventory turnover ratio for FY 2021-22, FY 2022-23, FY 2023-24 and April 01, 2024 to December 31, 2024 is 7.98 ,3.25 ,2.29 and 0.93 which is sufficient to meet the current demand. In future, if we underestimate the orders that we may receive we may experience inventory shortages and a loss of opportunity. Similarly, an over estimation of orders may result in over stocking leading to increased holding costs. Additionally, any over run in holding of such goods may lead to their decay. Therefore, any mismanagement on our part to determine the optimum inventory levels may impact our operations and cause us to incur losses. In past three years and the stub period no such instances occurred in the Company**.**

7. We do not have any long-term agreement or contract of supply of raw materials and consequently are exposed to price and supply fluctuations for our raw materials.

Our Company is engaged in the business of manufacturing of yarn, and Polyester Normal, Polyester Recycle, Viscose, Cotton, Acrylic, Others Fibers are used as the primary raw material during our manufacturing process.

We have not entered into long term contracts with our suppliers and prices for raw materials are normally based on the quotes we receive from various suppliers. Price of raw material in this industry is highly volatile. We rely on pre-booking capacity with our suppliers, based on our demand projections. Since we have no formal arrangements with our suppliers, they are not contractually obligated to supply their products to us and may choose to sell their products to our competitors. Non-availability or inadequate quantity of raw material or use of substandard quality of the raw materials

in the manufacturing of our products, could have a material adverse effect on our business. Further, any discontinuation or a failure of these suppliers to adhere to the delivery schedule or failure to deliver the required quality and quantity could hamper our manufacturing schedule. In past three years and in the stub period no such instances occurred in the Company.

Further, we are also exposed to fluctuations in the prices of our raw material. Thus, we may be unable to control the factors affecting the price at which we procure our raw material. We also face the risks associated with compensating for or passing on such increase in our cost of production on account of such fluctuations in prices to our customers. Particularly, we face the risk of our products becoming unaffordable if pass on the increase in the cost of production to our customers through a corresponding increase in the price of our products in order to maintain our margins. Upward fluctuation of price of raw material may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial conditions and results of operations. In past three years and in the stub period no such instances occurred in the Company.

8. The future operating results are difficult to predict and may fluctuate or adversely vary from the past performance.

The company's operating results may fluctuate or adversely vary from past performances in the future due to a number of factors, many of which are beyond the company's control. The results of operations during any financial year or from period to period may differ from one another or from the expected results operation. Its business, results of operations and financial condition may be adversely affected by, inter alia, a decrease in the growth and demand for the products offered by the us or any strategic alliances which may subsequently become a liability or non-profitable. Due to various reasons including the above, the future performance may fluctuate or adversely vary from our past performances and may not be predictable. For further details of our operating results, section titled "Financial Information" beginning on Page no. 245 of this Prospectus.

9. The loss, shutdown or slowdown of operations of our facility or the under-utilization of any such facility may have a material effect on our results of operations and financial condition.

Our business and results of operations are dependent on our ability to effectively plan our manufacturing processes and on our ability to optimally utilize our processing capacities for the various products we manufacture. Following are the details of capacity Utilisation by our company.

Particulars	From April 2024 to Dec 2024	F Y 2023-24	F Y 2022-23	F Y 2021-22
SPINNING				
Installed Capacity (In MT) Spining	4,500.00	9,000.00	7,920.00	7,200.00
Production Capacity (In MT) Spinning	3,150.00	5,760.00	4,500.00	3,600.00
% of Utilization	**70%**	**64%**	**57%**	**50%**
DYEING				
Installed Capacity (In MT) Dyeing	990.00	1,980.00	1,440.00	1,440.00
Production Capacity (In MT) Dyeing	891.00	1,800.00	1,080.00	1,080.00
% of Utilization	**90%**	**91%**	**75%**	**75%**

For further details on installed capacities refer section titled "Our Business" on page no. 171 of this Prospectus. We cannot assure you that we will achieve higher manufacturing capacities than we have achieved in the past and will be able to achieve optimal capacity utilization at our existing manufacturing facilities.

The capacity utilization at our manufacturing facilities is subject to various factors such as timely and adequate supply of raw material, uninterrupted power supply, efficient working of machinery and equipment and optimal production planning, technical support. Higher capacity utilization is critical to achieving higher revenues and profitability. If we are unable to achieve and consistently maintain, higher levels of capacity utilization or if our capacity utilization falls below the current level, our revenues and profitability could be adversely affected. Also, lower manufacturing capacity level could also adversely impact our ability to build our customer base and grow our business.

10. Exporting to Bangladesh involves risks due to political instability, security concerns, and internal tensions. Issues like border disputes, strikes, and protests can disrupt trade, increase costs, and reduce consumer demand. Additionally, political instability can affect financial institutions, leading to payment delays and higher risks for exporters.

We have exported 25.45%, 19.60%, 31.91% & 40.78% percent of our total revenue for the period ended December 31, 2024 and for the financial year ending on March 2024, 2023, and 2022 respectively in future we intend to continue the export our good Bangladesh. Exporting goods to Bangladesh exposes us to several risk as there is as political instability in Bangladesh which is due to internal power struggles, strikes, or protest which may lead to logistical challenges and delays. If the instable political environment in Bangladesh will remain same, it could impact the predictability of trade and lead to sudden policy changes or trade restrictions. Political tensions can lead to increased security costs, insurance premiums, and risk mitigation measures for exporters like us. These added costs can either erode profit margins or be passed on to buyers, making the cost of yarn exports less competitive in the Bangladeshi market. Political instability often results in lower consumer confidence and reduced demand for goods. If there's a slowdown in Bangladesh's domestic economy due to political tensions, the demand for textiles, including yarns, may decrease, affecting the overall market for yarn imports in Bangladesh. Such tensions can affect the stability of financial institutions in Bangladesh, leading to difficulties in transferring payments or accessing trade finance. If banks or other financial systems become less reliable, it can increase risks for exporters, and result in payment delays or non-payment.

Currently we have ₹ 1516.73 lakhs amount of orders from the Bangladesh which falls under the above-mentioned risk.

11. We have a substantial amount of outstanding indebtedness, which requires significant cash flows to service and are subject to certain conditions and restrictions in terms of our financing arrangements, which restricts our ability to conduct our business and operations in the manner we desire. Any failure to comply with financial and other restrictive covenants imposed on us under our financing agreements may affect our operational flexibility, business, results of operations and prospects.

As of December 31, 2024, our long-term borrowings were ₹ 3,606.53Lakhs & short-term borrowings were ₹8,456.11 Lakhs and we will continue to incur additional indebtedness in the future. Our level of indebtedness has important consequences to us, such as:

- increasing our vulnerability to general adverse economic, industry and competitive conditions;
- limiting our ability to borrow additional amounts in the future;
- affecting our capital adequacy requirements; and
- Increasing our finance costs.

In the event we breach any financial or other covenants contained in any of our financing arrangements or in the event we had breached any terms in the past which is noticed in the future, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. If the lenders of a material amount of the outstanding loans declare an event of default simultaneously, our Company may be unable to pay its debts when they fall due. In past three years and in the stub period no such instances occurred in the Company.

As on December 31, 2024, our total secured borrowings amounted to ₹ 11552.49 Lakhs from Banks. Our leverage has several important consequences, including the following:

- A portion of our cash flow will be used towards repayment of debt, which will reduce the availability of cash to fund working capital requirements, capital expenditures and other general corporate purposes;

- Our borrowing cost and the existence of encumbrances on a significant portion of our immovable properties may constrain. In the event of enforcement of an event of default in connection with such secured borrowings (which is not waived or cured), our ability to continue to operate our business at such locations may be restricted;
- Fluctuations in interest rates may affect our cost of borrowing, as all or a substantial part of our borrowings is at floating rates of interest;

Our failure to comply with financial or restrictive covenants or periodic reporting requirements or to obtain our lenders' consent to take certain actions in a timely manner or at all may result in declaration of an event of default by any current or future lenders, which may accelerate repayment or increase applicable interest rates or trigger cross-default or cross-acceleration under other financing agreements.

Although we have not experienced any disruption in our loan facility in past, but termination of, or declaration or enforcement of default under, any current or future financing agreement (if not waived or cured) may affect our ability to raise additional funds or renew maturing borrowings to finance our existing operations and pursue our growth initiatives and, therefore, have an effect on our business, results of operations and prospects.

For further details of our loans, please refer chapter titled "*Financial Information*" beginning on Page no. 245 of this Prospectus.

12. We will continue to be controlled by our Promoter and Promoter Group after the completion of the Issue, which will allow our Promoters to influence the outcome of matters submitted for approval of our shareholders.

As on the date of this Prospectus, our Promoter and Promoter Group hold 100% of the issued and outstanding paid-up share capital of our Company. Following the completion of the Issue, our Promoter and Promoter Group will continue to hold together 68.66% of our post-Issue Equity Share capital. As a result, they will have the ability to influence matters requiring shareholders' approval, including the ability to appoint Directors to our Board and the right to approve significant actions at Board and at shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association, and any other business decisions. We cannot assure you that our Promoters and Promoter Group will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

13. We have significant power requirements for continuous running of our factories. Any disruption to our operations on account of interruption in power supply or any irregular or significant hike in power tariffs may have an effect on our business, results of operations and financial condition.

Our factory and office have significant electricity requirements and any interruption in power supply may disrupt our operations. Our business and financial results may be affected by any disruption of operations. We majorly depend on third parties for our major power requirements for details please refer chapter titled "*Our Business*" on page no.171. Further, we have limited options in relation to maintenance of power back-ups such as Solar plants.

Since we have significant power consumption, any unexpected or significant increase in its tariff can increase the operating cost of factories and production cost which we may not be able to pass on to our customers. There are limited number of electricity providers in area from where we operate due to which in case of a price hike, we may not be able to find a cost-effective substitute, which may negatively affect our business, financial condition and results of operations. In past three years and in the stub period no such instances occurred in the Company.

For Further details, please refer to chapter titled "Our Business" beginning on Page no. 171 of this Prospectus.

14. We are dependent on third party logistic and support service providers for the delivery of raw materials and finished products and any disruptions in their services including transportation services or a decrease in the quality of their services may adversely affect our business, financial condition and results of operations.

We rely on third party logistic and support service providers including for transportation services at multiple stages of our business activities, including for procurement of raw materials from our suppliers and for transportation of our finished products from our manufacturing facility to our customers and warehousing facilities. We generally use water, road and rail transportation services to meet our transportation requirements. However, we do not enter into any long-term contracts with any logistics service provider.

We typically engage and hire service providers through the spot contracts based on factors including cost, availability and delivery schedules. Accordingly, our transportation costs may vary and are based on rates that are offered to us from time to time. Our business is also vulnerable to increased transportation costs or delivery delays due to various factors, including increase in fuel costs, freight rates, increase in port, road and toll taxes, shipping congestions, damage or losses of goods in transit, disruption of transportation services because of weather related problems, strikes, lock-outs, accidents, inadequacies in waterways and road infrastructure, currency fluctuations, changes in tariff or import policies, political uncertainty or other similar events,

We may face transportation risks including damage or losses of goods in transit, delay in deliveries to our customers etc. due to loss or pilferage, which we may not be able to fully recover from our service provider or from our insurance coverage. Further, while we adjust freight costs in the cost of products sold to our customers, we bear transportation risk for the duration of transit. In addition, we may be required to replace a service provider if its services do not meet our safety, quality or performance standards or the partner's non-compliance with applicable laws or if it should unexpectedly discontinue operations due to reasons beyond its or our control. While freight costs have increased as a percentage to the total expenses in the last 3 financial years, these costs are passed on to our customers. Any prolonged disruption or unavailability of such facilities in a timely manner could result in delays or inability to deliver our products to our customers, or may require us to look for alternative means of transportation which may not be cost or time efficient, thereby adversely affecting our operations, profitability, reputation and market position.

Our operations and profitability are dependent upon the availability of reliable logistic and support services in a timely and cost-efficient manner and any disruption in these services including transportation services or increase in their cost may affect our business, financial condition and results of operations.

15. Our Company had filed certain ROC forms with delayed fees and Company cannot assure that no proceedings or regulatory actions will be initiated against it in relation to the non-filing and delayed filing.

Our company has filed certain roc forms with delayed fees with ROC in the past years. Although, no show cause notice in respect of the above has been received by the Company till date, any penalty imposed for such non-compliance in future by any regulatory authority could affect our financial conditions to that extent.

We would like to inform you that following are the forms that the company has filed with delayed fees with ROC:

Sl. No.	Particulars of forms	Financial year	Normal Fees	Additional Fees
1.	ADT-1	2021-22	500	1000
2.	DPT-3	2021-22	500	6000
3.	AOC-4 XBRL (For FY 2021-22)	2022-23	500	9300
4.	MGT-7 (Annual Return) (For FY 2021-22)	2022-23	500	6300
5.	ADT-1	2022-23	500	5000
6.	CRA-2	2022-23	600	7200
7.	DPT-3	2022-23	600	7200
8.	AOC-4 XBRL (For FY 2022-23)	2023-24	600	13400
9.	MGT-7 (Annual Return) (For FY 2022-23)	2023-24	600	9000
10.	DPT-3	2023-24	600	7200

11.	SH-7			
12.	ADT-1 (For FY 2023-24)	2024-25	600	1200
13.	AOC-4 XBRL (For FY 2023-24)	2024-25	600	600
14.	ADT-1 (For the FY ending 2029)	2024-25	600	3600
15.	DIR-12	2024-25	600	2400
16.	MGT-14 (Adoption of AOA)	2024-25	600	1200
17.	MGT-14 (Adoption of MOA)	2024-25	600	1200
18.	MGT-14 (Special Resolution approved in the meeting dated April 30, 2024)	2024-25	600	1200
19.	SH-7	2024-25	5,06,250	1238
20.	INC-27	2024-25	600	3600
21.	PAS-3	2024-25	600	1200
22.	DIR-12 (for appointment of Yogendra Kumar Singhal as Additional independent director)	2024-25	600	1200
23.	DIR-12 (for appointment of Rajesh Bansal as Additional independent director)	2024-25	600	1200
24.	DIR-12 (for appointment of Yathish Chandra Gupta as Additional independent director)	2024-25	600	1200
25.	DIR-12 (for appointment of kamta Nath Pandey as Additional independent director)	2024-25	600	2400
26.	DIR-12 (change in designation of Mr. Monnappa Nachappa Bachangada and Bachangada Monnappa Saraswathi)	2024-25	600	1200
27.	DIR-12 (Regularization of Additional Directors)	2024-25	600	1200
28.	DIR-12 (Appointment of Managing Director)	2024-25	600	1200
29.	MR-1 (Appointment of Managing Director)	2024-25	600	1200
30.	MGT-14 (Special resolution on September 30, 2024)	2024-25	600	1200
31.	MGT-14 (Approval of Board Report and Financial Statement) (For the FY 2023-24)	2024-25	600	3600
32.	PAS -6	2024-25	600	1200

***Note:*

1. *the above data is based on the Challans available on the website of Ministry of Corporate Affairs i.e. (https://www.mca.gov.in/mcafoportal/checkFilingStatus.do).*

16. Some of our Directors or promoter are unable to provide us an authentic copy of their educational certificate

Our directors, Mr. Monnappa Nachappa Bachangada and Mrs. Bachangada Monnappa Saraswathi, possess the necessary qualifications for their respective positions. Mr. Monnappa Nachappa Bachangada holds Master's in Business Administration, and Mrs. Bachangada Monnappa Saraswathi is a graduate.

Unfortunately, the original copies of their degrees had been lost. However, an FIR had been lodged with the authorities regarding the loss of these documents and due to lack of documentation, the qualifications of these directors are shown as NIL at the particular places in this Prospectus.

17. Our directors or promoter are unable to provide an authentic copy of experience certificates and their experience has been shown as per Affidavit provide to us at the particular places of the prospectus.

Our Directors and Promoter i.e. Mr. Rajesh Mittal, Mr. Virender Goyal, Mr. Monnappa Nachappa Bachangada and Mrs. Bachangada Monnappa Saraswathi, possess 28, 33, 30 and 25 years of experience in their respective field and our

Independent Directors i.e. Mr. Kamta Nath Pandey, Mr. Yogendra Kumar Singhal, Mr. Yatish Chandra Gupta and Mr. Rajesh Bansal possess 45, 43, 32 and 12 years of experience in their respective field. However, our director, independent directors and promoter are unable to provide their respective experience certificates therefore their experience has been shown as per Affidavit provide to us at the particular places of this Prospectus.

18. Our Company, Promoters, and Directors are not involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, financial condition, cash flows and results of operations.

There are no outstanding legal proceedings involving our Company and our Promoter which are pending at different levels of adjudication before various courts, tribunals and other authorities. Such proceedings could divert management time and attention, and consume financial resources in their defence or prosecution. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable and include amounts claimed jointly and severally from our Company and Promoter. Any unfavorable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business, financial condition and results of operations. Certain details of such outstanding legal proceedings as of date of this Prospectus are set out below:

Particulars	**No. of Cases**	**Total Amount Involved (Amt in Lakhs)**
Proceedings against our Company		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax*	NIL	NIL
Proceedings by our Company		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	NIL	NIL
Proceedings against our Promoters/Directors		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	NIL	NIL
Proceedings against by Promoters/Directors		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	NIL	NIL
Proceedings against or by Key Managerial Personals		
Civil	NIL	NIL
Criminal	NIL	NIL
Tax	NIL	NIL

Note: As of 31.12.2024, the company holds a contingent liability for Income Tax and Good and Services Tax demand, which amounts to Rs. 45.06 Lakhs and 15.24 Lakhs. This liability is subject to assessment and resolution, with potential adjustments pending based on future assessments or legal developments. Further, there is no assurance that in future, we, our promoters, our directors or promoter group companies may not face legal proceedings and any adverse decision in such legal proceedings may impact our business. If any new developments

arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations. For further details in relation to legal proceedings involving our Company, Promoters, Directors, Group Company.

Delay in making any Statutory payments viz. Tax Deducted at Source, Income Tax, Good and Service Tax, Employee Provident Fund, or any other Statutory dues which may attract any penalty or demand raised by statutory authorities in future will affect financial position of the Company. Our Company is engaged in the manufacturing business, which attracts tax liability such as Goods and Service tax and Income tax and other Statutory taxes as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund, Employee State Insurance and Professional Tax. Any demand or penalty imposed by the concerned authority in future for late payments or non-payments, both for any previous year and current year, will have an impact on the financial position of the Company.

19. Our company has delayed filed some return of Tax Deducted at Source, Income Tax, Good and Service Tax, Employee Provident Fund, Employees State Insurance or any other Statutory dues. Delay in making any Statutory payments viz. Tax Deducted at Source, Income Tax, Good and Service Tax, Employee Provident Fund, or any other Statutory dues which may attract any penalty or demand raised by statutory authorities in future will affect financial position of the Company.

Our Company is engaged in the manufacturing business, which attracts tax liability such as Goods and Service tax and Income tax and other Statutory taxes as per the applicable provisions of Law. We are also subject to the comply with labour laws like depositing of contributions with Provident Fund, Employee State Insurance. Any demand or penalty imposed by the concerned authority in future for late payments or non-payments, both for any previous year and current year, will have an impact on the financial position of the Company.

Following are the details of late returns/payment filed/paid by the company:

1. **Tax Deducted at Source**

SR NO.	TYPE OF FORM	DUE DATE	ACTUAL DT. OF PAYMENT
1.	27EQ	15-Jan-21	3-Feb-21
2.	26Q	1-Feb-21	3-Feb-21
3.	27EQ	15-May-21	25-May-21
4.	26Q	15-Jul-21	3-Aug-21
5.	24Q	15-Jul-21	29-Jul-21
6.	24Q	15-Oct-21	22-Jan-22
7.	26Q	15-Oct-21	22-Jan-22
8.	24Q	15-Jan-22	28-Jan-22
9.	26Q	15-Jan-22	31-Jan-22
10.	24Q	15-May-22	20-Jun-22
11.	26Q	15-May-22	16-Jun-22
12.	24Q	31-Jul-22	2-Nov-22
13.	26Q	31-Jul-22	6-Aug-22
14.	27EQ	15-Jul-22	22-Jul-22
15.	24Q	31-Oct-22	2-Nov-22
16.	26Q	31-Oct-22	3-Nov-22
17.	24Q	31-Jul-23	8-Aug-23

2. **Employee State Insurance**

SR NO.	TYPE OF FORM	DUE DATE	ACTUAL DT. OF PAYMENT
1.	ESI	15-May-21	15-Jun-21
2.	ESI	15-Nov-21	15-Aug-22

3. Employee Provident Fund

SR NO.	NATURE OF FUND	DUE DATE	ACTUAL DT. OF PAYMENT
1.	PF	15-Feb-2021	23-Mar-2021
2.	PF	15-Mar-2021	23-Mar-2021
3.	PF	15-Apr-2021	16-Apr-2021
4.	PF	15-Jun-2021	16-Jun-2021
5.	PF	15-Jul-2021	16-Jul-2021

4. Good and Service Tax

SR NO.	TYPE OF FORM	DUE DATE	ACTUAL DT. OF FILED
1.	GSTR-1	11-May-21	15-May-21
2.	GSTR-1	11-Jun-21	24-Jun-21
3.	GSTR-3B	20-May-21	10-Jun-21
4.	GSTR-3B	20-Feb-22	21-Feb-22
5.	GSTR-3B	20-Apr-22	7-May-22
6.	GSTR-3B	20-May-22	24-May-22
7.	GSTR-3B	20-Aug-22	29-Aug-22
8.	GSTR-3B	20-Oct-22	31-Oct-22
9.	GSTR-3B	20-Nov-22	30-Nov-22
10.	GSTR-3B	20-Apr-23	25-Apr-23
11.	GSTR-3B	20-Sep-23	21-Sep-23
12.	GSTR-3B	20-Apr-24	22-Apr-24

20. Our business is manpower intensive and any unavailability of our employees or shortage of labour or any strikes, work stoppages, increased wage demands by workmen or changes in regulations governing hiring of labour may have an adverse impact on our cash flows and results of operations.

Our business is manpower intensive and we are dependent on the availability of our permanent employees and the supply of a sufficient pool of laborers at our factories. currently we have 583 employees:

Count of Employee Code Department	No. of Employees (As on June 1, 2025)
Administration	31
Commercial	9
Development & Sampling	7
Finance & Accounts	3
General	1
HR / Personnel / Compliance	25
IT & DSS	1
Maintenance	40

Marketing & Merchandising	4
Planning & Co-Ordination	2
Production	408
QA & Quality	15
QA, Audit & Technical	1
Sourcing & Supply Chain	1
Utility & Engineering	35
Grand Total	**583**

Our employee attrition rate is as follows:

Financial Year	Total (%)
2021-22	11.65
2022-23	12.29
2023-24	10.41
For the stub period from April 1, 2024 to Dec 31, 2024	10.16

Unavailability or shortage of such a pool of workmen or any strikes, work stoppages, increase wage demands by workmen or changes in regulations governing hiring of labour may have an adverse impact on our cash flows and results of operations.

None of our workers are currently represented by a recognized collective bargaining agreement. We cannot assure you that our workers will not unionize, or attempt to unionize in the future, that they will not otherwise seek higher wages and enhanced employee benefits

We are subject to laws and regulations relating to employee welfare and benefits such as minimum wage, working conditions, employee insurance, and other such employee benefits and any changes to existing labour legislations, including upward revision of wages required by such state governments to be paid to such labourers, limitations on the number of hours of work or provision of improved facilities, such as food or safety equipment, may adversely affect our business and results of our operations.

Further, there can be no assurance that disruptions in our business will not be experienced if there are strikes, work stoppages, disputes or other problems with labour at our manufacturing units production unit. This may adversely affect our business and cash flows and results of operations. In past three years and in the stub period no such instances occurred in the Company.

For Further details, please refer to chapter titled "*Our Business*" beginning on Page no. 171 of this Prospectus.

21. Company's Registered Office, Sales Office and Marketing Office are not owned by the company and taken on the lease. Any termination of the relevant lease agreement in connection with such property or our failure to renew the same could adversely affect our operations.

Our Manufacturing Unit is located at Ludhiana Village Akbarpur, Ahmedgarh, Dist:Sangrur, Near Ludhiana, Punjab 148021 (India) which owned by the company and our all offices is on lease across pan India located in Ludhiana, Haryana, and Karnataka We have obtained these properties on lease details of the same are as follows:

Sl. No.	Location	Total Area (Sq. ft)	Lease/ Owned	Usage Purpose	Name of Transferer/ Lessor	Date of Agreement
1.	Bangalore	1300	Lease	Registered Office	Cotton World	28/11/2024

2.	Ludhiana	524	Lease	Sales Office	Rajesh Sharma	26/03/2025
3.	Gurgaon	1500	Lease	Marketing Office	M R Fabrics and Apparels	13/06/2025

Further these units were taken on lease on for 11 months. Any termination of the lease in connection with these properties or our failure to renew the same, in a timely manner or at all could adversely affect our operations if we are required to vacate the current premises, we would be required to make alternative arrangements for our business activities and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition. In past three years and in the stub period no such instances occurred in the Company.

For details regarding properties taken on lease refer the Section titled Place of Business on "*Our Business*" beginning on page no. 171 of this Prospectus.

22. Our top ten suppliers contribute majority of our purchases. Any loss of business with one or more of them may adversely affect our business operations and profitability.

Our top ten suppliers contributed approximately 90.46%, 64.88%, 79.78% and 82.09% of our total purchases for the period ended December 31, 2024, March 31, 2024, March 31, 2023, and March 31, 2022 based on Restated Financial Statements. However, our top suppliers may vary from period to period depending on the demand-supply mechanism and thus the supply process from these suppliers might change as we continue to seek more cost-effective suppliers in normal course of business. Since our business is concentrated among relatively few significant suppliers, we could experience a reduction in our purchases and business operations if we lose one or more of these suppliers, including but not limited on account of any dispute or disqualification.

While we believe we have maintained good and long-term relationships with our other suppliers too, there can be no assurance that we will continue to have such long-term relationship with them as we don't have any long-term agreements. We cannot assure that we shall do the same quantum of business, or any business at all, with these customers, and loss of business with one or more of them may adversely affect our purchases and business operations. In past three years and in the stub period no such instances occurred in the Company.

23. We require certain approvals and licenses in the ordinary course of business and the failure to successfully obtain such registrations would adversely affect our operations, results of operations and financial condition.

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. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits.

While we have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities. There can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our related operations. Furthermore, under such circumstances, the relevant authorities may initiate penal action against us, restrain our operations, impose fines/penalties or initiate legal proceedings for our inability to renew/obtain approvals in a timely manner or at all.

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. In past three years and in the stub period no such instances occurred in the Company. For details of material approvals applied for, but not received by our Company, see '*Government and Other Approvals*' on page no. 330 of this Prospectus.

24. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could have an effect on our business, results of operations and financial condition.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy involves focusing on Optimal Utilization of Resources and to developed relationships with customer. For further details, see the section titled "Our Business Overview" on page no. 171 of this Prospectus. Our success in implementing our growth strategies may be affected by:

- Our ability to identify new markets to expand;
- Our ability to maintain the quality of our product;
- Changes in the Indian regulatory environment in field of Textile & apparel industry

There can be no assurance that we will be able to execute our strategy on time and within our estimated budget, or that our expansion and development plans will increase our profitability. Any of these factors could impact our results of operations. We cannot assure you that we will not face any time or cost overruns in respect of implementation of our strategies in the future. Further, we expect our growth strategy to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and implement our growth strategy could have effect on our business, financial condition and profitability.

25. We export our products to various countries, on account of which we may be subject to significant import duties or restrictions. Further, unavailability of fiscal benefits enjoyed by us or our inability to comply with related requirements may have an adverse effect on our business and results of operations.

Our company exports products to various countries, including Australia, Bangladesh, Chile, China, Egypt, Hong Kong, Indonesia, Italy, Kenya, South Korea, Morocco and others. A major portion of our revenue, as evidenced by the export revenue percentage over the past few years (34.99% for the stub period ending on 31st December 2024, 36.00% for the year ending 31st March 2024, 36.00% for 31st March 2023, and 59.29% for 31st March 2022), comes from international markets. These countries impose varying import duties on our products. There can be no assurance that the import duties will not increase or new restrictions will not be imposed by such countries. Any substantial increase in such duties or imposition of new restrictions may adversely affect our business, financial condition and results of operations.

26. The unsecured loans availed by our Company from Promoter group may be recalled at any given point of time.

Our Company has been availing unsecured loans from Promoter group from time to time. The total outstanding payable to them as on December 31, 2024 amount is ₹110.15 Lakhs. Although there are no terms and condition prescribed for repayment of unsecured loan which can be recalled at any given point of time during ordinary course of business and thus may affect the business operations and financial performance of our Company. In past three years and in the stub period no such instances occurred in the Company.

For further details regarding loans availed by our Company, please refer "*Financial Information*" on page no. 245 of this Prospectus.

27. Any deficiency in our products could make our Company liable for client claims, which in turn could affect our Company's results of operations.

Our Company is bound by the terms and conditions as placed before its clients. There are no specific regulations governing the supply of the same, other than the general law of contracts. Any claims made by these clients for deficiency in our products, would be subject to these terms and conditions, which are in the nature of normal contractual obligations in India. Any violation of these obligations could impact our Company's results of operations. In past three years and in the stub period no such instances occurred in the Company.

28. We face competition in our business from organized and unorganized players, which may adversely affect our business operation and financial condition.

The market in which our company operates is highly competitive due to the presence of both organized and unorganized players. Competitors in this industry typically vie for market share by emphasizing key attributes such as product quality, price, customer service, and innovation. Some of our competitors have significant advantages, including longer industry experience and superior financial, technical, and operational resources. These advantages may enable them to respond more quickly to changing market conditions, adapt to new trends, and invest in advanced technologies, all of which can enhance their competitive edge. Consequently, we must remain agile and continually evaluate and adjust our strategies to maintain our market position. If we are unable to compete successfully, we could lose our customers, which would negatively impact our sales and financial performance. Further, the competitive nature of the textile industry may result in lower prices for our products and decreased gross profit margins, either of which may materially adversely affect our sales and profitability.

29. Failing to secure future working capital loans would lead to severe liquidity issues, disrupting operations, causing delayed deliveries, and damaging supplier and client relationships. This would increase short-term liabilities, reduce assets through forced liquidation, and result in negative operating cash flow, severely impacting our financial stability and growth potential.

Over the years, we have relied on various loans to support its operational needs and ensure smooth business functioning. At present, we have eight outstanding loans, each contributing to our overall working capital. These loans have been essential in maintaining day-to-day operations, ensuring that we can meet payroll, pay suppliers, and manage other essential expenses that are necessary for the business's growth and stability. Details of the loans are:

Name of Lender	Purpose	Rate of Interest	Repayment Schedule
HDFC LC 2289	Working Capital	NA	On demand
HDFC- POST SHIPMENT (BILL DISCOUNT)	Working Capital	SOFR+1.75%	12 months
HDFC-PCFC-PRE-SHIPMENT INR	Working Capital	SOFR+1.75%	12 months
Canara 125004281683	Working Capital	9.25%	On Demand
ICICI Bank Limited - FD OD	Overdraft	NA	On Demand
SBI Bank - FD OD 42391327880	Working Capital	7.08%	On Demand
HDFC 59265400002289	Working Capital	9.25%	On Demand
HDFC-PCFC-PRE-SHIPMENT USD	Working Capital	SOFR+1.75%	12 months
Standard Chartered Bank	Working Capital	Repo + 4%	On Demand

if we fail to secure the necessary loan in future to meet our working capital requirements, we will be at significant financial risk. We might face severe liquidity issues, preventing us from fulfilling essential obligations This situation would directly disrupt our business operations, leading to delayed deliveries, potential stock shortages, and a loss of trust with suppliers and clients. we could see a sharp increase in short-term liabilities, as the inability to meet obligations would lead to overdue payments and potentially increased debt levels. This could also cause a reduction in assets, as we may be forced to liquidate inventory or other assets to cover immediate needs. Furthermore, our cash flow statement would show negative operating cash flow, as payments are delayed or missed., we could result in lower revenues due to operational disruptions and potentially higher costs associated with emergency financing or penalties.

30. The average cost of acquisition of Equity Shares by our Promoter could be lower than the Issue Price.

Our Promoter average cost of acquisition of Equity Shares in our Company is lower than the Issue Price 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 Promoter in our Company, please refer to the chapters "*Capital Structure*" beginning on page no. 93 of this Prospectus.

31. We have issued equity shares pursuant to a bonus issue in the last 12 months issued Equity Shares at a price that may be at lower than the Issue Price, and we will be eligible to issue equity shares pursuant to a bonus issue only when we have sufficient reserves.

In the last 12 months we may have issued bonus Shares to the promoter and other shareholders of our Company which are as follows: -

During the financial year 2023-24, the company has issued 7250000 bonus shares to the fully paid equity shareholders of the company in the proportion of 29:1 i.e. twenty-nine new fully paid equity share for every 1 existing equity shares held on that date.

The Equity Shares allotted to investors pursuant to this Issue is being priced significantly higher due to various reasons including better performance by the Company, better economic conditions and passage of time.

Our free reserves immediately before the bonus issue were ₹ 2,498.55 Lakh and immediately after the bonus issue were ₹ 1,773.55 Lakh and our securities premium before the bonus issue were Nil.

Bonus issue shall be made only out of free reserves, securities premium account or capital redemption reserve account and built out of the genuine profits or securities premium collected in cash. As on the date of this Prospectus, our Company's securities premium account was ₹ 2,637.18 Lakhs and the available free reserves aggregated ₹ 2,479.70 Lakhs. Additionally, we do not have capital redemption reserve account. Therefore, our Company will be eligible to issue bonus shares only when we have sufficient monies in our free reserves and our securities premium account

For Further details of equity shares issued, please refer to the chapter titled "*Capital Structure*" beginning on page no. 93 of this Prospectus.

32. We have entered into and may enter into related party transactions in the future also.

Our Company in the past has entered into Related Party Transactions and may continue to do so in future also, which may affect our competitive edge. Our Company had entered into various transactions with our Promoter, Promoter Group, Directors and their Relatives and Group Companies & entities. These transactions, inter-alia includes salary, remuneration, loans and advances, commission, interest and purchase and sales etc. for details refer Annexure IX of the chapter titled "Financial Information" beginning on page no. 245 of this Prospectus. Our Company entered into such transactions at arm length price due to easy proximity and quick execution. Also, the transactions are in compliance with Companies Act, 2013 and other applicable provisions.

While we believe that all our related party transactions have been conducted on an arm's length basis, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future. Our company is involved in related party transaction Our company is engaged in transactions with sister companies located in Bangladesh, which could pose unique risks. We have a sister company in Bangladesh from which all the yarns are supplied in Bangladesh

33. We are dependent on technology in carrying out our business activities and it forms an integral part of our business. If we face failure of our information technology systems, we may not be able to compete effectively which may result in lower revenue, higher costs and would adversely affect our business and results of operations.

Our continued growth depends on the ability and performance of our existing technology that is utilized and will be utilized in the production of our products. Further, our Company also has an APLOS ERP system which integrates and collates data of purchase, sales, reporting, accounting, stocks, tracking vehicle etc. Our Company also employs the use of data driven decision making in the production process. We may in the future experience disruptions, outages, and other performance problems with our infrastructure due to a variety of factors, including infrastructure changes, introductions of new functionality, human or software errors, capacity constraints, distributed denial-of-service attacks or other security-related incidents. In some instances, we may not be able to identify the cause or causes of these performance problems immediately or in short order. We may not be able to maintain the level of production if there in an interruption or outage in the technology that we currently employ. Frequent or persistent interruptions in the production process could cause customers to believe that our products are unreliable, leading them to switch to our competitors or to otherwise avoid our products. This could negatively impact market acceptance of our business and our financial condition, and results of operations could be adversely affected.

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

While we maintain insurance coverage, in amounts which we believe are commercially appropriate, we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable and in the event of severe damage to our business. Even if we have made a claim under an existing insurance policy:

S. No	Insurance Company	Policy No.	Party Insured	Sum insured (in Rs.)	Premium Paid (in Rs.)	Details	Period
1.	The New India Assurance co. ltd.	360300112406000000 51	Cedaar Textile Limited	2,00,00,000.00	25,76,505 (excluding GST)	On Machinery Loss of Profit (MLOP)	From: 02/02/2025 To: 01/02/2026
				5,00,00,000.00		Add on Cover Opted - Removal of Debris (In excess of 1% of claim amount)(Add On 1002)	
				5,00,00,000.00		Add on Cover Opted - Omission to insure additions, alterations or extensions(Add On 1008)	
				60,00,00,000.00		Add on Cover Opted - Temporary removal of stocks clause(Add On 1013)	
				5,00,00,000.00		Add on Cover Opted - Architects surveyors and consulting engineers fees (in excess of 3% of the claim amount) (Add On 1001)	
				50,00,00,000.00		On Building including Plinth & foundations	
				50,00,00,000.00		On Plant, Machinery and accessories	
				1,00,00,000.00		On Furniture, fittings, fixtures and other contents	
				60,00,00,000.00		On Stocks and Stocks in process	
2.	ICICI Lombard General	2002/368600205/00/000	Cedaar Textile Limited	2,00,00,00,000.00	3,54,001.00	Marine Export Import and Insurance Open Policy	From 18/11/2024

	Insurance Company LTD						to 17/11/2025
3.	The New India Assurance Co. Ltd.	360300482568000000 02	Cedaar Textile Limited	13,00,00,000.00	1,55,603.00	Raasta Aapatti Kavach Policy (Employee Insurance Policy) Total employees covered - 65	From 29/04/2025 to: 28/04/2026
4.	The New India Assurance Co. Ltd.	360300482568000000 03	Cedaar Textile Limited	23,00,00,000.00	1,83,379.00	Raasta Aapatti Kavach Policy (Employee Insurance Policy) Total employees covered - 575	From 29/04/2025 to: 28/04/2026

we may not be able to successfully assert our claim for any liability or loss under such insurance policy. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an effect on our business, results of operations, financial condition and cash flows. In past three years and in the stub period no such instances occurred in the Company, except the company has insurance claimed ₹45.56 lakhs due to short circuit in machinery (Radio Frequency dryer RFD) in the stub period.

For further please refer chapter titled "Our Business" beginning on Page no. 171 of this Prospectus.

35. There may be potential conflicts of interest if our Promoters or Directors are involved in any business activities that compete with or are in the same line of activity as our business operations.

Some of our Group Company and Promoter Group Entities namely Auburn Design Private Limited, APOP International Private Limited, M.R. Fabrics & Apparels Proprietorship, Innocott International Pvt. Ltd, My Textile Pvt. Ltd. and Urban Farms and Villas LLP are involved in business of garment and textile industry. Also, our Company has entered into various transaction such as purchase and sale in past with our Group Company and Promoter Group Entities and will continue to do in future. For detailed information for our transaction with Promoter Group Entity please refer to Annexure IX of Restated Financial Statement under chapter titled "*Financial Information*" beginning on page no. 245 of this Prospectus.

Further, we have not entered into any non-compete agreement with the said entities. We cannot assure you that our Promoters who has common interest in said entities will not favour the interest of the said entities as a result; conflicts of interests may arise in allocating business opportunities amongst our Company and our Promoter Group Entity in circumstances where our respective interests diverge. There can be no assurance that our Promoters or our Promoter Group Entity or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations. For further details, please refer to chapter titled "*Our Promoter and Promoter Group*" beginning on Page no. 228 and 233 of this Prospectus.

36. Within the parameters as mentioned in the chapter titled 'Objects of the Issue' beginning on page no. 113 our Company's management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution. Any variation in the utilization of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.

We intend to use Issue Proceeds towards Funding the Installation of Grid-tied Solar PV Rooftop System for Captive evacuation, Modernization of the dyeing plant, Working Capital Requirements, General Corporate Purposes and to meet Issue expenses. We intend to deploy the Net Issue Proceeds in FY 2024-25 and 2025-26. Such deployment is based on certain assumptions and strategy which our Company intends to implement in near future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For

further details on the use of the Issue Proceeds, please refer chapter titled "*Objects of the Issue*" beginning on page no. 113 of this Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled "Objects of the Issue" beginning on page no. 113 of this Prospectus, the Management of the Company will have significant flexibility in applying the proceeds received by our Company from the Issue.

Our Company proposes to deploy the entire Net Proceeds towards the objects for Installation of Grid-tied Solar PV Rooftop System for Captive evacuation, Modernization of the dyeing plant, Working Capital Requirements, General Corporate Purposes and to meet Issue expenses during FY 2024-25 and 2025-26. However, if the Net Proceeds are not completely utilized for the objects stated in Prospectus due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) market conditions outside the control of our Company and its management; and (iv) other commercial considerations such as availability of alternate financial resources, the same would be utilised (in part or full) in a subsequent period as may be determined by our Company in accordance with applicable law. For further details on the use of the Issue Proceeds, please refer chapter titled "Objects of the Issue" beginning on page no. 113 of this Prospectus.

In the event of any such circumstances that requires us to undertake variation in the disclosed utilization of the Net Proceeds, we may not 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 or operations. Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to modify the objects of the Offer as prescribed in the SEBI ICDR Regulations. If our shareholders exercise such exit option, our business and financial condition could be adversely affected. Therefore, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, even if such variation is in the interest of our Company, which may restrict our ability to respond to any change in our business or financial condition and may adversely affect our business and results of operations.

37. Our success is dependent on our Promoter, management team and skilled manpower. Our inability to attract and retain key personnel or the loss of services of our Promoter or Managing Director and Whole Time Director may have an adverse effect on our business prospects.

Our Promoter, Managing Director, management team and skilled manpower have significantly contributed to the growth of our business, and our future success is dependent on the continued services of our management team. We don't have any written contract with our KMPs and our inability to retain any key managerial personnel may have an adverse effect on our operations. Our ability to execute contracts and to obtain new clients also depends on our ability to attract, train, motivate and retain highly skilled professionals, particularly at managerial levels. We might face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify our operations. In the future, we may also not be unable to compete with other larger companies for suitably skilled personnel due to their ability to offer more competitive compensation and benefits. The loss of any of the members of our senior management team, our directors or other key personnel or an inability on our part to manage the attrition levels; may materially and adversely impact our business, results of operations, financial condition and growth prospects.

For further details of our Promoters and Management, please refer chapter titled "*Our Promoters and Promoter Group*" and "*Our Management*" beginning on Page nos. 228, 233 & 216 of this Prospectus.

38. Our Company is yet to place orders for the machineries for the expansion of the proposed business operation and Installation of Grid-tied Solar PV Rooftop System for Captive evacuation. Any delay in placing orders of such machinery may delay the schedule of implementation and possibly increase the cost of commencing operations.

Our Company has received third party quotations for the Installation of Grid-tied Solar PV Rooftop System for Captive evacuation and machineries for modernization of existing machines proposed to be installed at Akbarpur Channa, Ahmedgarh, Near Ludhiana, District Sangrur Punjab. Although, we have identified the vendor for Grid-tied Solar PV Rooftop System and purchase of machinery for modernization of existing machines proposed to be purchased from the Net Proceeds, the cost of the proposed purchase of machinery is based on the quotations received from third party vendors and such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. For details, please refer to the chapter titled "*Objects of the Issue*" beginning on page no. 113 of this Prospectus.

We cannot assure that we will be able to procure the Grid-tied Solar PV Rooftop System and machineries for modernization of existing machines in a timely manner and at the same price at which the quotations have been received. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the Grid-tied Solar PV Rooftop System and machineries for modernization of existing machines or in the event the vendors are not able to provide Grid-tied Solar PV Rooftop System and machineries for modernization of existing machines in a timely manner, or at all, we may encounter time and cost overruns in expanding the capacity of the business operation. Further, if we are unable to procure machinery from the vendors from whom we have procured quotations, we cannot assure you that we may be able to identify alternative vendors to provide us with the Grid-tied Solar PV Rooftop System and machineries for modernization of existing machines which satisfy our requirements at acceptable prices. Our inability to procure the machinery at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, prospects and results of operations.

39. Our failure to adapt to technological developments or industry trends could affect the performance and features of our products, and reduce our attractiveness to our customers.

As our operations grow in scope and size, whether through offering of new products or expansion into new markets, we must continuously improve, upgrade, adapt and expand our systems and infrastructure to offer our customers enhanced products, features and functionality ahead of rapidly evolving customer demands, while maintaining the reliability and integrity of our systems and infrastructure in a cost-efficient and competitive manner. The systems, infrastructure and technologies we currently employ may become obsolete or be unable to support our increased size and scale. Even if we are able to maintain, upgrade or replace our existing systems or innovate or customize and develop new technologies and systems, we may not be as quick or efficient as our competitors in upgrading or replacing our systems. We may be unable to devote adequate financial resources or obtain sufficient financing on commercially acceptable terms in time, or at all, which may have a material adverse effect on our business, prospects, results of operation and financial condition. To minimize the risk, we have a team of 7 personnel for Development & Sampling as on the date of this Prospectus. Part of their role is to analyses the market and forecast the demand

For further details regarding our business, please refer to chapter titled "*Our Business*" on Page no. 171 of this Prospectus.

40. If there is a change in policies related to tax, duties or other such levies applicable to us, it may affect our results of operations.

We benefit from certain general tax regulations and incentives that accord favourable treatment to certain of our operations as well as for our activities. These tax benefits include income tax deductions and other taxes. For details regarding income tax deductions, please refer to the chapter "Statement of Possible Tax Benefits" on page no. 142 of this Prospectus.

New or revised accounting policies or policies related to tax, duties or other such levies promulgated from time to time by the relevant authorities may significantly affect our results of operations. We cannot assure you that we would continue to be eligible for such lower tax rates or any other benefits. The reduction or termination of our tax incentives, or non-compliance with the conditions under which such tax incentives are made available, will increase our tax liability and affect our business, prospects, results of operations and financial condition.

41. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. In the case of interim dividend, we may not be able to pay such dividend without the consent of board of directors. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations. We may, in future, issue convertible securities Our Company has not declared dividends in the past, and there can be no assurance that our Company will declare dividends in the future also. For further details, please refer to the chapter titled "*Dividend Policy*" on page no. 244 of this Prospectus.

42. We have experienced negative cash flows in the past. Any such negative cash flows in the future could affect our business, results of operations and prospects.

Our Company had reported certain negative cash flows in the previous years as per the Restated Financial Statements and the same are summarized as under:

PARTICULARS	For the year ended 31st December, 2024	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Cash Generated/(Used) From Operating Activities	1,098.21	485.44	(196.01)	(1,542.31)
Cash Generated/(Used) From Investing Activities	(493.94)	(251.39)	(649.41)	(608.68)
Cash Generated/(Used) From Financing Activities	(568.88)	(234.17)	847.33	2,153.26

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may affect our business and financial operations. For further please refer chapter titled "*Financial Information*" beginning on Page no. 245 of this Prospectus.

43. We are subject to the risk of failure of or a material weakness in our internal control systems.

We are exposed to risks arising from the inadequacy or failure of internal systems or processes, and any actions we may take to mitigate these risks may not be sufficient to ensure an effective internal control environment. Given our high volume of transactions, errors may be repeated or compounded before they are discovered and rectified. Our management information systems and internal control procedures may not be able to identify non-compliance or suspicious transactions in a timely manner, or at all. Where internal control weaknesses are identified, our actions may not be sufficient to fully correct such weaknesses. In addition, several of our collection related processes are yet to be fully automated, which may increase the risk that human error, tampering or manipulation will result in losses that may be difficult to detect. As a result, we may incur expenses or suffer monetary losses, which may not be covered by our insurance policies and may result in a material effect on our business, financial condition and results of operations. In past three years and the stub period no such instances occurred in the Company

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures, information system disruptions, communication systems failure and interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company's operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties. In past three years and in the stub period no such instances occurred in the Company.

44. The future operating results are difficult to predict and may fluctuate or adversely vary from the past performance.

The company's operating results may fluctuate or adversely vary from past performances in the future due to a number of factors, many of which are beyond the company's control. The results of operations during any financial year or from period to period may differ from one another or from the expected results operation. Its business, results of operations and financial condition may be adversely affected by, inter alia, a decrease in the growth and demand for the products offered by the us or any strategic alliances which may subsequently become a liability or non-profitable. Due to various reasons including the above, the future performance may fluctuate or adversely vary from our past performances and may not be predictable. For further details of our operating results, section titled "Financial Information" beginning on Page no. 245 of this Prospectus.

45. We are subject to quality requirements and strict technical specifications by our customers. Our failure to comply with the quality standards and technical specifications prescribed by such customers may lead to loss of business from such customers and could negatively impact our reputation, which would have an adverse impact on our business prospects and results of operations

Our customers demand strict quality standards. Our products go through various quality checks at various stages at our manufacturing facilities. Failure of our products to meet the quality standards expected by our customers may result in rejection and reworking of our products. This may result in our customers cancelling present or future purchases of our products.

Further, we may also be subject to the liability claims being initiated against us by our customers. We do not have any product liability insurance to protect us against such claims and any liability incurred pursuant to such claims is required to be funded by the Company. While we have put in place quality control procedures, we cannot assure that our products will always be able to achieve the quality standards expected by our customers. Our quality control procedures may fail to test for all possible conditions of use or identify all defects in the manufacturing of our products. Further, any lapses in quality may impact our long-term relationships with customers, which is one of our key strengths. Any failure on our part to successfully maintain quality standards for our products may affect our customer relationships, which may adversely affect our business and results of operations. In past three years and in the stub period no such instances occurred in the Company.

46. We have not independently verified certain data in this Prospectus.

We have not independently verified data from the industry and related data contained in this Prospectus and although we believe the sources mentioned in the Prospectus to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

47. Any Penalty or demand raise by statutory authorities in future will affect our financial position of the Company.

Our Company is mainly engaged in business of Manufacturer and distributor of yarns which attracts tax liability such as Income tax & Goods and Service Tax and other applicable provision of the Acts. However, the Company has been depositing the return under above applicable acts but any demand or penalty raise by concerned authority in future for any previous year and current year will affect the financial position of the Company. For detail, please refer

"*Outstanding Litigations and Material Development*" beginning on page no. 326 of this Prospectus. Any such penalty arising in future may lead to financial loss to our Company.

48. Our labors are subject to Health and Safety Hazards

We operate a manufacturing unit in Village Akbarpur, Ahmedgarh, Dist:Sangrur, Near Ludhiana, Punjab-148021 (India) that features a variety of machines, including Blow Room and Carding equipment from Truszler/LMW, Draw Frame and Speed Frame from LMW, Ring Frames from LMW, Twister TFO, Autoconer, and Fiber/Yarn Dyeing machines.

Our dedicated workforce of 583 skilled laborers acknowledges the health and safety hazards associated with our operations. While we have implemented several measures to minimize these risks, we recognize that it may not be possible to completely eliminate all hazards. To support our safety efforts, we hold a Fire Safety Certificate and have received authorization to operate a facility for hazardous waste management in accordance with the Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016. Additionally, we are covered by the Employees' State Insurance Corporation to help mitigate potential losses.

49. Certain Agreements, deeds or licenses may be in the previous name of the company.

Certain agreements, deeds, or licenses may be in the name of the erstwhile name of company "Cedaar Textile Private Limited". In case, we fail to change the name in the agreements, deeds or licenses it may cause an adverse effect on Our Company's business & operations although we do not foresee any challenge in doing so.

50. Supply Chain Disruptions can hamper our sale of goods.

We supply our goods through Dealers and agents but do not have any formal written agreements with them. However, this lack of contractual clarity poses risks; any issues that arise with our agents could negatively impact our sales and overall business operations. This could decrease sales revenue, increased operating expenses, and potentially lower profit margins. Over the time, these impacts can erode overall profitability and negatively influence our liquidity ratios, which are critical for assessing financial health. In past we have not incurred any supply chain destruction

51. The requirements of being a listed company may strain our resources and distract management.

We have no experience as a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public that is associated with being a listed company. As a listed company, we will incur additional legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing agreements with the Stock Exchanges and compliances of SEBI Listing Regulation, 2015 which would require us to file audited annual and unaudited semi-annual and limited review reports with respect to our business and financial condition. If we delay making such filings, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely as other listed companies.

As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures, internal control over financial reporting and additional compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner.

52. The directors of our company don't have the experience of the listed company and the requirements of being a listed company may strain our resources.

The Directors of the company don't have the experience of the listed Company; however, the Promoters have the experience of the Textile Industry. We have not been subjected to the increased scrutiny of our affairs by shareholders, regulator and the public at large that is associated with being a listed company. We will be subject to the equity listing agreement with the Stock Exchange which will require us to file audited annual and half yearly reports with respect to our business and financial condition.

Further, as a listed company, Directors and the 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 to support the existence of effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required.

As a result, our management's attention may be diverted from business concerns, which may adversely affect our business, prospects, financial condition, and results of operations. Further, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge but cannot assure that we will be able to do so in a timely and efficient manner.

53. Our Company's board of directors will be utilizing the Net Proceeds from the Issue in the objects of the issue. The deployment of Net Proceeds from the Issue is subject to any monitoring by any independent agency as in terms of Regulation 262 of the ICDR Regulations, the Company is required to appoint a monitoring agency since the Issue size is in not in excess of ₹ 10,000.00 lakhs.

Our Company's Board of Directors will be utilizing the Net Proceeds from the Issue in the objects of the Issue. Although the appointment of a monitoring agency is not mandatory under Regulation 262 of the ICDR Regulations since the Issue size is not in excess of ₹10,000.00 lakhs, our Company has voluntarily appointed a monitoring agency in the interest of our potential investors and the Company.

Our Company intends to use the Net Proceeds towards:

a) Installation of Grid-tied Solar PV Rooftop System for Captive evacuation
b) Modernization of the Machines
c) Working Capital Requirement;
d) General Corporate Purposes; and
c) Issue Expenses.

as described in "Objects of the Issue" on page no. 113 of this Prospectus.

In terms of the ICDR Regulations, our Company is not mandatorily required to appoint a monitoring agency since the Issue size is not in excess of ₹ 10,000.00 lakhs.

However, in the interest of the Company, its stakeholders and prospective investors and in compliance with SEBI amendments to Regulation 262 of SEBI (ICDR) regulations, 2018, we appointed a SEBI-registered Monitoring Agency for this Issue as on 17th June, 2025. This step aligns with the enhanced transparency standards introduced by SEBI amendments to Regulation 262 of SEBI (ICDR) regulations, 2018, which mandate monitoring by a SEBI-registered agency for issue sizes exceeding ₹50 Crore. The monitoring agency will provide oversight of the utilization of the Net Proceeds in accordance with the stated objects of the Issue.

However, the board of directors of our Company will continue to have discretion in determining the timing and priority of fund deployment, and prospective investors will still be relying on the judgment of our board of directors with respect to the use of the Net Proceeds. The estimates presented in the Prospectus are based on current assumptions and may require revisions due to various internal and external factors. Any delay or inability in deploying the Net Proceeds as planned may impact the expected benefits and adversely affect our business operations and financial performance.

54. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of us. Under the takeover regulations in India, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the Indian takeover regulations.

55. Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes which constitute 8.00 % of the Issue Proceed. As on date we have not identified the use of such funds.

Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes which constitute **8.00 %** of the Issue Proceed. We have not identified the general corporate purposes for which these funds may be utilized. The deployment of such funds is entirely at the discretion of our management in accordance with policies established by our Board of Directors from time to time and subject to compliance with the necessary provisions of the Companies Act. For details, please refer the chapter titled **"***Objects of the Issue*" beginning on Page No. 113 of this Prospectus.

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

We propose to utilize the Net Proceeds for raising funds for Installation of Grid-tied Solar PV Rooftop System for Captive evacuation, Modernization of the Machines, working capital Requirement and General Corporate Purposes. For further details of the proposed objects of the Issue, please refer the chapter titled "Objects of the Issue" beginning on Page No. 113 of this Prospectus. At this point of time, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

Further, our Promoter or controlling shareholders would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoter or controlling shareholders to provide an exit opportunity to such dissenting shareholders of our Company may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity.

In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

57. We have not identified any alternate source of raising the working capital mentioned as our 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.

Our Company has not identified any alternate source of funding for our working capital requirement and for general corporate purposes and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of working capital or may require our Company to borrow funds on unfavorable terms, both of which scenarios may affect the business operation and financial performance of the Company.

For further details of our Object for the Issue, please refer chapter titled "*Object for the Issue*" beginning on Page no. 113 of this Prospectus.

58. Our Promoter, Directors and Key Managerial Personnel hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.

Our Promoters, Directors and Key Managerial Personnel may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company. Our Promoters, Directors, Key Managerial Personnel and Senior Management may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners.

Interests of Promoters, Promoter Group, Directors, Key Managerial Personnel and Senior Management may conflict with the interests of our Company, and they may, for business considerations or otherwise, cause us to take certain actions, or refrain from taking certain actions, which in turn may materially adversely impact our business, financial condition, results of operations and cash flows.

For further details, see '*Our Management, 'Summary of Offer Documents'* and "*Financial Information*' on pages 216, 26, and 245, respectively.

59. The present promoters of the Company are first generation entrepreneurs.

Our present Promoters are first generation entrepreneur. Their experience in managing and being instrumental in the growth of our Company is limited to the extent of their knowledge and experience and we cannot assure that this will not affect our business growth. Although Our Promoter- Mr. Rajesh Mittal, Mr. Virender Goyal, Mrs. Bachangada Monnappa Saraswathi and Mr. Monnappa Nachappa Bachangada have experience of around 28,35, 25 and 30 years respectively.

For further details of our Promoters, refer chapter titled "*Our Promoter and Promoter Group*" beginning on Page no. 228 and 233 of Prospectus.

60. Although we have consistently received payments on or before the due date, we cannot guarantee timely payments in the future.

In last three years i.e. 2024, 2023, 2022 and stub period ended as on 31st December, 2024 our trade receivable is

(Rs. in lakhs)

Particulars	As at 31st December, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Trade Receivables	2,291.17	2,365.93	2,394.67	2,651.39

While we currently have no bad debts and have consistently received payments from trade receivables either on or before the maturity date, we cannot guarantee that this trend will continue indefinitely.

Particulars	As at 31st December, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Trade Receivables turnover ratio (In times)	**4.81**	**7.97**	**6.35**	**13.79**

Further our trade receivables ratio is highly volatile which may strain our cash flow. The ability to receive timely payments depends on various factors such as changes in the financial stability of our customers, market conditions, and any unforeseen disruptions in their operations. While we have a credit policies and follow-up procedures to manage receivables, there remains an inherent risk that some payments may be delayed or become uncollectible in the future.

For further details please refer to chapter titled "*Financial Information*" beginning on page no. 245 of this Prospectus.

61. Contingent liabilities from GST and income tax demands could lead to significant financial obligations, impacting liquidity, increasing tax burdens, and straining cash flow, with potential legal costs, penalties, and interest charges.

The risk of contingent liabilities arising from GST and income tax demands represents a significant financial concern for the business.

(Rs. in lakhs)

Particulars	As at 31st December, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
a. Income tax demand	45.06	9.37	8.07	-
b. GST demand	15.24	42.00	-	-

If the tax authorities issue demands for unpaid GST or income tax, it could result in substantial financial obligations, including back taxes, penalties, and interest. These contingent liabilities, while not yet finalized, pose a risk of impacting the company's liquidity and financial stability.

In the case of a GST demand, the business could face significant outflows of cash to cover the tax obligation, affecting our working capital and ability to meet day-to-day operational costs. Similarly, any income tax demand could lead to an increased tax burden, further straining cash flow. If these demands are not resolved favorably, it could result in legal costs, penalties, and interest charges, amplifying the financial strain.

62. Our spinning and dyeing machines have been underutilized, leading to inefficient capital use, higher per-unit costs, and reduced profitability. This inefficiency limits production capacity, hinders competitiveness, and poses a risk to our financial stability and growth prospects.

Our spinning and dyeing machines have been significantly underutilized over the past three financial years and the stub period, presenting a major risk to the company. For our spinning machines, the underutilization rates for FY 2021-22, FY 2022-23, FY 2023-24, and the period from April 2024 to December 2024 were 50%, 57%, 64%, and 70%, respectively. Similarly, our dyeing machines have also faced underutilization, with rates of 75%, 75%, 91%, and 90% for the corresponding periods. This ongoing underutilization leads to inefficient use of capital and a failure to maximize returns on our investments in machinery. Despite the fixed costs of maintenance, depreciation, and operational expenses, we are not achieving optimal production output.

This inefficiency results in higher costs per unit of production, as the fixed costs are distributed over fewer units, further reducing profitability. Additionally, underutilization compromises our ability to meet customer demand and limits the

overall capacity of our operations, making us less competitive in the market. The excess costs associated with this underutilization could eventually hinder our financial stability and growth prospects.

63. Our Promoters have provided personal guarantees to certain loan facilities availed by us, which if revoked may require alternative guarantees, repayment of amounts due or termination of the facilities.

Our Promoters named Mr. Rajesh Mittal, Mr. Virender Goyal and Mr. Monnappa Nachappa Bachangada have provided personal guarantees in relation to certain loan facilities of Rs. 11,507.41 lakhs sanctioned to us as on December 31, 2024. For Further details related to Principal terms of Secured Loans and Assets charged as Security, please refer to chapter titled "*Financial Information*" beginning on Page No. 245 of this Prospectus.

Following is the list of the secured loan and borrowing (short term and long term) in which personal guarantee has been given by the promoter:

Name of Lender	Purpose	Rate of Interest	Repayment Schedule	Outstanding amount as at 31st December, 2024 2024	Outstanding amount as at 31st March 2024	Outstanding amount as at 31st March, 2023	Outstanding amount as at 31st March 2022
HDFC-TERM LOAN-84879215	Loan shall be Utilised for purchase of Plant & Machinery	9.25%	72 installments	1,557.50	2,334.78	3,285.99	4153.17
TL EMI GECL-8783114(HDFC Bank)	Loan shall be Utilised for purchase of Plant & Machinery	9.25%	72 installments	1,477.65	1,768.87	1,800.00	-
SIDBI Bank	Loan shall be Utilised for purchase of Plant & Machinery (Solar Plant)	8.30%	78 installments	571.38	323.96	-	-
HDFC LC 2289	Working Capital	NA	On demand	353.25	460.06	252.61	-
HDFC- POST SHIPMENT (BILL DISCOUNT)	Working Capital	SOFR+1.75%	12 months	238.07	351.66	507.83	-
HDFC-PCFC-PRE-SHIPMENT INR	Working Capital	SOFR+1.75%	12 months	1,194.59	50.64	6.60	539.21
Canara 125004281683	Working Capital	9.25%	On Demand	2,376.92	1,950.02	-	-
HDFC 59265400002289	Working Capital	9.25%	On Demand	1,962.09	1,915.27	2,198.90	2,389.33

HDFC-PCFC-PRE-SHIPMENT USD	Working Capital	SOFR+1.75%	12 months	320.87	1,409.31	1,991.12	1404.59
SIDBI Bank	Loan shall be Utilised for purchase of Plant & Machinery (Solar Plant)	8.30%	78 installments	108.83	56.04	-	-
HDFC-TERM LOAN-84879215	Loan shall be Utilised for purchase of Plant & Machinery	9.25%	72 installments	1023.91	951.23	867.18	851.28
TL EMI GECL-8783114(HDFC Bank)	Loan shall be Utilised for purchase of Plant & Machinery	9.25%	72 installments	322.35	31.13	-	-
Axis Term Loan-752	Term Loan Bank	Repo + 2.95%	72 installments	-	-	-	-

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 satisfactory 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.

EXTERNAL RISK FACTORS

64. Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.

Our Company is incorporated in India, and our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporations;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters
- prevailing regional or global economic conditions, including in India's principal export markets; and
- Other significant regulatory or economic developments in or affecting India or our industry.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely impact our business, results of operations and financial condition and the price of the Equity Shares.

65. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

66. Our business and activities may be further regulated by the Competition Act and any adverse application or interpretation of the Competition Act could materially and adversely affect our business, financial condition and results of operations.

The Competition Act seeks to prevent business practices that have or are likely to have an appreciable adverse effect on competition in India and has established the Competition Commission of India (the "**CCI**"). Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which has or is likely to have an appreciable adverse effect on competition is void and attracts substantial penalties. Any agreement among competitors which, directly or indirectly, determines purchase or sale prices, results in bid rigging or collusive bidding, limits or controls the production, supply or distribution of goods and services, or shares the market or source of production or providing of services by way of allocation of geographical area or type of goods or services or number of customers in the relevant market or in any other similar way, is presumed to have an appreciable adverse effect on competition and shall be void.

Further, the Competition Act prohibits the abuse of a dominant position by any enterprise. If it is proven that a breach of the Competition Act committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the breach themselves and may be punished as an individual. If we, or any of our employees are penalized under the Competition Act, our business may be adversely affected. Further, the Competition Act also regulates combinations and requires approval of the CCI for effecting any acquisition of shares, voting rights, assets or control or mergers or amalgamations above the prescribed asset and turnover based thresholds.

67. The Indian tax regime is currently undergoing substantial changes which could adversely affect our business.

The goods and service tax ("GST") that has been implemented with effect from July 1, 2017 combines taxes and levies by the GoI and state governments into a unified rate structure, and replaces indirect taxes on goods and services such as central excise duty, service tax, customs duty, central sales tax, state VAT, cess and surcharge and excise that were being collected by the GoI and state governments.

As regards the General Anti-Avoidance Rules ("GAAR"), The general anti avoidance rules ("GAAR") provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18. The GAAR provisions intend to declare an arrangement as an "impermissible avoidance arrangement", if the main purpose or one of the main purposes of such arrangement is to obtain a tax benefit, and satisfies at least one of the following tests (i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm's length; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the Income Tax Act, 1961; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, that is not ordinarily engaged for bona fide purposes. If GAAR provisions are invoked, the tax authorities will have wider

powers, including denial of tax benefit or a benefit under a tax treaty. In the absence of any precedents on the subject, the application of these provisions is uncertain. As the taxation regime in India is undergoing a significant overhaul, its consequent effects on economy cannot be determined at present and there can be no assurance that such effects would not adversely affect our business, future financial performance and the trading price of the Equity Shares.

68. You may be restricted in your ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of your ownership position.

Under the Companies Act, a company incorporated in India must offer its shareholders pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the shares who have voted on the resolution, or unless the company has obtained approval from the Government of India to issue without such special resolution, subject to votes being cast in favour of the proposal exceeding the votes cast against such proposal. However, if the law of the jurisdiction you are in does not permit you to exercise your pre-emptive rights without our Company filing an offering document or a registration statement with the applicable authority in the jurisdiction you are in, you will be unable to exercise your pre-emptive rights unless our Company makes such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interest in our Company would be reduced.

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

We currently operate only in India and are dependent on domestic, regional and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent on the Textile industry of the Indian economy. There have been periods of slowdown in the economic growth of India. For instance, the present situation of lock-down is prevailing in India due to pandemic Covid-19 spread in India and all other parts of world. If such condition prevail for longer time the Demand for our products & services may be adversely affected by an economic downturn in domestic, regional and global economies. India's economic growth is also affected by various other factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, cash flows and financial condition. Also, a change in the Government or a change in the economic and deregulation policies could affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

70. 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.

71. *Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.*

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging Asian market countries. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. In recent times, the Indian financial markets had been negatively affected by the volatility in global financial market, including on account of certain European nations' debt troubles and move to break away by the United Kingdom from the European Union. 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. Currencies of a few Asian countries have in the past suffered depreciation against the U.S. Dollar owing to, amongst other, the announcements by the U.S. government that it may consider reducing its quantitative easing measures. 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 and could harm our business, future financial performance and the prices of the Equity Shares.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Liquidity and credit concerns and volatility in the global credit and financial markets have increased significantly with the bankruptcy or acquisition of, and government assistance extended to, several major U.S. and European financial institutions. These and other related events, such as the European sovereign debt crisis, have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in global credit and financial markets. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets.
However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current difficult conditions in the global credit markets continue or if there is any significant financial disruption, such conditions could have an adverse effect on our business, future financial performance and the trading price of the Equity Shares.

72. A significant change in the Government of India's economic liberalization and deregulation policies could adversely affect our business and the price of our Equity Shares.

The Government of India has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. Unfavorable government policies including those relating to the internet and e-commerce, consumer protection and data-privacy, could adversely affect business and economic conditions in India, and could also affect our ability to implement our strategy and our future financial performance. Since 1991, successive governments, including coalition governments, have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. However, the members of the Government of India and the composition of the coalition in power are subject to change. As a result, it is difficult to predict the economic policies that will be pursued by the Government of India. For example, there may be an increasing number of laws and regulations pertaining to the internet and ecommerce, which may relate to liability for information retrieved from or transmitted over the internet or mobile networks, user privacy, content restrictions and the quality of services and products sold or provided through the internet. The rate of economic liberalization could change and specific laws and policies affecting the financial services industry, foreign investment, currency exchange and other matters affecting investment in our securities could change as well.

Any significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business in particular.

73. Our company's significant reliance on exports exposes us to geopolitical risks. Conflicts between India and key markets like Bangladesh, Australia, China etc. could lead to trade barriers, delays, and lost market access. Political instability in regions like the Middle East or Africa may disrupt logistics and reduce demand for our products.

Our company exports products to various countries, including Australia, Bangladesh, Chile, China, Egypt, Hong Kong, Indonesia, Italy, Kenya, South Korea, Morocco, and others. A major portion of our revenue, as evidenced by the export revenue percentage over the past few years (34.99.00% for the stub period ending on 31st December 2024, 36.00% for the year ending 31st March 2024, 36.00% for 31st March 2023, and 59.29% for 31st March 2022), comes from international markets. For Further details, please refer to chapter titled "Our Business" beginning on Page No. 171 of this Prospectus.

the geopolitical environment plays a crucial role in shaping the stability and growth of revenue streams. Such dependence on international trade also exposes our company to risks arising from geopolitical conflicts. Any tensions or conflicts between India, our home country, and the nations we export to could directly impact our operations, affecting both supply chains and demand for our products.

For example, if a diplomatic rift occurs between India and one of our key export markets, such as China or South Korea, trade barriers like tariffs, sanctions, or even trade embargoes could be imposed. This would lead to delays, increased costs, and potentially lost market access, severely hurting our revenue streams. Similarly, political instability in regions like the Middle East or Africa, where countries like Egypt and Morocco are important to our exports, could disrupt logistics or cause demand for our products to decrease.

74. Our company's reliance on exports exposes us to currency fluctuation risks. A depreciation of the Indian Rupee could reduce revenue when converting foreign earnings to INR, shrinking profit margins and leading to lower profit after tax. Without provisions like hedging strategies, this risk could severely impact profitability and financial stability.

Our company generates significant revenue from foreign currency sales, as we export products to various global markets, including Australia, Bangladesh, Chile, China, Egypt, Hong Kong, Indonesia, Italy, Kenya, South Korea, Morocco, and others. A substantial portion of our revenue is derived from international markets, as reflected by the export revenue percentages over the past few years: 34.99% for the stub period ending 31st December 2024, 36.00% for the year ending 31st March 2024, 36.00% for 31st March 2023, and 59.29% for 31st March 2022.

This heavy reliance on exports exposes us to the risk of currency fluctuations, as the exchange rate between the Indian Rupee and other currencies is volatile and may continue to fluctuate in the future. If the Indian Rupee depreciates against foreign currencies, this could negatively affect our revenue, especially when converting foreign earnings back into INR. Consequently, this could lead to shrinking profit margins and a decrease in profit after tax.

Although we generally hedge our foreign currency exposure, we do not have a provision or mechanisms to mitigate the risks of unforeseen or adverse fluctuations in the exchange rate for unhedged foreign currencies. This lack of hedging strategies, such as forward contracts or currency options, exacerbates our vulnerability to currency volatility. Without financial instruments or protective strategies in place, any significant depreciation of the Indian Rupee could severely impact our profitability, leading to diminished profits and potential financial instability.

RISKS RELATING TO THE EQUITY SHARES AND THIS OFFER

75. Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Issue, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Issue Price or at all.

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is determined considering various financials factors of the Company 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. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Issue could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Prospectus. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

76. You may not be able to immediately sell any of the Equity Shares you subscribe to in this Offer on an Indian Stock Exchange.

The Equity Shares are proposed to be listed on the Stock Exchanges. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and commence trading, including the crediting of the investor's demat accounts within the timeline specified under applicable law. Further, in accordance with Indian law, permission for listing and trading of the Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. The Allotment of Equity Shares in the Offer and the credit of Equity Shares to the investor's demat account with the relevant depository participant and listing is expected to be completed within the period as may be prescribed under applicable law. Any failure or delay in obtaining the approvals or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. Our Company cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the prescribed time periods or at all which could restrict your ability to dispose of the Equity Shares.

77. Any further issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding.

Our Company may be required to finance our growth through future equity offerings. Any future equity issuances by our Company, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of the Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares. There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that the Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

78. Sale of Equity Shares by our Promoters and Promoter Group in future may adversely affect the market price of the Equity Shares.

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

79. The determination of the Price Band and Offer Price is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below the respective issue price.

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company

in consultation with the Book Running Lead Managers through the Book Building Process. These will be based on numerous factors, including factors as described under *'Basis for the Issue Price*' beginning on page no. 133 of this Prospectus and may not be indicative of the market price for the Equity Shares after the Offer. In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the Book Running Lead Managers is below their respective issue price. For further details, see '*Other Regulatory and Statutory Disclosures'* on page no. 334 of this Prospectus. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, our financial performance and results post-listing, and other factors beyond our Company's control. Our Company cannot assure you that an active market will develop, or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

80. Investor will not be able to sell immediately on Indian Stock Exchanges any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading on stock exchange. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act and SEBI ICDR Regulation, 2018 as the case may be, if the permission of listing the Equity Shares is denied by the stock exchanges, we are required to refund all monies collected to investors.

81. There are restrictions on daily movements in the trading price of the Equity Shares, which may adversely affect a shareholder's ability to sell Equity Shares or the price at which Equity Shares can be sold at a particular point in time.

Following the listing of Equity Shares through the Offer, the Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading 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 the Equity Shares' circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares beyond the circuit breaker limit set by the Stock Exchanges. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

82. If security or industry analysts do not publish research, or publish unfavourable or inaccurate research about the business of our Company, the price and trading volume of the Equity Shares may decline.

The trading market for the Equity Shares may depend, in part, on the research and reports that securities or industry analysts publish about us or our business. Our Company may be unable to sustain coverage by established and / or prominent securities and industry analysts. If either none or only a limited number of securities or industry analysts maintain coverage of our Company, or if these securities or industry analysts are not widely respected within the general investment community, the trading price for the Equity Shares would be negatively impacted. In the event our Company obtains securities or industry analyst coverage, if one or more of the analysts downgrade the Equity Shares of our Company or publish inaccurate or unfavourable research about our business, the price of the Equity Shares may decline. If one or more of these analysts cease coverage of our Company or fail to publish reports on our Company regularly, the demand for the Equity Shares of our Company could decrease, which might cause the price and trading volume of the Equity Shares of our Company to decline.

83. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted.

84. Our Company's ability to raise foreign capital may be constrained by Indian law.

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

85. Under Indian law, foreign investors are subject to investment restrictions that limit our Company's ability to attract foreign investors, which may adversely impact the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. In addition, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Our Company cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT and the FEMA Rules, any investment, subscription, purchase or sale of equity instruments by entities, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Our Company cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms, in a timely manner or at all.

86. Investors may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction the investors are in, does not permit them to exercise their preemptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value such custodian receives on the sale of such securities and the related transaction

costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced.

87. 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 may differ from those that would apply to a company in another jurisdiction. Investors may have more difficulty in asserting their rights as shareholders in an Indian company than as shareholder of a corporation in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other jurisdictions. Under the Companies Act, prior to issuance of any new equity shares, a public limited company incorporated under Indian law must offer its equity shareholders pre-emptive rights to subscribe to a proportionate number of equity shares to maintain existing ownership, unless such pre-emptive rights are waived by a special resolution by a three-fourths majority of the equity shareholders voting on such resolution. If you are a foreign investor and the law of the foreign jurisdiction that you are 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 foreign 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 the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interest in our Company would decline.

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SECTION IV – INTRODUCTION

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS PROSPECTUS	
Equity Shares Offered through Public Issue [(1)(2)]	Issue of 43,50,000* Equity Shares of face value ₹10/- each fully paid-up for cash at price of Rs. 140.00/- per Equity Share aggregating to Rs. 6090.00 Lakhs, of our Company.
Out of which:	
Issue Reserved for the Market Makers	2,18,000 Equity Shares of face value Rs.10/- each fully paid-up for cash at price of Rs. 140.00/- per Equity Share aggregating to Rs. 305.20 Lakhs.
Net Issue to the Public	41,32,000 Equity Shares of face value Rs.10/- each fully paid-up for cash at price of Rs. 140.00/- per Equity Share aggregating to Rs. 5784.80 Lakhs.
Out of which*	
A. QIB Portion [(3)(4)]	Not more than 13,04,000 Equity Shares of face value Rs.10/- each fully paid-up for cash at price of Rs. 140.00/- per Equity Share aggregating up to ₹ 1825.60 lakhs.
Of which	
i) Anchor Investor Portion	6,80,000 Equity Shares of face value of Rs.10/- each fully paid up for cash at price of Rs. 140.00/- /- per Equity Share aggregating to Rs. 952.00 Lakhs.
ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	6,24,000 Equity Shares of face value of Rs.10/- each fully paid up for cash at price of Rs. 140.00/- per Equity Share aggregating to Rs. 873.60 Lakhs
Of which	
(a) Available for allocation to Mutual Funds only (5 % of the Net QIB Portion)	Up to 32,000 Equity Shares of face value of Rs.10/- each fully paid up for cash at price of Rs. 140 /- per Equity Share aggregating to Rs. 44.80 Lakhs.
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Up to 5,92,000 Equity Shares of face value of Rs.10/- each fully paid up for cash at price of Rs. 140.00 /- per Equity Share aggregating to Rs. 828.80 Lakhs.
B. Non-Institutional Portion	Not Less than 13,28,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 140.00 /- per Equity Share aggregating to Rs. 1859.20 Lakhs

C. Retail Portion	Not Less than 15,00,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 140.00 /- per Equity Share aggregating to Rs. 2100.00 Lakhs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	95,28,600 Equity Shares of face value ₹10/- each
Equity Shares outstanding after the Issue	1,38,78,600 Equity Shares of face value ₹ 10/- each
Use of Net Proceeds by our Company	For further details please refer chapter titled "Objects of the Issue" beginning on page no. 113 of this Prospectus for information on use of Issue Proceeds

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

Notes:

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

2) *The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on September 11, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on September 30, 2024.*

3) *The SEBI (ICDR) Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e., not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to non-institutional bidders*

4) *Subject to valid bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.*

Our Company, in consultation with the Book Running Lead Manager has allocated up to 60% of the QIB Portion (i.e. 6,80,000 *Equity Shares) to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, please refer section titled "Issue Procedure" beginning on page no. 355 of this Prospectus.*

SUMMARY OF FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Financial Information as at 31st December, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022. The Restated Financial Information referred to above is presented under "Restated Financial Information" beginning on page no. 245 of this Prospectus. The summary of financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page no. 310 of this Prospectus.

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ANNEXURE - I
STANDALONE STATEMENT OF ASSETS & LIABILITIES, AS RESTATED

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Annexure No.	As at 31st December, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Equity & Liabilities					
1. Shareholders Fund					
a) Share Capital	I.1	952.86	750.00	25.00	25.00
b) Reserves and Surplus	I.2	5,116.88	1,773.55	1,393.51	934.57
Total Shareholder's Fund		**6,069.74**	**2,523.55**	**1,418.51**	**959.57**
2. Non-Current Liabilities					
a) Long Term Borrowings	I.3	3,606.53	7,267.79	7,876.68	6,916.92
b) Deferred Tax Liability	I.4	378.12	305.23	227.81	114.50
c) Other Non-Current Liabilities		-	-	-	-
d) Long Term Provisions	I.5	40.86	31.37	27.49	20.59
Total Non-Current Liabilities		**4,025.51**	**7,604.39**	**8,131.98**	**7,052.01**
3. Current Liabilities					
a) Short Term Borrowings	I.6	8,456.11	7,347.11	5,824.25	5,184.41
b) Trade Payables	I.7				
i.) total outstanding dues of micro enterprises and small enterprises		228.20	105.64	-	-
ii.) total outstanding dues other than micro and small enterprises		2,388.61	1,432.54	1,460.83	1,618.39
c) Other Current Liabilities	I.8	670.88	521.02	726.42	583.89
d) Short Term Provisions	I.9	437.65	288.32	22.49	46.90
Total Current Liabilities		**12,181.45**	**9,694.63**	**8,033.99**	**7,433.59**
Total Equity & Liability		**22,276.70**	**19,822.57**	**17,584.48**	**15,445.17**
4. Non-Current Assets					
a) Property, Plant and Equipment and Intangible Assets	I.10				
- Property, Plant and Equipment		7,850.52	7,720.68	7,377.76	6,931.46
- Intangible Assets		36.60	43.83	48.32	57.31
- Work-In-Progress		43.18	1.92	13.70	72.28
Total		**7,930.30**	**7,766.43**	**7,439.78**	**7,061.05**
b) Non- current Investment		-	-	-	-
c) Deferred Tax Assets (Net)	I.4	-	-	-	-
d) Long Term Loans and Advances	I.11	238.21	238.21	126.46	126.46
e) Other Non - current Assets		-	-	-	

Total Non-Current Assets		**8,168.51**	**8,004.64**	**7,566.24**	**7,187.51**
5. Current assets					
a) Current Investments		-	-	-	
b) Inventories	I.12	9,913.02	7,337.32	4,883.64	2,549.00
c) Trade Receivables	I.13	2,291.17	2,365.93	2,394.67	2,651.39
d) Cash and Cash Equivalents balances	I.14	905.08	668.50	1,024.89	1,022.98
e) Short Term Loans and advances	I.15	289.56	195.06	208.12	292.61
f) Other Current Assets	I.16	709.36	1,251.12	1,506.92	1,741.68
Total Current Assets		**14,108.19**	**11,817.93**	**10,018.24**	**8,257.66**
Total Assets		**22,276.70**	**19,822.57**	**17,584.48**	**15,445.17**

ANNEXURE – II
STANDALONE STATEMENT OF PROFIT & LOSS, AS RESTATED

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Annexure No.	For the period ended 31st December, 2024	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
I Revenue from Operations	II.1	11,202.62	18,968.38	16,024.98	21,740.31
II Other Income	II.2	188.05	132.86	162.96	303.41
III Total Income (I+II)		**11,390.67**	**19,101.24**	**16,187.94**	**22,043.72**
IV Expenditure					
(a) Cost of Material Consumed	II.3	8,277.12	14,453.33	14,044.81	18,017.71
(b) Change in Inventories	II.4	(220.59)	(469.56)	(1,966.59)	(608.02)
(c) Employee Benefit Expenses	II.5	553.10	860.75	953.20	968.45
(d) Other Expenses	II.6	634.00	1,242.81	1,430.14	1,836.28
V. Total Expenses		**9,243.63**	**16,087.33**	**14,461.56**	**20,214.42**
VI. Profit Before Interest, Depreciation and Tax		**2147.04**	**3,013.91**	**1,726.38**	**1,829.30**
VII. Depreciation and amortization expense	I.10	305.54	367.06	329.60	292.29
VIII Profit Before Interest and Tax (VI-VII)		**1841.50**	**2,646.85**	**1,396.78**	**1,537.01**
IX Financial Charges	II.7	901.03	1,148.13	752.27	620.77
X Profit Before Exceptional and Extraordinary Items and Taxes (VIII-IX)		**940.47**	**1,498.72**	**644.51**	**916.24**
XI Exceptional Items - Prior year items			-	-	-
XII Profit Before Extraordinary Items and Taxes (X-XI)		**940.47**	**1,498.72**	**644.51**	**916.24**
XIII Extraordinary Items			**-**	**-**	**-**
XIV Profit Before Tax (XII-XIII)		**940.47**	**1,498.72**	**644.51**	**916.24**
XV Tax Expenses	**II.8**				
Current tax		161.40	303.28	62.00	93.22
Current tax for earlier year			12.98	10.26	-
Deferred tax charge/ (benefit)		72.89	77.42	113.31	24.39
Total tax Expenses		**234.29**	**393.68**	**185.57**	**117.61**
Net Profit/(Loss) for the Year (XIV-XV)		**706.18**	**1,105.04**	**458.94**	**798.63**
Basic and Diluted Equity Per Share		**8.63**	**14.73**	**6.12**	**10.65**

ANNEXURE – III
STANDALONE STATEMENT OF CASH FLOW, AS RESTATED

(All amounts in ₹ lacs, unless otherwise stated)

PARTICULARS	For the period ended 31st December, 2024	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit Before Tax as per Profit & Loss A/c	940.47	1,498.72	644.51	916.24
Adjusted for :				
a. Depreciation	305.54	367.06	329.60	292.29
b. Interest Expenses & Finance Cost	901.03	1,148.13	752.27	620.77
c. Unrealised foreign currency (gain)/loss	-	(32.26)	(16.10)	(35.54)
d. Other Adjustments	-	-	-	-
e. Interest Income	(52.51)	(86.03)	(58.92)	(46.01)
Operating profit before working capital changes	**2,094.53**	**2,895.62**	**1,651.36**	**1,747.75**
Adjusted for:				
a. Decrease /(Increase) in Inventories	(2,575.71)	(2,453.68)	(2,334.63)	(734.40)
b. Decrease / (Increase) in Trade Receivable	74.77	56.19	282.11	(2,111.79)
c. Decrease / (Increase) in Long Term Loans and Advances	-	(111.75)	-	(40.33)
d. Decrease / (Increase) in Short Term Loans and Advances	(94.50)	13.06	84.49	(292.61)
e. Decrease / (Increase) in Other Assets	417.61	255.79	234.76	(664.46)
f. Increase / (Decrease) in Trade Payables	1,078.58	82.16	(166.84)	599.30
g. Increase / (Decrease) in Short Term Provisions	(0.76)	(3.64)	1.07	15.52
h. Increase / (Decrease) in Long Term Provisions	9.49	3.88	6.90	20.59
i. Increase / (Decrease) in Other current Liabilities	105.50	(205.39)	142.50	(20.03)
j. Increase / (Decrease) current investment	-	-	-	-
k. Increase / (Decrease) Non current investment	-	-	-	-
Cash generated from operations				

Net Income Tax (Paid)/Refund	(11.30)	(46.80)	(97.73)	(61.85)
Net Cash Generated/(Used) From Operating Activities (A)	**1,098.21**	**485.44**	**(196.01)**	**(1,542.31)**
B. CASH FLOW FROM INVESTING ACTIVITES				
a. (Purchase) Sale of Fixed Assets including capital advance	(469.41)	(693.70)	(708.33)	(364.81)
b. Proceed/(Investment) in Fixed Deposit	(201.20)	356.28	-	(289.88)
c. Interest & Other Income	176.67	86.03	58.92	46.01
Net Cash Generated/(Used) From Investing Activities (B)	**(493.94)**	**(251.39)**	**(649.41)**	**(608.68)**
C. CASH FLOW FROM FINANCING ACTIVITES				
a. Interest & Finance Cost	(856.66)	(1,148.13)	(752.27)	(620.77)
b. Proceeds from issues of equity shares	-	-	-	-
c. (Repayments) / proceeds of long-term borrowings	(821.22)	(608.90)	959.76	(1,690.58)
d. (Repayments) / proceeds of short-term borrowings	1,109.00	1,522.86	639.84	4,464.61
Net Cash Generated/(Used) From Financing Activities (C)	**(568.88)**	**(234.17)**	**847.33**	**2,153.26**
Net Increase / (Decrease) in cash and cash equivalents	35.39	**(0.12)**	**1.91**	**2.27**
Cash and cash equivalents at the beginning of the year	4.13	4.25	2.34	0.07
Cash and cash equivalents at the end of the year	**39.52**	**4.13**	**4.25**	**2.34**
Notes:				
1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.				
2. The above statement should be read with the material accounting policies and notes on financial statements appearing in Annexure IV & V respectively.				

GENERAL INFORMATION

Our Company was incorporated as a private limited company namely "Cedaar Textile Private Limited" under the Companies Act, 2013 vide certificate of incorporation dated 28/09/2020 issued by Registrar of Companies, ROC Bangalore bearing registration no. 139070. Further, Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on April 30,2024. A fresh Certificate of Incorporation consequent to conversion was issued on August 23, 2024 by the Registrar of Companies, CPC and consequently, the name of our Company was changed from "Cedaar Textile Private Limited" to "Cedaar Textile Limited". The Company's Corporate Identification Number is CIN: U17299KA2020PLC139070.

Mr. Rajest Mittal, Mr. Virender Goyal, Mr. Monnappa Nachappa Bachangada and Mrs. Bachangada Monnappa Saraswathi were initial subscribers to the Memorandum of Association of our company.

For further details please refer Chapter titled "Our History" beginning on Page No. 211 of this Prospectus.

Name of the Company	Cedaar Textile Limited *(formerly known as Cedaar textile private Limited)*
CIN	U17299KA2020PLC139070
Registration No.	139070
Date of Incorporation	28/09/2020
Registered Office	KSSIDC Plot No B-34, Industrial Estate, Yelahanka New Town, Bangalore, Bengaluru, Karnataka, India, 560064 **Tel. No.:** +91 9815610607 **Email**: Info@cedaartextile.com **Website**: www.cedaartextile.com
Designated Stock Exchange	SME Platform of NSE "NSE Emerge"
Address of the Registrar of Companies	E wing, 2nd Floor, Kendriya Sadana Koramangala, Bangalore-560034 Tel No: 080-25537449,080-25633104 Email ID: ROC.banglore@mca.gov.in Website- www.mca.gov.in

BOARD OF DIRECTORS

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

Name of Directors	Designation	Address	DIN
Rajesh Mittal	Managing Director	The Hibiscus, BLDG 8, Flat 5B, Sector 50, Gurugram – 122018, Haryana	08702551
Virender Goyal	Director and Chief Financial Officer	112B Shobha Melachite, Jakkur Plantation Road Yelahanka Bangalore 560064 Karnataka	08702573
Monnappa Nachappa Bachangada	Non-Executive Director	No 128, 3rd Main 1st Block R M V 2nd Stage, R M V Extension II Stage, Bangalore 560094	00205392

Bachangada Monnappa Saraswathi	Non-Executive Director	No 128, 3rd Main 1st Block R M V 2nd Stage, R M V Extension II Stage, Bangalore 560094	00205250
Yogendra Kumar Singhal	Non-Executive Independent Director	B-4/139, Safdarjung Enclave, New Delhi, South West Delhi- 110029	09636972
Vinay Aggarwal	Non-Executive Independent Director	House No. 34, Inderlok street, Sanjay vihar, yamunanagar, Haryana - 135001	00878512
Rajesh Bansal	Non-Executive Independent Director	House No. 2-D, Satguru Nagar, OPP. Verka Milk Plant, P.A.U. Ludhiana, Punjab, India-141004	05155631
Kamta Nath Pandey	Non-Executive Independent Director	A-87, Pocket A, Sarita Vihar, New Delhi-110076	00694714

For further details in relation to our directors, please refer to chapter titled "Our Management" on page no. 216 of this Prospectus.

Chief Financial Officer	**Company Secretary & Compliance Officer**
Name: Mr. Virender Goyal **Address**: 112B Shobha Melachite, Jakkur Plantation Road, Yelahanka, Bangalore- 560064 karnataka **Tel. No**. 8527572233 **Email**: cfo@cedaartextile.com	**Name:** Ms. Neha Parbhakar Rawat **Address**: I-54, Third Floor, Lajpat Nagar-2, South Delhi - 110024 **Tel. No**.: 9953161165 **Email**: invester@cedaartextile.com

Investor Grievances:

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

All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

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

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

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

LEAD MANAGER & UNDERWRITER TO THE ISSUE	LEGAL ADVISOR TO THE ISSUE
FAST TRACK FINSEC PRIVATE LIMITED SEBI Registration No. INM000012500 Address: Office No. V-116, 1st Floor, New Delhi House, 27, Barakhambha Road, New Delhi – 110 001 Tel No.: +91-11-43029809 Contact Person: Mr. Vikas Kumar Verma Email: mb@ftfinsec.com; Website: www.ftfinsec.com	**CHAMBERS OF BANTH & THUKRAL** **Advocates & Solicitors** Address: 701, 7th Floor, Prakashdeep Building, 7, Tolstoy Marg, New Delhi – 110001 Contact No.- +91-9891602513 Email- legal@cbtlawoffices.com Partner: Mr. Aman Thukral Enrolment No.: D/3041/2018
REGISTRAR TO THE ISSUE	**STATUTORY AUDITOR AND PEER REVIEW AUDITOR**
Skyline Financial Services Pvt Ltd **Address:** D-153A, 1st floor, Phase I, Okhla Industrial Area, Delhi -110020 **Tel No.**: 011-40450193-97 & 011-26812682-83 **Fax No.** +91-11-26812682 **Email:** admin@skylinerta.com **Investor Grievance Email**: ipo@skylinerta.com **Contact Person**: Mr. Anuj Rana **Website:** www.skylinerta.com **SEBI Registration Number:** INR000003241	**M/s Kapish Jain & Associates Chartered Accountants** **Address:** B-504, Statesman House, 148, Barakhamba Road, New Delhi- 110001 **Tel No**. 011-43708987 **Email:** ca.kapish@gmail.com **Contact Person:** CA Kapish Jain **Membership No**. 514162 **Firm Registration No**.: 022743N **Peer Review Certificate No**. 011804
BANKERS TO THE COMPANY	**MARKET MAKER**
HDFC BANK LTD **IFSC CODE.** HDFC0000371 **Contact Number**: 7676618002 **Contact Person**: Ravi SR **Email**: ravi.sr@hdfcbank.com **Website**: www.hdfcbank.com	**NNM SECURITIES PRIVATE LIMITED** **Address:** 1111 Stock Exchange Tower 11th Floor Dalal Street Fort Mumbai MH 400023 IN **Tel No.:** 022-40790020 **Email:** support@nnmsecurities.com **Website:** www.nnmsecurities.com **Contact Person:** Nikunj Anilkumar Mittal **SEBI Registration No.:** INZ000234235

BANKER TO THE ISSUE AND SPONSOR BANK

AXIS BANK LIMITED
Address: Axis House", 6th Floor, C-2,
Wadia International Centre, Pandurang Budhkar Marg,
Worli, Mumbai - 400 025
Telephone Number- (Direct) 022 24253672
E-mail- vishal.lade@axisbank.com
Website- www.axisbank.com
Contact Person- Vishal M. Lade
SEBI Registration Number- INBI00000017
Corporate Identity Number (CIN)- L65110GJ1993PLC020769

Self-Certified Syndicate Banks (SCSB's)

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

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

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

Syndicate SCSB Branches

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

Registered Brokers

Bidders can submit Bid cum Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and email address, is provided on the website of the

SEBI at (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes), respectively, as updated from time to time.

Registrar and Share Transfer Agents

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

Collecting Depository Participants (CDP's)

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

Brokers to the Issue

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

Expert Opinion

Our Company has not obtained any expert opinions except we have received consent from the Peer review Auditors of the Company to include their name as an expert in this Prospectus in relation to the

(a) Independent Auditors' reports on the restated Audited financial statements; and

(b) Statement of Tax Benefits

(c) Statement of Financial Indebtedness and such consent has not been withdrawn as on the date of this Prospectus.

Inter-se Allocation of Responsibilities

Since, Fast Track Finsec Private Limited is the sole Book Running Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Book Running Lead Manager is not applicable.

Appraisal and Monitoring Agency

Our Company has, in compliance with Regulation 262(1) of the SEBI ICDR Regulations, appointed Brickwork Ratings India Private Limited as the Monitoring Agency for monitoring the utilisation of the Gross Proceeds. For details in relation to monitoring of the proposed utilisation of the Gross Proceeds, see "Objects of the Issue – Monitoring of utilisation of funds - period and amount of the utilisation of Issue proceeds" on page 113 of this Prospectus. The details of the Monitoring Agency are as follows:

BRICKWORK RATINGS INDIA PRIVATE LIMITED
3rd Floor, Raj Alkaa Park, Kalena Agrahara, Bannerghatta Road, Bangalore-560076
Tel: 8040409940/ 7290058532
Website: www.brickworkratings.com
Email: finance@brickworkratings.com/ Abhinandan.s@brickworkratings.com
Contact Person: Abhinandan Sarda

SEBI Registration Number: IN/CRA/005/2008

Green Shoe Option

No Green Shoe Option is applicable for this Issue.

Credit Rating

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

IPO Grading

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

Debenture Trustees

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

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

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

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

Book Building Process

Book Building, in the contextof the Issue, refers to the process of collection of Bids on the basis of the Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Bangalore edition of Regional Newspaper Kolarvani (regional language where our Registered office is located) at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date. The principal parties involved in the Book Building Process are:

➢Our Company;

➢The Book Running Lead Manager in this case: Fast Track Finsec Private Limited.

➢The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with NSE and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;

➢The Registrar to the Issue and;

➢The Designated Intermediaries and Sponsor bank

The SEBI (ICDR) Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations. The Issue is being made through the Book Building Process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate upto 60 % of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the "**Anchor Investor Portion**"), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price. 5 % of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank accounts which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spillover from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Allocation to the Anchor Investors will be on a discretionary basis. Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under–subscription, if any, in any category, would be allowed to be met with spill– over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled "Issue Procedure" beginning on page no. 345 of the Prospectus. The process of Book Building under the SEBI (ICDR) Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

For further details on the method and procedure for Bidding, please see section entitled "**Issue Procedure**" on page no. 355 of this Prospectus.

Illustration of the Book Building and Price Discovery Process:

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled "*Issue Procedure*" on page no. 355 of this Prospectus.

Bid/ Issue Program:

Event	Indicative Dates
Anchor open/Close Date	Friday, June 27, 2025.
Bid/ Issue Opening Date	Monday, June 30, 2025.
Bid/ Issue Closing Date	Wednesday, July 02, 2025.
Finalization of Basis of Allotment with the Designated Stock Exchange	Thursday, July 03, 2025.
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	Friday July 04, 2025.
Credit of Equity Shares to Demat accounts of Allottees	Friday July 04, 2025.
Commencement of trading of the Equity Shares on the Stock Exchange	Monday, July 07, 2025.

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

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for the Retail Individual Applicant on Bid/Issue Closing Date may be extended in consultation with the BRLM, RTA and NSE Emerge taking into account the total number of applications received up to the closure of timings. Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Prospectus is IST. Bidders are cautioned that in the event, a large number of Bid Cum Application Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise. In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/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 Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs/ RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Underwriting

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter namely **NNM SECURITIES PRIVATE LIMITED AND FAST TRACK FINSEC PRIVATE LIMITED.** Out of which 15% shall mandatorily be underwritten by the Book Running Lead Manager.

Pursuant to the terms of the Underwriting Agreement dated 17th June, 2025 entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakhs)	% of Total Issue Size Underwritten
NNM SECURITIES PRIVATE LIMITED **Address:** 1111 Stock Exchange Tower 11th Floor Dalal Street Fort Mumbai MH 400023 IN **Tel No.:** 022-40790020 **Email:** support@nnmsecurities.com **Website:** www.nnmsecurities.com **Contact Person:** Nikunj Anilkumar Mittal **SEBI Registration No.:** INZ000234235	Up to 36,97,500*	5176.50 Lakhs	85%
FAST TRACK FINSEC PRIVATE LIMITED SEBI Registration No. INM000012500 Address: Office No. V-116, 1st Floor, New Delhi House, 27, Barakhambha Road, New Delhi – 110 001 Tel No.: +91-11-43029809 Contact Person: Mr. Vikas Kumar Verma Email: mb@ftfinsec.com; Website: www.ftfinsec.com	Up to 6,52,500	913.50 Lakhs	15 %
Total	**Up to 43,50,000**	**6090.00 Lakhs**	**100%**

*Includes up to 2,18,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, namely NNM Securities Private Limited in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.

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

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

There have been no changes in our Company's auditors in the last (3) years except, mentioned below:

Name of Auditor	From	To	Date of Appointment	Reason for change

V K AGGARWAL & CO. (FRN: 038710N)	01/04/2021	31/03/2022	20/04/2022	Casual Vacancy arose due to resignation of Previous Auditor (Sumit Sajjan and Co. (FRN: 037710N).
V K AGGARWAL & CO (FRN: 038710N)	01/04/2022	31/03/2027	30/09/2022	Appointment as Statutory Auditor of the Company.
KAPISH JAIN & ASSOCIATES (FRN: 022743N)	01/04/2023	31/03/2024	30/04/2024	Casual Vacancy arose due to resignation of Previous Auditor (V K Aggarwal & Co (FRN: 038710N)).
KAPISH JAIN & ASSOCIATES (FRN: 022743N)	01/04/2024	31/03/2029	30/09/2024	Reappointment as Statutory Auditor of the Company.

Withdrawal of the Issue

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

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

If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Draft Red Herring Prospectuswith the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Draft Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the filing of Red Herring Prospectus/ Prospectus with RoC.

Details of the Market Making arrangement for this Issue

Our Company and the BRLM has entered into Market Making Agreement dated June 17th, 2025 with the following Market Maker, to fulfill the obligations of Market Making for this issue:

NNM SECURITIES PRIVATE LIMITED
Address: 1111 Stock Exchange Tower 11th Floor Dalal Street Fort Mumbai MH 400023 IN
Tel No.: 022-40790020
Email: support@nnmsecurities.com
Website: www.nnmsecurities.com
Contact Person: Nikunj Anilkumar Mittal
SEBI Registration No.: INZ000234235

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

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

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

➢ The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the NSE Emerge (SME platform of NSE) and SEBI from time to time.

➢ The minimum depth of the quote shall be ₹1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

➢ The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME platform of NSE (in this case currently the minimum trading lot size is 1,000 equity shares; however, the same may be changed by the SME platform of NSE from time to time).

➢ After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduce to 24% of the Issue Size, the Market Maker will resume providing 2-way quotes.

➢ There shall be no exemption/ threshold on the downside. However, in the event the Market Maker exhausts his inventory through the market making process, NSE may intimate the same to SEBI after due verification.

➢ Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

➢There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors on the first day of the listing, there will be a pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.

➢ The Market maker may also be present in the opening call auction, but there is no obligation on him

➢ There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final

➢ The Market Maker(s) shall have the right to terminate said arrangement by giving a 3 (three) months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible for appointing a replacement Market Maker(s) and executing a fresh arrangement. In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the BRLM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261(1) of the SEBI (ICDR) Regulations, 2018, as amended. Further, our Company and the BRLM reserve the right to appoint other Market Makers either as a replacement for the current Market Maker or as an

additional Market Maker subject to the total number of Designated Market Makers not exceeding five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 10.00 A.M. to 5.00 P.M. on working days.

➢ Risk containment measures and monitoring for Market Makers: The SME portal of NSE will have all margins, which are applicable on the NSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time to time.

➢ **Punitive Action in case of default by Market Makers:** NSE Emerge Exchange will monitor the obligations on a real-time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties/ fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market-making activities/ trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

➢ **Price Band and Spreads**: The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side

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

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

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CAPITAL STRUCTURE

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

(Amount in lakhs)

No.	Particulars	Aggregate Nominal Value	Aggregate value at the Issue Price
A.	**AUTHORIZED SHARE CAPITAL**		
	1,50,00,000 Equity Shares of face value Rs. 10/- each	1500.00	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE**		-
	95,28,600 Fully paid-up Equity Shares of face value Rs.10 each	952.86	
C.	**PRESENT ISSUE IN TERMS OF PROSPECTUS***		
	43,50,000 Equity Shares of face value Rs 10/- each, at premium of Rs. 130.00/- per Equity Share	435.00	6090.00
	Which comprises of		
D.	2,18,000 Equity Shares of face value Rs. 10 each at a premium of Rs. 130.00/- per Equity Share reserved as Market Maker Portion	21.80	305.20
E.	**Net Issue to Public of 41,32,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 130.00/- per Equity Share to the Public**	413.20	5784.8
	of Which		
	(i) Not less than15,00,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 130.00/- per Equity Share will be available for Allocation to Public Retail Individual Investors	150.00	2100.00
	(ii) Not less than 13,28,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 130.00/- per Equity Share will be available for Allocation to Non-Institutional Investors	132.80	1859.20
	(iii) Not more than 13,04,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 130.00/- per Equity Share will be available for Allocation to Qualified Institutional Buyers.	130.40	1825.60
F.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE**		
	1,38,78,600 Equity Shares of face value Rs. 10/- each	1,387.86	-
G.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue (as on date of this Prospectus)	2637.18	
	After the Issue	8292.18	

**subject to finalisation of Basis of Allotment. For detailed information on the Net Issue and its allocation various categories, please refer chapter titled "The Issue" on Page no. 73 of this Prospectus*

***The Issue has been authorized pursuant to a resolution of our Board dated September 11, 2024 and by Special Resolution passed under Section 62 (1) (c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of our shareholders held on September 30, 2024.*

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

CLASS OF SHARES

The Company has only one class of share capital i.e. Equity Shares of face value Rs. 10/- each only. All Equity Shares issued are fully paid-up.

Our Company has not issued any partly paid-up equity shares since its incorporation nor does it have any partly paid-up equity shares as on the date of the Prospectus.

Our Company has no outstanding convertible instruments as on the date of the Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Details of Increase in Authorized Share Capital:

Since incorporation of our Company, the authorized share capital of our Company has been altered in the manner set forth below:

Particulars of Change		Date of Shareholders Meeting	AGM/EGM
From	To		
Rs. 25,00,000 consist of 2,50,000 Equity Shares face value Rs.10 Each		On Incorporation	
Rs. 25,00,000 consist of 250,000 Equity Shares of face value Rs.10 Each	Rs. 5,25,00,000 consist of 52,50,000 Equity Shares of face value Rs.10 Each	28th August, 2023	EGM
Rs.5,25,00,000 consist of 52,50,000 Equity Shares of face value Rs.10 Each	Rs.8,25,00,000 consist of 82,50,000 Equity Shares of face value Rs.10 Each	20th January, 2024	EGM
Rs.8,25,00,000 consist of 82,50,000 Equity Shares of face value Rs.10 Each	15,00,00,000 consist of 1,50,00,000 Equity Shares of face value Rs.10 Each	30th April 2024	EGM

2. History of Equity Share Capital

a) The following tables sets forth details of History of the Paid-up Equity Shares Capital of our Company:

S. No	Date of Allotment/ Fully Paid up	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price	Nature of Consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (Rs.)
1.	On Incorporation	2,50,000	10	10	Cash Allotment	Subscription to MOA (1)	2,50,000	25,00,000

2.	07th February, 2024	72,50,000	10	NA	Other than Cash	Bonus Issue (Ratio 29:1) (2)	75,00,000	7,50,00,000
3.	September 30, 2024	20,28,600	10	140	Other than Cash	Loan Conversion (3)	95,28,600	9,52,86,000

Notes:

1.) Initial Subscribers to Memorandum of Association hold 2,50,000, Equity Shares each at the face value of Rs. 10/- fully paid up as per the details given below:

S. No.	Name of Person	No. of Shares Allotted
1.	Monnappa Nachappa Bachangada	1,62,500
2.	Rajesh Mittal	31,250
3.	Virender Goyal	31,250
4.	Bachangada Monnappa Saraswathi	25,000
	Total	**2,50,000**

2.) The Company allotted 72,50,000 Equity Shares as Bonus Shares of face value Rs. 10/- each in the ratio of 29 Equity Shares for every 1 (One) Equity Share on 7th February, 2024, as per the details given below:

S. No.	Name of Person	No. of Shares Allotted
1.	Rajesh Mittal	29,00,000
2.	Virender Goyal	14,50,000
3.	Monnappa Nachappa Bachangada	27,55,000
4.	Bachangada Monnappa Saraswathi	1,45,000
	Total	**72,50,000**

**The aforementioned Bonus allotted has been made by capitalization reserve and securities premium as per Annual Audited Financial Statements for the year ended on the 31st March, 2023. Our free reserves immediately before the bonus issue were ₹ 2,498.55 Lakhs and immediately after the bonus issue were ₹ 1,773.55 Lakhs.*

3.) The Company allotted 20,28,600 Equity Shares of face value Rs.10/- each at a price of Rs. 140/- per equity share (including premium of Rs.130/- per equity share) for consideration other than cash against outstanding loan of Rs 28,40,04,000/- on 30th September, 2024. as per the details given below:

S. No	Name of Person	No. of Shares Allotted
1.	Rajesh Mittal	8,45,228
2.	Virender Goyal	2,44,196
3.	Monnappa Nachappa Bachangada	9,39,176
	Total	**20,28,600**

Issue of Equity Shares for consideration other than cash:

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reason for Allotment	Person to Whom Equity Shares Allotted	
						Name of the Allottees	No. of Shares Allotted
07-02-2024	72,50,000	10/-	NIL	Other than Cash	Bonus Issue of the Equity in the ratio of 29:1	Rajesh Mittal	29,00,000
						Virender Goyal	14,50,000
						Monnappa Nachappa Bachangada	27,55,000
						Bachangada Monnappa Saraswathi	1,45,000
						Total (A)	**72,50,000**
30-09-2024	20,28,600	10/-	140/-	Other than Cash	Conversion of loan into Equity	Rajesh Mittal	8,45,228
						Virender Goyal	2,44,196
						Monnappa Nachappa Bachangada	9,39,176
						TOTAL(B)	**20,28,600**
						TOTAL(A+B)	**92,78,600**

3. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under section 230-234 of the Companies Act, 2013.
4. We have not issued any Equity Shares in last one year at price below Issue Price expect as stated above.
5. Our Company has not revalued its assets since inception and has not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
6. We have not issued any shares pursuant to an Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees.
7. The Issuer has not made any issue of specified securities at a price lower than the issue price during the preceding One year.

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8. Our Shareholding Pattern

The table below represents the current shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015.

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 Equity Shares (calculated as per SCRR) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares underlying outstanding convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities No. (a)	No. of locked-in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV)
								Class (Equity)	Total	Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter and Promoter Group	07	95,28,600	-	-	95,28,600	100	95,28,600	95,28,600	100	-	-	-	-	-	-	95,28,600
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non-Promoter	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	- Non-Public																
(C1)	Shares underlying depository receipt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total		**07**	**95,28,600**	**-**	**-**	**95,28,600**	**100.00**	**95,28,600**	**95,28,600**	**100.00**	**-**	**-**	**-**	**-**	**-**	**-**	**95,28,600**

**As on the date of this Prospectus 1 Equity Shares holds 1 vote.*

***Note**:*

In terms of Regulation 230(1)(d) of SEBI (ICDR) Regulations, 2018 all specified securities held by the promoters are dematerialised as on the date of filing of this Prospectus.

PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE Emerge before commencement of trading of such Equity Shares.

The complete shareholding pattern shall be provided at the time of listing of the equity shares.

9. Details of shareholding of Promoters and Promoter Group

	Name of the Shareholder	Pre-Issue		Post Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of post-Issue Capital
I	II	III	IV	V	VI
	Promoters				
1.	Rajesh Mittal	38,45,208	40.35%	38,45,208	27.71%
2.	Virender Goyal	17,44,186	18.30%	17,44,186	12.57%
3.	Monnappa Nachappa Bachangada	37,89,176	39.77%	37,89,176	27.30%
4.	Bachangada Monnappa Saraswathi	1,50,000	1.57%	1,50,000	1.08%
	TOTAL(A)	**95,28,570**	**99.99%**	**95,28,570**	**68.66%**
	Promoter Group				
1.	Upma Goyal	10	Negligible	10	Negligible
2.	Naveen Mittal	10	Negligible	10	Negligible
3.	Chetna Mittal	10	Negligible	10	Negligible
	TOTAL(B)	**30**	Negligible	30	Negligible
	TOTAL(A+B)	**95,28,600**	**100%**	**95,28,600**	**68.66%**

1. **Details of Major Shareholders**

(A) List of Shareholders holding 1 % or more of the paid-up capital of the Company as on the date of Prospectus.

S. No	Name of Shareholder	No. of Equity Shares*	% of Paid-up capital**
1.	Rajesh Mittal	38,45,208	40.35%
2.	Virender Goyal	17,44,186	18.30%
3.	Monnappa Nachappa Bachangada	37,89,176	39.77%
4.	Bachangada Monnappa Saraswathi	1,50,000	1.57%
	Total	**95,28,570**	**99.99%**

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

** The % has been calculated based on existing (pre-issue) paid –up capital of the company

(B) List of Shareholders holder 1% or more of the paid-up capital of the Company ten days prior the date of Prospectus.

S.no	Name of Shareholder	No. of Equity Shares*	% of Paid-up capital**
1.	Rajesh Mittal	38,45,208	40.35%
2.	Virender Goyal	17,44,186	18.30%
3.	Monnappa Nachappa Bachangada	37,89,176	39.77%
4.1.	Bachangada Monnappa Saraswathi	1,50,000	1.57%
TOTAL		**95,28,570**	**99.99%**

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

** The % has been calculated based on existing (pre-issue) paid –up capital of the company.

(C) List of Shareholders holder 1% or more of the paid-up capital of the Company 1 year prior the date of Prospectus.

S.no	Name of Shareholder	No. of Equity Shares*	% of Paid-up capital
1.	Rajesh Mittal	30,00,000	40%
2.	Virender Goyal	15,00,000	20%
3.	Monnappa Nachappa Bachangada	28,50,000	38%
4.	Bachangada Monnappa Saraswathi	1,50,000	2%
TOTAL		**75,00,000**	**100%**

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

(D) Two Year prior to the date of filling of this Prospectus:

S.no	Name of Shareholder	No. of Equity Shares*	% of Paid-up capital
1.	Rajesh Mittal	87,500	35%
2.	Virender Goyal	62,500	25%
3.	Monnappa Nachappa Bachangada	95,000	38%
4.	Bachangada Monnappa Saraswathi	5,000	2%
TOTAL		**2,45,000**	**100%**

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

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

11. Our Company has not made any Initial Public offer of specified securities in the preceding two years from the date of filling of Prospectus.

12. Except as stated below, none of our other Directors or Key Managerial Personnel holds Equity Shares in our Company:

S. No	Name	Designation	No. of Equity Shares Held	Percentage
1.	Rajesh Mittal	Director	38,45,208	40.35%
2.	Virender Goyal	Director	17,44,186	18.30%
3.	Monnappa Nachappa Bachangada	Director	37,89,176	39.77%
4	Bachangada Monnappa Saraswathi	Director	1,50,000	1.57%
		Total	**95,28,570**	**99.99%**

13. Capital Buildup in respect of Shareholdings of Our Promoters and Promoter Group of Our Company.

As on the date of this Prospectus, Our Promoter Rajesh Mittal, Virender Goyal, Monnappa Nachappa Bachangada and Bachangada Monnappa Saraswathi collectively hold 95,28,570 equity shares of our company. None of the Equity shares held by our Promoter are subject to any pledge.

Set forth below is the build-up of the Shareholding of our promoter Group in our company since incorporation

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PROMOTER'S

(A) Rajesh Mittal

Date of Allotment/ Transfer	No. of Equity Shares	Face Value per share	Issue/ Acquisition /Transfer price	Nature of Transaction	Pre-Issue Shareholding %	Post-Issue Shareholding %	No. of Shares Pledged	% of Shares Pledged
Subscription to MOA	31,250	10	-	Allotment	12.5%	0.23%	Nil	Nil
11-04-2021	56,250	10	64.38	Transfer	22.5%	0.41%	Nil	Nil
06-02-2024	11,250	10	88	Transfer	4.50.0%	0.08%	Nil	Nil
06-02-2024	1250	10	88	Transfer	0.50%	0.01%	Nil	Nil
07-02-2024	29,00,000	10	Nil	Bonus	38.67%	20.90%	Nil	Nil
30-09-2024	8,45,228	10	140/-	Conversion of Loan to Equity Shares	8.87	6.09%	Nil	Nil
06-07-2024	-10	10	Nil	Gift	Negligible	Negligible	Nil	Nil
06-07-2024	-10	10	Nil	Gift	Negligible	Negligible	Nil	Nil
TOTAL	**38,45,208**				**40.35%**	**27.71%**		

(B) Virender Goyal

Date of Allotment/ Transfer	No. of Equity Shares	Face Value per share	Issue/ Acquisition /Transfer price	Nature of Transaction	Pre-Issue Shareholding %	Post-Issue Shareholding %	No. of Shares Pledged	% of Shares Pledged
Subscription to MOA	31,250	10	-	Allotment	12.5%	0.23%	Nil	Nil
11-04-2021	11250	10	64.38	Transfer	4.5%	0.08%	Nil	Nil
11-04-2021	20000	10	64.38	Transfer	8.0%	0.14%	Nil	Nil
06-02-2024	-11250	10	88	Transfer	4.5%	-0.08%	Nil	Nil
06-02-2024	-1250	10	88	Transfer	0.5%	-0.01%	Nil	Nil
07-02-2024	14,50,000	10	Other than Cash	Bonus	19.33%	10.45%	Nil	Nil

30-09-2024	2,44,196	10	140/-	Conversion of loan to equity shares	2.56%	1.76%	Nil	Nil
06-07-2024	-10	10	Nil	Gift	Negligible	Negligible	Nil	Nil
TOTAL	**17,44,186**				**18.30%**	**12.57%**		

(C) Monnappa Nachappa Bachangada

Date of Allotment/ Transfer	No. of Equity Shares	Face Value per share	Issue/ Acquisition /Transfer price	Nature of Transaction	Pre-Issue Shareholding %	Post-Issue Shareholding %	No. of Shares Pledge d	% of Shares Pledge d
Subscription to MOA	1,62,500	10	-	Allotment	65.0%	1.17%	Nil	Nil
11-04-2021	-11250	10	64.38	Transfer	4.5%	-0.08%	Nil	Nil
11-04-2021	-56250	10	64.38	Transfer	22.5%	-0.41%	Nil	Nil
07-02-2024	27,55,000	10	Other than Cash	Bonus	36.73%	19.85%	Nil	Nil
30-09-2024	9,39,176	10	140/-	Conversion of loan to equity shares	9.86%	6.77%	Nil	Nil
TOTAL	**37,89,176**				**39.76%**	**27.30%**	**Nil**	**Nil**

(D) Bachangada Monnappa Saraswathi

Date of Allotment/ Transfer	No. of Equity Shares	Face Value per share	Issue/ Acquisition /Transfer price	Nature of Transaction	Pre-Issue Shareholding %	Post-Issue Shareholding%	No. of Shares Pledged	% of Shares Pledged
Subscription to MOA	25000	10	-	Allotment	10.0%	0.18%	Nil	Nil
11-04-2021	-20000	10	64.38	Transfer	8.0%	-0.14%	Nil	Nil
07-02-2024	1,45,000	10	Other than Cash	Bonus	1.93%	1.04%	Nil	Nil
TOTAL	**1,50,000**	**10**			**1.57%**	**1.08%**		

PROMOTER GROUP

(E) Upma Goyal

Date of Allotment/ Transfer	No. of Equity Shares	Face Value per share	Issue/ Acquisition/ Transfer price	Nature of Transaction	Pre-Issue Shareholding %	Post-Issue Shareholding %	No. of Shares Pledged	% of Shares Pledged
06-07-2024	10	10	Nil	Gift	Negligible	Negligible	Nil	Nil
TOTAL	**10**	**10**			Negligible	Negligible	**Nil**	**Nil**

(F) Chetna Mittal

Date of Allotment/ Transfer	No. of Equity Shares	Face Value per share	Issue/ Acquisition/ Transfer price	Nature of Transaction	Pre-Issue Shareholding %	Post-Issue Shareholding %	No. of Shares Pledged	% of Shares Pledged
06-07-2024	10	10	NA	Gift	Negligible	Negligible	Nil	Nil
TOTAL	**10**	**10**			**Negligible**	**Negligible**	**Nil**	**Nil**

(G) Naveen Mittal

Date of Allotment/ Transfer	No. of Equity Shares	Face Value per share	Issue/ Acquisition /Transf er price	Nature of Transaction	Pre-Issue Shareholding %	Post-Issue Shareholding %	No. of Shares Pledged	% of Shares Pledged
06-07-2024	10	10	NA	Gift	Negligible	Negligible	Nil	Nil
TOTAL	**10**	**10**			**Negligible**	**Negligible**	**Nil**	**Nil**

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

Name	Promoter / Promoter Group	No. of Shares held	Avg. Cost of Acquisition*(in Rs.)
Mr. Rajesh Mittaler	Promoter	38,45,208	31.03

Mr. Virender Goyal	Promoter	17,19,196	19.82
Mr. Monnappa Nachappa Bachangada	Promoter	38,14,286	34.51
Ms Bachangada Monnappa Saraswathi	Promoter	1,50,000	1.47
Upma Goyal	Promoter Group	10	0
Chetna Mittal	Promoter Group	10	0
Naveen Mittal	Promoter Group	10	0

*Including the Equity Shares issued pursuant to bonus issue and transfer.

**As Certified by M/s Kapish Jain & Associates, Chartered Accountants dated December 10, 2024.

15. Details of transfers of shares are as follows

Date of Transfer	Name of Transferor	No. of Shares	Name of Transferee
11-04-2021	Bachangada Monnappa Saraswathi	20,000	Virender Goyal
Total		**20,000**	
11-04-2021	Monnappa Nachappa Bachangada	11,250	Virender Goyal
11-04-2021	Monnappa Nachappa Bachangada	56,250	Rajesh Mittal
Total		**67,500**	
06-02-2024	Virender Goyal	11,250	Rajesh Mittal
06-02-2024	Virender Goyal	1250	Rajesh Mittal
06-07-2024	Virender Goyal	10	Upma Goyal
Total		**12,510**	
06-07-2024	Rajesh Mittal	10	Chetna Mittal
06-07-2024	Rajesh Mittal	10	Naveen Mittal
Total		**20**	

16. Our Promoters have confirmed to the Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds or their internal accruals, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.

17. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing of the Prospectus with the Stock Exchange.

18. Promoter's Contribution and Lock in Details

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post issue capital held by our Promoters shall be considered as Promoter's Contribution ("Promoter's Contribution") and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Prospectus, our Promoters 95,28,570 Equity Shares constituting 68.66% of the post-Issued, subscribed and paid-up Equity Share Capital of our Company, which are eligible for the Promoter's contribution.

Our Promoters have given written consent to include 95,28,570 Equity Shares held by them and subscribed and held by them as part of Promoter's Contribution constituting 68.66% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's contribution, for a period of three years from the date of allotment in the Issue.

Date of allotment/ acquisition of the Equity Shares	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/ Acquisition Price per Equity Share (Rs.)	Percentage of post. Offer paid-Up capital (%)	Lock in Period
Mr. Rajesh Mittal						
On Incorporation	Subscriber to MOA	31,250	10	10	0.23%	3 Years
11th April, 2021	Transfer from Monnappa Nachappa Bachangada	56,250	10	64.38	0.41%	3 Year
06th February, 2024	Transfer from Virender Goyal	11,250	10	88	0.08%	3 Year
06th February, 2024	Transfer from Virender Goyal	1,250	10	88	0.01%	3 Year
7th February, 2024	Bonus Issue	1020138	10	NA	7.35%	3 Years
7th February, 2024	Bonus Issue	1879862	10	NA	13.55%	1 Year
30th September, 2024	Conversion of Loan into equity	845228	10	140	6.09%	1 year
06th July, 2024	Transfer to Chetna Mittal and Naveen Mittal	-20	10	N.A. (Gift)	Negligible	-

Total		**38,45,208**	**-**	**-**	**27.71%**	**Total**
Mr. Virender Goyal						
On Incorporation	Subscriber to MOA	31,250	10	10	0.23%	3Years
11th April, 2021	Transfer from Monnappa Nachappa Bachangada	11,250	10	64.38	0.08%	3 Year
11th April, 2021	Transfer from Bachangada Monnappa Saraswathi	20,000	10	64.38	0.14%	3 Year
06th February, 2024	Transfer to Rajesh Mittal	-11,250	10	88	-0.08%	-
06th February, 2024	Transfer to Rajesh Mittal	-1,250	10	88	-0.01%	-
7th February, 2024	Bonus Issue	458,090	10	NA	3.30%	3 Years
7th February, 2024	Bonus Issue	991910	10	NA	7.15%	1Year
30th September, 2024	Conversion of Loan into equity	244196	10	140	1.76%	1 Year
06th July, 2024	Transfer to Upma Goyal	-10	10	N.A. (Gift)	Negligible	-
Total		**17,44,186**	**-**	**-**	**12.57%**	-
Mr. Monnappa Nachappa Bachangada						
On Incorporation	Subscriber to MOA	162500	10	10	1.17%	3 Years
11th April, 2021	Transfer to Virender Goyal	-11,250	10	64.38	-0.08%	3 Year
11th April, 2021	Transfer to Rajesh Mittal	-56,250	10	64.38	-0.41%	3 Year
7th February, 2024	Bonus Issue	1008806	10	NA	7.27%	3 Years
7th February, 2024	Bonus Issue	1746194	10	NA	12.58%	1 Year
30th September, 2024	Conversion of Loan into equity	939176	10	140	6.77%	1 Year
Total		**37,89,176**	**-**	**-**	**27.30%**	**-**
Mrs. Bachangada Monnappa Saraswathi						
On Incorporation	Subscriber to MOA	25,000	10	10	0.18%	3 Years

11th April, 2021	Transfer to Virender Goyal	-20,000	10	64.38	-0.14%	3 Year
7th February, 2024	Bonus Issue	38,696	10	NA	0.28%	3 years
7th February, 2024	Bonus Issue	106304	10	NA	0.77%	1 Year
Total		**1,50,000**	**-**	-	**1.08%**	**-**

*Assuming full subscription to the Issue.

Lock-in of Equity Shares Allotted to Anchor Investors

50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investors Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares shall be locked-in for a period of 30 days from the date of Allotment.

The Equity Shares that are being locked in are not ineligible for computation of Promoters contribution in terms of Regulation 237 of the SEBI (ICDR) Regulations. Equity Shares offered by the Promoters for the minimum Promoters contribution are not subject to pledge. Lock-in period shall commence from the date of allotment of Equity Shares in the Public Issue.

We confirm that the minimum Promoters contribution of 20.00% which is subject to lock-in for 3 years does not consist of:

a) Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets;
b) Equity Shares acquired during the preceding three years resulting from a bonus issue by utilization of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters contribution;
c) Equity Shares acquired by Promoters during the preceding one year at a price lower than the Issue Price;
d) The Equity Shares held by the Promoters and offered for minimum 20% Promoters Contribution are not subject to any pledge.
e) Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters Contribution subject to lock-in.

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

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

Eligibility of Share for "Minimum Promoter's Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018

Reg. No.	Promoter's Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237(1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The Minimum Promoter's contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. Hence Eligible
237(1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoter's contribution	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible
237(1) (b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.
237(1) (c)	Specified securities allotted to promoter during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.
237(1) (d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.

Details of Promoter's Contribution Locked-in for One Year

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

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

depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

Other requirements in respect of lock-in:

In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoters as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter's contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue. In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations,2011, as applicable.

Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoters or any person of the promoter group or a new promoters or a person in control of the issuer subject to continuation of the lockin in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

19. Neither, we nor our Promoters, Directors and the BRLM to this Issue have entered into any buyback and/ or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person.

20. As on the date of this Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid- up Equity shares.

21. As on the date of this Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running 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.

22. As on date of the Prospectus, the Book Running Lead Managers to the Issue, namely Fast Track Finsec Private Limited is not related to the public shareholders of the Company in any way directly or indirectly including any related party transactions, etc. and/or are connected with the Company in any manner directly or indirectly other than in the capacity as the Book Running Lead Manager.

23. As on the date of this Prospectus, we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

24. We have 7 shareholders as on the date of filing of this Prospectus.

25. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.

26. Our Company has not raised any bridge loan against the proceeds of the Issue.

27. As on the date of this Prospectus, none of the shares held by our Promoters/ Promoter Group are subject to any pledge.

28. We hereby confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.

29. An over-subscription to the extent of 1% of the Issue subject to the maximum post issue paid up capital of Rs.1000 cr. can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

30. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

31. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.

32. There are no Equity Shares against which depository receipts have been issued.

33. Other than the Equity Shares, there is no other class of securities issued by our Company.

34. There are no safety net arrangements for this public issue.

35. As per RBI regulations, OCBs are not allowed to participate in this issue.

36. Our Promoters and Promoter Group will not participate in this Issue.

37. This Issue is being made through Book Building Method.

38. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.

39. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

40. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing this Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

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OBJECTS OF THE ISSUE

The offer comprises a fresh issue of Equity Shares aggregating up to 43,50,000 by our Company. Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the Emerge Platform of National Stock Exchange of India Limited.

The objects of the Issue are: -

1. **Installation of Grid-tied Solar PV Rooftop System for Captive evacuation;**
2. **Modernization of the Machines;**
3. **To meet Working Capital Requirement;**
4. **General Corporate Purposes.**
5. **For Issue Expenses**

(Collectively referred as the "Objects")

Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amount (Rs. in Lakhs)
Gross Proceeds of the Issue	6090.00
Less: Issue related expenses in relation to Issue*	608.95
Net Proceeds	**5481.05**

**Note: Kapish Jain & Associates, Chartered Accountants (Peer reviewed Statutory Auditor of the Company) vide certificate dated June 21, 2025 has certified that the Company has incurred expenses of 49.38 lakhs towards "Issue Expenses" as on December 31, 2024 from its internal accruals.*

to be finalised at the prospectus stage.

Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details as set forth below:

Sr. No	Particulars	Amount (Rs. in Lacs)
1.	Installation of Grid-tied Solar PV Rooftop System for Captive evacuation	800.00
2.	Modernization of the Machines	1700.00
3.	To meet working capital requirements	2490.00
4.	General Corporate Purpose; and	491.05
5.	Issue Expenses	608.95
	Total	**6090.00**

The fund requirements are based on internal management estimates and have not been appraised by any bank or financial institution. These are subject to revisions on account of changes in costs, financial condition, business strategy or external circumstances which may not be in our control. In case of any surplus after utilization of the Net Proceeds towards the aforementioned Objects, we may use such surplus towards general corporate purposes, provided that the total amount to be utilized towards general corporate purposes shall not exceed 25% of the Net Proceeds of the Fresh Issue, in accordance with applicable law. Further, in case of any variations in the actual utilisation of funds earmarked towards the Objects set forth above, then any increased fund requirements for a particular Object may be financed by surplus funds, subject to utilisation towards general corporate purposes not exceeding 25% of the Net Proceeds of the

Fresh Issue in accordance with the SEBI ICDR Regulations and in compliance with the objectives as set out below, if any, available in respect of the other Objects for which funds are being raised in this Offer. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the Objects, we may explore a range of options including utilising our internal accruals.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page no. 36 of this Prospectus.

Means of Finance

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

Particulars	Amt (Rs. in Lacs)
Net Issue Proceeds	6090.00
Total	6090.00

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

Details of Utilization of Net Proceeds

1. **Installation of Grid-tied Solar PV Rooftop System for Captive evacuation** –

In order to establish the Proposed Solar Plant to reduce the production cost of the product and accommodate the future growth requirements. With the execution of the proposed project, the dependency on the grid power will be reduced for the company. Further, the Company has opportunity to decrease its carbon foot print and subsequent carbon emission. We propose to establish the Proposed Project at manufacturing unit situated at Akbarpur Channa, Ahmedgarh, Near Ludhiana, District Sangrur Punjab from the Net Proceeds. The total estimated cost to establish the Proposed Project is ₹ 800.00 Lakh, as estimated by our management, which is established on the basis of a project report i.e. "Project Feasibility Report" dated August 20, 2024 (herein after "Project Report"), prepared by Goldroof Advisors Private Limited, a recognized Independent Agency.

As part of our growth strategy our Company proposes to utilize Rs. 800.00 Lakh of the Net Proceeds.
The Company is installing the solar power plant with capacity of **2000 KWP,** which will generate **6386 units** per day, the following are the key benefits of the installation of the Solar Power Plant:

- Long Term Electricity Savings which is a huge part of Production Costs.
- Green use Environment and Carbon Dioxide Reduction.
- Cleaner and Coller Roof
- Contributing to Nationwide and Global Climate Mitigation Efforts.

Project Particulars

Description of Project	A Solar Photovoltaic power generator is a system of PV modules connected in series and parallel connections, generating DC electricity proportional to sunlight availability. The microprocessor control circuit adjusts the DC-DC converter to match the PV array's Maximum Power Point (MPPT) and transfers maximum power to the inverter, which converts DC to AC
Type of Project	Solar Roof top project
Location	Akbarpur Channa, Ahmedgarh, Near Ludhiana, District Sangrur Punjab.
Total Area of Land	12500 Sqm (approx.)
Capacity	2000 kWp Solar PV Plant
Estimated Project Cost	800 Lakh Approx
Avg. Power Cost Saving	1.75 CR (Per Year)

Parameters	**Details**
Proposed Site Coordinates	Latitude: 30° 39' 11.592" N, Longitude: 75° 51' 12.06" E
LT Termination Point	100 m. (Approx.)
Required Roof Area	12500 Sq.m. (approx.)
Module Mounting System	Aluminum Rail
Expected Generation	12,00,000 kWh/year (6386 units per day)
AC Capacity Utilization Factor (%)	13.70%

The Company has not placed any order for the installation of the Solar Power Plant; however the company has taken the quotation from the independent vendors, the details of the quotation are provided hereunder:

S. No.	Description	Amount (Rs. in Lakhs) *	Date of Quotation	Vendor	Validity
1.	Techno Commercial Proposal for 2000_KWP Solar PV Plant.	784.98	June 10, 2025	Sunkind India Private Limited	6 Months

Notes:

- *Above estimates are exclusive of GST*
- *We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them.*
- *The actual cost of procurement and actual supplier/dealer may vary.*
- *The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Any cost escalation would be met out of our internal accruals.*
- *The cost can be differed at the time of placing order therefore we have taken the margin in comparison to the quotation.*

All quotations received from the vendors mentioned above are valid as on the date of this Prospectus. The quotation mentioned above exclude additional taxes, if any applicable. Such additional taxes shall be funded from internal

accruals, if required. Further, certain quotations stipulate that actual purchase price and delivery periods are subject to change at the time of placing of the orders. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. In accordance with the terms of certain quotations obtained by our Company, the prices in relation to the plant may be subject to revisions during the validity period of such quotations, pursuant to inter alia any update to the pricing list of the vendor, prices of the raw materials or policy changes. If there is any increase in the costs of equipment, plant and machinery, such additional costs shall be funded by our Company from its internal accruals. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment according to the business requirements of such facilities and based on the estimates of our management.

IMPLEMENTATION SCHEDULE

STEP	SCHEDULE
Approval of Quotation	July 2025
Supply of Material	September 2025
Installation Time	October 2025
Turn Around Time	October 2025

Rationale For Installation of The Solar Power Plant

Cedaar Textile Limited is using electricity supplied by PSPCL as the rate per unit Rs. 8.00 as an industrial unit. The total requirement of electricity in the company is about **1,72,80,000** KWH (Kilowatt Hours) Units pe annum which cost Rupees **13,82,40,000** per annum.

To recuperate the high price of the electricity expenses, Company has already installed solar project for 2000 KWP (Kilowatt Peak) in the month of March 2024. For the financial cost of that solar project, company has taken the loan of **728.32 lakhs** from SIDBI @ of 8.30% per annum under government benefit schemes to promote the solar project.

From the existing plant the company generating about 6500 KWH Units approx. per day which is generating about 13.42% of total Power requirement of the plant, which means we are saving around Rs. 52000 per day. The cost analysis of the existing plant is as under as per the performance.

Power / Cost analysis of Existing Plant

Description	Cost / Power generation
Total Solar Power Generation per day	6445 KWH – Units
Total Solar power Generation Per Month	193350 KWH – Units
Total Solar Power Generation per Annum	2320200 KWH – units
Power cost supplied by PSPCL	Rs. 8.00 Per Unit
Per day Cost saving	Rs. 51,650/-
Per Month Cost Saving	Rs. 15,46,800/-
Per Annum Costin Saving	Rs. 1,85,61,600/-

Further management of the company has also decided to install another Solar plant of 2000 KWP in the factory to save the electricity and power cost. The cost of the proposed solar project amounts to approx rupees. **784.98 Lakhs** excluding GST which will be met out from the IPO proceeds of the company. The company has already obtained the quotations in this regard. Company expected to complete the installation of solar project within 5 months from the date of placing of order.

After the installation of second solar plant, Company will generate around 13000 units per day from both of the plants, which will fulfilling the requirement of 24% of the total power required in the factory, The power cost analysis ratio will be as under: -

Power Cost Analysis for Existing and Purposed Plant

Description	Cost / Power generation
Total Solar Power Generation per day	13000 KWH – Units
Total Solar power Generation Per Month	390000 KWH – Units
Total Solar Power Generation per Annum	4680000 KWH – units
Power cost supplied by PSPCL	Rs. 8.00 Per Unit
Per day Cost saving	Rs. 1,04,000/-
Per Month Cost Saving	Rs. 31,20,000/-
Per Annum Costin Saving	Rs. 3,74,40,000/-

Note: a) all above cost analysis is based on the current scenario and existing solar plant results.

b) The main reason for not setting up the both projects together are insufficient of funds and company doesn't want to take much borrowings. Therefore, management has decided to go for single project at that time only.

2. Modernization of the Machines

The company will be adding new machinery in the dyeing plant for the modernization of the machine, earlier the company have only Yarn dyeing facility at plant but looking at the market potential of the fabric dyeing, the management of the company has decided to add Fabric dyeing facilities as well increasing the capacity of yarn dyeing at dyeing plant to add up the production and sales. Below is the list of the machines we have finalized for expansion.

S. No.	Machine Name	Qty.	Dyeing Capacity
1.	Yarn Dyeing Machine	**1**	**1200 KG**
2.	Yarn Dyeing Machine	**1**	**1000 KG**
3.	Yarn Dyeing Machine	**1**	**576 KG**
4.	Yarn Dyeing Machine	**1**	**432 KG**
5.	Fabric Dyeing Machine	**3**	**250 KG**
6.	Fabric Dyeing Machine	**2**	**500 KG**
7.	Fabric Dyeing Machine	**1**	**750 KG**
8.	Fabric Dyeing Machine	**1**	**80 KG**

Below are the reasons why management has decided to expansion of the dyeing plant.

1. **Market Potential** - India exports 100% cotton, polyester/cotton, and polyester/viscose blended yarns. The market is growing due to increasing garment demand. Blended yarns have potential in knitting, woven fabrics, towels, and home furnishing.

2. **Technology Upgradation / Life Cycle of Machine** – To increase the efficiency in the dyeing process it is needed to upgrade the dyeing process with new technology machines which will not only increase production but also reduce maintenance cost as well as there are old machines in the company which have the life cycle of 10-15 years, and it needs to replace with new machines.

3. **Water Saving** – New dyeing machines will help to reduce water use; the older machines' ratio is 8:1 whereas the new machine will operate on 3:1 ratio (8 ltr water used for 1 kg product dyeing and 3 ltr water for 1 kg dyeing). Almost 5 ltr water saving on 1 kg dyeing. Collectively huge savings also support sustainable production.

4. **Increase Production** – as the company focuses on increasing the dyeing capacity and it is not possible only by replacing the old machine but also by add new machinery.

5. **Cost of Production** – New machines will help to reduce the cost of production by minimum use of water and less consumption of Power.

The fund we required to set up the purposed Dyeing plant is Approx Rs. 2600 Lacs out of which approx. 1700 Lacs shall be used from the proceeds of the issue.

The Company has not placed any order for the installation of the Solar Power Plant; however the company has taken the quotation from the independent vendors, the details of the quotation are provided hereunder:

S. NO	***Description***	***Basic Price (Rs. In Lacs)***	***No's of Machines***	***Amount (Rs. in Lacs)***	***Date of Quotation***	***Vendor***	***Validity***
1	*Yarn Dying Machine (1200 KG)*	*173.90*	*1*	*174.06*	*June 11, 2025*	*GOFRONT HOLDING LIMITED*	*30 DAYS*
2	*Yarn Dying Machine (1000 KG)*	*152.86*	*1*	*153.00*	*June 11, 2025*	*GOFRONT HOLDING LIMITED*	*30 DAYS*
3	*Yarn Dying Machine (576 KG)*	*94.48*	*1*	*94.56*	*June 11, 2025*	*GOFRONT HOLDING LIMITED*	*30 DAYS*
4	*Yarn Dying Machine (432 KG)*	*81.52*	*1*	*81.59*	*June 11, 2025*	*GOFRONT HOLDING LIMITED*	*30 DAYS*
5	*FABRIC DYING - 250*	*212.83*	*3*	*640.63.*	*June 11, 2025*	*T H I E S GMBH & CO. KG*	*60 DAYS*
6	*FABRIC DYING - 500*	*271.74*	*2*	*545.30*	*June 11, 2025*	*T H I E S GMBH & CO. KG*	*60 DAYS*
7	*FABRIC DYING - 750*	*339.03*	*1*	*309.13*	*June 11, 2025*	*T H I E S GMBH & CO. KG*	*60 DAYS*
8	*FABRIC DYING -80*	*199.53*	*1*	*181.93*	*June 11, 2025*	*T H I E S GMBH & CO. KG*	*60 DAYS*
	Total	***1525.89***		***2223.29***			

Notes:

- *Above estimates are exclusive of GST*
- *Above mentioned cost is exclusive of installation and other miscellaneous cost.*

- *We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them.*
- *The actual cost of procurement and actual supplier/dealer may vary.*
- *The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Any cost escalation would be met out of our internal accruals.*
- *The cost can be differed at the time of placing order therefore we have taken the margin in comparison to the quotation.*
- *Amount mention in the above table are converted as per the referenced rate provide by the RBI.*

All quotations received from the vendors mentioned above are valid as on the date of this Prospectus. The quotation mentioned above exclude additional taxes, if any applicable. Such additional taxes shall be funded from internal accruals, if required. Further, certain quotations stipulate that actual purchase price and delivery periods are subject to change at the time of placing of the orders. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. In accordance with the terms of certain quotations obtained by our Company, the prices in relation to the equipment, plant and machinery may be subject to revisions during the validity period of such quotations, pursuant to inter alia any update to the pricing list of the vendor, prices of the raw materials or policy changes. If there is any increase in the costs of equipment, plant and machinery, such additional costs shall be funded by our Company from its internal accruals. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment according to the business requirements of such facilities and based on the estimates of our management.

Cost and benefit analysis of setting up the yarn Dyeing machines:

The company is planning to expand the business of yarn dyeing at their factory. Currently the company have 6000 kgs per day of Yarn Dyeing Facility, After IPO and further expansion our capacity will increase to 11000 kgs per day.

The company has approved the project of yarn and fabric dyeing for an amount of 2600 Lakhs for which the project report and quotations from two vendors have already been obtained. The aforesaid project is being undertaken by the company considering the funding of IPO money which is scheduled in Feb – March's 2025.

Currently, Company has already the yarn dying machine in place which running with the capacity of 95%. Further, Company has projected the good demand in future on the basis of current orders for which company is planning to expand the utilization of yarn dying by installing the new machines in the factory. The Cost benefit and analysis of expansion are given as follow:

Cost benefits and analysis of Yarn dyeing process is as follows at present:

S. No.	Particulars	Production Cost Per Kg
1	On Receipt of Yarn, soft winding, dyeing and further final winder process of Packing **All process Cost**	Rs. 22.00
2.	Power and Manpower Cost	Rs. 23.00
	Total	**Rs. 45.00**

New Expansion of Yarn Dying of 5 MT Per Day (1 MT is equal to 1000 kg)

S. No.	Particulars	Production Cost Per Kg
1	On Receipt of Yarn, soft winding, dyeing, and further final winder process of Packing **All process Cost**	Rs. 19.00
2.	Power and Manpower Cost	Rs. 21.00
	Total	**Rs. 40.00**

Reason for reducing the cost in Expansion:

- Latest Technologies machines
- Consumption of Raw Material will reduce
- Manpower will reduce due to latest technology of machine

Production Cost Comparison of Existing and Expansion of Yarn Dyeing

Existing Production Cost	Expansion Product Cost	Total Benefit
Rs. 45 per kg	Rs. 40.00 per kg	Rs. 5.00

- Not only the production cost be reduced with the new expansion, but the production capacity will also increase from **6 MT per day to 11 MT Per day.**

- **Annual Benefits and Comparison for the additional production (5 MT * 360 days = 1800 MT or 18,00,000 KG)** (Considering selling price remain same of Rs. 74 per kg)

Existing Production sales Benefits (Sales price- Production Cost)	New Expansion Sales Benefit (Sales price- Production Cost)	Extra Benefits
18,00,000 kg @ Rs. 29 = Rs. 5,22,00,000	18,00,000 kg @ Rs. 34 = Rs. 6,12,00,000	Rs. 90,00,000

Cost and benefit analysis of setting up the Fabric Dyeing machines:

The company is planning to expand the business into fabric dyeing processing at their own factory. The company has approved the project of fabric and yarn dyeing machines for an amount of 2600 lakhs for which the project report and quotations from two vendors have been already been obtained. The aforesaid project is being undertaking by the company considering the funding of IPO money which is scheduled in Feb – March 2025.

Benefit of doing fabric Dyeing at own in comparison to job work as follow

The company has also done trial of fabric dyeing processing in 2023 through Job work for the cost analysis. Further, the marketing team of company also carried out the market survey for look the opportunity in the fabric market. In addition to that, Company has planned to provide the fabric to their sister concern company i.e. M/S Anuburn Design Pvt. Ltd which is in the business of garment manufacture and they have the requirement of 10 MT Fabric per day.

Considering the Fabric 10 MT Per Day (Avg Count 24) (1 MT is equal to 10,000 kg)

S. No.	Particulars	Job Work Cost	Company Cost	Total Benefit
1	On receipt of Knitted fabric after job work, Fabric dyeing process start at the company.	Dyeing Cost including Drying Rs. 100 per kg Including logistic	Dyeing Cost Rs. Per KG – Rs. 65 per Kg	-
2	After fabric dyeing process fabric is require finishing to become the final product	Finishing Cost including Packing of Fabric - Rs. 50 per Kg including logistic	Finishing Cost Rs. 30 per KG	-
3.	Power and men power cost	NIL	Rs. 20.50 Per kg	-
	Total	**Rs. 150 per KG**	**Rs. 115.50 per kg**	**Rs. 34.50 per Kg**

Note: the management of the company has decided not to set up the Knitting machines due to the multiple references of the fabric and it is not feasible for the company to setting up the multiple knitting machines. Further, it is also not provided any cost benefit to the company as compare to job work

IMPLEMENTATION SCHEDULE

STEP	SCHEDULE
Approval of Quotation	July 2025
Supply of Material	November 2025
Installation Time	December 2025
Turn Around Time	January 2026

The Company will utilise Rs. 1700.00 lakhs from the Net proceed of Issue and remaining cost of project shall be borne by the company through its internal accruals as per the Certificate provided by the M/s Kapish Jain & Associates, Chartered Accountant as on dated December 21, 2024. Hence, the company is in compliance with the provisions of Regulation 230 (1) (e) of the SEBI (Issue of Capital and Disclosure Requirements) Regulation 2018.

3. To meet the Working Capital Requirement

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, net worth and loans. The details of Company's working capital Requirement as at March 31, 2025 and for the year ended March 31, 2026 and the source of funding, on the basis of Restated Financial Statements, as certified by our Statutory and Peer Review Auditor, M/s Kapish Jain & Associates, Chartered Accountants, vide their report dated December 21, 2024 are provided in the table below. Further, in light of the incremental business requirements, our Company requires additional working capital for funding its working capital requirements in the Fiscal 2025 and Fiscal 2026. On the basis of our existing working capital requirements and the projected working capital requirements, the breakup of such working capital requirements year wise is given in the table below:

Statement of Working Capital Requirements						
						(Amount in Lakhs)
	31 March 2022	**31 March 2023**	**31 March 2024**	**31 December 2024**	**31 March 2025**	**31 March 2026**
	(Restated)	**(Restated)**	**(Restated)**	**(Restated)**	**(Provisional)**	**(Estimated)**
Current Assets						
Inventories	2,549.00	4,883.64	7,337.32	9,913.02	10,938.65	10,871.23

Current Investments	-	-	-	-	-	-
Trade Receivables	2,651.39	2,394.67	2,365.93	2,291.17	1,939.21	3,975.41
Short-Term Loans and Advances	292.61	208.12	195.06	289.56	640.73	768.88
Other Current Assets	1,741.68	1,506.92	1,251.12	709.36	671.76	797.80
Total (A)	**7,234.68**	**8,993.35**	**11,149.43**	**13,203.10**	**14,190.35**	**16,413.32**
Current Liabilities						
Short-Term Borrowings	5,184.41	5,824.25	7,347.11	8,456.11	8,140.35	7,550.82
Trade Payables	1,618.39	1,460.83	1,538.18	2,616.81	3,190.47	2,545.03
Other Current Liabilities	583.89	726.42	521.02	670.88	841.85	845.74
Short-Term Provisions	46.90	22.49	288.32	437.65	633.14	1,023.73
Total (B)	**7,433.59**	**8,033.99**	**9,694.63**	**12,181.45**	**12,805.81**	**11,965.32**
Net Working Capital (A)-(B)	**(198.91)**	**959.36**	**1,454.80**	**1,021.65**	**1,384.54**	**4,448.00**
Sources of Working Capital						
Proceeds from IPO	-	-	-		-	2,490.00
Internal Accruals	-	959.36	1,454.80	1,021.65	1,384.54	1,958.00

Sources of Internal Accruals estimated by our Company to meet the requirement of working capital of Rs. 13.85 crores in FY 24-25 will be estimated profits of the company, along with the unutilized retained earnings.
As per 31st December, 2024 net worth of the company is ₹ 6,069.74 Lakhs.
Note:

- 365 days has been considered in a year
- Holding period level (in days) of Trade Receivables is calculated by dividing average trade receivables by revenue from operations multiplied by number of days in a year.
- Holding period level (in days) of Trade payables is calculated by dividing average trade payables by net credit purchases multiplied by number of days in a year.
- Holding period level (in days) of Inventory is calculated by dividing average inventory by cost of goods sold multiplied by number of days in a year.

	31 March 2022	31 March 2023	31 March 2024	31 December 2024	31 March 2025	31 March 2026
	(Restated)	(Restated)	(Restated)	(Restated)	(Provisional)	(Estimated)
Inventory	2,549.00	4,883.64	7,337.32	9,913.02	10,938.65	10,871.23

Trade Receivables	2,651.39	2,394.67	2,365.93	2,291.17	1,939.21	3,975.41
Trade Payable	1,618.39	1,460.83	1,538.18	2,616.81	3,190.47	2,545.03
Net Working Capital	(198.91)	959.36	1,454.80	1,021.66	1,384.54	4,448.00
% of Inventory / Revenue from operations	12%	30%	39%	66%	[●]	[●]
% of Trade receivables / Revenue from operations	12%	15%	12%	15%	[●]	[●]
% of Trade payable / Revenue from operations	7%	9%	8%	18%	[●]	[●]

Note - % figures of stub period ended 31 December 2024 is annualised.

Assumptions taken for increase in net working capital from FY 2024-25 to FY 2025-26

Net Working Capital is increasing from ₹ 1,384.54 lakhs to ₹ 4,448.00 lakhs. This increase of ₹ 3,063.46 lakhs in mainly due to addition of another segment i.e. of fabric Dyeing Process, however the optimum inventory is being maintained in term of % of turnover and no. of days. In FY 2023-24, company started trading of fabric as a part of market development process. This trading constitutes approx. 2% of the total turnover of FY 2023-24. The estimated increase in revenue by 54% approx. is mainly from new division of fabric Dyeing Process. This increase in revenue further increased trade receivables and inventory which comprises 80% yarn inventory and 20% fabric inventory, however in the FY 2023-24 basic holding days is similar to previous years except inventory holding days, it is increased mainly due to increase in Capacity and change in product Mix (Cotton-Polyester-Cotton) and in the FY 2025-26 the Company has estimated lower holding days as the Company is adopting the forward integration process yarn to fabric (more value additions) which required lesser inventory for productions.

	31 March 2022	**31 March 2023**	**31 March 2024**	**31 December 2024**	**31 March 2025**	**31 March 2026**
	(Restated)	**(Restated)**	**(Restated)**	**(Restated)**	**(Provisional)**	**(Estimated)**
No. of Days for Inventory Days	46	112	159	294	223	187
No. of Days for Trade Receivables	26	57	46	57	38	33
No. of Days for Trade Payables	34	52	41	77	59	51
Working Capital Cycle	39	117	164	274	202	169

Justifications:

Inventory	Inventory refers to the raw materials, work-in-progress (WIP), and finished goods that a company holds for production purposes. In the textile industry, inventory includes all materials (Yarn, Fabrics, Garments, Cottons, Fibers etc.) and supplies necessary for project execution. Inventory Increase mainly due to expansion in Capacity and change in product Mix (Cotton-Polyester-Cotton) In the stub period ended Dec 31, 2024 and FY 2024-25 our inventory was on higher side due to interruption in the Bangladesh order, The Company has order book of Rs. 66.37 crore as on 31-12-24 pertaining to Bangladesh. However, the same will be maintained in succeeding months. In the Financial year 2025-26 the Company assume lower holding days of inventory, as the Company is adopting the forward integration process yarn to fabric Dyeing Process (more value additions) which required lesser inventory for productions resulting our inventory is lower in comparison to Revenue. Additionally, we have more domestic market like job work where the raw material requirement is on lower side.
Trade Receivables	Trade receivables consist of debts owed by debtors i.e. manufactures entity of fabric and garments which includes domestic as well as export. In FY 2022-23, our trade receivables on higher side due to change in payment term with customers which was change from site to deferred payment days of 120 days however we are discounting the bills which takes normally 50-60 days. It was in the same line for the FY 2023-24. Further the Company is going for forward integration and predominately in domestic market resulting lower trade receivable days in FY 2025-26. We anticipate continued growth in trade receivables in FY 2024-25 and 2025-26 due to several factors: 1. Increase in Revenue from Operations**:** We expect that revenue from operations will continue to rise in FY 2024-25 and FY 2025-26 because the Company is adding fabric Dyeing Process machine with additional investment in capex through IPO, resulting in a corresponding increase in trade receivables. 2. Payment term**:** During stub period December 2024, trade receivable days slightly increased due to interruption in the Bangladesh order, however this is being maintain between 35 to 45 days in coming years.
Trade Payables	Trade payables refer to the amounts a company owes to its suppliers for goods or services received on credit, representing trade payables. They typically arise from routine business activities, such as purchasing raw materials, inventory and other services, with the agreement to pay later.

	There is no much change in Trade payable, it is being maintain within 35 to 45 days period except in stub period of December 2024 that was due to interruption in the Bangladesh which resulted late payment received as well as late payment to trade payables.
Short term borrowings	short-term borrowings comprising Working capital loan (CC/LC limit, Pre- shipment credit, post-shipment credit, Export bill discounting and OD limit), from Banks to finance its working capital requirements, current maturity of long-term borrowing and unsecured loan. There is no significant change in the maintenance of short-term borrowings in the FY 2024-25 and 2025-26.
Short term provisions	Short term provisions primarily include provision for Gratuity, leave encashment and provision for taxation. Short term provisions have been maintained in line with the increase of projected business income/expenses for the forthcoming years.
Other Current Assets	Other current assets include, export incentive receivable, interest accrued on fixed deposit, prepaid expenses, deferred expenses and balance with govt. authorities. Entities anticipated to charge off deferred expenses in FY 2024-25 and FY 2025-26 resulting decrease in other current assets.
Other Current Liability	The category of "Other current liabilities" primarily includes items such as payable for employee benefits, payables for statutory and other authorities, advance from customers, and other similar obligations. Other current liabilities have been increased due to requirement of manpower in FY 2024-25 and FY 2025-26 resulting increase in employee benefit payable.
Short-term Loans and Advances	This includes mostly advance to suppliers/employees etc, the Company does not foresee any major change and expected to get proportionally increased due to increase in operations and turnover.
Net Working Capital	Net working capital is the difference between a company's current assets and current liabilities, representing the funds available for day-to-day operations. It is a crucial indicator of a business's short-term financial health and liquidity. One significant factor influencing working capital requirements is the size and scale of the business, as increased sales volume directly impacts these needs. Net Working Capital is slightly increase as per the revenue; however, it is on higher side in FY 2025-26 mainly due to increase in inventory because of increase in capacity and change in product Mix (Cotton-Polyester-Cotton). For FY 2025-26, the company projects a net working capital requirement of ₹ 4,448.00 lacs, which will be financed through internal accruals of ₹ 1,958.00 lakhs and proceeds from an IPO amounting to ₹ 2,490.00 lacs.

Revenue from Operations	The Company's revenue has shown a significant upward trend over the past three financial years, reflecting effective operational strategies and improved market positioning. However the top line is dropped in FY 2022-23 due to the change in product & market strategies, The raw cotton price was double & the company change the product mix from Cotton base to polyester base. Further, from FY 2023-24 onwards, Company has add on the product line in trading of fabric and manufacturing of special yarn, driving increased revenue from operation. Justification for Future Growth: 50 % Future growth in FY 2025-26 is also projected based on additional capacity of yarn & Fabric dyeing along with special yarn (FR Yarn) considering the IPO investment. The infrastructure in term of Land, Building, Power and other compliances is already in place to support this expansion.
% of Inventory / Revenue from Operations	The inventory as a percentage of revenue from operations for FY 2023-24 & 2024-25 is high mainly due to the change in product mix (high value-added technical product. We will be able to maintain the better inventory level (which comprises 80% Yarn Inventory and 20 % Fabric inventory) in the financial year 2025-26 due to adopting the forward integration process (yarn to fabric), which results into lower % of Inventory relative to revenue from operations as compared to previous year. Additionally, the Company transitioning its inventory level from a "made-to-stock" model to a "made-to-order" approach, particularly for fabric products, which will further optimize inventory levels.
% of Trade receivables / Revenue from operations	No significant change in Trade receivable in terms of % age of Revenue and it is being maintain on year toyear basis except stub period of December 2024 due to interruption in Bangladesh.
% of Trade Payable / Revenue from operations	No significant change in Trade payable in terms of %age of Revenue and it is being maintain on Year-to-year basis except stub period of December 2024, which was affected by interruptions in Bangladesh.
Working Capital Cycle	Working Capital Cycle has been increased FY 2024 - 25 mainly due to increase in Receivable (specially for export) as we are getting 120 days deferred LC against 45 & 90 days deferred payment against previous year.

	However, the working capital cycle will be in the range of 170 to 200 days due to the higher production cycle from "Fibre to Fabric" to current "Fibre to Dyed Yarn".

RATIONALE FOR INCREASE IN THE INVENTORY DAYS:

1. **FY 2021-22 to FY 2022-23: Market Instability**
   - **Cotton Price Fluctuations:** Significant volatility in cotton prices led to higher inventory valuation due to increased market prices.
   - **Bulk Procurement:** To hedge against further inflation, the company stocked raw materials in bulk, resulting in an increase in inventory holding days from **46 days** to **112 days**.

2. **FY 2022-23 to FY 2023-24: Product Mix Shift & Capacity Utilization**
   - **Shift in Product Mix:** The company transitioned from cotton-based products to **cotton-polyester-cotton blends** for better profit margins. This required maintaining higher inventory levels.
   - **Increased Capacity Utilization:** With increased production capacity, additional raw materials were needed to support operations.
   - **Impact:** Inventory days rose from **112 days** in FY 2022-23 to **159 days** in FY 2023-24.

3. **FY 2023-24 to Period Ending December 31, 2024: Bangladesh Riots**
   - **Disruptions in Bangladesh:** Riots between June and August 2024 caused order cancellations worth ₹20.38 crores.
   - **Result:** Inventory turnover days surged from **159 days** to **294 days** due to delayed order fulfilment and higher stock accumulation.

4. **FY 2023-24 to FY 2024-25: Expansion in Product Range**
   - **Technical Textiles Addition:** The company expanded into technical textiles, mixing two Fiber blends into silver form, necessitating higher inventory for smooth production and timely sales.
   - **Result:** Inventory days increased from **159 days** to **223 days**.

5. **FY 2024-25 to FY 2025-26: Forward Integration & Domestic Focus**
   - **Forward Integration:** The adoption of a **yarn-to-fabric dyeing process** reduced the need for raw material inventory while increasing value addition.
   - **More Domestic Sales:** A focus on **job work** and domestic sales, which require less raw material, further lowered inventory needs.
   - **Result:** Inventory days are projected to **decline**, reflecting more efficient inventory management relative to revenue.

Conclusion

The increase in inventory days over the historical periods is due to external factors (price fluctuations, geopolitical disruptions) and internal strategies (capacity utilization, product expansion). By FY 2025-26, inventory days are expected to decline due to forward integration and domestic market focus, indicating better efficiency and adaptability.

DETAILED RATIONALE FOR THE FLUCTUATION IN WORKING CAPITAL IN HISTORICAL PERIOD:

1. Stub Period (Ending December 31, 2024):

- **Bangladesh Disturbance:**
  Riots in Bangladesh from **June to August 2024** caused disruptions in orders worth ₹20.38 crores. This resulted in:
    - Higher inventory levels (Inventory turnover days increased from **159 to 294 days**.
    - Delayed payments from Bangladesh, affecting trade receivables and further delaying payments to creditors.
    - Despite the disruption, the company managed to maintain working capital consistent with FY 2023-24.

2. FY 2023-24:

- **Trading of Fabric:**
  Company started trading of fabric in FY 2023-24 as part of market development which constituted 2% of total revenue from operations.
- **Increased Capacity Utilization:**
  The capacity utilization of the dyeing machine increased from 75% in FY 2022-23 to 91% in FY 2023-24. This higher utilization drove a significant increase in revenue while optimizing resource use.

3. FY 2022-23:

- **Change in Payment Terms:**
  The payment terms for orders from Bangladesh were extended from **90 days to 120 days**, transitioning from **LC at Sight payments** to a **deferred payment facility**. This caused:
    - An increase in trade receivable days from **26 to 57 days**, tying up more capital in receivables.

- **Inflated Cotton Prices:**
    - Rising cotton prices led to higher inventory values.
    - To hedge against further inflation, the company procured raw materials in bulk, increasing inventory holding.

4. FY 2021-22:

- **Favourable Payment Terms & Stable Market:**
    - Bangladesh payments were on **90-day terms** with **LC at Sight**, resulting in faster payment cycles and reduced receivables.
    - **Cotton prices were stable**, enabling the company to maintain lower inventory levels.

DETAILED RATIONALE FOR LOW WORKING CAPITAL REQUIREMENTS IN FY 2021-22:

Particulars	FY 2021-22	FY 2022-23
% of Inventory/Revenue from Operations	12%	30%
% of Trade receivables/ Revenue from operations	12%	15%
% of Trade Payable/ Revenue from operations	7%	9%

Reasons for:

Lower Inventory:
In FY 2021-22 inventories of the company was ₹2,549 lakhs which was increased to ₹4,883.64 in FY 2022-23. This was due to:

- **Fluctuation in cotton Prices:** In FY 2022-23, Cotton price faced major fluctuation from ₹43,010 as on 1st March 2022 to ₹62,180 as on 1st March, 2023 (Source: MCX). To mitigate price volatility risks, the company **strategically increased raw material procurement**, leading to higher inventory levels.
- **Inventory Valuation:** Given the price surge, inventory valued under the **FIFO (First-In-First-Out) method** was recorded at higher costs, further contributing to the increase in inventory value in FY 2023-24

Trade Receivables:

In FY 2021-22 Trade Receivables of the company was ₹2,651.39 lakhs which was decreased to ₹2,394.67 lakhs in FY 2022-23. Yet in terms of revenue from operations the same has been increased from 12% to 15%. This was due to:

- **Change in Payment terms:** In the FY 2021-22, export revenue Share 59% of our total sales, with 50% of those exports being executed through Advance Telegraphic transfer (TT) and L/C sight payments. This indicates that 75% of our business was based on Payment Received within 30 Days, resulting in a Less working capital requirement for that FY 2021-22.

  In contrast, during the FY 2022-23, 80% of our exports Shifted to 120-day L/C terms due to buyer requirement, while only 20% remaining under L/C at sight and TT. Consequently, this shift has led to an increase in our working capital requirements for the year 2022-23.

Trade Payables:

In FY 2021-22 Trade payables of the company was ₹1,618.39 lakhs which was decreased to ₹1,460.83 in FY 2022-23. Yet In terms of Revenue from operations it has increased from 7% to 9%. This was due to:

- **Supplier Payment Extension:** As receivables were collected over longer durations (120-day L/Cs) in FY 2022-23, the company negotiated extended payment terms with suppliers.
  This was necessary to **maintain operational liquidity** and align supplier payments with incoming cash flows.

Conclusion:

From **FY 2022-23 to the Stub Period ending December 2024**, the company maintained a consistent working capital relative to revenue from operations. This consistency reflects the company's ability to manage disruptions, inflation, and changes in payment terms effectively. The unusually low working capital requirement in FY 2021-22 can be attributed to favourable payment terms and stable market conditions.

Detailed Rationale for the fluctuation in Working Capital in Estimated Period:

For FY 2024-25

Working capital in 2024-25 as per provisional financials is approximately similar the working capital requirement of financial year 2023-24.

For FY 2025-26

Revenue from operations for FY 2025-26 is estimated to increase from FY 2024-25. This is attributed mainly for the following reasons:

Forward Integration: Company is expecting to install the fabric dyeing machinery in FY 2025-26, which will expand their operations from yarn dyeing to fabric dyeing, which will lead to more value addition with lesser inventory.

Increase in Yarn dyeing Capacity: As company is also planning to set more yarn dyeing machines from its IPO proceeds, it will increase its yarn dyeing capacity, which will in turn increase its revenue from operations.

Thus, due to expansion in operations, its working capital requirement will increase slightly majorly due to higher inventory maintenance leading to working capital requirement.

4. General Corporate Purpose

Our Company intends to deploy the balance Net Proceeds towards general corporate purposes, subject to such utilization not exceeding 25% of the Gross Proceeds, in accordance with Regulation 230 of the SEBI ICDR Regulations, to drive our business growth, including, amongst other things, (i) funding growth opportunities, including strategic initiatives; (ii) meeting any expenses incurred in the ordinary course of business by the Company; (iii) meeting of exigencies which our Company may face in the course of any business; and (v) any other purpose as permitted by applicable laws and as approved by our Board or a duly appointed committee thereof.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual issue expenses turn to be lesser than the estimated issue expenses of Rs. 608.95 lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

5. Issue Expenses

The total estimated Issue Expenses are Rs. 6,08,95,000, which is 9.99 % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	(Rs. in Lakh) *	As a % of Estimates Issue Expenses	As a % of Issue Size
Lead Manger Fees	50.00	8.21%	0.82%
Underwriting Commission	304.50	50.00%	5.00%
Fees Payable to Registrar to the Issue	1.00	0.16%	0.02%
Fees Payable for Advertising and Publishing Expenses	3.50	0.57%	0.06%
Fees Payable to Regulators including Stock Exchanges	8.00	1.31%	0.13%
Payment for Printing & Stationery, Postage, etc.	1.60	0.26%	0.03%
Fees Payable to Auditor, Legal Advisors, Monitoring Agency and other Professionals	8.35	1.37%	0.14%
Market Maker	9.00	1.48%	0.15%
Others (Fees payable for Marketing & distribution expenses, Selling Commission, Brokerage, Processing Fees* and Miscellaneous Expenses)	223.00	36.62%	3.66%
Total	**608.95**	**100.00%**	**9.99%**

Notes: Issue expenses exclusives of applicable taxes, where applicable. Issue expenses are estimates and are subject to change.

MEANS OF FINANCE

The requirements of the proposed objects are intended to be funded from the proceeds of the Issue and internal accruals. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.

APPRAISAL

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

DEPLOYMENT OF FUNDS

The Company has received the Sources and Deployment Funds Certificate dated June 21, 2025 from M/s Kapish Jain & Associates, Chartered Accountants. The certificate states that the Company has deployed amounts aggregating Rs. 49.38 Lakhs as on December 31, 2024, for the Issue Expenses. The Source of the expenses made by the Company through the Internal Accruals.

SHORTFALL OF FUNDS

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

BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

MONITORING UTILIZATION OF FUNDS

As the Net Proceeds of the Issue will be less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency. However, our Company has appointed Brickwork Ratings India Private Limited as the Monitoring Agency for monitoring the utilization of Gross Proceeds. Our Audit Committee and the Monitoring Agency will monitor the utilization of the Gross Proceeds and the Monitoring Agency shall submit the report required under SEBI ICDR Regulations, until such time as the Gross Proceeds have been utilised in full and Company shall provide details/ information/ certifications obtained from statutory auditors on the utilization of the Gross Proceeds to the Monitoring Agency. Pursuant to Regulation 32 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations 2015, our Company shall on quarterly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in this Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company in accordance with Regulation 32(5) of SEBI (Listing Obligation and Disclosures Requirements) Regulations 2015. Furthermore, in accordance with Regulation 32(1) of the SEBI (Listing Obligation and Disclosures Requirements) Regulations 2015, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the Gross Proceeds as stated above; and (ii) details of category wise variations in the actual utilization of the Gross Proceeds as stated above.

INTERIM USE OF PROCEEDS

Pending utilization for the purposes described above, our Company intends to invest the funds in Scheduled Commercial Banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue. Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the Postal Ballot Notice) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

No part of the Net Proceeds will be utilized by our Company as consideration to our Promoter, members of the Promoter Group, Directors, Group Companies, Key Management Personnel or Senior Management. Our Company has not entered into nor is planning to enter into any arrangement/agreements with Promoter, member of the Promoter Group, Directors, Group Companies, Key Management Personnel or Senior Management in relation to the utilization 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 disclosed in the sections titled Our Promoters, Our Promoters Group and Our Management as mentioned on page nos. 228, 233, and 216 of this Prospectus.

BASIS FOR ISSUE PRICE

*Investors should read the following summary with the section titled "**Risk Factors**", the details about our Company under the section titled **"Our Business"** and its financial statements under the section titled **"Financial Information of the Company"** beginning on page nos. 36, 171 and 245 respectively of this Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.*

Price Band/ Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹ 10/- each and the Issue Price is 140.00/- i.e. 14.00 times of the face value.

For the purpose of making an informed investment decision, the investors should also refer **"*Risk Factors*"**, **"*Our Business*"** and **"*Financial Statement as restated*"** beginning on *page no. 36, 171 and 245* respectively of this Prospectus.

QUALITATIVE FACTORS

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

a) Experienced and Qualified Management and Employee base
b) Strong and Consistent Financial Performance
c) Growing customer base
d) Scalable and reliable business model
e) Experienced Promoters and Senior Management with extensive domain knowledge

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled ***"Our Business"*** beginning on page no. 171 of this Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled ***"Financial Information of the Company"*** on page no. 245 of this Prospectus.

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

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

As per the Restated Financial Statements: -

Sr. No	Period	Basic & Diluted (In Rs.)	Weights
1.	Financial Year 2021-2022	10.65	1
2.	Financial Year 2022-2023	6.12	2
3.	Financial Year 2023-2024	14.73	3
	Weighted Average	**11.18**	
	Stub period ending December 31, 2024*	8.63	

**Not Annualized*

Notes:

i. *The figures disclosed above are based on the Restated Financial Statements of the Company.*
ii. *The face value of each Equity Share is ₹10.00.*
iii. *Earnings per Share has been calculated in accordance with **Accounting Standard 20 – "Earnings per Share"** issued by the Institute of Chartered Accountants of India.*

iv. *The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Note IV.*

v. *Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders/ Weighted average number of equity shares outstanding during the year / period.*

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

2. Price Earning (P/E) Ratio in relation to the Price Band of 130.00/- to 140.00/- per Equity Share of Face Value of ₹ 10/- each fully paid up

Particulars	(P/E) Ratio at the Floor Price 130.00/-	(P/E) Ratio atthe Cap Price 140.00/-
P/E ratio based on the Basic & Diluted EPS, as restated for Financial Year 2023-24	8.83	9.50
P/E ratio based on the Weighted Average EPS, as restated.	11.63	12.52

**to be filled at the time of prospectus.*

3. Industry P/E ratio

Particulars	P/E ratio *
Highest	33.6
Lowest	8.00
Industry Average	20.4

Source: Industry peer Group P/E Ratio- Textile- Cotton/Blended- Capital Market Vol No. XXXX/7/40SPLSLP7 May 12- May 25, 2025.

4. Average Return on Return on Net worth (RoNW)*

Sr. No	Period	RoNW (%)	Weights
1	Financial Year 2021-2022	142.55%	1
2	Financial Year 2022-2023	38.60%	2
3	Financial Year 2023-2024	56.06%	3
	Weighted Average	**64.66%**	
	Stub period ending Dec 31, 2024*	16.44%	

**Not Annualized*

Note:

i. *The RoNW has been computed by dividing net profit after tax (excluding exceptional items) with restated Average Net worth of the period*

ii. *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW xWeight) for each year / Total of weights*

5. Net Asset Value (NAV) per Equity Share as per restated financials:

(In Rs.)

Sr. No.	NAV per Equity Share	Outstanding at the end of the year
1.	As at March 31, 2022	12.79
2.	As at March 31, 2023	18.91
3.	As at March 31, 2024	33.65
4.	Stub period ending December 31, 2024	63.70
5.	NAV per Equity Share after the Issue	87.62
6.	Issue Price	140.00/-

Notes:

1. *NAV per share =Restated Net worth at the end of the year / weighted average number of equity shares outstanding*

at the end of the year/ period.

2. *Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares.*
3. *Issue Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.*

6. Comparison of Accounting Ratios with Industry Peers:

S. No.	Name of the Company	Face Value (Per Share)	CMP	EPS	P/E Ratio	RONW (%)	NAV (Rs. Per share)	PAT (Rs. in Lakh)
1	Cedaar Textile Limited	10	140	8.63	16.22	16.44	63.70	706.18
2	Shiva Texyarn Limited	10	199.86	(8.55)	22.70	8.63%	94.78	(1,108.40)
3	Vardhman Textiles Limited	2	489.35	21.01	17.03	7.11%	304.49	60,763

*Source: https://www.nseindia.com/ and https://www.bseindia.com/

Notes:

- *Considering the nature and turnover of business of the Company the peer is not strictly comparable. However, the same have been included for broader comparison.*
- *The figures for Cedaar Textile Limited (Formerly named Cedaar Textile Private Limited) are based on the restated results for the period ended December 31, 2024.*
- *The figures for the peer group are based on standalone audited results for the respective year ended March 31, 2024.*
- *PE Ratio for peers is as per adjusted PE on the site of stock exchange as on 10th June, 2025.*
- *Current Market Price (CMP) is the closing price of respective scrip as on 10th June, 2025.*

7. Key Performance Indicator

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated June 18, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this RHP. Further, the KPIs herein have been certified by our Statutory Auditors namely Kapish Jain & Associates, Chartered Accountants, vide their certificate dated June 18, 2025.

The KPIs of our Company have been disclosed in the sections titled ***"Our Business"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators"*** on pages 171 and 310 respectively. We have described and defined the KPIs, as applicable, in ***"Definitions and Abbreviations"*** on page no. 01 of this Prospectus.

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

8. Key Performance Indicators of our Company

(Rs. In Lakhs except EPS, percentages and ratios)

Particulars	For the period from 1st April, 2024 to 31st December, 2024	For the period ended 31st March, 2024	For the period ended 31st March, 2023	For the period ended 31st March, 2022
Revenue from operations (1)	11,202.62	18,968.38	16,024.98	21,740.31
Revenue CAGR (%) from F.Y. 2022-2024(2)	(6.59%)			
EBITDA (3)	1958.98	2,881.05	1,563.43	1,525.89
EBITDA (%) Margin (4)	17.49%	15.19%	9.76%	7.02%
EBITDA CAGR (%) from F.Y. 2022-2024(5)	37.41%			
EBIT (6)	1841.49	2,646.85	1,396.78	1,537.01
ROCE (%)(7)	18.21%	26.90%	15.91%	18.22%
Current ratio (8)	1.16	1.22	1.25	1.11
Operating cash flow (9)	1098.21	485.44	(196.01)	(1,542.31)
PAT (10)	706.18	1,105.04	458.94	798.63
PAT Margin (11)	6.30%	5.83%	2.86%	3.67%
Net Worth (12)	6069.74	2,523.55	1,418.51	959.57
ROE/ RONW (13)	16.44%	56.06%	38.60%	142.55%
EPS (14)	8.63	14.73	6.12	10.65

Notes:

(1) Revenue from operations is the revenue generated from operations by our Company.

(2) Revenue CAGR: The three-year compound annual growth rate in Revenue.
[(Ending Value/Beginning Value) ^ (1/N)]-1

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

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

(5) EBITDA CAGR: The three-year compound annual growth rate in EBITDA.
[(Ending Value/Beginning Value) ^ (1/N)]-1

(6) EBIT is Earnings befor.e Finance Cost and taxes.

(7) ROCE: Return on Capital Employed is calculated as EBIT divided by average capital employed, which is defined as Total Assets minus Current Liabilities..

(8) Current Ratio: Current Asset over Current Liabilities

(9) Operating Cash Flow: Net cash inflow from operating activities

(10) PAT is mentioned as profit after tax for the period.

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

(12) Net Worth means the aggregate value of the paid-up share capital and reserves and surplus of the company.

(13) ROE: Return on Equity is calculated as PAT divided by average shareholders' equity

(14) EPS: Earning per share is calculated as PAT divide by Weighted No. of equity shares.

KPI	Explanation
Revenue from operation	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.
Revenue CAGR %	Revenue CAGR informs the management of compounded annual growth rate i.e. Rate at which Company's revenue are growing on annual basis.
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
EBITDA CAGR %	EBITDA CAGR indicate our compounded growth of the business
ROCE %	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Current Ratio	Current ratio indicates the company's ability to bear its short-term obligations
Operating Cash Flow	Operating cash flow shows whether the company is able to generate cash from day-to-day business
PAT	Profit after Tax is an indicator which determine the actual earning available to equity shareholders
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
ROC/RONW	ROC/RONW (%) is an indicator which shows how much company is generating from its available shareholders' funds
EPS	Earning per shares is the company's earnings available of one share of the Company for the period

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9. **Comparison of KPI with listed industry peers****

(Amount in lakh, except EPS, % and ratios)

Key Financial Performance	Cedaar Textile Limited			Shiva Texyarn Limited			Vardhman Textiles Limited		
	F.Y. 2023-24	F.Y. 2022-23	F.Y. 2021-22	F.Y. 2023-24	F.Y. 2022-23	F.Y. 2021-22	F.Y. 2023-24	F.Y. 2022-23	F.Y. 2021-22
Revenue from operation [(1)]	18,968.38	16,024.98	21,740.31	33,527.99	41,087.26	47,707.38	9,29,868.00	9,84,079.00	9,38,610.00
Growth in Revenue from operation [(2)]	18.37%	(26.29%)	-	(18.40%)	(13.88%)	39.99%	*(5.51%)*	*4.84%*	*62.17%*
EBITDA [(3)]	2,881.02	1,563.43	1,525.91	751.29	756.00	5,509.41	95839	128505	226212
EBITDA Margin [(4)]	15.19%	9.76%	7.02%	2.24%	1.84%	11.55%	10.31%	13.06%	24.10%
EBIT [(5)]	2,646.81	1,396.78	1,537.03	(272.75)	947.40	4,381.21	89297.00	108890.00	228528.00
ROCE (%) [(6)]	26.90%	15.91%	18.22%	(1.37%)	4.43%	21.06%	9.40%	11.95%	27.80%
Current ratio [(7)]	1.22	1.25	1.11	0.97	1.05	1.15	3.13	4.09	3.04
Operating cash flow [(8)]	485.44	(196.01)	(1,542.31)	378.30	6,717.56	1,978.63	(1,06,245.00)	1,81,481.00	1,42,990.00
PAT [(9)]	1,105.01	458.95	798.64	(1,108.40)	(664.00)	2001.19	60,763.00	74,907.00	1,67,744.00
PAT Margin [(10)]	5.83%	2.86%	3.67%	(3.31%)	(1.62%)	4.19%	6.53%	7.61%	17.87%
Net Worth [(11)]	2,523.55	1,418.54	959.58	12,286.07	13,411.20	14247.52	8,80,495.00	8,29,399.00	7,53,912.00
ROE/ RONW [(12)]	56.06%	38.60%	142.55%	(8.63%)	(4.80%)	7.51%	7.11%	9.46%	24.53%
EPS [(13)]	14.73	6.12	10.65	(8.55)	(5.12)	15.44	21.01	25.90	58.00

*All the information for **Shiva Texyarn Limited** mentioned above are on a standalone basis and is sourced from their respective audited financial results and/or annual report because company did not have any group company to be consolidated.

** All the information for **Vardhman Textiles Limited** mentioned above are on a Standalone basis and is sourced from their respective audited financial results and/or annual report.

Notes:

(1) Revenue from Operations as appearing in the Restated Financial Statements/ Annual Reports of the respected companies

(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 + Interest Expenses - Other Income.

(4) EBITDA Margin' is calculated as EBITDA divided by Total income of the company.

(5) EBIT is Earnings before Finance Cost and taxes

(6) ROCE: Return on Capital Employed is calculated as EBIT divided by average capital employed, which is defined as Total Assets minus Current Liabilities..

(7) Current Ratio: Current Asset over Current Liabilities

(8) Operating Cash Flow: Net cash inflow from operating activities

(9) PAT is the profit for the period from continuing operations

(10) PAT Margin' is calculated as PAT for the period/year divided by Total Income

(11) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account

(12) ROE: Return on Equity is calculated as PAT divided by average shareholders' equity

(13) EPS: Earning per share is calculated as PAT divide by Weighted No. of equity share

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10. Weighted average cost of acquisition ("WACA"), floor price and cap price:

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

The Company has issued the following shares (excluding shares issued under ESOP / ESOS / Bonus shares) during the 18 months preceding the date of this DRHP, 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 multipletransactions combined together over a span of 30 days.

Date of Acquisition	No. of Share Acquired	Nature of Consideration	Price of Acquisition	Consideration paid (in Rs.)
07-February-2024	72,50,000	Bonus issue	0	-
30-September-2024	20,28,600	Conversion of unsecured loan	140	28,40,04,000
Total	**92,78,600**			**28,40,04,000**
Weighted average number of shares	20,28,600			
Weighted average cost of Acquisition*	**140**			

**Includes the impact of Bonus Issue.*

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

There has been no secondary sale / acquisitions of Equity Shares, where the 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) Weighted average cost of acquisition, floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price* (i.e. ₹ 130.00/-)	Cap price*(i.e. ₹ 140.00/-)
Weighted average cost of acquisition of primary / newissue as per paragraph 8(a) above.	140	0.93	1
Weighted average cost of acquisition for secondary sale /acquisition as per paragraph 8(b) above.	Nil	-	-

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

The Price Band/ Floor Price/ Issue Price has been determined by our Company in consultation with the BRLM and justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above- mentioned information along with ***"Our Business", "Risk Factors" and "Financial Information"*** on pages 171, 36 and 245 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 partof your investments.

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STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
Cedaar Textile Limited
(formerly known as Cedaar Textile Private Limited)
KSSIDC Plot No B-34, Industrial Estate,
Yelahanka New Town,
Bengaluru, Karnataka, India, 560064

Dear Sir,

Sub: Statement of possible Special tax benefit ('the Statement') available to Cedaar Textile Limited" (hereinafter referred to as "the Company" or "the Issuer") and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')

We hereby confirm that the enclosed annexure, prepared by **CEDAAR TEXTILE LIMITED " ('the Company")** states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act') as amended time to time, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the State Goods and Services Tax Act as passed by respective State Governments from where the Company operates and applicable to the Company, the Customs Act, 1962 and the Foreign Trade Policy 2023, as amended by the Finance Act, 2024, i.e., applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26, presently in force in India for inclusion in Prospectus for the proposed public offer of equity shares, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

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

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

Limitations

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

The enclosed Annexure is intended solely for your information and for inclusion in Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Signed in terms of our separate report of even date.

For Kapish Jain & Associates,
Chartered Accountants,
Firm Registration No: 022743N

Sd/-

CA Amit Kumar Madheshia
Partner
Membership No: 521888
UDIN: 25521888BMITTI8687
Date: June 18, 2025
Place: New Delhi

Annexure to the statement of possible Tax Benefits

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 presently forced 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 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.

1. **Special Tax Benefits available to the Company under the Act:**

   The Company is not entitled to any Special tax benefits under the Act.

2. **Special Tax Benefits available to the shareholders of the Company**

The Company is not entitled to any Special tax benefits under the Act.

Notes:

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.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

Signed in terms of our separate report of even date.

For Kapish Jain & Associates,
Chartered Accountants,
Firm Registration No: 022743N

Sd/-

CA Amit Kumar Madheshia
Partner
Membership No: 521888
UDIN: 25521888BMITTI8687
Date: June 18, 2025
Place: New Delhi

SECTION V - ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information

GLOBAL ECONOMY

1. EXECUTIVE SUMMARY

Following an unprecedented series of shocks in the preceding years, global growth was stable yet underwhelming through 2024 and was projected to remain so in the January 2025 World Economic Outlook (WEO) Update. However, the landscape has changed as governments around the world reorder policy priorities. Since the release of the January 2025 WEO Update, a series of new tariff measures by the United States and countermeasures by its trading partners have been announced and implemented, ending up in near-universal US tariffs on April 2 and bringing effective tariff rates to levels not seen in a century (Figure ES.1). This on its own is a major negative shock to growth. The unpredictability with which these measures have been unfolding also has a negative impact on economic activity and the outlook and, at the same time, makes it more difficult than usual to make assumptions that would constitute a basis for an internally consistent and timely set of projections. Given the complexity and fluidity of the current moment, this report presents a "reference forecast" based on information available as of April 4, 2025 (including the April 2 tariffs and initial responses), in lieu of the usual baseline. This is complemented with a range of global growth forecasts, primarily under different trade policy assumptions. The swift escalation of trade tensions and extremely high levels of policy uncertainty are expected to have a significant impact on global economic activity. Under the reference forecast that incorporates information as of April 4, global growth is projected to drop to 2.8 percent in 2025 and 3 percent in 2026—down from 3.3 percent for both years in the January 2025 WEO Update, corresponding to a cumulative downgrade of 0.8 percentage point, and much below the historical (2000–19) average of 3.7 percent. In the reference forecast, growth in advanced economies is projected to be 1.4 percent in 2025. Growth in the United States is expected to slow to 1.8 percent, a pace that is 0.9 percentage point lower relative to the projection in the January 2025 WEO

Figure ES.1. US Effective Tariff Rates on All Imports
(Percent)

Sources: US Bureau of the Census, *Historical Statistics of the United States, 1789–1945*; US International Trade Commission; and IMF staff calculations.

Note: The Jan. 20–Apr. 1 tariffs in 2025 include 20 percent tariffs on China; 25 percent tariffs on steel and aluminum; 25 percent tariffs on Mexico and Canada; and a 10 percent tariff on Canadian energy imports. A United States-Mexico-Canada Agreement (USMCA) carve-out is assumed to halve the effective tariff increase for Canada and Mexico. The April 2 tariffs include auto sector tariffs and country-specific tariffs, applying exemptions provided in Annex II of the Executive Order per IMF staff judgment. The April 9 tariffs include an increase in the tariffs on China to 145 percent and a reduction in other country-specific tariffs to 10 percent. It also includes exemptions on some electronic products announced on April 11. GATT = General Agreement on Tariffs and Trade.

Update, on account of greater policy uncertainty, trade tensions, and softer demand momentum, whereas growth in the euro area at 0.8 percent is expected to slow by 0.2 percentage point. In emerging market and developing economies, growth is expected to slow down to 3.7 percent in 2025 and 3.9 percent in 2026, with significant downgrades for countries affected most by recent trade measures, such as China. Global headline inflation is expected to decline at a pace that is slightly slower than what was expected in January, reaching 4.3 percent in 2025 and 3.6 percent in 2026, with notable upward revisions for advanced economies and slight downward revisions for emerging market and developing economies in 2025. Intensifying downside risks dominate the outlook. Ratcheting up a trade war, along with even more elevated trade policy uncertainty, could further reduce near- and long-term growth, while eroded policy buffers weaken resilience to future shocks. Divergent and rapidly shifting policy stances or deteriorating sentiment could trigger additional repricing of assets beyond what took place after the announcement of sweeping US tariffs on April 2 and sharp adjustments in foreign exchange rates and capital flows, especially for economies already facing debt distress. Broader financial instability may ensue, including damage to the international monetary system. Demographic shifts and a shrinking foreign labor force may curb potential growth and threaten fiscal sustainability. The lingering effects of the recent cost-of-living crisis, coupled with depleted policy space and dim medium-term growth prospects, could reignite social unrest. The resilience shown by many large emerging market economies may be tested as servicing high debt levels becomes more challenging in unfavorable global financial conditions. More limited international development assistance may increase the pressure on low-income countries, pushing them deeper into debt or necessitating significant fiscal adjustments, with immediate consequences for growth and living standards. On the upside, a deescalation from current tariff rates and new agreements providing clarity and stability in trade policies could lift global growth.

The path forward demands clarity and coordination. Countries should work constructively to promote a stable and predictable trade environment, facilitate debt restructuring, and address shared challenges. At the same time, they should address domestic policy and structural imbalances, thereby ensuring their internal economic stability. This will help rebalance growth-inflation trade-offs, rebuild buffers, and reinvigorate medium-term growth prospects, as well as reduce global imbalances. The priority for central banks remains fine-tuning monetary policy stances to achieve their mandates and ensure price and financial stability in an environment with even more difficult trade-offs. Mitigating disruptive foreign exchange volatility may require targeted interventions, as outlined in the IMF's Integrated Policy Framework. Macroprudential tools should be activated as needed to contain the buildup of vulnerabilities and to provide support in case of stress events. Restoring fiscal space and putting public debt on a sustainable path remain an important priority, while meeting critical spending needs to ensure national and economic security. This requires credible medium-term fiscal consolidation plans. Structural reforms in labor, product, and financial markets would complement efforts to reduce debt and narrow cross-country disparities. As Chapter 2 explains, countries' age structures are evolving at different rates, with important consequences for medium-term growth and external imbalances. In addition, as Chapter 3 documents, migration policy shifts in destination countries have sizable spillover effects, disproportionately affecting emerging market and developing economies.

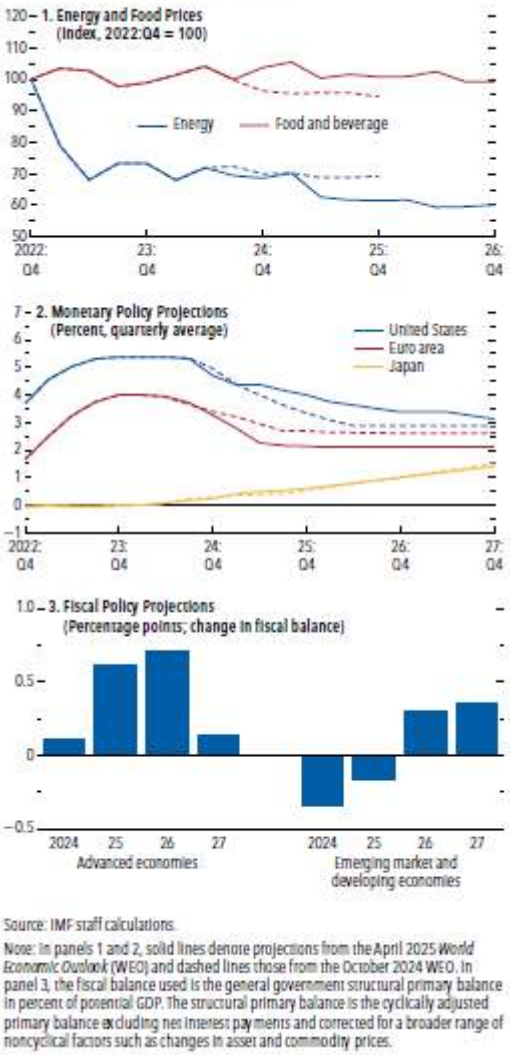
2. The Outlook: A Range of Possibilities

The swift escalation of trade tensions has generated extremely high levels of policy ambiguity, making it more difficult than usual to establish a central global growth outlook. Therefore, this WEO presents a range of global growth projections. First is a "reference forecast" based on measures announced as of April 4. This is what is presented in the tables of this report and the WEO database. Second, a pre–April 2 forecast (with a cutoff date of late March) incorporates all prior policy announcements and economic developments since the October 2024 WEO. Third, a post–April 9 model-based forecast is used to quantify the implications of the announced pause and associated additional exemptions, as well as the escalating tariff rates between China and the United States.

Global Assumptions

The reference forecast is predicated on several projections for global commodity prices, interest rates, and fiscal policies (Figure 1.16). Acknowledging the high level of prevailing uncertainty, Box 1.1 presents scenarios involving additional trade, fiscal, and structural policies as well as other plausible shocks.

Figure 1.16. Global Assumptions



Source: IMF staff calculations.

Note: In panels 1 and 2, solid lines denote projections from the April 2025 *World Economic Outlook* (WEO) and dashed lines those from the October 2024 WEO. In panel 3, the fiscal balance used is the general government structural primary balance in percent of potential GDP. The structural primary balance is the cyclically adjusted primary balance excluding net interest payments and corrected for a broader range of noncyclical factors such as changes in asset and commodity prices.

- ***Commodity price projections:*** Prices of fuel commodities are projected to decrease in 2025 by 7.9 percent, with a 15.5 percent decline in oil prices and a 15.8 percent drop in coal prices offset by a 22.8 percent increase in natural gas prices, the latter driven up by colder-than-expected weather and the halt of Russian gas flow to Europe through Ukraine since January 1. Nonfuel commodity prices are projected to increase by 4.4 percent in 2025. Projected food and beverage prices have been revised upward compared with those in the January 2025 WEO Update. Monetary policy projections: The Federal Reserve and the European Central Bank are expected to continue to reduce interest rates in the coming quarters, albeit at different paces from one another. In the United States, the federal funds rate is projected to be down to 4 percent at the end of 2025 and reach its long-term equilibrium of 2.9 percent at the end of 2028. In the euro area, 100 basis points in cuts are expected in 2025 (with three cuts having already occurred this year), representing two more 25 basis point cuts than in the assumptions underlying the October 2024 WEO, bringing the policy rate to 2 percent by the middle of the year. In Japan, policy rates are expected to be lifted at a similar pace as assumed in October 2024, gradually rising over the medium term toward a neutral setting of about 1.5 percent, consistent with keeping inflation and inflation expectations anchored at the Bank of Japan's 2 percent target.

- ***Fiscal policy projections:*** Governments in advanced economies on average are expected to tighten fiscal policy in 2025–26 and, to a lesser extent, in 2027. The general government structural-fiscal-balance- to-GDP ratio is expected to improve by 1 percentage point in the United States in 2025. Yet it is worth noting that under current policies, US public debt fails to stabilize, rising from 121 percent of GDP in 2024 to 130 percent of GDP in 2030. These projections do not incorporate measures that remain under discussion at the time of publication, notably, the net expansionary US budget resolution (currently, most provisions under the Tax Cuts and Jobs Act are assumed to expire at the end of 2025). In the euro area, under the reference forecast, the primary deficit in Germany is expected to widen by about 1 percent of GDP by 2030 relative to 2024 and by about 4 percent of GDP relative to the January WEO forecast for 2030, with the increase driven primarily by higher defense spending and public investment, and this is assumed to generate spillovers to France, Italy, and Spain. The euro area debt-to-GDP ratio is expected to increase from its current 88 percent to 93 percent in 2030, although there is significant uncertainty surrounding the assessment of the economic impact of the

additional fiscal spending. In emerging market and developing economies, primary fiscal deficits are projected to widen in 2025 by 0.3 percentage point on average, followed by fiscal tightening starting in 2026. In China, the structural-fiscal-balance-to-GDP ratio is expected to deteriorate by 1.2 percentage points in 2025. Public debt in emerging market and developing economies continues to rise from its current level of 70 percent of GDP, reaching a projected 83 percent in 2030.

- ***Trade policy assumptions:*** Tariff announcements between February 1 and April 4, with specific details on their implementation, are included in the reference forecast. On February 1, executive orders signed by US President Donald J. Trump imposed tariffs on Canada, China, and Mexico. An additional tariff of 10 percent on all imports from China came into effect on February 4, and another 10 percent was imposed on March 4. China responded with tariffs of 10 to 15 percent on imports of select US agricultural products, energy commodities, and farm equipment, which took effect on February 10, and on imports of agricultural products, which took effect on March 10. Tariffs of 25 percent on all nonenergy goods imports from Canada (for energy, 10 percent) and of 25 percent on all imports from Mexico took effect on March 4, with the exemption of goods compliant with the United States–Mexico–Canada Agreement (USMCA). Canada announced 25 percent countertariffs on roughly 40 percent of Canadian imports of goods from the United States. Mexico indicated the intention to respond without specifying the measures to be employed, hence the reference forecast includes no additional tariff imposed on Mexican imports from the United States. The United States also expanded tariffs on steel and aluminum, effective March 12, removing all exemptions to the 25 percent tariff on steel imports and increasing the tariff rate on aluminum from 10 to 25 percent. On March 26, the United States announced a 25 percent tariff on all automobiles and auto parts, excluding US content in auto and auto parts exports. This tariff came into effect on April 3 for autos, while implementation for auto parts was postponed to May 3. The US Fair and Reciprocal Plan was introduced on April 2, imposing a 10 percent minimum tariff on all countries other than Canada and Mexico and country-specific rates as high as 50 percent for roughly 60 countries. The universal 10 percent minimum tariff took effect on April 5, and the other tariffs were set to take effect on April 9. Exemptions applied to categories of goods deemed critical, such as pharmaceuticals, semiconductors, energy, and certain minerals. Countermeasures from Canada, announced on April 3, consisted of 25 percent tariffs on non-USMCA-compliant fully assembled vehicles imported from the United States. On April 4, China announced 34 percent tariffs, matching the increase in US duties on imports from China, to take effect on April 10.

  Under the reference forecast, trade policy uncertainty is assumed to remain elevated through 2025 and 2026. The perceived unpredictability of the current trade landscape is evident from the significant spike in the daily trade policy indicator (Caldara and others 2020), which surged more than four standard deviations in just three days after April 2, despite the disclosure of the details of the expected tariffs.

3. Growth Forecast

Global Growth: Reference Forecast and Alternatives

In the near term, under the reference forecast, global growth is projected to fall from an estimated 3.3 percent in 2024 to 2.8 percent in 2025, before recovering to 3 percent in 2026. This is lower than the projections in the January 2025 WEO Update, by 0.5 percentage point for 2025 and 0.3 percentage point for 2026, with downward revisions for nearly all countries (Tables 1.1 and 1.2). The downgrades are broad-based across countries and reflect in large part the direct effects of the new trade measures and their indirect effects through trade linkage spillovers, heightened uncertainty, and deteriorating sentiment. As indicated in the illustrative model simulations presented in Box 1.2, the growth impact of tariffs in the short term varies across countries, depending on trade relationships, industry compositions, policy responses, and opportunities for trade diversification. Fiscal support in some cases (for example, China, euro area) offsets some of the negative growth impact.

Table 1.1. Overview of the *World Economic Outlook* Reference Forecast
(Percent change, unless noted otherwise)

		Projections		Difference from January 2025 WEO Update[1]		Difference from October 2024 WEO[1]	
	2024	2025	2026	2025	2026	2025	2026
World Output	**3.3**	**2.8**	**3.0**	**–0.5**	**–0.3**	**–0.4**	**–0.3**
Advanced Economies	**1.8**	**1.4**	**1.5**	**–0.5**	**–0.3**	**–0.4**	**–0.3**
United States	2.8	1.8	1.7	–0.9	–0.4	–0.4	–0.3
Euro Area	0.9	0.8	1.2	–0.2	–0.2	–0.4	–0.3
Germany	–0.2	0.0	0.9	–0.3	–0.2	–0.8	–0.5
France	1.1	0.6	1.0	–0.2	–0.1	–0.5	–0.3
Italy	0.7	0.4	0.8	–0.3	–0.1	–0.4	0.1
Spain	3.2	2.5	1.8	0.2	0.0	0.4	0.0
Japan	0.1	0.6	0.6	–0.5	–0.2	–0.5	–0.2
United Kingdom	1.1	1.1	1.4	–0.5	–0.1	–0.4	–0.1
Canada	1.5	1.4	1.6	–0.6	–0.4	–1.0	–0.4
Other Advanced Economies[2]	2.2	1.8	2.0	–0.3	–0.3	–0.4	–0.3
Emerging Market and Developing Economies	**4.3**	**3.7**	**3.9**	**–0.5**	**–0.4**	**–0.5**	**–0.3**
Emerging and Developing Asia	5.3	4.5	4.6	–0.6	–0.5	–0.5	–0.3
China	5.0	4.0	4.0	–0.6	–0.5	–0.5	–0.1
India[3]	6.5	6.2	6.3	–0.3	–0.2	–0.3	–0.2
Emerging and Developing Europe	3.4	2.1	2.1	–0.1	–0.3	–0.1	–0.4
Russia	4.1	1.5	0.9	0.1	–0.3	0.2	–0.3
Latin America and the Caribbean	2.4	2.0	2.4	–0.5	–0.3	–0.5	–0.3
Brazil	3.4	2.0	2.0	–0.2	–0.2	–0.2	–0.3
Mexico	1.5	–0.3	1.4	–1.7	–0.6	–1.6	–0.6
Middle East and Central Asia	2.4	3.0	3.5	–0.6	–0.4	–0.9	–0.7
Saudi Arabia	1.3	3.0	3.7	–0.3	–0.4	–1.6	–0.7
Sub-Saharan Africa	4.0	3.8	4.2	–0.4	0.0	–0.4	–0.2
Nigeria	3.4	3.0	2.7	–0.2	–0.3	–0.2	–0.3
South Africa	0.6	1.0	1.3	–0.5	–0.3	–0.5	–0.2
Memorandum							
World Growth Based on Market Exchange Rates	2.8	2.3	2.4	–0.6	–0.4	–0.5	–0.3
European Union	1.1	1.2	1.5	–0.2	–0.2	–0.4	–0.2
ASEAN-5[4]	4.6	4.0	3.9	–0.6	–0.6	–0.5	–0.6
Middle East and North Africa	1.8	2.6	3.4	–0.9	–0.5	–1.4	–0.8
Emerging Market and Middle-Income Economies	4.3	3.7	3.8	–0.5	–0.4	–0.5	–0.3
Low-Income Developing Countries	4.0	4.2	5.2	–0.4	–0.2	–0.5	–0.4
World Trade Volume (goods and services)	**3.8**	**1.7**	**2.5**	**–1.5**	**–0.8**	**–1.7**	**–0.9**
Imports							
Advanced Economies	2.4	1.9	2.0	–0.3	–0.4	–0.5	–0.5
Emerging Market and Developing Economies	5.8	2.0	3.4	–3.0	–1.1	–2.9	–1.2
Exports							
Advanced Economies	2.1	1.2	2.0	–0.9	–0.6	–1.5	–1.0
Emerging Market and Developing Economies	6.7	1.6	3.0	–3.4	–1.7	–3.0	–1.3
Commodity Prices (US dollars)							
Oil[5]	–1.8	–15.5	–6.8	–3.8	–4.2	–5.1	–3.2
Nonfuel (average based on world commodity import weights)	3.7	4.4	0.2	1.9	0.3	4.6	–0.6
World Consumer Prices[6]	**5.7**	**4.3**	**3.6**	**0.1**	**0.1**	**0.0**	**0.0**
Advanced Economies[7]	2.6	2.5	2.2	0.4	0.2	0.5	0.2
Emerging Market and Developing Economies[8]	7.7	5.5	4.6	–0.1	0.1	–0.4	–0.1

Source: IMF staff estimates.

Note: *See Box A2 of the WEO Statistical Appendix for a list of economies whose projections have been revised based on developments in commodity markets*
and international trade as of April 4, 2025. Real effective exchange rates are assumed to remain constant at the levels prevailing during March 6, 2025–April 3,
2025. Economies are listed on the basis of economic size. The aggregated quarterly data are seasonally adjusted.
WEO = World Economic Outlook.
1 Difference based on rounded figures for the current, January 2025 WEO Update, and October 2024 WEO forecasts.
2 Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries.
3 For India, data and forecasts are presented on a fiscal year basis, and GDP from 2011 onward is based on GDP at market prices with fiscal year 2011/12 as a
base year.
4 Indonesia, Malaysia, the Philippines, Singapore, and Thailand.
5 Simple average of prices of UK Brent, Dubai Fateh, and West Texas Intermediate crude oil. The average price of oil in US dollars a barrel was $79.17 in 2024;
the assumed price, based on futures markets, is $66.94 in 2025 and $62.38 in 2026.
6 Excludes Venezuela. See the country-specific note for Venezuela in the "Country Notes" section of the Statistical Appendix.

7 The assumed inflation rates for 2025 and 2026, respectively, are as follows: 2.1 percent and 1.9 percent for the euro area, 2.4 percent and 1.7 percent for Japan, and 3.0 percent and 2.5 percent for the United States.

Table 1.1. Overview of the *World Economic Outlook* Reference Forecast *(continued)*
(Percent change, unless noted otherwise)

	Q4 over Q4[6]						
		Projections		Difference from January 2025 WEO Update[1]		Difference from October 2024 WEO[1]	
	2024	2025	2026	2025	2026	2025	2026
World Output	**3.5**	**2.4**	**3.0**	**-0.8**	**-0.1**	**-0.7**	...
Advanced Economies	**1.9**	**1.2**	**1.5**	**-0.7**	**-0.2**	**-0.5**	...
United States	2.5	1.5	1.7	-0.9	-0.4	-0.4	...
Euro Area	1.2	0.7	1.4	-0.5	0.0	-0.6	...
Germany	-0.2	0.3	1.0	-0.5	0.1	-1.0	...
France	0.6	0.8	1.0	-0.2	-0.2	-0.7	...
Italy	0.6	0.8	0.9	-0.2	0.2	0.2	...
Spain	3.4	2.0	1.7	0.1	-0.3	0.0	...
Japan	1.2	-0.4	1.3	-1.2	0.6	-0.6	...
United Kingdom	1.5	1.7	0.9	-0.1	-0.4	0.6	...
Canada	2.4	0.6	2.2	-1.5	0.3	-1.5	...
Other Advanced Economies[7]	1.9	2.2	1.7	-0.6	0.0	-0.4	...
Emerging Market and Developing Economies	**4.8**	**3.3**	**4.0**	**-0.9**	**-0.2**	**-1.0**	...
Emerging and Developing Asia	5.8	4.0	4.7	-0.9	-0.4	-1.0	...
China	5.4	3.2	4.2	-1.3	-0.3	-1.5	...
India[3]	7.5	6.2	6.3	-0.3	-0.2	-0.3	...
Emerging and Developing Europe	3.0	1.8	2.0	-1.1	0.4	-0.9	...
Russia	3.7	0.4	0.8	-0.8	-0.4	-0.8	...
Latin America and the Caribbean	2.3	1.6	2.8	-1.1	0.4	-1.3	...
Brazil	3.3	2.0	2.2	-0.1	-0.1	-0.2	...
Mexico	0.5	-0.2	2.0	-1.6	-0.1	-1.6	...
Middle East and Central Asia	...	...	...	...	...	...	...
Saudi Arabia	4.5	2.5	3.7	1.3	-0.4	-2.1	...
Sub-Saharan Africa	...	...	...	...	...	...	...
Nigeria	3.5	3.7	2.8	0.0	-1.0	0.0	...
South Africa	0.8	0.8	1.6	0.2	-0.6	-0.2	...
Memorandum							
World Growth Based on Market Exchange Rates	3.0	1.9	2.5	-0.8	-0.1	-0.7	...
European Union	1.5	1.1	1.7	-0.4	0.0	-0.3	...
ASEAN-5[4]	4.7	3.6	4.3	-0.3	-0.7	0.6	...
Middle East and North Africa	...	...	...	...	...	...	...
Emerging Market and Middle-Income Economies	4.8	3.3	4.0	-0.9	-0.2	-1.0	...
Low-Income Developing Countries	...	...	...	...	...	...	...
Commodity Prices (US dollars)							
Oil[5]	-10.1	-14.1	-0.7	-9.1	1.5	-9.2	...
Nonfuel (average based on world commodity import weights)	8.3	1.2	0.4	1.1	-0.1	0.7	...
World Consumer Prices[6]	**4.8**	**3.5**	**3.0**	**0.0**	**0.0**	**0.0**	...
Advanced Economies[7]	2.4	2.4	2.1	0.3	0.1	0.4	...
Emerging Market and Developing Economies[8]	6.7	4.4	3.6	-0.2	-0.2	-0.3	...

[8] For world output, the quarterly estimates and projections account for approximately 90 percent of annual world output at purchasing-power-parity weights. For emerging market and developing economies, the quarterly estimates and projections account for approximately 85 percent of annual emerging market and developing economies' output at purchasing-power-parity weights.

Given uncertainty over where trade policy could settle, the two alternative growth outlooks are as follows:
Under the pre–April 2 forecast, global growth would be 3.2 percent for both 2025 and 2026, lower by 0.1 percentage point in each year compared with the January 2025 WEO Update. This forecast deviates from the global assumptions listed above on trade policy announcements, the level of uncertainty, and commodity prices. It is predicated on higher oil prices and only those trade policies announced between February 1 and March 12, namely, tariffs on Canada and Mexico, the first wave of tariffs on China, associated responses by Canada and China, and sectoral tariffs on steel and aluminum. The downgrades to growth under this outlook are largest for the countries directly involved, but growth in other economies is also lower because of increased uncertainty relative to that in January and tariff-related spillovers.

Table 1.2. Overview of the *World Economic Outlook* Reference Forecast at Market Exchange Rate Weights
(Percent change)

		Projections		Difference from January 2025 WEO Update[1]		Difference from October 2024 WEO[1]	
	2024	2025	2026	2025	2026	2025	2026
World Output	**2.8**	**2.3**	**2.4**	**-0.6**	**-0.4**	**-0.5**	**-0.3**
Advanced Economies	**1.8**	**1.4**	**1.5**	**-0.6**	**-0.3**	**-0.4**	**-0.3**
Emerging Market and Developing Economies	**4.1**	**3.5**	**3.7**	**-0.6**	**-0.4**	**-0.6**	**-0.3**
Emerging and Developing Asia	5.2	4.3	4.4	-0.6	-0.5	-0.5	-0.2
Emerging and Developing Europe	3.3	2.1	2.3	-0.2	-0.2	-0.2	-0.3
Latin America and the Caribbean	2.2	1.9	2.2	-0.6	-0.4	-0.5	-0.4
Middle East and Central Asia	2.0	2.9	3.6	-0.8	-0.4	-1.1	-0.5
Sub-Saharan Africa	3.7	3.7	4.2	-0.4	0.0	-0.4	-0.1
Memorandum							
European Union	1.0	1.0	1.4	-0.3	-0.2	-0.5	-0.3
Middle East and North Africa	1.6	2.7	3.5	-0.9	-0.5	-1.3	-0.7
Emerging Market and Middle-Income Economies	4.2	3.5	3.6	-0.6	-0.5	-0.5	-0.3
Low-Income Developing Countries	3.9	4.2	5.3	-0.5	-0.2	-0.6	-0.4

Source: IMF staff estimates.

Note: The aggregate growth rates are calculated as a weighted average, in which a moving average of nominal GDP in US dollars for the preceding three years is used as the weight. WEO = *World Economic Outlook*.

[1] Difference based on rounded figures for the current, January 2025 WEO Update, and October 2024 WEO forecasts.

The post–April 9 model-based forecast incorporates the tariff announcements made after April 4 and, hence, not included in the reference forecast. ◦ On April 9, the United States announced a 90-day pause on the higher tariff rates imposed on some countries but maintained the 10 percent minimum on all countries while further raising tariffs on Chinese goods as a countermeasure to China's tariff response, which China then countered again. The EU responded with 25 percent tariffs on a range of US imports, which were also paused for 90 days. On April 11, the United States announced that it would exempt smartphones, laptops, and other electronic devices and components from the April 2 tariffs, while China raised tariffs on US goods further, with the higher rate taking effect on April 12. As of April 14— the cutoff date for data and information used in this chapter—the US effective tariff rate on Chinese goods was 115 percent, while that imposed by China on US goods was 146 percent, and the US effective tariff rate on the world stood at about 25 percent, up from under 3 percent in January 2025. ◦ If the measures announced between April 5 and 14 were considered in isolation from the associated market fallout and policy-induced uncertainty and assumed to be permanent, global growth for 2025 would be about 2.8 percent for 2025 and about 2.9 percent for 2026. This is similar to the estimates for global growth in the reference forecast, albeit with a different composition of growth rates across countries. The gains from lower effective tariff rates for those countries that were previously subject to higher tariffs would now be offset by poorer growth outcomes in China and the United States—due to the escalating tariff rates—that would propagate through global supply chains. Further, the losses in China and the United States would become larger in 2026 and beyond, while the gains in other regions would fade, leading to weaker global outcomes than the reference forecast.

Growth Forecast for Advanced Economies

For advanced economies, growth under the reference forecast is projected to drop from an estimated 1.8 percent in 2024 to 1.4 percent in 2025 and 1.5 percent in 2026. Growth for 2025 is now projected to be 0.5 percentage point lower relative to that in January 2025 WEO Update projections. The forecasts for 2025 include significant downward revisions for Canada, Japan, the United Kingdom, and the United States and an upward revision for Spain.

- For the United States, growth is projected to decrease in 2025 to 1.8 percent, 1 percentage point lower than the rate for 2024 as well as 0.9 percentage point lower than the forecast rate in the January 2025 WEO Update. The downward revision is a result of greater policy uncertainty, trade tensions, and a softer demand outlook, given slower-than-anticipated consumption growth. Tariffs are also expected to weigh on growth in 2026, which is projected at 1.7 percent amid moderate private consumption.

- Growth in the euro area is expected to decline slightly to 0.8 percent in 2025, before picking up modestly to 1.2 percent in 2026. Rising uncertainty and tariffs are key drivers of the subdued growth in 2025. Offsetting forces

that support the modest pickup in 2026 include stronger consumption on the back of rising real wages and a projected fiscal easing in Germany following major changes to its fiscal rule (the "debt brake"). Within the region, Spain's momentum contrasts with the sluggish dynamics elsewhere. The growth projection for 2025 for Spain is 2.5 percent, an upward revision of 0.2 percentage point from that in the January 2025 WEO Update. This reflects a large carryover from better-than-expected outturns in 2024 and reconstruction activity following floods.

- Among other advanced economies, several downward revisions stand out. For Canada, growth forecasts are revised downward by 0.6 percentage point for 2025 and by 0.4 percentage point for 2026. This largely reflects the new tariffs on exports to the United States that came into effect in March as well as heightened uncertainty and geopolitical tensions. For Japan, the growth projection for 2025 is 0.6 percent, marking a downgrade of 0.5 percentage point relative to the forecast in January. The effect of tariffs announced on April 2 and associated uncertainty offset the expected strengthening of private consumption, with above-inflation wage growth boosting household disposable income. For the United Kingdom, the growth projection for 2025 is 1.1 percent, lower by 0.5 percentage point compared to the forecast in January. This reflects a smaller carryover from 2024, the impact of recent tariff announcements, an increase in gilt yields, and weaker private consumption amid higher inflation as a result of regulated prices and energy costs.

Growth Forecast for Emerging Market and Developing Economies

For emerging market and developing economies, growth under the reference forecast is projected to drop to 3.7 percent in 2025 and 3.9 percent in 2026, following an estimated 4.3 percent in 2024. This is 0.5 and 0.4 percentage point lower, respectively, compared with the rate projected in the January 2025 WEO Update.

- After a marked slowdown in 2024, growth in emerging and developing Asia is expected to decline further to 4.5 percent in 2025 and 4.6 percent in 2026. Emerging and developing Asia, particularly Association of Southeast Asian Nations (ASEAN) countries, has been among the most affected by the April tariffs. For China, 2025 GDP growth is revised downward to 4.0 percent from 4.6 percent in the January 2025 WEO Update. This reflects the impact of recently implemented tariffs, which offset the stronger carryover from 2024 (as a result of a stronger-than-expected fourth quarter) and fiscal expansion in the budget. Growth in 2026 is also revised downward to 4.0 percent from 4.5 percent in the January 2025 WEO Update on the back of prolonged trade policy uncertainty and the tariffs now in place. For India, the growth outlook is relatively more stable at 6.2 percent in 2025, supported by private consumption, particularly in rural areas, but this rate is 0.3 percentage point lower than that in the January 2025 WEO Update on account of higher levels of trade tensions and global uncertainty.
- For Latin America and the Caribbean, growth is projected to moderate from 2.4 percent in 2024 to 2.0 percent in 2025, before rebounding to 2.4 percent in 2026. The forecasts are revised downward by 0.5 percentage point for 2025 and 0.3 percentage point in 2026 compared with those in the January 2025 WEO Update. The revisions owe largely to a significant downgrade to growth in Mexico, by 1.7 percentage points for 2025 and 0.6 percentage point for 2026, reflecting weaker-than-expected activity in late 2024 and early 2025 as well as the impact of tariffs imposed by the United States, the associated uncertainty and geopolitical tensions, and a tightening of financing conditions.
- Growth in emerging and developing Europe is projected to slow down considerably, from 3.4 percent in 2024 to 2.1 percent in 2025 and 2026. This reflects a sharp drop in growth in Russia from 4.1 percent in 2024 to 1.5 percent in 2025 and to 0.9 percent in 2026 as private consumption and investment decelerate amid reduced tightness in the labor market and slower wage growth. Compared with that projected in the January 2025 WEO Update, growth in Russia has been revised slightly

upward for 2025 thanks to stronger-than-expected outturns in the data for 2024. For Türkiye, growth is projected to bottom out in 2025 at 2.7 percent and accelerate to 3.2 percent in 2026, owing to recent pivots in monetary policy.

- The Middle East and Central Asia is projected to come out of several years of subdued growth, with the rate accelerating from an estimated 2.4 percent in 2024 to 3.0 percent in 2025 and to 3.5 percent in 2026 as the effects of disruptions to oil production and shipping dissipate and the impact of ongoing conflicts lessens. Compared with that in January, the projection is revised downward, reflecting a more gradual resumption of oil production, persistent spillovers from conflicts, and slower- than-expected progress on structural reforms. • For sub-Saharan Africa, growth is expected to decline slightly from 4 percent in 2024 to 3.8 percent in 2025 and recover modestly in 2026, lifting to 4.2 percent. Among the larger economies, the growth forecast in Nigeria is revised downward by 0.2 percentage point for 2025 and 0.3 percentage point for 2026, owing to lower oil prices, and that in South Africa is revised downward by 0.5 percentage point for 2025 and 0.3 percentage point for 2026, reflecting slowing momentum from a weaker-than-expected 2024 outturn, deteriorating sentiment due to heightened uncertainty, the intensification of protectionist policies, and a deeper slowdown in major economies. South Sudan has a downward revision of 31.5 percentage points for 2025 on account of the delay in in the resumption of oil production from a damaged pipeline.

(Source: Full Report from https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025)

India Economy

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 for FY25 is estimated at Rs. 33.10 lakh crore (US$ 3.8 trillion) with growth rate of 9.9%, compared to Rs. 30.12 lakh crore (US$ 3.5 trillion) in FY24. 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 FY25. In FY25, India's exports stood at Rs. 37.31 lakh crore (US$ 433.56 billion), with Engineering Goods (26.88%), Petroleum Products (13.86%) and electronic goods (8.89%) 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.

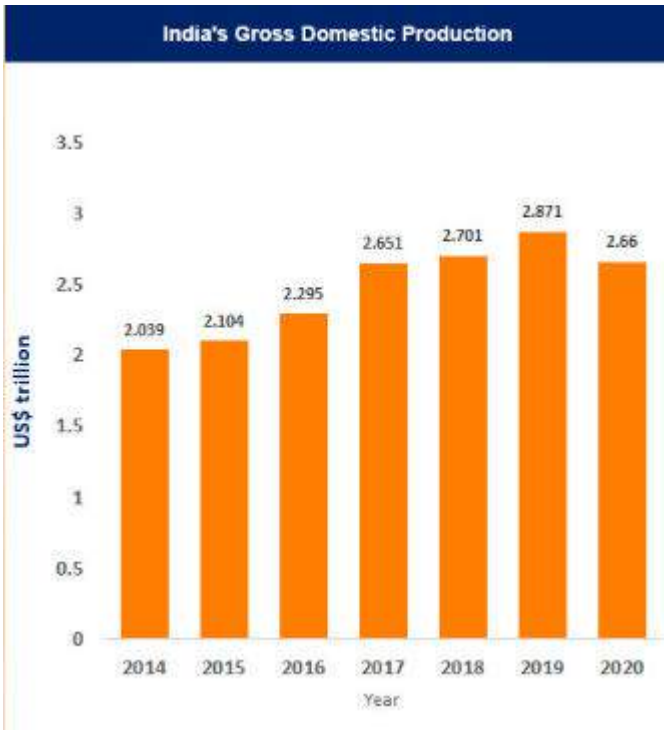
Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalization of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has 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 because 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 for FY25 is estimated at Rs. 187.95 lakh crores (US$ 2.2 trillion) with growth rate of 6.5%, compared to Rs. 176.51 lakh crore (US$ 2.06 trillion) for FY24. As on Jan 2025, there are 118 unicorn startups in India, with a combined valuation of over Rs. 3.0 lakh crore (US$ 354 billion). 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. The Current Account Deficit (CAD) stood at Rs. 98,095 crore (US$ 11.5 billion) for Q3 of FY25 as compared to Rs. 88,712 crore (US$ 10.4 billion) in Q3 of FY24. This was largely due to increase 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.

1. The HSBC India Manufacturing PMI increased to 58.4 in April 2025, up from 58.1 in March 2025, based on preliminary estimates. This rise signifies improved operating conditions and represents the most rapid growth pace observed in the past year. Contributing factors include a notable surge in new export orders, which experienced their most significant increase in over fifteen years, alongside a faster expansion in overall new business activity.

2. In Q1 CY25, private equity (PE) and venture capital (VC) investments stood at Rs. 1,16,861 crore (US$ 13.7 billion) across 284 deals.

3. India saw a robust 10.35% growth in passengers carried by domestic airlines at 431.98 lakh in FY25, from 391.46 lakh in FY24, according to the Directorate General of Civil Aviation (DGCA).

4. As of April 18, 2025, India’s foreign exchange reserves stood at Rs. 58,57,537 crore (US$ 686.70 billion).

5. 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.

6. The gross GST (Goods and Services Tax) revenue collection stood at Rs. 1.84 lakh crore (US$ 21.57 billion) in February 2025.

7. Between April 2000–December 2024, cumulative FDI equity inflows to India stood at Rs. 89.88 lakh crore (US$ 1.05 trillion).

8. In February 2025, the overall IIP (Index of Industrial Production) stood at 151.3. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 141.9, 148.6 and 194.0, respectively.

9. According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India’s Consumer Price Index (CPI) – Combined inflation was 3.34% in March 2025 against 4.85% in March 2024.

10. Foreign Institutional Investors (FII) inflows in FY25 were close to Rs. 1.27 lakh crore (US$ 14.89 billion), while Domestic Institutional Investors (DII) bought Rs. 6.00 lakh crore (US$ 70.34 billion) in the same period.

11. India's wheat procurement rose 34% YoY, reaching 22.36 MT as of April 28, 2025, with target of 31 MT in sight. Strong MSP, bonuses, and robust crop output boost sales to government agencies, ensuring food security and potential for open market intervention.

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:

1. According to a report by Wood Mackenzie in January 2025, India, the United States, and West Asia are expected to collectively add 100 Gigawatts (GW) of solar capacity by 2025, while China is anticipated to continue its leadership in the solar industry.
2. 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.
3. 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).
4. 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.
5. On September 17, 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.

6. On August 6, 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.
7. On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
8. From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Aatmanirbhar Bharat' and 'Local goes Global'.
9. 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).
10. Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antyodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.

Road Ahead

India's economy grew by 6.2% in Q3 FY25. Signs of recovery are now visible, with growth expected to rise to 7.6% in Q4 FY25—indicating a possible turnaround in the coming months. India's comparatively strong position in the external sector reflects the country's 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 FY24 highlighted the unwavering support the government gave to its capital expenditure, which, in FY24, stood 37.4% higher than the same period last year. In the Union Budget of FY26, capital expenditure took lead by steeply increasing the capital expenditure outlay by 10.0 % to Rs. 11.21 lakh crore (US$ 131.42 billion) over Rs. 10.18 lakh crore (US$ 119.34 billion) in FY25. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. India's total exports of goods and services rose by 5.5% to a record Rs. 69.8 lakh crore (US$ 820.9 billion) in FY25, compared to Rs. 65.8 lakh crore (US$ 773.0 billion) in FY24. With a reduction in port congestion, supply networks are being restored. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

(source- https://www.ibef.org/economy/indian-economy-overview)

TEXTILE MARKET

India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. The industry is extremely varied, with hand-spun an d hand-woven textiles sectors at one end of the spectrum, with the capital-intensive sophisticated mills sector at the other end. The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk, and wool, to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.

The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of textiles

industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles makes it unique in comparison to other industries in the country. India's textiles industry has a capacity to produce a wide variety of products suitable for different market segments, both within India and across the world.

According to Crisil Ratings, the organised retail apparel sector is projected to achieve revenue growth of 8-10% in FY25, driven by rising demand from a normal monsoon, easing inflation, and the festive and wedding seasons.

The increasing preference for affordable, trendy fashion clothing that mimics high-fashion designs is expected to be the primary revenue driver. In order to attract private equity and employee more people, the government introduced various schemes such as the Scheme for Integrated Textile Parks (SITP), Technology Upgradation Fund Scheme (TUFS) and Mega Integrated Textile Region and Apparel (MITRA) Park scheme.

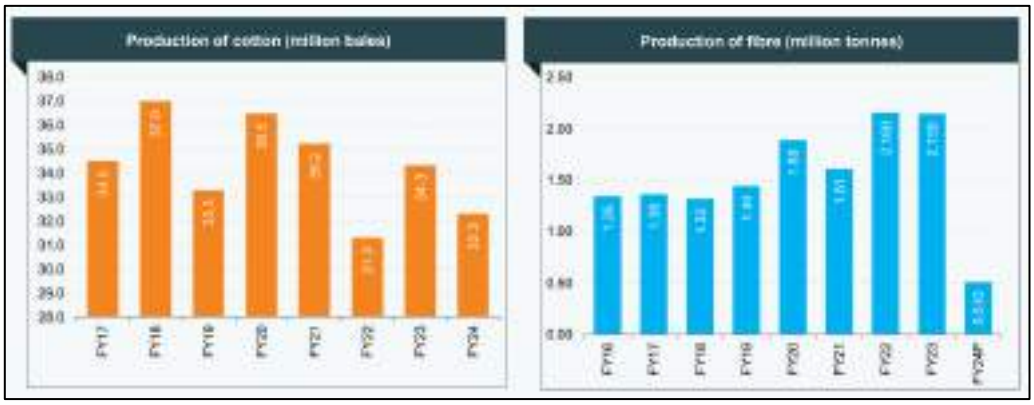
(*Source*: *https://www.ibef.org/industry/textiles*)

Market Size

Raw cotton and man-made fiber production increasing

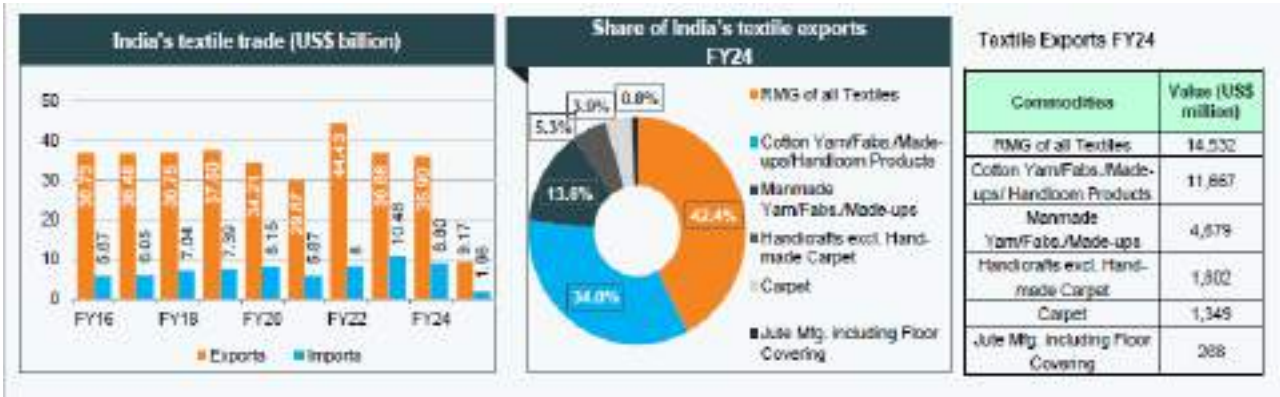
1. India is the world's largest producer of cotton. Agriculture ministry projected cotton output for 2023-24 at 32.3 million bales..
2. Natural fibres are regarded as the backbone of the Indian textile industry, which is expected to grow from US$138 billion to US$195 billion by 2025.
3. The cotton production in 2023-24 is estimated to be 316.57 lakh bales (LB) with 75.76 LB in Maharashtra, 19.29 LB in Karnataka and 15.64 LB in Madhya Pradesh.
4. According to the Cotton Association of India (CAI), the total availability of cotton for the 2023-24 season is estimated at 34.6 million bales, against a domestic demand of 31.1 million bales, which includes 28 million bales for mills, 1.5 million for small-scale industries, and 1.6 million bales for non-mills.
5. Cotton and fibres are the two major segments in this category. Production of man-made fibre has also been on an upward trend.

6. In 2022-23, fibre production in India was recorded at 2.15 million tonnes.



Export have posted strong growth over the years

1. In FY25 (April-June), total textile exports were valued at US$ 9.17 billion.
2. Exports of textiles (RMG of all textiles, cotton yarns/fabs. /Made-ups/handloom products, man-made yarns/fabs. /Made-ups, handicrafts excl. handmade carpets, carpets and jute mfg. including floor coverings) stood at US$ 9.17 billion in FY25 (April-June)
3. India's ready-made garment (RMG) exports are likely to surpass US$ 30 billion by 2027, growing at a CAGR of 12-13%
4. In July 2021, the government extended the Rebate of State and Central Taxes and Levies (RoSCTL) scheme for exports of apparel/garments and made-ups until March 2021. This helped boost exports and enhance competitiveness in the labour-intensive textiles sector
5. In August 2021, Minister of Textiles, Commerce and Industry, Consumer Affairs, Food and Public Distribution, Mr. Piyush Goyal, said that steps need to be taken to boost production capacities of the handloom sector from existing Rs. 60,000 crore (US$ 8.06 billion) to 125,000 crore (US$ 16.80 billion) in three years. He added that target must be set to increase exports of handloom items from existing Rs. 2,500 crore (US$ 335.92 million) to Rs. 10,000 crore (US$ 1.34 billion). He also announced that a committee would be constituted consisting of all weavers, trainer equipment makers, marketing experts and other stakeholders to recommend ways and means to achieve these objectives and enhance overall progress of the handloom sector



Textile Exports FY24

Commodities	Value (US$ million)
RMG of all Textiles	14,532
Cotton Yarn/Fabs./Made-ups/ Handloom Products	11,667
Manmade Yarn/Fabs./Made-ups	4,679
Handicrafts excl. Handmade Carpet	1,802
Carpet	1,349
Jute Mfg. including Floor Covering	388

Technical textile industry - a new arena of growth

1. Technical textiles have been grouped into 12 categories: Agrotech, Meditech, Mobiltech, Packtech, Sportech, Buildtech, Clothtech, Hometech, Protech, Geotech, Oekotech and Indutech.
2. Ministry of Textiles, has sanctioned 19 research projects totaling approximately Rs. 21 crore (US$ 2.52 million) across various domains of Technical Textiles under the National Technical Textiles Mission.
3. Technical textile industries' major service offerings include thermal protection and blood-absorbing materials, seatbelts and adhesive tapes. Healthcare and infrastructure sectors are two major drivers of the technical textile industry.
4. The Government has assigned 207 Harmonized System Nomenclature (HSN) to promote India's technical textile industry. As of November 2021, 377 technical textile products were developed according to the Bureau of Indian Standards (BIS).
5. Under National Technical Textile Mission (NTTM), 74 research proposals valuing US$ 28.27 million (Rs. 232 crore) have been approved in the category of speciality fibre and technical textile. 31 new HSN codes have been developed in this space.
6. In 2022-23, the Sardar Vallabhbhai Patel International School of Textiles and Management (SVPISTM) is planning to offer B.Sc. And MBA courses in technical textiles
7. The Indian government has notified a uniform GST rate of 12% on manmade fabrics (MMF), MMF yarns, MMF fabrics and apparel, which came into effect on January 1, 2022.
8. The Indian Technical Textile market has a huge potential of a 10% growth rate, increased penetration level of 9-10% and the 5 th largest technical textiles market in the world.
9. India's sportech industry is estimated around US$ 1.17 million in 2022-23
10. The Government of India has earmarked a corpus of Rs. 1,000 crore (US$ 127.72 million) dedicated to research and development of the technical textiles sector.
11. Government introduced six additional courses for technical textiles in its skill development programme called Samarth
12. Exports for 247 technical textile items stood at Rs. 5,946 crore (US$ 715.48 million) between April-June (2023-24).

RECENT TRENDS AND PROSPECTS IN THE WORLD COTTON MARKET AND POLICY DEVELOPMENTS

- **Crop insurance subsidies**

For most cotton farmers, crop insurance (which continues under the 2018 farm bill) is the most important component of the 'safety net' programmes provided by the United States Government, and about 90 percent of the cotton area in the United States of America is enrolled in a crop insurance policy. Crop insurance is intended

to protect farmers against the adverse impacts of poor weather, diseases, pests or other menaces, but coverage does not extend to loss due to negligence. The Government pays 80 percent of the insurance premiums and also covers all administrative costs. During 2016/17 and 2017/18, crop insurance subsidies were estimated by ICAC to be about US 5 cents/lb of total US production each season. Since provisions for crop insurance remained unchanged in the 2018 farm bill, it is likely that crop insurance subsidies will continue at roughly the same level in the next years

- **Minimum prices provided by a marketing loan**

All cotton farmers in the United States of America are eligible to harvest their cotton and store the bales in warehouses. The Government then extends loans to farmers equal to the weight of the cotton stored in the warehouse multiplied by the loan rate, plus or minus quality premiums and discounts. During the past decade, the national average loan rate was US 52 cents/lb every year except for 2017, when the loan rate fell to US 49.5 cents/lb. The loan rate returned to US 52 cents/lb during 2018, and the rate for 2019 is again US 52 cents/lb, the maximum rate foreseen in the farm bill. If market prices are below the loan rate, farmers can keep the rate and forfeit the cotton to the Government, which then auctions the bales used as collateral. However, if market prices are above the loan rate, farmers have nine months in which to repay the loan − including interest and storage charges − recover control of their cotton and market it through normal commercial channels. The existence of a loan rate encourages increased cotton production, since farmers have the certainty that even during an economic collapse, they can still 'sell' their cotton to the United States Government. The loan is therefore an effective floor for prices received by farmers for the base quality of cotton at average location

- **Subsidies to textile mills**

The Economic Adjustment Assistance Programme provides a subsidy of US 3 cents/lb to textile mills in the United States of America for each pound of upland cotton consumed. The annual cost to the government is around USD 40 million.

- **Direct payments to producers**

Since 2016/17, the Chinese Government has made a significant shift in its cotton policy towards the provision of direct payments, differentiating among regions. Payments to producers in Xinjiang Uygur Autonomous Region are calculated based on the difference between market prices and a target price. The target price beginning in 2016/17 and continuing through 2018/19 was CNY 18 600 per tonne of lint, or about USD 1.30/lb.5 The lint equivalent of the market price for seed cotton delivered to procurement centres in Xinjiang Uygur Autonomous Region was about USD 1.10/lb in both 2016/17 and 2017/18, and it remained at that level during 2018/19. Thus, direct payments to farmers in Xinjiang Uygur Autonomous Region have been equal to approximately US 20 cents/lb of lint. In the eastern provinces cotton receives less support, as land in these regions is considered to have a higher valued use in the production of food. A fixed payment rate of CNY 2 000/tonne of lint was established in 2016/17, and is still in place. As such, the payment rate equals approximately US 13 cents/lb. The Government also encourages the use of certified planting seed by subsidizing the cost of high-quality seeds paid by farmers. Around the world cotton farmers tend to use seed from each harvest to plant the next crop, a practice that reduces plant vigour and varietal purity and spreads disease. To prevent this type of problem, a number of governments subsidize the use of certified seed each season.

- **State Reserve**

In 2010/11, mill use in China declined significantly due to a scarcity of cotton available in the world market. World cotton production fell from nearly 27 million tonnes prior to the global crisis in 2008 and 2009 to just 22 million tonnes in the year following the crisis. This led to a spike in prices (the Cotlook A Index jumped from a long-term average of US 73 cents/lb to a season average of USD 1.64 /lb in 2010/11), which limited the quantities that Chinese spinners could acquire from the global market. A policy response by China was to augment the state reserve that had existed but was scarcely used. Stocks in China rose from 2 million tonnes at the end of 2010/11 to 14 million tonnes in the space of four seasons (Figure 51). As a result, at the end of

2014/15 three-fifths of world cotton stocks were held by China's state reserve. The objective of the state reserve was both to stabilize domestic prices and ensure that the domestic textile industry would never to curtail activities due to supply constraints. The system used by the state reserve was that the Government of China allowed the sale of cotton in auctions during times of shortage, and to rebuild stocks during times of abundance, thereby stabilizing domestic prices.

(Source-https://openknowledge.fao.org/server/api/core/bitstreams/c3e60e94-076d-4898-839ceaa552b972f6/content

AN OVERVIEW OF RAW MATERIAL IN INDIAN MARKET

1. **COTTON**

a. Cotton remains a leading cash crop globally, making up ~23% of global fibre production. In India, it constitutes around 60% of the raw material used in textiles, with annual consumption near 323 lakh bales (170 kg each). In the 2024/25 marketing year, India planted cotton over 11.4 million hectares (294 lakh 170-kg bales), with yields averaging 436–443 kg/ha. apps.fas.usda.gov+1paradigmfutures.net+1

b. Cotton, often called "White-Gold," is vital for India's economy, generating significant foreign exchange through exports of raw cotton, yarns, fabrics, garments, and home-textiles.

c. This crop supports livelihoods for around 6 million farmers and 40–50 million workers across associated sectors. The Government of India maintains MSP (Minimum Support Prices) for medium- and long-staple cotton, with the CCI (Cotton Corporation of India Ltd.) responsible for procurement when market prices fall below MSP.

d. CCI MSP Interventions (Recent Years):

2019–20: Procured 124.6 lakh bales worth ₹33,500 crore — serving 25 lakh farmers.

2020–21: Procured 99.33 lakh bales worth ₹28,800 crore — benefiting 20.5 lakh farmers.

2021–22 & 2022–23: No procurement; market prices were above MSP.

2023–24: CCI procured 32.84 lakh bales worth ₹11,712 crore — assisting 7.25 lakh farmers.

2024–25: CCI stepped in once more—100 lakh bales procured, costing around ₹37,450 crore, supporting approximately 21 lakh farmers. apps.fas.usda.gov

e. Trade & Trade Balance:

Domestic mill consumption is projected at 25.7 million 480-lb bales (~31.4 million 170-kg bales) for 2025/26, reflecting stable textile demand.

Imports are expected at 2.5 million 480-lb bales (~3.2 million 170-kg bales), easing slightly from the previous year. apps.fas.usda.gov+1paradigmfutures.net+1

Exports forecast for 2025/26 stand at 1.5 million 480-lb bales (~1.9 million 170-kg bales), a modest rise supported by carryover stock and favorable global prices. apps.fas.usda.gov+1paradigmfutures.net+1

2. WOOL

For the holistic growth of the Wool Sector, Ministry of Textiles, had approved rationalization and continuance of 'Integrated Wool Development Programme', (IWDP) which has been approved by Standing Finance Committee (SFC) in its meeting held on 15-06-2021 under Central Sector Scheme. The objectives of the IWDP scheme to position India as a competitive and as a quality manufacturer/ supplier of woollen product through technological interventions and optimizing the different segments of wool sector through :- (i) Harmonizing wool supply chain and to enhance backward and forward linkages by increasing raw wool procurement capacity of State Govt., (ii) Create facilities for linking wool industry with wool producers, (iii) Provide marketing platform to small woollen product manufacturing through Expos, (iv) Coverage of more sheep through machine shearing to improve wool quality, (v) Improvement in finished woollen products quality through establishing modern wool processing machines, (vi) Increase wool testing, bale forming facilities and providing tools for manufacturing woolen products, (vii) Utilization of coarse wool, and use of wool in technical textiles through Research & Development, (viii) Skill development and capacity building for manufacturing handmade traditional design quality woollen products, (ix) Branding of Pashmina and carpet grade wool and (x) Develop pashmina wool sector in Himalayan region.

3. JUTE

As of **31 March 2024**, India had a total of **111 composite jute mills**, with **82** in West Bengal, **14** in Andhra Pradesh, **3** in Uttar Pradesh, **4** in Bihar, **3** in Odisha, **2** in Assam, **2** in Chhattisgarh, and **1** in Tripura jutecomm.gov.in+14ministryoftextiles.gov.in+14data.gov.in+14. Of the 111 mills, **6** are owned by the Government of India, **1** each by the Governments of Tripura and Odisha, **1** cooperative mill in Assam, and the remaining **102** are under private ownership . The jute sector continues to be a key employer, providing direct jobs to around **400,000** workers and supporting the livelihoods of approximately **4 million** farm families, along with many others engaged in jute trade and allied services.

To support jute growers, the Government of India maintains procurement operations via the **Jute Corporation of India (JCI)** at MSP. Under the **Jute Packaging Material (Compulsory Use in Packing Commodities) Act, 1987**, the government purchases roughly **₹12,000 crore** worth of jute sacking annually for foodgrain packaging—providing critical support both to farmers and mill workers. Since 1 November 2016, the **JUTE-SMART** e-platform has streamlined these procurements; by 31 March 2024, indents for approximately **22.532 million bales** worth **₹67,800 crore** had been placed via the platform .

The **JUTE-ICARE** programme—implemented by the National Jute Board since 2015—continues targeting yield and quality improvements. Latest data shows coverage of around **125,000 hectares**, registration of **300,000 farmers**, and activity across **141 jute-growing blocks**, with provisioning of **certified seeds**, **seed drills**, **weeders**, and microbial retting agents like **CRIJAF-SONA** and **NINFET-SATHI** pib.gov.in+3jute.com+3jute.com+3. JUTE-ICARE promotes scientific agronomy—line sowing, mechanised weeding, microbe-enhanced retting—which studies indicate can boost yield by 5-15%, improve fibre grade by one level, reduce cultivation costs by ₹8,000–10,000/ha, and increase farmer income by around ₹7,000/ha jutecorp.in.

The **National Jute Board (NJB)**, established under the National Jute Board Act 2008, is the nodal agency for implementing promotional schemes in the sector ministryoftextiles.gov.in. This includes modernisation incentives (up to 30% machinery cost subsidy), crop diversification support, market linkage improvement, technical training, and revival/expansion of jute cultivation area. Despite these efforts, PRS reports that only 50% of target land and 45% of target farmers have been covered under ICARE between 2021–22 and 2023–24, with similar shortfalls in setting up training centres (41 vs. target of ~150) and PLI beneficiary engagement (19% achieved) pib.gov.in+2prsindia.org+2jute.com+2.

In summary, while the eastern region—and West Bengal in particular—remains the hub of India's jute industry, recent government data highlights continued progress in capacity, technological adoption, and farmer outreach through schemes like MSP procurement, smart e-platforms, JUTE-ICARE, and modernisation incentives, even as further expansion and deeper penetration remain key priorities.

4) Natural Fibres

Natural fibers used in technical textile industry are cotton, jute, silk, and coir. Cotton is the most important natural fiber being used in India. India is the largest producer of cotton in the world accounting for about 22% of the world cotton production. Gujarat, Andhra Pradesh and Maharashtra are the leading producers of Cotton.

5) Man-Made Fibres

India is second largest producers of man-made fibers globally. The key man-made fibers/filaments used as raw material in technical textile industry are Viscose, Polyester, Nylon, Acrylic/Mod-acrylic, and Polypropylene. Key Polymers used as raw materials are HDPE (High Density Polyethylene), LDPE (Low Density Polyethylene), LLDPE (Linear Low-Density Polyethylene), and PVC (Polyvinyl Chloride). A major chunk of man-made fibers and filament production is clustered in Gujarat.

Usage of man-made fibers/filaments and polymers in technical textile

Fibers/filaments and polymers	**Key segments**
Viscose	Clothtech, Hometech, Mobiltech
Polyester	Buildtech, Geotech, Clothtech, Packtech, Meditech, Agrotech, Sportech, Hometech, Indutech
Nylon	Buildtech, Clothtech, Packtech, Mobiltech, Meditech, Agrotech, Sportech, Indutech
Acrylic/Mod-acrylic	Buildtech, Protech, Meditech, Hometech
Polypropylene	Buildtech, Geotech, Clothtech, Packtech, Mobiltech, Meditech, Agrotech, Sportech, Hometech, Indutech
HDPE	Buildtech, Oekotech, Packtech, Sportech, Indutech
Low density polythelene (LDPE) / Linear low density polythelene LLDPE	Packtech, Agrotech, Sportech,

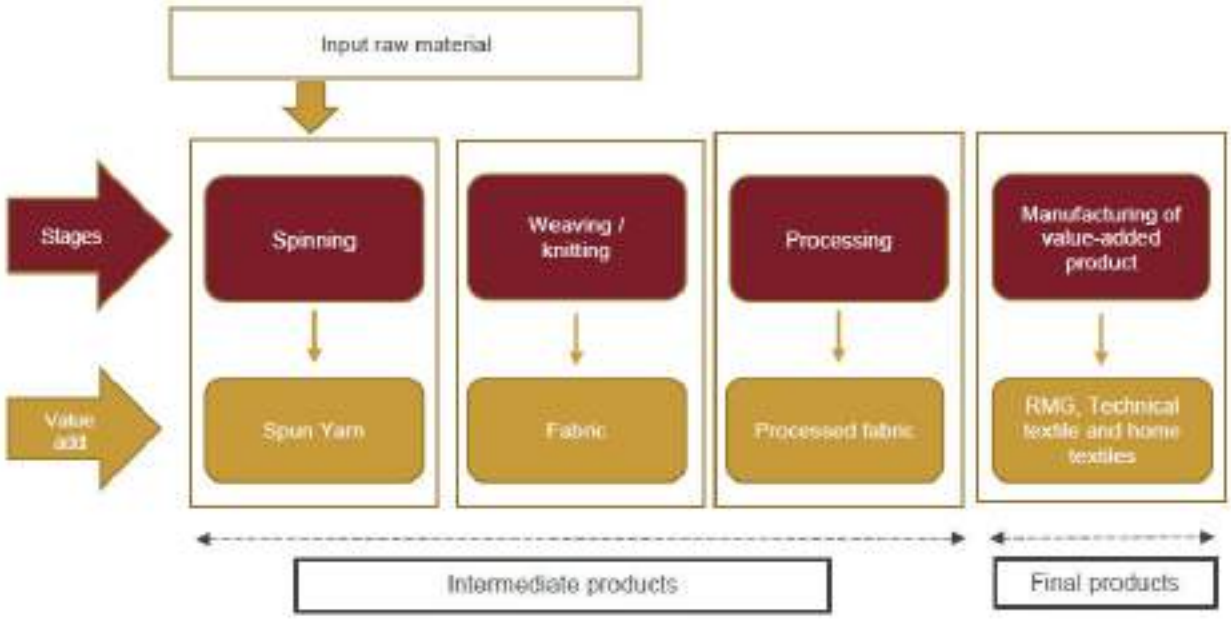
Source: CRISIL MI&A

6) Viscose

Viscose is an important raw material for Clothtech. Viscose also finds application in manufacturing of wipes (Hometech) because of high absorbent properties. A special variety of viscose i.e. Viscose High

Tenacity Filament yarn called tyre yarn finds application in Mobiltech. Polyester is the one of the most widely used synthetic fiber, both, in textile and in technical textiles. Some of the unique features of polyester, making it more desirable in the technical textile industry, are shrinkage resistance, wrinkle resistance, mildew and abrasion resistance, etc. Polyester is used as a raw material either in form of Polyester Staple fiber (PSF) or Polyester Filament yarn (PFY).

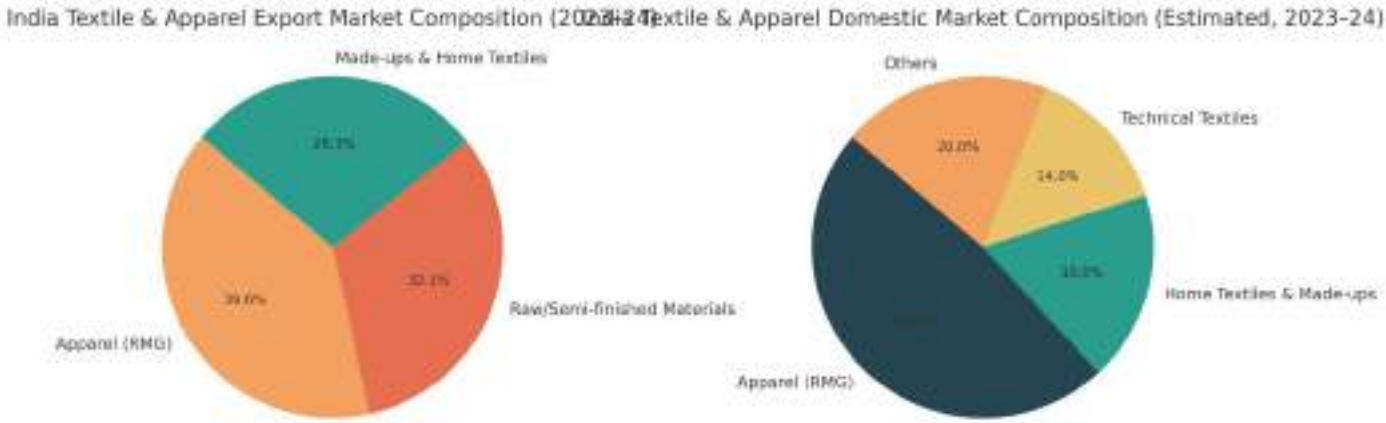
India has a strong textile value chain



Note: In the below sections CRISIL MI&A has analysed the textile end use industry which encompasses readymade garments (RMG), technical textiles and home-made textiles. It has also analysed spinning industry for MMF yarn and cotton yarn, also assessed the cotton fabric industry

Source: CRISIL MI&A

Segment break-up of Indian textile and apparel industry (FY23)



Domestic values mentioned above do not include imports

** Fabric considered above with RMG only includes unstitched fabric that is sold to end consumer. Others include raw cotton, any other textile yarn, fabrics, wastes etc.*

Source: CRISIL MI&A

India holds a competitive advantage in the textile industry

Overview of polyester yarn industry in India

Economic revival in major exporting regions coupled with rise in consumption to lead long-term growth for PSF

From fiscal 2019 to 2023, India's **Polyester Staple Fiber (PSF)** production rose from approximately **1.3 million tonnes** to **around 1.4 million tonnes**, largely due to increased domestic polyester yarn demand. However, in fiscal 2023, total PSF production declined by **3.1%** compared to 2022, driven by a sharp **40.7% drop in exports**, even as domestic demand (excluding imports) grew **10.5% year-on-year**, reflecting strong internal consumption textileexchange.org+8chemicals.gov.in+8apps.fas.usda.gov+8techsciresearch.com+1fibre2fashion.com+1. The export slump is attributed to global demand weakening, especially from China, and international trade disruptions.

Moving into fiscal 2024, domestic demand is forecast to increase by **9.2%** thanks to a low base, while exports are expected to contract further amid weak demand from key markets such as the EU and US . Thus, over the 2019–2024 period, India's PSF production is expected to record a **CAGR of ~2.4%**, primarily propelled by robust domestic demand.

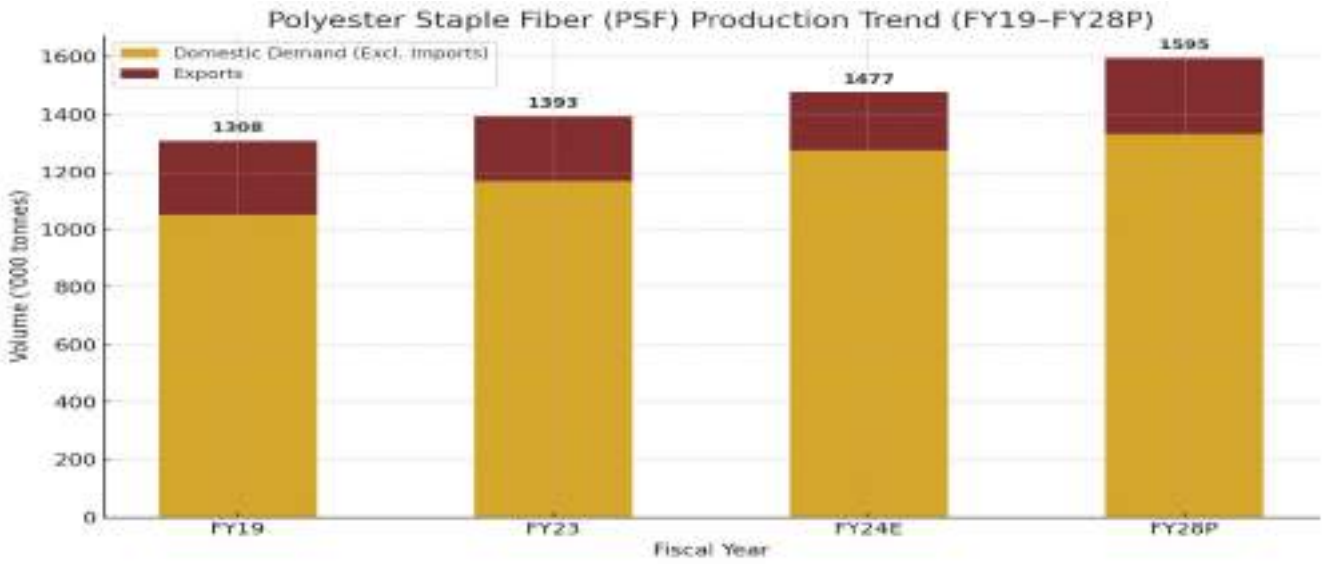
Looking ahead to 2024–2028, as global economies stabilize and consumption in blended and non-cotton textiles grows, PSF production is expected to maintain a steady expansion at a **CAGR of 1.5–2.5%** . Additionally, global PSF supply expanded from **63 million tonnes to 71 million tonnes** in 2023 (57% share of global fiber output), signaling capacity build-up and potentially more competitive dynamics fibre2fashion.com+7textileexchange.org+7techsciresearch.com+7.

In summary:

- **FY19–23:** Growth from ~1.3 mt to ~1.4 mt; FY23 dip due to exports falling sharply.
- **FY24 forecast:** Domestic demand up ~9%; exports expected to continue declining.
- **2019–24 CAGR ≈2.4%**, driven by internal demand.

- **2024–28 outlook:** Steady production growth at ~1.5–2.5% CAGR amid economic recovery and textile diversification.

Long-term demand outlook (production) – volume terms



The total values above the bar graph indicate overall domestic production
55012000, 55032000 and 55062000 HS codes have been considered
E: Estimated, P: Projected
Source: CRISIL MI&A

➢ **Growth drivers of Indian polyester yarn industry**

Affordability compared to cotton yarn

Polyester yarn offers a cost-effective alternative to cotton, driving its adoption across various segments of the textile industry. Further, inherent properties of polyester, such as resistance to wrinkles, shrinkage, and fading, further enhance its appeal as a practical and economical option for both mass-market and premium textile products in turn aids the industry growth.

Rise in demand from end-use industries

The increasing demand for polyester yarn is driven by its versatile applications across a wide range of end-use industries. Polyester yarn's attributes such as strength, durability, and resistance, make it well-suited for technical applications such as geotextiles, automotive textiles, medical textiles, and protective clothing. In addition to this, polyester yarn usage in performance wear segments such as athleisure and sportswear is also supporting the growth.

Emergence of sustainable fashion as a trend

Sustainable fashion is emerging as one of key trends in textile and apparel industry, with consumers prioritising environmentally friendly clothing. This shift in consumer behavior will drive the growth of the polyester yarn industry in India. With the aid of technology, the production of polyester yarns can be made from recycled PET bottles. Additionally, polyester yarn can be blended with natural fibers like cotton or

produced using sustainable manufacturing practices to reduce its environmental impact. This shift towards sustainability not only protects the environment but also presents a significant growth opportunity for the industry. As sustainable fashion gains momentum, driven by consumer demand, polyester yarn industry in India is poised to grow.

- **Key entry barriers in Indian polyester yarn industry**

Economies of Scale: Established players in the polyester yarn industry often enjoy economies of scale due to their large production capacities which allows them to produce yarn at lower average costs compared to new entrants.

Backward integration: Backward integration in India's polyester yarn industry, where key players produce raw materials like PTA and MEG, acts as a formidable entry barrier. Established firms benefit from economies of scale, control over supply chains, and lower production costs. The capital-intensive nature of setting up PTA and MEG facilities further deters new entrants.

Long lead time for vendor approval: India is one of the leading exporters of polyester yarn globally. Exporting to international brands necessitates a lengthy vendor lead time for approval, hindering entry for new players in India's polyester yarn manufacturing. New entrants may face challenges in meeting quality requirements set by global brands. Hence, companies with proven track record and large economies of scale hold an advantage over new entrants.

Access to Capital: Polyester manufacturing is capital intensive in nature. Adequate capital is necessary for setting up manufacturing facilities, purchasing equipment, hiring skilled labor, and covering operational expenses

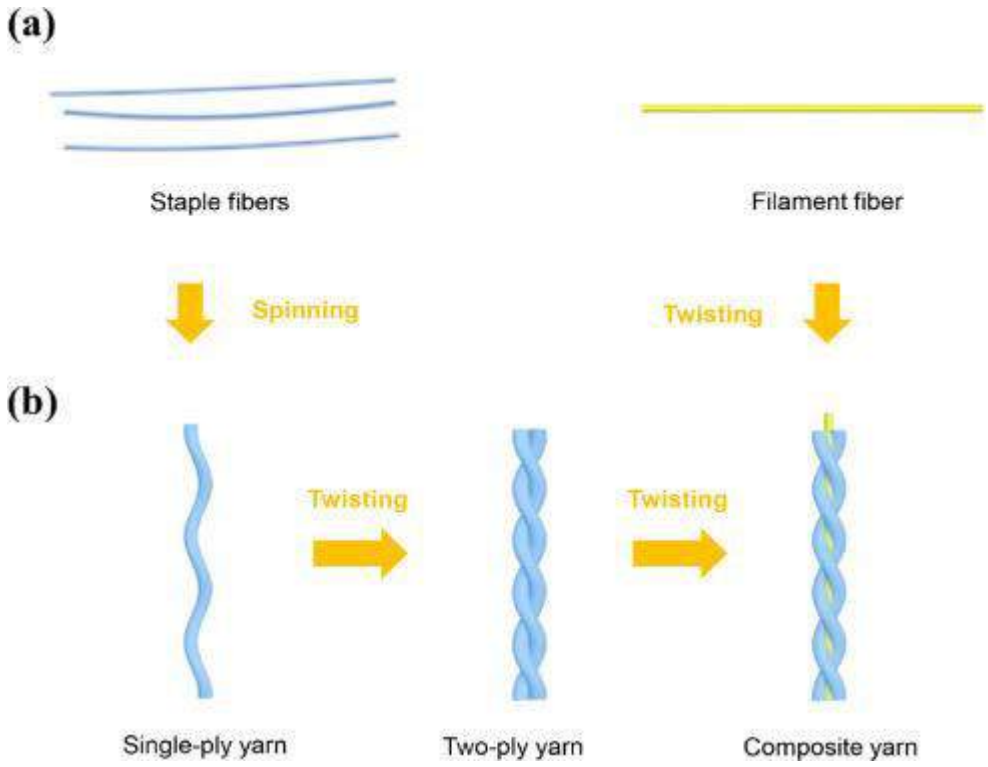
COMPANY'S PRODUCT OVERVIEW

- **FABRIC**

  Fabrics are defined as the clothing material, which is made by weaving or knitting threads and is obtained from the yarn. They are made from tiny thread-like fibres. These fibres are twisted to make a yarn. The characteristics of a fabric depend upon the type of fibre used and the treatment applied to them. Cotton voile, rayon, linen, satin, and denim are different types of fabrics.

- **YARN**

  The yarn is a raw material produced from the fibres, which is used for making fabrics or textiles and later used to make different clothes out of these fabrics. from a group of filament or staple fibres twisted together. Spinning is the crucial and significant stage of processing textile products. In the method of spinning the extracted fibres are made into yarn and are used in the production of textiles. The thread is a type of yarn intended for sewing, knitting, weaving, embroidery, etc. Before spinning cotton yarn, the obtained plant fibre has to go through several procedures to remove impurities such as blending, opening, cleaning, and drawing to obtain a final yarn of desired thickness. Yarns are composed of the interlocked fibers, such as the staple and filament fibers. By performing different textile technologies, yarns serve to produce knitwear, embroidery, woven and nonwoven fabrics, etc. Generally, yarns are usually made into spun yarns, filament yarns, and their composite before using. According to the twisting degrees, yarns are also divided into single-ply yarn and multi-ply yarn.



- **GARMENTS**

A garment is a piece of cloth made of textile material(s) and it is stitched by means of a sewing machine. 'Garment' is the most common term used to name our clothes. The clothing item we wear to cover our body is known as a garment. Other terms used interchangeably for 'garment' are apparel, attire, dress, uniform, and clothes. Clothing items like t-shirts, shirts, pants, jackets, boxer pants, and ladies' blouses are garments. Garments can be classified in many ways, including by fabric type (woven, knit, or non-woven), intended body position (top or bottom), season, purpose, manufacturing method, material source, gender/age, style, and length.

GOVERNMENT REGULATIONS REGARDING TEXTILE INDUSTRY AND ITS IMPACT ON TEXTILE INDUSTRY

❖ PM -MEGA INTEGRATED TEXTILES AND APPAREL PARK

The Government of India is setting up 7 PM-MITRA Parks at Greenfield/Brownfield sites in partnership with willing State Governments. The scheme aims to create modern, integrated, large-scale, world-class industrial infrastructure including plug-and-play facilities, with a budgetary outlay of ₹4,445 crore for the period 2021-22 to 2027-28. The parks are being developed in Tamil Nadu, Telangana, Gujarat, Karnataka, Madhya Pradesh, Uttar Pradesh, and Maharashtra. The scheme focuses on developing end-to-end textile value chains—spinning, weaving, processing, garmenting, and textile machinery—in one location. These parks are being set up at sites with inherent strengths for textile growth and connectivity. The implementation follows a Public-Private Partnership model with financial support from the Centre through Development Capital Support and Competitive Incentive Support, ensuring timely execution.

❖ PRODUCTION- LINKED INCENTIVE SCHEME

The Government of India has approved the **PLI Scheme for Textiles** with an outlay of **₹10,683 crore** for a **five-year period**, aimed at boosting production of **MMF apparel, MMF fabrics, and technical textile products** to enhance the sector's scale and competitiveness. The scheme is structured in two parts: **Part-1** mandates a minimum investment of **₹300 crore** by a company with a minimum turnover of **₹600 crore**; **Part-2** requires a minimum investment of **₹100 crore** and a turnover of **₹200 crore** matexil.org+15pib.gov.in+15m.economictimes.com+15. FY 2022–23 and FY 2023–24 served as gestation years under the scheme pib.gov.in.

So far, **64 applicants** have been selected—comprising **14 under Part-1** and **50 under Part-2**, with total proposed investments amounting to approximately **₹19,798 crore** and projected turnover of around **₹1.94 lakh crore**, expected to generate about **245,000 jobs** flexiloans.com+3india-briefing.com+3pib.gov.in+3. By 30 September 2023, **30 companies** had made eligible investments totaling **₹2,119 crore**, with **12** commencing commercial production, achieving a turnover of **₹520 crore** (including exports of ₹81 crore), and generating employment for **8,214** individuals pli.texmin.gov.in+14pib.gov.in+14india-briefing.com+14.

During FY 2024–25, the Ministry of Textiles allocated **₹1,143 crore** for PLI disbursements to eligible companies indiafilings.com+15m.economictimes.com+15indianexpress.com+15. The first tranche of incentive payments is expected to begin in FY 2024–25 itself for companies meeting early investment and production targets, with broader disbursement planned from FY 2025–26 india-briefing.com.

❖ SAMARTH INITIATIVE (SUPPORT FOR SKILLING)

The Samarth initiative, led by the Ministry of Textiles, Government of India, is a key skill development program for the textile sector. It serves as a flagship initiative aimed at enhancing industry skills. This scheme, both demand-driven and placement-oriented, covers the entire textile value chain, excluding spinning and weaving. Its primary goal was to train 10 lakh individuals skillfully from 2017 to 2020. a significant impact on the textiles and garments industry, employing 45 million people, Samarth plays an important role in supporting this labor-intensive sector in India. Samarth adopts an all-around approach, targeting both the organized and traditional sectors. It includes special requirements for upskilling and re-skilling programs and handling diverse skill development needs. The scheme is especially dedicated to uplifting women, with over 85% of its beneficiaries being women. This focus on gender inclusivity aligns with broader societal goals. A remarkable achievement lies in the scheme's organized-sector courses, which boast a placement rate of over 70%. Underscoring its effectiveness in translating training into meaningful employment opportunities. Implemented through Implementing Partners (IPs), the scheme works with a strategic vision, aiming to create a skilled workforce, improve job creation, and promote the overall growth and competitiveness of the Indian textile industry. Samarth is operational until March 2024, marking a notable stride towards capacity building and skill development in the textile sector. Its enduring impact extends beyond mere training, contributing to the industry's sustainable growth.

❖ NATIONAL TECHNICAL TEXTILE MISSION (NTTM)

Created in 2020, the National Technical Textile Mission unfolds over four years , focusing on improving technical education,, promoting research and innovation , promoting market growth , and simplifying objectives.Prioritizing technical education at engineering and technology levels, the mission aims to build expertise in technical textiles and their applications.Dedicated to groundbreaking research on fibers and applications, including geo, agro, medical, sports, and mobile textiles. Additionally, it highlights the development of biodegradable technical textiles and indigenous machinery.Focused on expanding the global market for Indian technical textiles and handling the **domestic market's low penetration rate (5–10%)**. A key aspect is the promotion of exports to improve India's global market share. Simplifying mission goals into four components provides a clear and focused approach, aiming for effective implementation and impact.

SOURCE:**https://texmin.nic.in/sites/default/files/MOT%20Annual%20Report%20English%20%2807.11.2024%29.pdf**

THE SPINNING OF COTTON YARN PROCESS

Cotton is a naturally extracted plant fibre from the cotton plant. Cotton is a soft and fluffy Fibre widely used to produce shirts, sarees, trousers, socks, towels, earbuds, blankets, medical purposes, and other medical or cosmetic products. Spinning is the process of winding together drawn-out strands of fibres to form a yarn. It is a major part of the textile industry. Spinning is used in manufacturing various textile fibres. The different types of spinners used in the textile industry are Ring, Rotor and Air-jet spinners.

The polymer is first converted into a fluid state. A thermoplastic polymer is melted, and other polymers are treated chemically or dissolved in a solvent to form thermoplastic derivatives. The fluid polymer is then passed through the spinneret. The polymer upon cooling and solidifying forms a rubber-like material.

Types of Spinning

The Processing of cotton involves the following steps:

Preparatory Processes → Spinning → Weaving → Finishing.

Cotton Yarn Spinning- The spinning of cotton yarn is the initial stage of textile product processing. The process of producing yarns from the extracted fibres is called spinning. In this process:

- The strands of cotton fibres are twisted together to form yarn.
- The yarn is placed on the rings of the spinning frame and is allowed to pass through several sets of rollers, which are rotating at a successively higher speed.
- The yarn is rolled by the rollers and wound up on the desired bobbins.
- This is the final stage of spinning the cotton yarn, in which drafting, twisting and winding of the yarn are all completed in one operation.
- The bobbins filled with yarn are then removed from ring frames and used for processing for bleaching, weaving, etc.

Weaving of Cotton

Two sets of yarn are interlaced so that they cross each other at right angles. This process is accomplished either manually or by machines. The woven cloth is converted into useful material, this is known as finishing. The textile material is treated with bleach and dyes to enhance its quality.

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OUR BUSINESS

Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statement that involve risks and uncertainties. You should read "Forward Looking Statements" beginning on page no. 24 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 36 and 310, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our fiscal year ends on March 31 of each year, and references to a particular fiscal year are to the twelve months ended March 31 of that year.

We have, in this Prospectus, included various operational and financial performance indicators, some of which may not be derived from our Restated Financial Information, and may not have been subjected to an audit or review by our Statutory Auditor. For further information, see "Financial Information" beginning on page no. 245. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculation, 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 Information and other information relating to our business and operations included in this Prospectus.

Unless otherwise indicated or the context otherwise requires, the financial information for the period ended December 31, 2024 and for Fiscal 2024, 2023 and 2022, included herein is derived from the Restated Financial Information, included in this Prospectus. Unless otherwise indicated or the context otherwise requires, in this section, references to "we" or "us" mean Cedaar Textile Limited. For further information, relating to various defined terms used in our business operations, see "Definitions and Abbreviations" beginning on page no. 01 of this Prospectus.

Unless stated otherwise, industry and market data used in this section has been obtained or derived from publicly available information as well as industry publications and other sources for more information, see "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation" beginning on page no. 22 of this Prospectus.

OVERVIEW

Our company was incorporated as a Private Limited Company namely "Cedaar Textile Private Limited" under the Companies Act, 2013 vide Certificate of Incorporation dated 28-09-2020 issued by Registrar of Companies, ROC Bangalore bearing Registration no. 139070. Thereafter, our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on April 30, 2024. A fresh Certificate of Incorporation consequent to conversion was issued on August 23, 2024 by the Registrar of Companies, ROC CPC Manesar Haryana and consequently the name of our Company was changed from "Cedaar Textile Private Limited" to "Cedaar Textile Limited". The Company's Corporate Identification Number is U17299KA2020PLC139070.

ABOUT US

Our Promoters Mr. Rajesh Mittal and Mr. Virender Goyal has the experience of 28 and 33 years respectively in the industry of textile. Our Company offers the widest range of Raw white Yarns, Melange Yarns, Solid Top dyed Yarns, and Grey Fancy Yarns in Cotton, Polyester, Acrylic, Viscose, Tencel, Modal, and other Fibers. All Yarns are being offered with sustainability as the prime focus, in 100% Organic, Recycle Fibers (Polyester & Cotton) for a Green Environment and Conservation of natural resources.

The company's focus is on Innovation, Customer Orientation, R & D, Technology Up Gradation, Digitalization, ERP, Continuous Improvement, and Moving towards Green Energy. Our Company manufacture and sells its products like **Yarn**, **Technical Textile IFR**, **Fabrics**, and **Dyed Yarn.**

We are engaged in the manufacturing of Quality Melange Yarn for use in the household textile, woven goods, and hosiery.

The Company Objective is to cater the Top Line Customers Overseas and in India, who produce Garments for renowned Fashion Brands. Our production process begins with procurement of Raw material from the suppliers and processed the same in machine by mixing the different fabrics like cotton, polyester, viscos, acrylic and other fibers.

The Company Objective is to cater the Top Line Customers Overseas and in India, who produce Garments for renowned Fashion Brands.

OUR VISION AND MISSION

VISION:	MISSION:
➢ To establish ourselves as a leading supplier of quality mélange yarn in both international and domestic markets. ➢ To promoting sustainable, organic, and recycled fiber mix products to our customers. ➢ forward integration into fabrics and garments, including the launch of a premium segment innerwear and lingerie brand. ➢ To empower innovation and design to enhance our presence in the market, ensuring total customer satisfaction. ➢ To being a caring and well-managed organization for our business partners, customers, and employees, while acting as responsible corporate citizens.	➢ Leverage technology upgradation ➢ Continue R&D and Innovation key to success ➢ Venture into High Segment Garments ➢ To Maintain a long-term leadership position ➢ Achieve robust financial health, with impressive revenue growth and strong EBITDA and PAT margins to maximize shareholder interest.

MAJOR EVENTS AND MILESTONES

Year	Key Events
2020	Company Founded by Rajesh Mittal, Virender Goyal, Bachangada Monnappa Saraswathi, Monnappa Nachappa Bachangada on 29, Sep 2020 and Company got certificate of Registration by Registrar of Companies, ROC Bangalore.
2020- 2021	We received our first export order on 30-12-2020 a very first month we have started as Cedaar Textile from Tex global PTE for the value of Rs. 41 Lakhs and First domestic order from Essel Industries on 24.12.2020 for Rs. 25Lakhs Approx
2021-22	we have achieved the highest sales this financial year where approx. 60% revenue is of export.
2023	Company Increased its Authorized Capital on August 28, 2023

2023-24	Installation of 2 MW Solar plant in the factory and successfully running the same and planning for second project as well.
2024	Company Increased its Authorized Capital on January 20,2024
2024	Company Issue/ allotted Bonus to its Shareholders on Feb 7, 2024
2024	Company Increased its Authorized Capital on April 30,2024
2024	Company conversion of Public limited i.e. from "Cedaar Textile Private Limited" to "Cedaar Textile Limited" and received its fresh certificate from Ministry of Corporate Affairs dated August 23, 2024
2024	Company Increased the Authorised Capital from Rs 8.25 Crores to 15 Crores for IPO purposes

RAW MATERIALS

Our company has sourced the raw materials from Domestic sources. The list of raw materials is as follows:

List of raw material (Fiber) Purchase

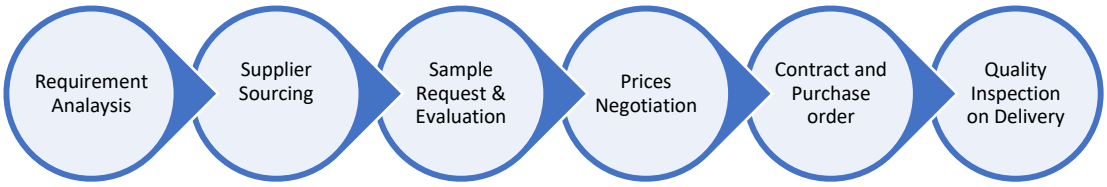
Amount in lacs

Sl. no.	Material	2021-22	2022-23	2023-24	For the stub period from April 1, 2024 to December 31, 2024	place of procurement
1	Polyester Normal	931.55	573.44	728.81	1985.51	India
2	Polyester Recycle	524.26	3901.68	1353.92	875.97	India
3	Viscose	525.32	553.55	118.25	124.43	India
4	Cotton	11466.13	5278.68	4826.40	3565.25	India
5	Acrylic	815.42	348.83	334.04	61.61	India
6	Others Fibers	13.96	159.21	3000.77	814.53	India
	Total	**14276.64**	**10815.39**	**10362.19**	**7427.31**	

The Company carefully assess the reliability of all materials purchased to ensure that the regulatory and legal requirements are complied with, and they comply with the all quality and safety standards required for our products. We work closely with our suppliers to help ensure availability and continuity of supply while maintaining quality and reliability and identifying any potential for improvement.

Generally, there are multiple sources that can supply the raw materials that we require. Our raw material sourcing is not dependent on a single source of supply and we have access to alternate sources for our procurement of raw materials. All raw materials and packing materials are easily available in India.

Procurement process



Key steps

- **Requirement Analysis -** Determine the type of fiber needed based on the desired yarn characteristics (strength, softness, drape). Consider factors like yarn count, intended end-use, and market demands

- **Supplier Sourcing –** Most of the cases Company have 2-3 suppliers of each type of Raw material which is mostly use for production and in case if there is any new Raw material requirement we repeat the process to find out new supplier and ask for quotation. Evaluation of supplier on their production capacity, quality, market reputation and past performance.

- **Sample Request and Evaluation -** Request fiber samples from shortlisted suppliers to assess quality attributes like micron, staple length, cleanliness, and color. Conduct laboratory testing to ensure fiber quality meets specifications.

- **Price Negotiation –** Discuss pricing with suppliers based on the fiber type, quality, quantity and delivery terms and payment terms.

- **Contract and Purchase order -** Finalize the purchase agreement with the chosen supplier, outlining key details like fiber type, quality standards, delivery schedule, and payment terms. After place a purchase order to the suppliers.

- **Quality Inspection on Delivery –** Conduct thorough quality checks on the delivered fiber batch to ensure compliance with agreed specifications. Reject or pass the material to accept in the store.

the Reason of Decrease in the cost of raw material in Last 3 Financial Years as comparatively: -

- In the financial year 2022-23, there was a notable decrease in both raw material consumption and revenue compared to 2021-22.

    a) Revenue declined from 21,740 Lacs to 16,025 Lacs, representing a reduction of nearly 24%. Similarly, raw material consumption also experienced a decrease of 24%. The reduction in revenue for the financial year 2022-23 can largely be attributed to the rising cotton prices in India. This surge in cotton prices has resulted in increased production costs, leading to diminished profit margins that do not meet expected standards.
    b) Additionally, there has been a notable shift in domestic market demand towards polyester-based products, prompting us to adjust our production focus accordingly. As a result, the domestic market has experienced a transition from cotton-based yarns to polyester-based or blended alternatives. The prices of cotton-based products are nearly double those of polyester-based products. While the volume of supply remains relatively constant, the lower prices of polyester products have resulted in reduced revenue. This transition has also significantly impacted exports, which plummeted from 59% to 36% during the 2022-23 period.

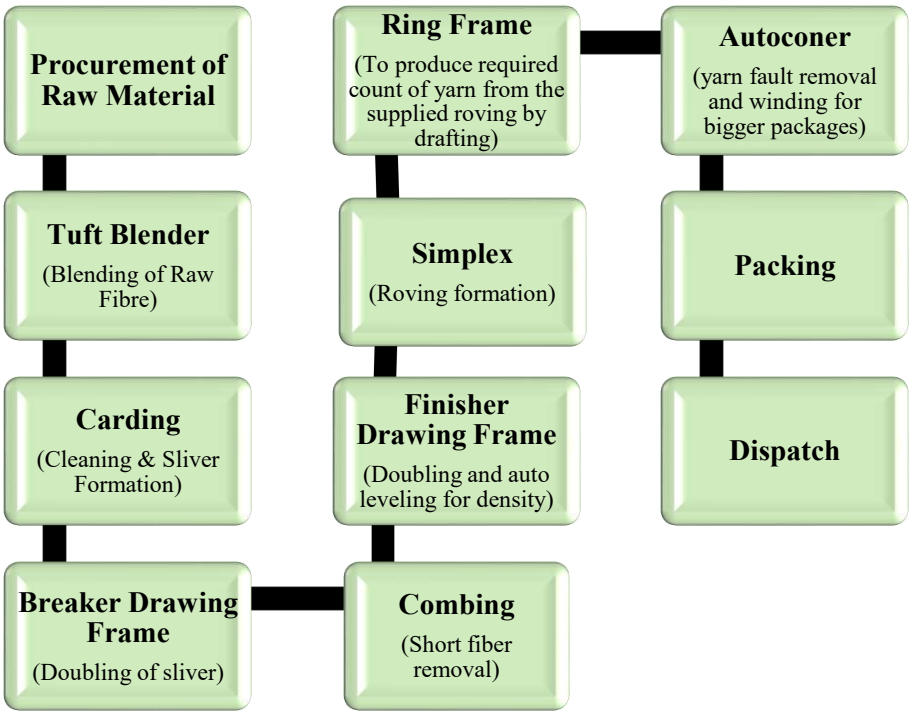
- In the financial year 2023-24, raw material consumption saw a modest reduction of only 4.15% compared to the previous year, while revenue increased by 15%.

    a) This rise can be attributed to the contribution from other value-added products, such as dyed yarns and technical textiles.
    b) Additionally, it is important to consider the sales derived from job work, where raw material consumption is negligible in contrast to other spinning sales. For instance, producing 100 tons of yarn requires 125 tons of raw material, whereas job work incurs no raw material costs. In the stub period the company has generated the revenue through job worker approx. 40% of total dyed yarn.

In Stub period, our focus has shifted towards technical yarn, which offers higher value and comparatively lower raw material consumption than regular yarn.

PROCESS FLOW CHART

***I. Process of Production from Raw Material to Final Product. (YARN)**:*



Tuft Blender - it is used to blend different types of fibers to create a homogeneous material with a uniform appearance. Tuft blending is particularly useful for ring yarns because it improves the homogeneity of the yarn, which is less blended on a ring spinning machine

Blow Room - Blow room is the first and foremost stage in the spinning process. As all the processes in this stage are carried out with air flow this stage is called Blow room. Blow room consist of series of machines which is to open and clean the cotton tufts

Carding - A carding machine separates and aligns cotton fibers into a web, called a carded sliver, for spinning. It works like a giant comb, with rollers covered in fine wire teeth that straighten and separate the fibers.

Breaker Drawing Frame - Draw frame is a very critical machine in the spinning process. It's influence on quality, especially on evenness is very big. If Draw frame is not set properly, it will also result in drop in yarn strength and yarn elongation at break. The faults in the sliver that come out of Draw frame cannot be corrected. It will pass into the yarn.

Finisher Drawing Frame – it is basically the part of the Drawing frame process but during this process 6-8 breaker slivers are fed to this machine to produce more parallelized & uniformed finisher sliver.

Simplex - The simplex machine prepares fiber for ring spinning by drafting and twisting it onto packages. The simplex machine takes drawn sliver as input and produces roving as output. It attenuates the sliver through drafting to make it thinner, imparts a small amount of twist, and winds the roving onto bobbins

Ring Frame - that drafts roving (fibres prepared into loose strands ready for spinning where the fibres have been laid parallel to some extent), twists the yarn, and winds it on the bobbin continuously and simultaneously in one operation.

Autoconer – is the final stage of winder the yarn on cones, before winding it will also check and detect all the defects in the yarn and remove them. The process of Yarn Clearing, Monitoring and yarn fault removal is done before winding onto final package.

Packing – after winding is done, they yarn separate as per the count and send to the packing department. Packing done in Bags and Boxes.

Dispatch - Now material is ready for dispatch by our logistics and dispatch department.

II. Yarn Dyeing Process:

Step 1: Yarn Soft Winding - The main object of soft winding is preparing the yarn package for the subsequent yarn dyeing process by controlling the density of the package. A traversing motion is giving to the yarn while winding which impart lower density of package.

Step 2: Yarn Loading - The yarns are meticulously wound onto specially designed cones that are perforated. These perforations are critical as they allow the dye to pass through and ensure an even distribution of color. Once wound, these cones are placed onto the dyeing machine's carrier.

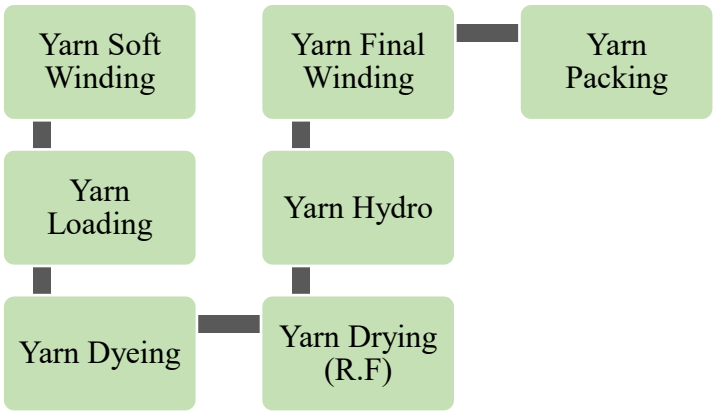
Step 3: Yarn Dyeing - The yarn dyeing happens in hanks or in package dyeing. Package dyeing is a method where yarns are wound on perforated cones placed in a dye vessel. The dye solution is then alternatively pushed inside out and vice versa.

Step 4: Yarn Drying (R.F) - Yarn package pass through the drying chamber, the radio waves vibrate the contained water molecules million times per second, vaporizing them**.**

Step 5: Yarn Hydro – The wet material is placed in the extractor, which has a wall of perforated metal, generally stainless steel. The internal drum rotates at high speed, thus throwing out the water contained in it.

Step 6: Yarn Final Winding – yarn final winding on the cones after dyeing.

Step 7: Yarn Packing – yarn packing after winding on cones.



III. Fibre Dyeing Process (more similar to the yarn dyeing process in the beginning)

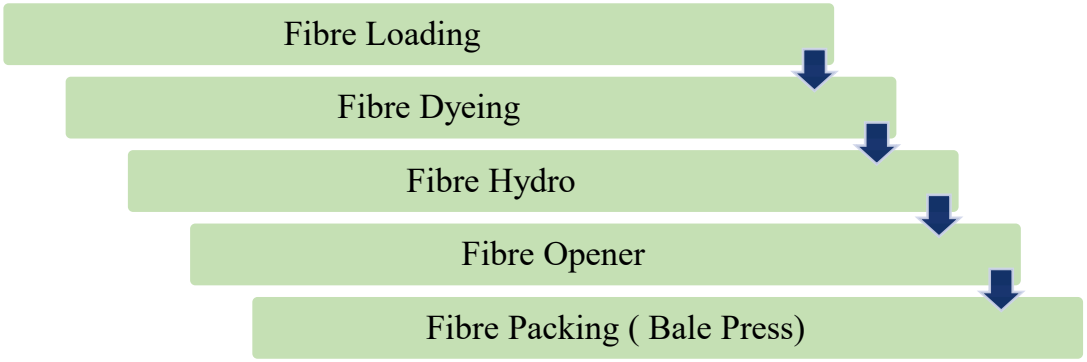
Step 1: Fibre Loading – Load the fibres in the dyeing machines.

Step 2: Fibre Dyeing - Dyeing process after loading.

Step 3: Fibre Hydro – Soaking the water with Hydro Extractors.

Step 4: Fibre Opener - Once the dyeing process is complete, the fibres are straightened.

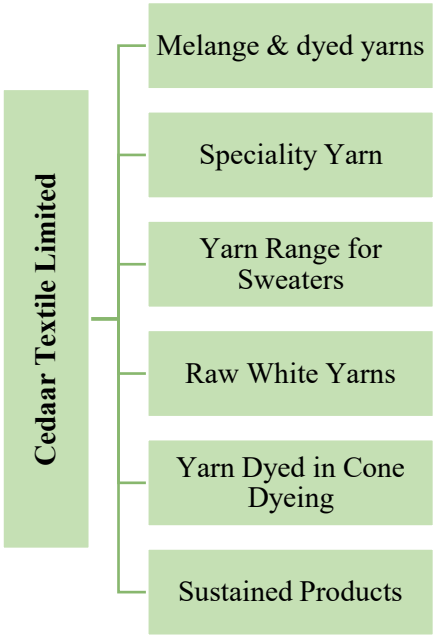
Step 5: Fibre Packing (Bale Press) - During the packing process the fibers will be protected. In a pre-press the fibers will be compacted to a pre-press bale which will be transferred to the main- press without a press box. The baling press guarantees well-shaped bales.



OUR PRODUCTS

Our business is divided into Six separate yarn business verticals, consisting of: 1) Melange yarn & Dyed Yarns; 2) Speciality Yarn; 3) Yarn Range for Sweaters Count Range 2/20 Ne to 2/40 Ne; 4) Raw White Yarns Counts: NE 16s to NE 40s for Knitting and Weaving; 5) Yarn Dyed in Cone Dyeing (Capacity 4 MT Per Day); 6) Sustainable Products

PRODUCT VERTICLES



Following are the details of our products along with their varieties:

1. **Melange yarn & Dyed Yarns:**

100% Cotton	Multi Fiber Blends	Tencel Blends
Polyester / Viscose	Polyester / Cotton	Cotton / Nylon
Cotton / Viscose	100% Viscose	100% Polyester
Acrylic / Cotton	Acrylic / Viscose	Modal / Cotton

Dyed yearn

Melange shades

Melange Yarn

Slub Yarn

2. **Speciality Yarn**

Coloured Neppy Melange	Jaspe / Siro Yarn (Two/Multi Toned Grindle	Raw White Jaspe / Siro Yarn
Neon Neppy Melange	Snow Heather (Inj Snow / Inj Spect)	Jaspe / Siro with Neppy Melange
Jaspe / Siro Slub	Flax Feel Melange	Triblends Melange
Jaspe / Siro with Snow Melange	Slub Melange	Injection Yarn

3. **Yarn Range for Sweaters Count Range 2/20 Ne to 2/40 Ne**

Cotton / Acrylic	100% Cotton	Acrylic Viscose
Cotton / Viscose	100% Viscose	Cotton / Polyester

4. Raw White Yarns Counts: NE 16s to NE 40s for Knitting and Weaving

- 100% Cotton Yarns
- Cotton / Polyester Blended Yarns in Ring
- Cotton / Viscose Blended Yarns
- Cotton / Modal yarns, Cotton/Tencel Yarns
- Cotton / Acrylic Blended Yarns
- Cotton / Nylon Yarns, Tri Blend Yarns
- Recycled Cotton and Recycled Polyester GRS Certified yarns
- Organic and BCI Cotton in Blended Yarns

5. Yarn Dyed in Cone Dyeing

- 100% Polyester Filament
- 100% Cotton
- Polyester
- Poly / Cotton
- 100% Viscose

6. Sustainable Products

- 100% Organic Cotton & Organic Blends
- BCI Cotton & Cotton Blends
- GRS Certified Recycled Polyester Blends
- Eco Friendly Viscose Blends
- Recycled Cotton Blends

FABRICS:

In fabrics company are trading in Single Jersey, Inter Lock and Rib fabrics and various customized fabrics as per the customer Demand.

- **Single jersey fabric** is a lightweight, stretchy, weft-knitted fabric that's often used for t-shirts
- **Interlock fabric** is a thick, double-knit fabric that's identical on both sides.
- **Rib fabrics** are characterized by their raised vertical lines, which create a unique ribbed texture. These fabrics are known for their exceptional elasticity

*Further, the company has given the yarn to job workers for manufacturing the fabric and traded the same on the trial basis to develop and for better understanding the fabric market.

Yarns for technical textiles and industrial uses:

Cedaar Textile has diversified into the production of technical textile yarns utilizing multi-blend fibers, focusing on sustainable textiles and protective wear. We are now expanding our offerings to include home furnishings and apparel, particularly in women's and children's wear, with a specialization in Inherent Fire-Retardant (IFR) yarns and fabrics for both domestic and export markets.

Currently, we are successfully delivering fiber-dyed yarns, fabrics, and garments to our existing customers in the sectors of technical textiles, sustainability, and fiber production.

Technical Textile Yarn

In the context of Yarns "IFR" stands for "Inherently Flame Retardant". The meaning of the yarn itself is naturally resistant to fire without the need for additional chemical treatment to achieve flame retardancy.

Key Points about Technical Textile IFR:

No Extra Treatment Needed: Unlike regular flame retardant (FR) Yarns, IFR Yarns do not required any additional chemical application to be fire resistant.

Long-Lasting Flame Resistance: The Fire-Retardant properties of IFR yarns are permanent and will not wash out over time.

Common Materials: Polyester is often used to create IFR Yarns due to its inherent flame-retardant properties.

END USERS

Amount in Lakhs

Sr. No.	End Users	For the stub period from April 1, 2024 to December 31, 2024	% of revenue	For the period ended 31st March, 2024	% of revenue	For the period ended 31st March, 2023	% of revenue	For the period ended 31st March, 2022	% of revenue
1	**Domestic Customers (other than dealer**)**	2464.58	22.00%	3,603.97	19.00%	3,044.75	19.00%	2,713.19	12.48%
2	**Dealers (Including domestic and overseas) ***	4817.13	43.00%	8,535.74	45.00%	7,211.24	45.00%	6,137.29	28.23%
3	**Export Customers (other than dealer**)**	3920.92	35.00%	6,828.68	36.00%	5,768.99	36.00%	12,889.83	59.29%
	Total	**11,202.63**	**100.00%**	**18,968.39**	**100.00%**	**16,024.98**	**100.00%**	**21,740.31**	**100.00%**

*The company do not give any exclusive dealership for their product to anybody. they are working with dealers/traders who are regularly buying yarn from them and selling to their customers but there is no exclusive agreement between them regarding product or market.

** The term "Other than Dealers" refers to customers who process yarn, adding value to the product by converting it into fabrics and other items. In contrast, dealers are traders who purchase yarn from us and subsequently sell it to their own customers. Both groups are considered our customers, and direct billing is conducted for each.

Note: please note that top dealers for last 3 Financial year and for the stub period are same. Some of the names are also in our top ten customer list.

PRODUCT WISE REVENUE BREAKUP

Amount in lakhs

Sl. No.	Product	For the stub period from April 1, 2024 to December 31, 2024.	% of revenue	For the period ended 31st March, 2024	% of revenue	For the period ended 31st March, 2023	% of revenue	For the period ended 31st March, 2022	% of revenue
1	Yarn*	8401.97	75.00%	18438.00	97.20%	16024.98	100%	21740.00	100%
2	Fabrics	336.08	3.00%	372.30	1.96%	Nil	Nil	Nil	Nil
3	Technical Textile IFR	280.07	2.50%	158.00	0.83%	Nil	Nil	Nil	Nil
4	Dyed Yarn	1568.37	14.00%	Nil	Nil	Nil	Nil	Nil	Nil
5	Others Products**	616.14	5.50%	Nil	Nil	Nil	Nil	Nil	Nil
	Total	11202.62	100.00 %	18968.3	100%	16024.98	100%	21740.00	100%

Note:

**Please be noted that yarn category is for all yarn, which included, all melanges, all blends and counts. We cannot mention it separately as yarn is as one product.*

***Other products are specialized products in which we mix two different blends fibers and convert into sliver form.*

Rationale for decrease in the revenue earned from yarn in the past three years and stub period:

1. The reduction in yarn revenue for the financial year 2022-23 can largely be attributed to the rising cotton prices in India. This surge in cotton prices has resulted in increased production costs, leading to diminished profit margins that do not meet expected standards. Additionally, there has been a notable shift in domestic market demand towards polyester-based products, prompting us to adjust our production focus accordingly. As a result, the domestic market has experienced a transition from cotton-based yarns to polyester-based or blended alternatives. The prices of cotton-based products are nearly double those of polyester-based products. While the volume of supply remains relatively constant, the lower prices of polyester products have resulted in reduced revenue. This transition has also significantly impacted exports, which dropped from 59% to 36% during the 2022-23 period.

2. In contrast, the revenue from yarn in 2023-24 has shown an increase compared to the previous year, with exports rising by 10%. Moreover, during the stub period, the yarn business has not experienced a substantial decline, as both dyed yarn and other yarn types remain within the yarn category. Overall, the total business of the company has not been adversely affected, as we have introduced more value-added products, such as technical textiles and fabrics, which are expected to enhance revenue streams.

3. The decrease in Yarn in last 3 financial years does not have any negative impact on the sales and Profits as we have added some other value-added products like Fabrics, Technical Textile and other category as explained as other products which give more boost to company sales.

GEOGRAPHICAL BREAKUP OF REVENUE

Amount in lakhs

Place	For the stub period from April 1, 2024 to Dec 31, 2024.	% of revenue	For the period ended 31st March, 2024	% of revenue	For the period ended 31st March, 2023	% of revenue	For the period ended 31st March, 2022	% of revenue
DOMESTIC								
Chandigarh	2.58	0.02%	0.81	0.00	0.00	0.00	0.00	0.00
Dadra and Nagar Haveli	0.53	0.00%	80.12	0.42	0.52	0.00	0.81	0.00
Delhi	457.68	4.08%	1,299.68	6.85	3,102.83	19.36	3,021.34	13.90
Gujarat	43.18	0.39%	227.00	1.20	10.09	0.06	300.51	1.38
Haryana	1340.79	11.97%	627.51	3.31	1,117.48	6.97	2,584.67	11.89
Himachal Pradesh	115.12	1.03%	14.66	0.08	2.62	0.02	0.00	0.00
Jammu and Kashmir	0.00	0.00%	0.00	0.00	0.00	0.00	153.65	0.71
Jharkhand	0.00	0.00%	4.77	0.03	0.00	0.00	0.00	0.00
Karnataka	0.00	0.00%	230.50	1.22	108.32	0.68	0.00	0.00
Madhya Pradesh	0.00	0.00%	23.26	0.12	0.00	0.00	0.00	0.00
Maharashtra	279.86	2.50%	416.38	2.20	739.99	4.62	103.62	0.48
Punjab	4689.12	41.85%	8,462.85	44.62	3,281.79	20.48	1,961.55	9.02
Rajasthan	82.24	0.73%	129.73	0.68	1,242.56	7.75	207.84	0.96
Tamil Nadu	97.82	0.87%	382.72	2.02	30.50	0.19	265.72	1.22
Telangana	0.00	0.00%	0.00	0.00	52.23	0.33	0.00	0.00
Uttar Pradesh	175.34	1.56%	221.17	1.17	492.61	3.07	205.73	0.95
Uttarakhand	0.00	0.00%	10.34	0.05	0.00	0.00	28.63	0.13
West Bengal	0.00	0.00%	8.26	0.04	74.45	0.46	16.43	0.08
Total of A	**7284.28**	**65.01%**	**12,139.75**	**64.00**	**10,255.98**	**64.00**	**8,850.48**	**40.71**
EXPORTS								
Australian	0.00	0.00%	27.38	0.14	0.00	0.00	0.00	0.00
Bangladesh	2850.58	25.44%	3,717.99	19.60	5,114	31.91	8,865.62	40.78
Chile	106.01	0.95%	458.49	2.42	58	0.36	0.00	0.00
China	0.00	0.00%	513.97	2.71	47	0.29	0.00	0.00
Egypt	65.09	0.58%	168.03	0.89	352	2.20	187.68	0.86
Hong Kong	0.00	0.00%	442.07	2.33	0.00	0.00	0.00	0.00
Italy	21.14	0.19%	1.23	0.01	66	0.41	0.00	0.00
Kenya	0.00	0.00%	21.83	0.12	68	0.42	43.85	0.20
Morocco	146.45	1.31%	98.97	0.52	0.00	0.00	0.00	0.00

Netherland	88.74	0.79%	0.00	0.00	0.00	0.00	0.00	0.00
Panama	114.68	1.02%	170.84	0.90	0.00	0.00	0.00	0.00
Peru	0.00	0.00%	0.00	0.00	0.00	0.00	0.00	0.00
Portugal	0.00	0.00%	26.87	0.14	0.00	0.00	142.08	0.65
Serbia	0.00	0.00%	46.86	0.25	0.00	0.00	0.00	0.00
Singapore	425.16	3.80%	613.57	3.23	62	0.39	2,950.81	13.57
South Africa	0.00	0.00%	506.18	2.67	0.00	0.00	0.00	0.00
Sri Lanka	18.68	0.17%	13.95	0.07	0.00	0.00	37.82	0.17
Spain	42.77	0.38%	0.00	0.00	0.00	0.00	0.00	0.00
United Arab Emirates	0.00	0.00%	0.00	0.00	0.00	0.00	661.73	3.04
United States	41.61	0.37%	0.00	0.00	1.00	0.01	0.00	0.00
Vietnam	0.00	0.00%	0.41	0.00	0.00	0.00	0.00	0.00
Total of B	**3920.92**	**34.99%**	**6,828.63**	**36.00**	**5,769**	**36.00**	**12,889.58**	**59.29**
Grand total	**11205.20**	**100.00 %**	**18,968.39**	**100.00**	**16,024.98**	**100.00**	**21,740.07**	**100.00**

Note: Percentage of sales is calculated on the basis of total sales

TOP 10 CUSTOMERS/ SUPPLIERS

A. Table showing Top 10 customers for the financial year 2021-22 as per the Restated Financial:

Sl. No.	Particulars	Amount (Rs. In Lacs)	Share in Revenue (%)
1	Customer A	2,261.74	10.40%
2	Customer B	1,971.25	9.07%
3	Customer C	1,900.75	8.74%
4	Customer D	1,700.55	7.82%
5	Customer E	1,274.84	5.86%
6	Customer F	735.13	3.38%
7	Customer G	716.81	3.30%
8	Customer H	689.07	3.17%
9	Customer I	577.46	2.66%
10	Customer J	528.17	2.43%
	Total	**12,355.77**	**56.83%**

B. Table showing Top 10 customers for the financial year 2022-23 as per the Restated Financial:

Sl. No.	Particulars	Amount (Rs. In Lacs)	Share in Revenue (%)
1	Customer B	1,218.20	7.60%
2	Customer K	939.56	5.86%
3	Customer D	736.81	4.60%
4	Customer L	549.30	3.43%
5	Customer M	502.07	3.13%
6	Customer N	463.33	2.89%
7	Customer O	445.86	2.78%
8	Customer P	411.81	2.57%
9	Customer Q	338.76	2.11%

10	Customer R	336.05	2.10%
	Total	**5,941.75**	**37.08%**

C. Table showing Top 10 customers for the financial year 2023-24 as per the Restated Financial:

Sl. No.	Particulars	Amount (Rs. In Lacs)	Share in Revenue (%)
1	Customer S	2,161.14	11.39%
2	Customer T	1,560.80	8.23%
3	Customer U	1,152.20	6.07%
4	Customer V	926.40	4.88%
5	Customer W	631.46	3.33%
6	Customer A	575.93	3.04%
7	Customer X	558.74	2.95%
8	Customer Y	486.72	2.57%
9	Customer Z	450.46	2.37%
10	Customer AA	419.24	2.21%
	Total	**8,923.08**	**47.04%**

D. Table showing Top 10 customers for the period April 2024 to December 2024 as per the Restated Financial:

Sl. No.	Particulars	Amount (Rs. in Lacs)	Share in Revenue (%)
1	Customer BB	1,716.40	15.32%
2	Customer U	1,422.25	12.70%
3	Customer CC	883.04	7.88%
4	Customer DD	860.79	7.68%
5	Customer EE	489.92	4.37%
6	Customer FF	452.04	4.04%
7	Customer X	419.42	3.74%
8	Customer GG	377.52	3.37%
9	Customer A	294.79	2.63%
10	Customer T	175.23	1.56%
	Total	**7,091.38**	**63.30%**

Note: above customer list includes dealers of the company and direct customer.

TOP 10 SUPPLIERS

A. Table showing Top 10 suppliers for the financial year 2021-22 as per the Restated Financial:

Sl. No.	Particulars	Amount (Rs. In Lacs)	Share in Purchase %
1	Supplier A	2,915.02	20.42%
2	Supplier B	1,805.71	12.65%
3	Supplier C	1,753.94	12.29%
4	Supplier D	1,069.96	7.50%
5	Supplier E	886.50	6.21%
6	Supplier F	847.42	5.94%
7	Supplier G	815.38	5.71%
8	Supplier H	567.28	3.97%
9	Supplier I	531.95	3.73%
10	Supplier J	524.68	3.68%

	Grand Total	**11717.84**	**82.09%**

B. Table showing Top 10 suppliers for the financial year 2022-23 as per the Restated Financial:

Sl. No.	Particulars	Amount (Rs. In Lacs)	Share in Purchase %
1	Supplier B	2,912.89	26.94%
2	Supplier K	1,581.42	14.62%
3	Supplier L	1,427.95	13.20%
4	Supplier M	528.48	4.89%
5	Supplier N	483.80	4.47%
6	Supplier O	375.35	3.47%
7	Supplier C	366.20	3.39%
8	Supplier D	345.91	3.20%
9	Supplier F	310.50	2.87%
10	Supplier H	295.09	2.73%
	Grand Total	**8,627.59**	**79.78%**

C. Table showing Top 10 suppliers for the financial year 2023-24 as per the Restated Financial:

Sl. No.	Particulars	Amount (Rs. In Lacs)	Share in Purchase %
1	Supplier B	1,649.53	12.49%
2	Supplier D	934.28	7.07%
3	Supplier F	716.65	5.43%
4	Supplier P	528.06	4.00%
5	Supplier Q	576.42	4.36%
6	Supplier R	572.11	4.33%
7	Supplier S	1,016.25	7.69%
8	Supplier T	591.83	4.48%
9	Supplier U	981.37	7.43%
10	Supplier V	1,002.95	7.59%
	Total	**8,569.44**	**64.88%**

D. Table showing Top 10 suppliers for the period April 2024 to December 2024 as per the Restated Financial:

Sl. No.	Particulars	Amount (Rs. In Lacs)	Share in Purchase %
1	Supplier B	1,882.47	25.53%
2	Supplier H	1,030.63	13.98%
3	Supplier Y	746.71	10.13%
4	Supplier P	571.44	7.75%
5	Supplier D	563.13	7.64%
6	Supplier W	484.99	6.58%
7	Supplier AA	393.00	5.33%
8	Supplier Z	352.40	4.78%
9	Supplier X	351.21	4.76%
10	Supplier S	294.66	4.00%
	Total	**6670.64**	**90.46%**

MANUFACTURING FACILITY

Sl. No.	Location	Total Area	Usage Purpose
1.	**Ludhiana** Village Akbarpur, Ahmedgarh, Dist:Sangrur, Near Ludhiana, Punjab-148021 (India)	48.65 Acres	Manufacturing
	Total	48.65 Acres	

WAREHOUSE FACILITY

Sno.	State	location (Address)	Storage capacity	Total Area	Usage Purpose
1	Punjab at our factory	Village Akbarpur, Ahmedgarh, Dist:Sangrur, Near Ludhiana, Punjab- 148021 (India)	1200 MT	2667 sq. ft	For Finished Goods
2	Punjab at our factory	Village Akbarpur, Ahmedgarh, Dist:Sangrur, Near Ludhiana, Punjab- 148021 (India)	2000 MT	4200 sq. ft	For Raw Material
	Total		**3200 MT**	**6867 sq. ft.**	

BUSINESS STRATEGIES

- *Maintain the upward trend in financial performance by concentrating on functional and operational efficiencies.*

Our core priorities include cost optimization and reduction in production and supply chain management. We use Time and Motion studies to optimize parameters and suggest environmentally friendly production methods like solar energy. We focus on efficient raw material sourcing to increase cost efficiency and competitiveness in both domestic and overseas markets.

- *Increase the Production Capacity and Optimum Use of Resources*

Our strategy involves calculating production capacity to maximize resource output and make financial plans. We aim to increase immediate capacity and plan for future product capacity through investments in new machinery, specifically for our spinning Dye House.

➢ *Energy Cost Saving and Switch to Solar Energy*

The spinning sector faces increasing energy costs due to rising prices. To reduce production cost without affecting product quality, measurable steps are needed. We prioritize power saving, as every penny is crucial for survival. Solar energy plant is under commissioning, and it will run very soon, it will only be contributing to energy conservation but also is environment friendly.

➢ *Sustainability and Environment*

As people become more environmentally conscious, the demand of sustainable products has increased drastically as well. We will be also adopting the sustainable products and we are coming up with 100% Recycle yarn for Garments. Also, solar plant is coming at our plant which will help in environmentally sustainable cost-effective production. The company follows a policy of effective waste management and pollution control to protect Mother Earth. Some of these initiatives includes Effluent Treatment plant for wastewater irrigation and 100% commitment to environmental protection.

➢ *Entering to new Segment of Products*

Looking at increased demand of the recycle yarn we are also focusing on 100% recycle yarn for garments which not only boost to our sales and revenue. Apart from that production of yarn, company has expanded its business in fabric dyeing.

➢ *Dye House Expansion*

Dye House is an integral part of our unit which we are using for our products as well we are using it for job work and we are focusing on installing upgraded machines to increase the capacity and efficiency of the Dye House.

SWOT ANALYSIS

STRENGTHS	WEAKNESS
❖ Marketing Skills ❖ Focus on Sustainability, Quality, Innovation and Technology ❖ Sourcing, Production & Delivery ❖ Strong Industry Relationship ❖ Procurement	❖ There is huge dependency in this industry for cotton. ❖ Labour Laws are not very favourable ❖ The power and interest rates, Indirect taxes are High. ❖ Seasonal Labour Problem
OPPORTUNITIES	**THREATS**
❖ **Growing Demand for Sustainable & Technical Textile Products:** Increased consumer awareness and demand for sustainable and organic materials. ❖ **Expansion into New Markets:** Opportunities to expand into new geographic and product markets. ❖ **Technological advancements:** Leveraging new technologies for more efficient production and supply chain management	❖ **Market Volatility:** Fluctuations in the global textile market can impact demand and pricing ❖ **Raw Material Price Fluctuations**: Changes in the cost of cotton and other raw materials can affect profit margins. ❖ **Environmental Regulations:** Stricter environmental regulations may require additional investment and adaptation.

MARKETING

We have a dedicated sales team that manages the relationship with distributors and customers. The experience of the sales team helps in penetrating the market and in reaching out to more customers.

We also regularly participate in several trade fairs which help in networking, attracting potential customers, and updating our customers about the new products that we manufacture. The marketing team taps the various entities through the direct marketing approach. Our team through their vast experience owing to timely and quality delivery of services plays an instrumental role in creating and expanding a work platform for our Company.

PLACE OF BUSINESS

Sl. No.	Location	Total Area (Sq. ft)	Lease/ Owned	Usage Purpose	Name of Transferer/ Lessor	Date of Agreement
1.	Bangalore	1300	Lease	Registered Office	Cotton World	28/11/2024
2.	Sangrur, Punjab	2119194	Owned	Manufacturing	Gillanders arbuthnot & co. ltd	04/02/2021
3.	Ludhiana	524	Lease	Sales Office	Rajesh Sharma	26/03/2025
4.	Gurgaon	1500	Lease	Marketing Office	M R Fabrics and Apparels	13/06/2025

LAND AND PROPERTY

S. No.	Address	Details of the Agreements	Date of Agreement	Area (sq. ft)	Usage	Validity	Possession	Details of Transferor /Lessor
1	Village Akbarpur, Ahmedgarh, Dist:Sangrur, Near Ludhiana, Punjab-148021 (India)	Sale Deed Between Cedaar textile limited and Gillanders arbuthnot & Co. LTD	04/02/2021	2119194	Manufacturing	NA	**Owned**	Gillanders arbuthnot & co. ltd
2	422/2, Industrial Area – A, Ludhiana	Rent Agreement between Mr. Rajesh Sharma and Cedaar Textile Limited	26.03.2025	524	Office	11 Months	**Leased**	Rajesh Sharma
3	501, 5th Floor, Eros City Square Mall, Rosewood City Road, Sector -49 Gurgaon	Rent Agreement between M.R. Fabrics & Apparels and Cedaar Textile Limited	13.06.2025	1984	Marketing office	11 Months	**Leased**	M R Fabrics and Apparels
4	KSSIDC Plot No:34, Yelahanka New Town Bengaluru, Karnataka-560064 (India)	Rent Agreement between Cotton World and Cedaar Textile Limited	28.11.2024	1300	Registered Office	11 Months	**Leased**	Cotton World

PLANT AND MACHINERY

Sr no.	Machinery	Presently Installed capacity
1	Blow Room and Carding from Truszler / LMW	35 tons per day
2	Draw Frame and speed Frame LMW	30 tons per day
3	Ring Frames LMW	25 tons per day
4	Twister TFO	5 tons per day
5	Autoconer	25 tons per day
6	Fiber / Yarn Dyeing	5 tons per day

S. no.	Category	Sub-Category	No of Machines	Purpose	Pictures
1	Blow Room & Carding	Blow Room	40	It is used to blend different types of fibers to create a homogeneous material with a uniform appearance.	
		Carding	53	A carding machine separates and aligns cotton fibers into a web, called a carded sliver, for spinning. It works like a giant comb, with rollers covered in fine wire teeth that straighten and separate the fibers.	
2	Draw Frame and Speed Frame	Draw Frame	37	The draw frame plays a crucial role in the spinning process by improving the sliver's uniformity, reducing variations in fiber length and thickness, and aligning the fibers parallel to each other.	

		Speed Frame	17	Speed frame is a machine that attenuates sliver through drafting and applies a small amount of twist before winding it onto bobbins. It takes the coarse sliver from the draw frame and processes it through multiple drafting zones to reduce its weight and increase length, imparting some twist along the way.	
3	Ring Frames		58	In the ring spinning frame, the fibre bundle follows a path between the drafting system and yarn take-up on the cop. This path involves the drafting arrangement, thread guide, balloon control ring and traveller. These elements are arranged at various angles and distances relative to each other.	
4	Two-for-one (TFO) twisters		6	A Two-for-One (TFO) machine is a textile machine that twists two strands of yarn together to create a stronger, more even yarn.	
5	Autoconer		18	Is the final stage of winder the yarn on cones, before winding it will also check and detect all the defects in the yarn and remove them. The process of Yarn Clearing, Monitoring and yarn fault removal is done before winding onto final package	

6	Yarn Dyeing		29	Dyeing process	

Other Plant and machineries:

1. **Knitting machines**

Please find below the capacity of the Knitting machines we have in-house for Single Jersey and RIB Fabrics for AVG. Count 24.

Name of machine	No of machines	Output capacity (Per day) in Kg	Purpose
Circular Knitting Machine	3	700.00	The company is using the knitting machines for manufacturing the sample fabrics which are used to be shown as sample to the customers of the company

2. **Biomass Pellets production Plant**

In the stub period Company has installed Biomass Pellets production plant in the stub period for the trial basis. Since this is the beginning and Trial project for Cedaar Textile Limited therefore they have basic machinery as under:

Sr. No.	Name of machines	No. of machines
1.	Shredder Machine	1
2.	Dust Collector	1
3.	Biomass Pellet Machines	2
4.	Hammer Machine	1

The Combine capacity of all above machine is around 22 MT (Metric Tonne) approx. per day but due to Maintenance and servicing time the capacity is coming around 20 MT Approx per day.

Process of Production

Shredding ➡ Hammer ➡ Dust Collector ➡ Pellet Making Machine

- **Shredder –** The purpose of a biomass shredder machine in the production of biomass pellets is to break down biomass materials into smaller pieces so that they can be further processed into biomass energy
- **Hammer -** A hammer mill is a machine that grinds biomass materials into small pieces so they can be used to make biomass pellets
- **Dust Collector -** A dust collector's purpose in biomass pellets is to capture and remove harmful particles and gas fumes, which can prevent accidents and improve worker safety
- **Pellet Machine –** all the material which cuts into small pieces put in the pellet machine to make the pellets.

I. Rationale for the installation of the Biomass Pallets production plant

The company has planned the installation of the Biomass Pellets production plant due to the following reasons:

1. **Sustainability and Environmental Benefits –** Biomass pellets provide a renewable and eco-friendly energy source, reducing carbon emissions compared to fossil fuels.
2. **Rising Demand for Renewable Energy –** The global and domestic push for clean energy has increased the demand for biomass pellets as an alternative fuel for industries and households.
3. **Utilization of Agricultural and Industrial Waste –** The plant will help convert agricultural residues, wood waste, and other biomass materials into valuable fuel, reducing waste disposal issues.
4. **Cost-Effective Energy Solution –** Biomass pellets offer a cost-efficient alternative to traditional fuels, helping industries and households save on energy costs.
5. **Government Incentives and Policies –** Many governments offer subsidies and tax benefits for renewable energy projects, making biomass production a profitable venture.

II. Below is the Cost and Profit Ratio of the Biomass Pellets project which is taken on the assumptions of 19.9 MT (19900 kg) per day.

Production and Cost Analysis:

Production Per Day (kg)	Production Per Month (kg)
19,900.00	5,97,000.00

1. Manufacturing cost per KG (INR Rupees):

Raw Material*	Power	Manpower	Spare Parts	Logistics and other	Total
2.00	0.70	1.00	0.50	1.20	5.40

*Raw Material is Mixture of Paddy Straw (Rice Residual, Sustainable material) / Turi (Wheat Residual)

2. Profit per KG

Selling Cost	Production Cost	Net Profit
7.00	5.40	1.60

3. Monthly Profit (taken on 19,900 kg per day)

Monthly Production (kg)	Selling Cost (INR)	Production Cost (INR)	Net Profit (INR)
5,97,000	41,79,000	32,23,800	9,56,100.00

4. ***Annual Cost and Benefit (taken on 19,900 kg per day)***

Monthly Production (KG)	Selling Cost (INR)	Production Cost (INR)	Net Profit (INR)
71,64,000 kg	5,01,48,000.00	3,86,85,600.00	1,14,62,400

Annual Sale – Rs. 5,01,48,000.00
Annual Net Profit – Rs. 1,14,62,400.00

3. Effluent Treatment Plant

Our Company has a full - fledged Effluent Treatment Plant ("ETP") at the existing Unit. The salient features of the existing ETP are as under:

Multi-Stage Treatment Process - ETPs utilizes several phases to remove pollutants from wastewaters, applying physical, chemical, and biological methods. The individual step has its own function for all the possible contaminants that may include, solid, chemical, and pathogenic bacteria.

Advanced Filtration Systems - Some of the features include the ability of ETPs to have effective filters that enable them to remove fine or even smaller impurities in the water. These systems may be classified as sand filter, activated carbon filter, membrane filter and are essential for the purification of the water.

Automated Controls - Most of the modern ETPs are equipped with a control system that assists in the operation of the treatment process. These controls are useful to observe the condition of water respectively and control the process of water treatment to gain the same outputs.

Sludge Management -In treatment process, there is a production of the solid waste that is referred to as a sludge. ETPs have provisions to handle this sludge and the processes by which it is dealt with are environmentally appropriate for its disposal or reuse.

Energy-Efficient Design - ETPs are expected to incorporate energy-saving features with the incorporation of latest technologies in the achievement of their tasks of efficient treatment of wastewater. This helps to bring down operating expenses, and thus make friendly impacts towards the tiny environment.

ETP (Effluent Treatment Plant) key benefits:

Effluent treatment plants offer several significant benefits for both industries and the environment:

Environmental Protection - ETPs remove pollutants from the wastewater through tertiary treatment thus conserving natural water sources from pollution. This is important in natural conservation especially to the lives of water beings as well as securing water for human consumption.

Compliance with Regulations - The law has set standards of water quality which industries must meet when discharging their wastewater. ETPs assist companies in meeting these requirements thus avoiding cases of fines and lawsuits.

Reduction of Water Pollution - ETPs have the added advantage of releasing fewer pollutants into the environment. It reduces water pollution and since water forms a large part of life, the effects that comes with it are enormous.

Resource Recovery - Some ETPs are used primarily for the purpose of recycling certain materials from effluents these may include metals or chemicals as well as energy. But it also helps industries find another way to earn money, apart from cutting down waste products.

Note: Capacity of the ETP Plant is 4 Lac Liters and consumption is 3.5 Lac Liters daily.

CAPACITY UTILIZATION

Particulars	From April 2024 to December 2024	F Y 2023-24	F Y 2022-23	F Y 2021-22
SPINNING				
Installed Capacity (In MT) Spining	4,500.00	9,000.00	7,920.00	7,200.00
Production Capacity (In MT) Spinning	3,150.00	5,760.00	4,500.00	3,600.00
% of Utilization	**70%**	**64%**	**57%**	**50%**
DYEING				
Installed Capacity (In MT) Dyeing	990.00	1,980.00	1,440.00	1,440.00
Production Capacity (In MT) Dyeing	891.00	1,800.00	1,080.00	1,080.00
% of Utilization	**90%**	**91%**	**75%**	**75%**

MACHINE WISE DETAILS OF THE CAPACITY AND CAPACITY UTILISATION

1. **Blow Room and Carding from Truszler / LMW**

Period/Year	Usage in Which Product	Installed Capacity (MT)	Capacity Utilization	Capacity Utilization %
As on December 31, 2024	YARN	6300	4032	64.00%
As on March 31, 2024	YARN	12600	8064	64.00%
As on March 31, 2023	YARN	8500	4845	57.00%
As on March 31, 2022	YARN	7500	3750	50.00%

2. **Draw Frame and speed Frame LMW**

Period/Year	Usage in Which Product	Installed Capacity (MT)	Capacity Utilization	Capacity Utilization %
As on December 31, 2024	YARN	5400	3456	64.00%
As on March 31, 2024	YARN	10800	6912	64.00%
As on March 31, 2023	YARN	8100	4617	57.00%
As on March 31, 2022	YARN	6372	3186	50.00%

3. **Ring Frames LMW**

Period/Year	Usage in Which Product	Installed Capacity (MT)	Capacity Utilization	Capacity Utilization %
As on December 31, 2024	YARN	4500	2880	64.00%
As on March 31, 2024	YARN	9000	5760	64.00%
As on March 31, 2023	YARN	6750	3847	57.00%
As on March 31, 2022	YARN	5310	2655	50.00%

4. **Twister TFO**

Period/Year	Usage in Which Product	Installed Capacity (MT)	Capacity Utilization	Capacity Utilization %
As on December 31, 2024	YARN	700	539	77.00%
As on March 31, 2024	YARN	1400	1078	77.00%
As on March 31, 2023	YARN	1200	840	70.00%
As on March 31, 2022	YARN	1050	714	68.00%

5. **Autoconer**

Period/Year	Usage in Which Product	Installed Capacity (MT)	Capacity Utilization	Capacity Utilization %
As on December 31, 2024	YARN	4500	2880	64.00%
As on March 31, 2024	YARN	9000	5760	64.00%
As on March 31, 2023	YARN	8200	4674	57.00%
As on March 31, 2022	YARN	7700	3850	50.00%

6. **Fiber / Yarn Dyeing**

Period/Year	Usage in Which Product	Installed Capacity (MT)	Capacity Utilization	Capacity Utilization %
As on December 31, 2024	Yarn / fiber	990	900	91%
As on March 31, 2024	Yarn / fiber	1980	1800	91%
As on March 31, 2023	Yarn / fiber	1440	1080	75%
As on March 31, 2022	Yarn / fiber	1440	1080	75%

**Above capacity utilisation has been provided as per the certificate from the chartered engineer dated May 6th 2025.*

UTILITIES & INFRASTRUCTURE FACILITIES

Power

Our manufacturing process requires uninterrupted supply of Electric & Power for our manufacturing facility. We consume a substantial amount of power and fuel for our business operations. Our substantial power requirements are met from Punjab State Power Corporation Ltd (PSPCL), for our manufacturing facility. Following are the details of the power consummation by our manufacturing unit:

Requirement of Power				
Sl. No.	**Details of electricity provider**	**Sanctioned/Generation**	**Consumption Capacity**	**Unutilized**
1	PSPCL	5000 KW	2500 KW	2500 kw
2	Existing Solar Plant	2000 KW	2000 KW	Nil

Total Consumption	
KW Consumption	
ENTITY	**Total**
Dye House	5244.02
General	904.79
Spinning-2	9671.80
Spinning-3 A	151.37
Spinning-3 B	2567.27
Spinning-4	59207.68
Grand Total	**77746.93**
Load per Hour	**3239.46**

Note:

1. *The other office's power requirements are fulfilled through the state electricity providing companies.*

Existing solar plant of the company

Water

Our manufacturing units use ground water for our manufacturing operations.

HUMAN RESOURCE

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

As of June, 01, 2025, there are total of 583 employees all of which are on payroll basis and none of them are employees are on contract basis. In addition to our own employees, our operations also involve additional workers who are hired on a contract labour basis.

We have encountered no significant work disruptions to date and we believe that we have maintained good relations with our employees.

DEPARTMENT WISE BREAK-UP

Count of Employee Code **Department**	**No. of Employees As on 1st June, 2025**
Administration	31
Commercial	9
Development & Sampling	7
Finance & Accounts	3
General	1
HR / Personnel / Compliance	25
IT & DSS	1
Maintenance	40
Marketing & Merchandising	4
Planning & Co-Ordination	2
Production	408

QA & Quality	15
QA, Audit & Technical	1
Sourcing & Supply Chain	1
Utility & Engineering	35
Grand Total	**583**

EMPLOYEE ATTRITION RATE

Financial Year	Total (%)	Associates (%)	Staff (%)	Sub-Staff (%)
2021-22	11.65	11.07	0.35	0.22
2022-23	12.29	10.82	0.84	0.62
2023-24	10.41	9.22	0.80	0.39
For the stub period from April 1, 2024 to December 31, 2024	10.16	8.82	0.84	0.50

Note: refer risk factor no. 20 on page no. 46 of this Prospectus.

FINANCIAL ACHIEVEMENTS OF THE COMPANY

(Amount in Lakhs)

Particulars	For the stub period from April 1, 2024 to December 31, 2024	Financial year 2023-24	Financial year 2022-23	Financial year 2021-22
Share Capital	952.86	750.00	25.00	25.00
Reserves & Surplus	5,116.88	1,773.55	1,393.51	934.57
Net Worth	6,069.74	2,523.55	1,418.51	959.57
Total Income	11,390.67	19,101.24	16,187.94	22,043.72
PAT	706.18	1,105.05	458.94	798.63

COMPETITION

Much of the market in which we operate is unorganized and fragmented with many small and medium-sized entities. We face substantial competition for our products from other brands in domestic market. Our competition varies for our products and regions. We compete with other brands on the basis of product range, product quality, and product price including factors, based on reputation, regional needs, and customer convenience. While these factors are key parameters in client's decisions matrix in purchasing goods; product range, product quality and product price is often the deciding factor in most deals.

LOGISTICS

Our suppliers directly deliver raw materials to our manufacturing facility. We outsource the delivery of our products to either third-party logistics companies or as mutually agreed shipment terms as decided between the customer and Company. We do not enter into any formal contracts rather we finalise delivery companies on the basis of pricing mechanism pursuant to which such companies undertake the delivery of products to our consumers. We instruct the delivery companies to collect products from our manufacturing facility and deliver to our consumers in accordance with their orders.

QUALITY CONTROL

Our Company has inhouse quality management systems which ensures good quality and at all steps from procurement till dispatch. We have established a quality control team which has the responsibility to ensure compliance with manufacturing practices. Before commencement of the manufacturing process, the materials purchased by our Company have to undergo a quality check, to ensure that they are of relevant quality and match the standards as specified. The finished products are tested done by our in-house team to ensure that the same is of relevant standards and design as specified by the customer to achieve the norms of self- certification; the products are then packed and dispatched.

ENVIRONMENT, HEALTH & SAFETY

Our activities are subject to various environmental laws and regulations which govern, among other matters, air emissions, waste water discharges, the handling, storage and disposal of hazardous substances and wastes and employee health and employee safety. For further information, see *"Key Industry Regulations and Policies"* beginning on page no. 202. We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations. We have complied, and will continue to comply, with all applicable environmental and associated laws, rules and regulations. We have obtained, or are in the process of obtaining or renewing, all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For further information, see *"Government and Other Statutory Approvals"* beginning on page no. 330.

REPAIR AND MAINTAINANCE

We conduct weekly and quarterly repair and maintenance programs for our manufacturing facility. Our machinery and electrical repair teams carry out periodic maintenance and repair of the plant and machineries on as needed basis. In addition, our manufacturing facility is periodically inspected by our technicians.

It is planned and scheduled in such a way that it will not affect any production loss and does not have any Negative Impact and there are no such instances in the past as well.

EXPORT AND EXPORT OBLIGATION

More than 50 % of the total revenue of the company is come from the export, however we have don't have formal agreement with our overseas customer. For more details, please see geographical wise revenue in the chapter titled Our business on page no. 164.

INSURANCE

Our Company has insurance coverage which we consider reasonably sufficient to cover all normal risks associated with our operations and which we believe is in accordance with the industry standards.

Our Company has taken following insurance policies against any damage or loss:

S. No	Insurance Company	Policy No.	Party Insured	Sum insured (in Rs.)	Premium Paid (in Rs.)	Details	Period
1.	The New India Assurance co. ltd.	360300112406000000051	Cedaar Textile Limited	2,00,00,000.00	25,76,505 (excluding GST)	On Machinery Loss of Profit (MLOP)	From: 02/02/2025 To:
				5,00,00,000.00		Add on Cover Opted - Removal of Debris (In excess of 1% of claim amount)(Add On 1002)	

				5,00,00,000.00		Add on Cover Opted - Omission to insure additions, alterations or extensions(Add On 1008)	01/02/2026
				60,00,00,000.00		Add on Cover Opted - Temporary removal of stocks clause(Add On 1013)	
				5,00,00,000.00		Add on Cover Opted - Architects surveyors and consulting engineers fees (in excess of 3% of the claim amount) (Add On 1001)	
				50,00,00,000.00		On Building including Plinth & foundations	
				50,00,00,000.00		On Plant, Machinery and accessories	
				1,00,00,000.00		On Furniture, fittings, fixtures and other contents	
				60,00,00,000.00		On Stocks and Stocks in process	
2.	ICICI Lombard General Insurance Company LTD	2002/36860 0205/00/000	Cedaar Textile Limited	2,00,00,00,000.00	3,54,001.00	Marine Export Import and Insurance Open Policy	From 18/11/2024 to 17/11/2025
3.	The New India Assurance Co. Ltd.	3603004825 6800000002	Cedaar Textile Limited	13,00,00,000.00	1,55,603.00	Raasta Aapatti Kavach Policy (Employee Insurance Policy) Total employees covered - 65	From 29/04/2025 to: 28/04/2026
4.	The New India Assurance Co. Ltd.	3603004825 6800000003	Cedaar Textile Limited	23,00,00,000.00	1,83,379.00	Raasta Aapatti Kavach Policy (Employee Insurance Policy) Total employees covered - 575	From 29/04/2025 to: 28/04/2026

CORPORATE SOCIAL RESPONSIBILITY

While we are focused on sustained financial performance, our Company has taken up corporate social responsibility ("CSR") activities and has adopted a CSR policy in compliance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014, as notified by the Central Government. In the past years, we have contributed or spent amount toward CSR activities details are given as follow:

- Free Blanket distribution for the needy people
- Free Dresses to School Children

Following is details of CSR expenditure as per the Schedule VII of the Companies Act, 2013

S.no.	Event	Date	Details of Expenditure	Amount	Mode of payment/ invoice no.
1.	Free distribution of furniture and food making machines in the nearby village schools	April 07, 2022	Purchase of dough making machines and aluminum sheet cladding insulation	2,53,700.00	Invoice 4/2022-23
2.	Free distribution of furniture and food making machines in the nearby village schools	April 11, 2022	Purchase of chairs and tables	3,10,273.00	NF/22-23/11
3.	Free distribution of furniture and food making machines in the nearby village schools	April 11, 2022	Purchase of chairs and tables	3,95,102,00	NF/22-23/12
4.	Free distribution of furniture and food making machines in the nearby village schools	June 06, 2022	Dining tables and mattresses	165200.00	Tl/24/2022-23
5.	Free distribution to the blankets to the needy people	March 24, 2024	Blankets	300000	RTGS
6.	Free distribution of Dresses to School Children	March 28, 2024	Fabric for Pant Shirt stitching	571700	RTGS
7.	Free distribution of Dresses to School Children	March 30, 2024	Pant shirt stitching	420000	RTGS

INTELLECTUAL PROPERTY RIGHTS

As on the date of the Prospectus, Our Company do not have any Intellectual Property Rights except hereinbelow:

Sr. No.	Application Number	Trademark (includes WordMark)	Class	Date of Registration / application /Renewal application	Status	Validity	Use of Trademark
1.	5680972	Inflame	25	14.11.2022	Registered	14.11.2032	Proposed to be used

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KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.

Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and are neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "Government and Other Statutory Approvals" beginning on page 330 of this Prospectus.

RELATED TO OUR BUSINESS

a) The Textile Committee Act, 1963

The Textiles Committee Act, 1963 was enacted to provide for the establishment of a Textiles Committee, which is responsible for promoting and facilitating the development of the textile industry in India. The Act outlines the composition, powers, and functions of the Committee. The Committee is tasked with conducting research and providing recommendations on matters related to the textile industry, including quality control, standardization, and improvement of production methods. The Act also empowers the Committee to inspect textile mills and to issue certificates of quality for textile products. The Textiles Committee Act, 1963 plays a crucial role in the growth and development of the Indian textile industry. The Textiles Committee, as corollary to its main objective of ensuring the quality of textiles and textiles machinery has been entrusted with the following functions, under Section 4 of the Act -

1. To undertake, assist and encourage, scientific, technological and economic research.
2. To establish standard specifications for textiles, textile machinery and the packing materials.
3. To establish laboratories for the testing of textiles and textile machinery.
4. To provide training in the techniques of quality control.
5. To provide for the inspection and examination of textiles and textile machinery.
6. To promote export of textiles.
7. To collect statistics and
8. To advise the Central Government on all matters relating to textiles and textile machinery, etc

b) The National Jute Board Act, 2008

The National Jute Board Act, 2008 was passed to establish a National Jute Board, which is responsible for the development of the jute industry in India. The Act outlines the constitution, powers, and functions of the National Jute Board, and provides for the appointment of its members and the terms of their service. The Board is also tasked with promoting the use of jute and jute products, conducting research and development activities, and ensuring the welfare of jute farmers and workers. Additionally, the Act provides for the establishment of a Jute Technology Mission and a Jute Manufactures Development Council to support the growth of the jute industry. The Act also lays out penalties for offenses committed under it.

c) The Textile Undertakings (Nationalization) Act, 1995

The Textile Undertakings (Nationalization) Act, 1995 was enacted to provide for the nationalization of textile undertakings. The Act provides for the acquisition of textile undertakings and the payment of compensation to the owners. The Act also lays down the procedure for the management and operation of the nationalized undertakings. The Act has the objective of developing the textile industry in India and ensuring that it contributes to the economic growth of the country.

d) The handlooms (Reservation of Articles for Production) Act, 1985

This Act provides for the reservation of certain articles for exclusive production by handlooms. It prohibits the production of articles exclusively reserved for handlooms, by other means. It gives the central government the power to summon information or samples of the textile articles as well as inspect and seize them. The Act includes a penalty for whoever produces articles or class of articles in contravention of an order. It mandates that entities/companies be punished when an offence under this Act has been committed. This Act included articles or class of articles reserved for exclusive production by handlooms based on a September 3, 2008 order of the Ministry of Textiles.

e) The Swadeshi Cotton Mills Company Limited (Acquisition and Transfer of Undertakings) Act, 1986

An Act to provide for the acquisition and transfer of certain textile undertakings of the Swadeshi Cotton Mills Company Limited, with a view to securing the proper management of such undertakings so as to subserve the interests of the general public by ensuring the continued manufacture, production and distribution of different varieties of cloth and yarn and thereby to give effect to the policy of the State towards securing the principles specified in clauses (b) and (c) of article 39 of the Constitution and for matters connected therewith or incidental thereto.

f) Labour Laws

India has extensive labour related legislations. Certain other laws and regulations that may be applicable to the Company are:

- Employees (Provident Fund and Miscellaneous Provisions) Act, 1952;
- Employees 'State Insurance Act, 1948;
- Child Labour (Prohibition and Regulation) Act, 1986
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Payment of Gratuity Act, 1972;
- Apprentices Act, 1961;
- Payment of Wages Act, 1936;
- Equal Remuneration Act, 1976; and
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- The Factories Act 1948

g) Legal Metrology Act, 2009

Legal Metrology" means that part of metrology which treats units of weighment and measurement, methods of weighment and measurement and weighing and measuring instruments, in relation to the mandatory technical and legal requirements which have the object of ensuring public guarantee from the point of view of security and accuracy of the weighments and measurements. (Section 2(g) of Legal Metrology Act, 2009) The Legal Metrology Act, 2009 (Act 1 of 2010) repeals and replaces the Standard of Weights and Measures Act, 1976 and the Standards

of weights and Measures (Enforcement) Act, 1985. The central government has appointed the date 01.04.2011 from which the provisions of the Act will come into force.

h) Essential Commodities Act, 1955

The Essential Commodities Act (ECA) is an act of the Parliament of India that was established to ensure the delivery of certain commodities or products, the supply of which, if obstructed due to hoarding or black marketing, would affect the normal life of the people. This includes foodstuff, drugs, fuel (petroleum products) etc. This act was modified by the Essential Commodities (Amendment) Act, 2020 as part of the 2020 Indian farm reforms.

The ECA was enacted in 1955 and has since been used by the Government to regulate the production, supply, and distribution of a host of commodities declared 'essential' to make them available to consumers at a fair price. Additionally, the government can also fix the minimum support price (MSP) of any packaged product that it declares an "essential commodity".

TAXATION LAWS

a) Income-Tax Act, 1961

The government of India imposes an income tax on taxable income of all persons including individuals, Hindu Undivided Families (HUFs), companies, firms, association of persons, body of individuals, local authority and any other artificial judicial person. Levy of tax is separate on each of the persons. The levy is governed by the Indian Income Tax Act, 1961. The Indian Income Tax Department is governed by CBDT and is part of the Department of Revenue under the Ministry of Finance, Govt. of India. Income tax is a key source of funds that the government uses to fund its activities and serve the public. The quantum of tax determined as per the statutory provisions is payable as: a) Advance Tax; b) Self-Assessment Tax; c) Tax Deducted at Source (TDS); d) Tax Collected at Source (TCS); e) Tax on Regular Assessment.

b) The Central Goods and Service Tax Act, 2017

The Goods and Services Tax ("GST") is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 ("CGST"), relevant state's Goods and Services Act, 2017 ("SGST"), Union Territory Goods and Services Act, 2017 ("UTGST"), Integrated Goods and Services Act, 2017 ("IGST"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

c) The Custom Act,1962

The Customs Act 1962 is a law in India that deals with customs duties, imports, exports, and related issues. It was created to bring together and update the rules about customs. This act provides the legal basis for charging and collecting customs duties. It explains how goods should be cleared at customs ports and airports. It gives customs officials the power to manage the movement of goods across borders, stop smuggling, and ensure that international trade agreements are followed.

STATE LAWS

(i) The Haryana Shops & Establishments Act

The Haryana Shops & Commercial Establishments Act, and Rules, are applicable to all the shops and commercial establishments in the areas notified by Government of Haryana. The State of Haryana is following the Punjab Shops & Commercial Establishments Act of 1958.The Act is enacted for the purpose of protecting the rights of employees. The Act provides regulations of the payment of wages, terms of services, work hours, rest intervals, overtime work, opening and closing hours, closed days, holidays, leaves, maternity leave and benefits, work conditions, rules for employment of children, records maintenance, etc.

(ii) The Punjab Shops & Establishment Act, 1958

The Punjab Shops and Establishment Act, 1958, governs the working conditions and employment practices in shops and commercial establishments across the state of Punjab. This legislation is designed to ensure fair treatment of employees and maintain orderly workplace practices. It requires all establishments to be registered with the local labor authorities, and it stipulates various working conditions, including working hours, rest intervals, overtime compensation, and weekly holidays. The Act sets limits on the number of hours employees can work in a day and week, ensuring they receive adequate breaks and time off.

The Act also outlines specific health, safety, and welfare measures that employers must adhere to. This includes maintaining a clean and safe work environment, providing proper ventilation and lighting, and ensuring the availability of safe drinking water and sanitation facilities. Additionally, it addresses the employment of women and young persons, imposing restrictions on night shifts for women to safeguard their well-being. The Punjab Shops and Establishment Act aims to protect workers' rights, prevent exploitation, and promote a balanced and healthy work environment. Compliance with the Act is essential for businesses to avoid legal penalties and contribute to a positive work atmosphere.

(ii) The Karnataka Shops and Commercial Establishments Act 1961 And Rules 1963

This act has been enforced from 01-03-1962 in karnataka state and time to time amendments are made. This Act provides for the regulation of conditions of work and employment in Shops & commercial establishments in the State of Karnataka. This Act applies to the areas notified by the Karnataka Government

INTELLECTUAL PROPERTY LAWS

(i) Trademarks Act, 1999 (Tm Act)

A trademark is used in relation to goods to indicate a connection in the course of trade between the goods and a person having the right as proprietor or user to use the mark. The Trademarks Act, 1999, (Trademarks Act) governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark. Registration is valid for a period of 10 years but can be renewed in accordance with the specified procedure. As per the Trademarks (Amendment) Bill, 2009, Registrar of Trademarks is empowered to deal with international applications originating from India as well as those received from the International Bureau and maintain a record of international registrations. It also removes the discretion of the Registrar to extend the time.

(ii) Copyrights Act, 1957

The Copyrights Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the

issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organization.

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years.

The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies, including imprisonment of the accused, imposition of fines and seizure of infringing copies.

(iii) Patents Act, 1970 (Patent Act)

The purpose of the Patent Act in India is to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent.An application for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first invention in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application. Penalty for the contravention of the provisions of the Patents Act include imposition of fines or imprisonment or both.

PROPERTY RELATED LAWS

(i) Transfer of Property Act, 1882

The transfer of property, including immovable property, between living persons, as opposed to the transfer of property by operation of law, is governed by the Transfer of Property Act, 1882. This Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- Sale: the transfer of ownership in property for a price paid or promised to be paid.
- Mortgage: the transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The Act recognizes several forms of mortgages over a property.
- Charges: transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
- Leases: the transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.

(ii) Registration Act, 1908 (The "Registration Act")

The Registration Act has been enacted with the objective of providing public notice of the execution of documents affecting, inter alia, the transfer of interest in immovable property. The purpose of the Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, among other things, any non-testamentary instrument which

purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in any immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the TP Act or as collateral), unless it has been registered. Evidence of registration is normally available through an inspection of the relevant land records, which usually contains details of the registered property. Further, registration of a document does not guarantee title of land.

(iii) The Indian Stamp Act, 1899

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Indian Stamp Act, 1899 (the ―Stamp Act‖) provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state. Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

(iv) Indian Easements Act, 1882 (The "Easement Act")

An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land, and which permits him to do or to prevent something from being done, in or upon, other land not his own. Under the Easements Act, a license is defined as a right to use property without any interest in favour of the licensee. The period and incident may be revoked and grounds for the same may be provided in the license agreement entered in between the licensee and the licensor.

FOREIGN TRADE AND EXCHANGE LAWS

1. Foreign Exchange management Act 1999

An Act to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and payments and for promoting the orderly development and maintenance of foreign exchange market in India.

2. Foreign Trade (Development and Regulation) Act, 1992

An Act to provide 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

DATA PROTECTION AND PRIVACY LAWS

Data protection and privacy laws are critical in safeguarding individuals' personal information in an increasingly digital world. These laws ensure that personal data is collected, processed, stored, and shared in a manner that respects privacy and security. In India, the Personal Data Protection Bill, 2019, is a key legislative effort aimed at providing a comprehensive framework for data protection. The bill proposes stringent guidelines on the processing of personal data by both government and private entities, emphasizing the need for consent, purpose limitation, and data minimization. It also mandates the appointment of data protection officers, conducting data protection impact assessments, and reporting data breaches to the authorities.

Globally, the General Data Protection Regulation (GDPR) set by the European Union is a benchmark for data protection laws, influencing regulations worldwide. The GDPR enforces robust data protection principles, including the right to access, rectify, erase, and restrict processing of personal data. It also introduces the concept of data portability and mandates transparency in data processing activities. Organizations are required to implement technical and organizational measures to ensure data security and are subject to significant penalties for non-compliance. These laws not only protect individuals' privacy but also foster trust in digital services, encouraging responsible data handling practices and enhancing overall cybersecurity.

1. Information Technology Act, 2000

The Information Technology Act, 2000 (also known as ITA-2000, or the IT Act) is an Act of the Indian Parliament (No 21 of 2000) notified on 17 October 2000. It is the primary law in India dealing with cybercrime and electronic commerce.

Secondary or subordinate legislation to the IT Act includes the Intermediary Guidelines Rules 2011 and the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021.

ADVERTISING STANDARDS COUNCIL OF INDIA (ASCI) GUIDELINES

ASCI seeks to ensure that advertisements conform to its Code for Self-Regulation, which requires advertisements to be legal, decent, honest and truthful, and not hazardous or harmful while observing fairness in competition.

ENVIRONMENTAL REGULATIONS

(i) The Environment Protection Act, 1986 ("Environment Protection Act")

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a framework for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control, and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant more than such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

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

Air (Prevention and Control of Pollution) Act 1981(—the Act‖) was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act has declared several areas as air pollution control area and prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Act, if a person intends to commence an industrial plant in a pollution control area.

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

The Water (Prevention and Control of Pollution) Act 1974 (—the Act‖) was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation, or process likely to discharge pollutants must obtain prior consent of the board constituted under the Act.

(iv) National Environmental Policy, 2006

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

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

IN GENERAL

(i) Companies Act, 2013

The Companies Act, 2013, is a comprehensive piece of legislation that governs corporate entities in India. It replaced the Companies Act of 1956 with the aim of aligning India's corporate laws with global standards and enhancing corporate governance. The Act covers various aspects of company formation, administration, and dissolution, providing a regulatory framework for the incorporation of companies, their management, and their financial disclosures. It introduces provisions for corporate social responsibility (CSR), requiring certain companies to allocate a portion of their profits towards social causes. The Act also emphasizes transparency and accountability through stringent disclosure norms, ensuring that companies maintain accurate records and submit regular financial reports to the Registrar of Companies (RoC).

Additionally, the Companies Act, 2013, establishes mechanisms for the protection of shareholders and creditors, including the appointment of independent directors and the formation of audit committees. It also streamlines the processes for mergers, demergers, and acquisitions, and provides a more efficient framework for the resolution of corporate disputes. The Act enhances regulatory oversight by granting the Ministry of Corporate Affairs broader powers to enforce compliance and penalize violations. By promoting good governance practices and accountability, the Companies Act, 2013, aims to foster a robust corporate environment that supports sustainable economic growth and investor confidence.

(ii) The Competition Act, 2002

The Competition Act, 2002, is a pivotal piece of legislation in India designed to promote fair competition and prevent anti-competitive practices in the market. The Act establishes the Competition Commission of India (CCI) as the regulatory authority responsible for enforcing competition laws and ensuring a level playing field for businesses. It addresses various aspects of market competition, including anti-competitive agreements, abuse of market dominance, and mergers and acquisitions that may adversely affect market competition. The Act empowers

the CCI to investigate and take action against practices that restrict or distort competition, such as cartels, monopolistic behaviors, and unfair trade practices.

The Competition Act, 2002, also emphasizes the importance of fostering a competitive market environment to benefit consumers and promote economic efficiency. It includes provisions for the assessment of mergers and acquisitions to prevent the creation of monopolies or significant market distortions. Additionally, the Act promotes transparency and accountability by mandating that businesses operate in a manner that does not hinder competition. Through its rigorous enforcement and regulatory measures, the Competition Act, 2002, aims to encourage innovation, protect consumer interests, and drive economic growth by ensuring that competitive practices prevail in the Indian market.

(iii) Consumer Protection Act, 1986 (COPRA)

The Consumer Protection Act, 1986 (COPRA) was a landmark legislation in India designed to safeguard the interests of consumers and provide a robust mechanism for addressing grievances related to goods and services. The Act established a three-tier consumer redressal system consisting of District Forums, State Commissions, and the National Consumer Disputes Redressal Commission (NCDRC). This hierarchical structure allows consumers to seek remedies for disputes and obtain compensation for losses due to defective goods or deficient services. COPRA empowers consumers with the right to seek redressal through various means, including replacement of goods, repair, or monetary compensation, ensuring that their grievances are addressed effectively.

COPRA also introduced the concept of consumer rights and protection against unfair trade practices, misleading advertisements, and exploitation. It provides consumers with fundamental rights, such as the right to be informed about the quality, quantity, and price of goods and services, as well as the right to seek redressal. Although the Act significantly improved consumer protection, it was later replaced by the Consumer Protection Act, 2019, which introduced more comprehensive provisions, including the establishment of a Central Consumer Protection Authority (CCPA) and enhanced mechanisms for addressing online consumer grievances. The 2019 Act aims to further strengthen consumer rights and adapt to the evolving market dynamics.

(iv) The Indian Contract Act, 1872 ("Contract Act")

The Contract Act 1872 codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

(v) Taxes on Professions, Trades, Callings and Employments

Every person engaged in any profession, trade, callings, and employment is liable to pay tax at the rate prescribed by the respective state government. It is considered necessary to levy tax on profession, trade callings and employment to augment state revenues. Every state is empowered by the Constitution of India to make laws relating to levy of taxes on professions, trades, callings, and employments that shall serve as the governing provisions in that state.

(vi) SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Every Company which has listed its specified securities on the Main Board or SME Board of the Exchange ("BSE/ NSE") has comply with the requirements as mentioned in the above-mentioned regulation. This regulation is in addition to the requirements of the Companies Act, 2013 and it has stricter requirement in addition to the Companies Act, 2013.

HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was incorporated as a Private Limited Company namely "Cedaar Textile Private Limited" under the Companies Act, 2013 vide certificate of incorporation dated 28/09/2020 issued by Registrar of Companies, bearing registration no. 139070. Further, Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on April 30, 2024 A fresh Certificate of Incorporation consequent to conversion was issued on August 23, 2024 by the Registrar of Companies, Bangalore and consequently the name of our Company was changed from "Cedaar Textile Private Limited" to "Cedaar Textile Limited". Presently, the Company's Corporate Identification Number is U17299KA2020PLC139070.

ADDRESS OF REGISTERED OFFICE AND BRANCH OFFICE

1	Registered Office	KSSIDC Plot No B-34, Industrial Estate, Yelahanka New Town, Bangalore, Bengaluru, Karnataka, India, 560064.
2	Manufacturing & Warehouse	Village Akbarpur, Ahmedgarh, Dist:Sangrur, Near Ludhiana, Punjab- 148021 (India)
3	Marketing Office	Eros City Square, Rosewood City Road 4th Floor, Office No. 413, Sector - 49 Gurugram, 122018 (Haryana)
4	Sales Office	422/2, Industrial Area – A, near Nahar Spinning Mil, Ludhiana

CHANGE OF REGISTERED OFFICE

There is no change in the registered office of our Company since its incorporation.

MAJOR EVENTS AND MILESTONES IN THE HISTORY OF THE COMPANY

Year	Key Events
2020	Company Founded by Mr. Rajesh Mittal, Mr. Virender Goyal, Mrs. Bachangada Monnappa Saraswathi, Mr. Monnappa Nachappa Bachangada on 29, Sep 2020 and Company got certificate of Registration by Registrar of Companies, ROC Bangalore.
2020- 2021	We received our first export order on 30-12-2020 a very first month we have started as Cedaar Textile from Tex global PTE for the value of Rs. 41 L and First domestic order from Essel Industries on 24.12.2020 for Rs. 25L Approx
2021-22	we have achieved the highest sales this financial year where approx 60% revenue is of export.
2023-24	Installation of 2 MW Solar plant in the factory and successfully running the same and planning for second project as well.
2024	Company conversion of Public limited i.e. from "Cedaar Textile Private Limited" to "Cedaar Textile Limited" and received its fresh certificate from Ministry of Corporate Affairs dated August 23, 2024

Exhibitions: We have been doing various National and international Exhibitions throughout the years to keep us updated with the market trends and also to be in the eyes of the customers. In last few years we have done below important exhibitions.

Exhibitions name	Dates and places
Ind-Expo, Mumbai	Mumbai (March 2022)
Bhart-Tex, India	Delhi, India (February 2023)
Buyer Seller meet, Delhi organised by Textile Min.	Leela Hotel, Delhi (March 2023)
Yarn & Fabric Show, Dhaka	Bangladesh (March 2023)
Intex Dhaka, Bangladesh	Bangladesh (June 2023)
Yarnex, Delhi, Ludhian, Mumbai	Ludhiana (January 2023) Mumbai (April 2023) Delhi (July 2023)
South Asia Tex, Dhaka	Bangladesh (June 2023)
Intertex, Portugal	Portugal (June 2023)
Cairotex, Egypt	Egypt (2023)

CSR Activities - While we are focused on sustained financial performance, our Company has taken up corporate social responsibility ("CSR") activities and has adopted a CSR policy in compliance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014, as notified by the Central Government. In the past years, we have contributed or spent amount toward CSR activities details are given as follow:

- Free Blanket distribution for the needy people
- Free Dresses to School Children

Following is details of CSR expenditure as per the Schedule VII of the Companies Act, 2013

S.no.	Event	Date	Details of Expenditure	Amount	Mode of payment/ invoice no.
1.	Free distribution of furniture and food making machines in the nearby village schools	April 07, 2022	Purchase of dough making machines and aluminum sheet cladding insulation	2,53,700.00	Invoice 4/2022-23
2.	Free distribution of furniture and food making machines in the nearby village schools	April 11, 2022	Purchase of chairs and tables	3,10,273.00	NF/22-23/11
3.	Free distribution of furniture and food making machines in the nearby village schools	April 11, 2022	Purchase of chairs and tables	3,95,102,00	NF/22-23/12
4.	Free distribution of furniture and food making machines in the nearby village schools	June 06, 2022	Dining tables and mattresses	165200.00	Tl/24/2022-23
5.	Free distribution to the blankets to the needy people	March 24, 2024	Blankets	300000	RTGS
6.	Free distribution of Dresses to School Children	March 28, 2024	Fabric for Pant Shirt stitching	571700	RTGS
7.	Free distribution of Dresses to School Children	March 30, 2024	Pant shirt stitching	420000	RTGS

MAIN OBJECT OF OUR COMPANY

1.To carry on the business of manufacturing, buying, selling, importing, exporting and dealing in textiles, cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fibric materials, yarn, cloth, linen, rayon and other goods or merchandise whether textile felted, netted or looped.

2.To carry on the business of importers, exporters, buyers, sellers, dealers and as agents, Stockiest, distributors and suppliers of all kinds of ready-made garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof.

3.To own, create, operate and manage online shopping websites, e-commerce market places, portals, mobile applications and to create a virtual shopping with online catalogue and to provide a convenient shopping experience to its customers for an item all kinds of clothing, ready-made garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise related to fashion & lifestyle products.

4.To establish, operate, maintain, run and promote the fashion centers, to produce, import, export, purchase, sell or otherwise deal in designer or fashionable clothes and dress materials and to organize fashion shows, exhibitions and deal in any products or materials used textiles, hosiery and silk or merchandise related to fashion & lifestyle products.

AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Since incorporation, the following changes have been made to the Memorandum of Association of the Company:

Details of Shareholders Approval	Type of General Meeting	Amendments
20-01-2024	EGM	Our Authorized Capital Rs. 5,25,00,000 consist 52,50,000 Equity Shares face value of Rs. 10 Each was increased to Rs. 8,25,00,000 consist 82,50,000 Shares face value of Rs. 10 Each
30-04-2024	EGM	Our Authorized Capital Rs. 8,25,00,000 consist 82,50,000 Equity Shares face value of Rs. 10 Each was increased to Rs. 15,00,00,000 consist of 1,50,00,000 Equity Shares face value of Rs. 10 Each
30-04-2024	EGM	Converted from Private Limited into Public Limited Company i.e from Cedaar Textile Private Limited to Cedaar Textile Limited.

DETAILS OF BUSINESS OF OUR COMPANY

For details on the description of our company's activity, business model, marketing strategy, strength, please see our 'Business', 'Management Discussion and Analysis of Financial Conditions' and 'Basis for Issue Price' on page nos. 171, 310 and 133 respectively of this Prospectus.

CAPITAL RAISING (DEBT/EQUITY)

For details in relation to our capital raising activity through equity, please refer to the chapter titled "Capital Structure" beginning on page no. 93 of this Prospectus.

For a description of our company's Debt facility, see, "*Financial Indebtedness*" on page no. 309 of the Prospectus.

DEFAULT OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTION /BANKS

There have been no defaults or rescheduling of borrowings with any financial institutions / Banks as on the date of the Prospectus. Furthermore, none of the Company's loan from any of the financial institutions / Banks have been converted into equity in the past.

TIME AND COST OVERRUNS IN SETTING UP OF PROJECT

There has been no time / cost overrun in setting up of Project by our Company.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation

LOCK-OUT OR STRIKES

There have been no lock-outs or strikes in our company since incorporation.

CHANGE IN ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE (5) YEARS

There has been no change in business activities of our company since incorporation from the date of this Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in Chapter titled "*Management Discussion and Analysis of Financial Conditions & Result of Operations*" beginning on page no. 310 of the Prospectus.

HOLDING COMPANY OF OUR COMPANY

Our Company does not have any Holding Companies as on the date of filing of this Prospectus.

SUBSIDIARY COMPANY OF OUR COMPANY

Our Company does not have any Subsidiary Companies as on the date of filing of this Prospectus.

INJUNCTIONS OR RESTRAINING ORDERS

Our Company is not operating under any injunctions or restraining orders.

DETAILS REGARDING ACQUISITION OF BUSINESS / UNDERTAKING, MERGERS, AMALGAMATION, REVALUTAION OF ASSETS

There are no Merger, Amalgamation etc. with respect to our Company and we have not acquired any business undertaking since incorporation.

NUMBER OF SHAREHOLDER OF OUR COMPANY

Our Company has seven shareholders as on date of the Prospectus. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled "*Capital Structure*" beginning on page no. 93 of the Prospectus.

DETAILS OF PAST PERFORMANCE

For details of Change of management, please see chapter titled "*Our Management*" on page no. 216 of the Prospectus.

DETAILS OF FINANCIAL PERFORMANCE

For details in relation to our financial performance in the previous three financial years, including details of non-recurring items of income, refer to section titled "*Financial Statements*" beginning on page no. 245 of this Prospectus.

SHAREHOLDER AGREEMENT

Our company has not entered into any shareholders agreement as on the date of filing of this Prospectus.

COLLABORATION AGREEMENT

As on the date of the Prospectus, Our Company is not party to any collaboration agreement.

RESTRICTIVE COVENANTS IN LOAN AGREEMENTS

Our Company has taken Credit facilities from any of the Banks / Financial Institutions but no restrictive covenants applicable on company.

STRATEGIC / FINANCIAL PARTNERS

Our Company does not have any Strategic / Financial Partner as on the date of this Prospectus.

OTHER AGREEMENTS

- Non-Compete Agreement Our Company has not entered into any compete Agreement on the date of this Prospectus.
- Joint Venture Agreement Our Company has not entered into any Joint Venture Agreement on the date of this Prospectus.

Other Information: -

There are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the offer document.

There are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the offer document.

To ensure that there is no any conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and subsidiaries / Group Company and its directors.

To ensure that there is no any conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and subsidiaries / Group Company and its directors.

OUR MANAGEMENT

BOARD OF DIRECTORS

We are required to have not less than 3 Directors and not more than 15 Directors, subject to Section 149 of Companies Act, 2013. As on the date of this Prospectus, our Company has 8 Directors on the Board.

The following table sets forth the details regarding our Board of Directors as on the date of filing of this Prospectus with NSE Emerge:

S. No.	Name, Fathers/ Husband's Name, Designation Address Occupation Nationality Term and DIN	Date of Appointment	Other Directorship
1.	**Rajesh Mittal** **DIN:** 08702551 **Date of Birth:** 06-11-1972 **Age:** 52 Years **Qualification:** MBA (Marketing) **Designation**: Managing Director **Experience:** 28 Years **Address:** The Hibiscus Bldg 8 flat 5B sector 50, Gurugram – 122018, Haryana **Occupation:** Business Textiles **Period and Term:** 5 Years **Nationality:** Indian	28.9.2020	**INDIAN COMPANIES:** 1. Inncott International Private Limited. **FOREIGN COMPANIES: NIL**
2.	**Virender Goyal** **DIN:** 08702573 **Date of Birth:** 24-05-1963 **Age:** 62 Years **Qualification:** B. Sc. in Textile Chemistry **Designation:** Executive Director and Chief Financial Officer. **Experience:** 33 years **Address:** 112B Shobha Melachite, Jakkur Plantation Road Yelahanka Banglore 560064 Karnataka **Occupation:** Business **Nationality:** Indian	28.9.2020	**INDIAN COMPANIES:** 1. Inncott International Pvt. Ltd. 2. Auburn Design Pvt. Ltd. **FOREIGN COMPANIES: NIL**
3.	**Bachangada Monnappa Nachappa** **DIN:** 00205392 **Date of Birth:**08-03-1963 **Age:** 62 Years **Qualification:** Nil **Experience:** 30 years **Designation:** Non-Executive Director **Address:** #128, 3rd Main 1st Block R M V 2nd Stage, R M V Extension II Stage, Bangalore 560094 **Occupation:** Business **Nationality:** Indian	28.9.2020	**INDIAN COMPANIES:** 1. Auburn Design Private Limited 2. My Textile Pvt. Ltd. 3. Dress Master Apparel Pvt. Ltd **FOREIGN COMPANIES: NIL**
4.	**Bachangada Monnappa Saraswathi** **DIN:** 00205250 **Date of Birth:**01/07/1964 **Age:** 61 Years **Qualification:** Nil **Experience:** 25 years	28.9.2020	**INDIAN COMPANIES:** 1. Auburn Design Private Limited 2. My Textile Pvt. Ltd.

	Designation: Non-Executive Director **Address:** #128, 3rd Main 1st Block R M V 2nd Stage, R M V Extension II Stage, Bangalore 560094 **Occupation:** Business **Nationality:** Indian		**FOREIGN COMPANIES: NIL**
5.	**Yogendra Kumar Singhal** **DIN:** 09636972 **Date of Birth:** 29-04-1955 **Age:** 70 Years **Qualification:** Bachelor of Arts **Experience:** 43 years **Designation:** Non- Executive-Independent Director **Address:** B- 4/139, Safdarjung Enclave, New Delhi-110029 **Occupation:** Professional **Nationality:** Indian	11.09.2024	**INDIAN COMPANIES:** 1. ACJK Foods Private Limited 2. Amir Chand Jagdish Kumar (Exports) Limited **FOREIGN COMPANIES: NIL**
6.	**Kamta Nath Pandey** **DIN:** 00694714 **Date of Birth:** 10-05-1943 **Age:** 82 Years **Qualification:** Bachelor of Arts. **Experience:** 45 years **Designation:** Non- Executive-Independent Director **Address:** A- 87, Pocket A, Sarita Vihar, New Delhi110076 **Occupation:** Professional **Nationality:** Indian	11.09.2024	**INDIAN COMPANIES:** 1. Shristi Infrastructure Development Corporation Limited (Amal) **FOREIGN COMPANIES: NIL**
7.	**Vinay Aggarwal** **DIN:** 00878512 **Date of Birth:** 29/04/1971 **Age:** 54 Years **Qualification:** Higher Secondary (12th Class) **Experience:** 27 years **Designation:** Non-Executive Independent Director **Address:** House No. 34, Inderlok street, Sanjay vihar, yamunanagar, Haryana - 135001 **Occupation:** Business **Nationality:** Indian	27.03.2025	**INDIAN COMPANIES:** 1. Dhananjaya pet solutions private limited 2. Dhananjaya overseas private limited **FOREIGN COMPANIES: NIL**
8.	**Rajesh Bansal** **DIN:** 05155631 **Date of Birth:** 04-04-1969 **Age:** 56 Years **Qualification:** Bachelor of Technology. **Experience:** 12 years **Designation:** Non- Executive-Independent Director **Address:** House No. 2-D, Satguru Nagar, OPP. Verka Milk Plant, P.A.U. Ludhiana, Punjab, India-141004, **Occupation:** Business **Nationality:** Indian	11.09.2024	**INDIAN COMPANIES:** 1. Media Impex Private Limited **FOREIGN COMPANIES: NIL**

Note: Please refer Risk Factor no. 17 on page no. 44 of Prospectus for the Experience of the Directors.

For further details on their qualifications, experience, etc., kindly refer to their respective biographies under the heading "Brief Biographies" below:

BRIEF BIOGRAPHY OF DIRECTORS

Mr. Rajesh Mittal (Managing Director)

Mr. Rajesh Mittal is the Managing Director of our company. He holds degree in Bachelors from Kurukshetra University. Further he pursued MBA in Marketing from Indira Gandhi National Open University. He possesses over 28 years of experience in Vardhman textiles limited from 1996 to 2004, entrepreneurship from 2005 to 2017 and MR Fabrics & Apparels from 2018 till date all in textile industry, including fibres, yarn, fabrics, and clothing. He contributes in the company by performing managerial role in marketing, new business development and critical decision making. He has been on the Board of our Company since its incorporation and plays a vital role in providing strategic guidance and direction to our Company.

Mr. Virender Goyal (Executive Director and the Chief financial officer)

Mr. Virender Goyal has been the Director of our company since 2020. He holds a degree in B. Tech (Textile Chemistry) from Maharishi Dayanand university and holds 33 years of experience in engineering, project management, and business strategy. He has progressed from Supervisor to Managing Director in large firms, gaining hands-on experience in all project stages. Mr. Goyal has held leadership roles in major companies like Epic Group and Maral Overseas. In his current position, as Executive Director of the company, he oversees key operational areas, including production, finance, and technology, ensuring smooth operations and effective decision-making within the organization.

Mr. Monnappa Nachappa Bachangada (Non-Executive and Non-Independent Director),

Mr Monnappa has been a Non- executive Director of the company since 2020. With 30 years of entrepreneurial experience, he committed to innovative manufacturing approaches of our company. He founded Cotton World in 1995, specializing in children's wear. His strengths include garment production, product development, and financial management. He actively participates in major company decisions, financial management, and future expansions.

Mrs. Bachangada monnappa saraswathi (Non-Executive and Non-Independent Director)

Ms. Bachangada Monnappa saraswathi is appointed as director of the company 2020, having more than 25 years in the business. She has been actively involved in company HR & Personal affairs, administration at company level. She is also involved in Various welfare activities related to staff and workers.

Mr. Yogendra Kumar Singhal (Non-Executive and Independent Director).

Mr. Yogendra Kumar was appointed as director of the company on 11th September, 2024. He holds a Graduation degree in humanities (Arts) and has over 43 years' experience and worked in various organizations on different positions for RTA operations, IPO'S etc. He worked for Big Share Services Limited as Vice president; he is looking after Business Development and Entire operations including IPOs for North India. He also worked as Senior vice president with Alankit Assignments Limited where he is looking entire business verticals of Registrar & Transfer Agents. Worked with Allied computer Technics private limited as Vice-president, in his leadership company became one of the Top players in data processing business with focus to RTA, IPO and Share.

Mr. Kamta Nath Pandey (Non-Executive and Independent Director).

He was appointed as director of the company on 11th September, 2024. He holds a Graduation degree in in humanities (Arts). He has served in the Government of India for more than three decades in the Ministry of Finance, Defense, Home and Information and broadcasting at various levels such as UNRE Secretary, Dy Secretary, Director and Joint Secretary. He has sufficient exposure to financial planning, Management, Expenditure control and administration. He retired on Superannuation on 31 May 2003 from a senior administrative Grade post in the Government of India.

Mr. Vinay Aggarwal (Non-Executive and Independent Director).

He was appointed as director of the company on 27th March, 2025. He has total experience of 10 years as a director in Dhananjaya Overseas Private Limited from the year 2015 and 02 years as a director in Dhananjaya Pet Solutions Private Limited from 2023.

Mr. Rajesh Bansal (Non-Executive and Independent Director). He was appointed as director of the company on 11th September, 2024. He Holds a Graduation Degree Bachelor of Technology and has 12 years' experience in the Media

Impex Private Limited, he has vast experience in the field of production, marketing, sales, and other aspect of entrepreneurship in textile business.

Note: Please see Risk Factor no. 17 on page no. 44 of chapter titled Risk factor beginning on page no. 36.

CONFIRMATION

As on the date of this Prospectus:

- Further, none of our directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Prospectus or (b) delisted from the stock exchanges.

- None of our Director is declared a fugitive economic offender under section 12 of the Fugitive Economic Offender Act 2018.

- None of the directors are related to each other.

- There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or Member of their senior management.

- The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of employment.

- None of the above-mentioned Directors are on the RBI List of wilful defaulters.

- None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority. For further details refer chapters titled "Outstanding Litigation and Material Developments" beginning on the page no. 326 of this Prospectus.

DETAILS REGARDING DIRECTORSHIPS OF OUR DIRECTORS IN LISTED COMPANIES

None of our Directors is or was, during the last five years preceding the date of this Prospectus, a director of any listed company whose shares has been or were delisted or suspended from being traded on the stock exchanges during their tenure as a director in such company.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange, during their tenure as a director in such company.

NATURE OF FAMILY RELATION BETWEEN OUR DIRECTOR AND KEY MANAGERIAL PERSONNEL (KMPs)

There is no family relationship between the Key Managerial Personnel and Directors of our Company

DETAILS OF BORROWING POWERS OF DIRECTOR

Pursuant to a special resolution passed at an Annual General Meeting of our Company held on 30-09-2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company have been authorized to borrow monies from time to time, any sum

or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained/ to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 1,25,00,00,000 (Rupees One hundred and Twenty Five Crores Only).

COMPENSATION OF MANAGING DIRECTORS AND WHOLE TIME DIRECTOR

The compensation payable to our Managing Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V thereto and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956 for the time being in force) however no compensation of been approved to Managing Director.

SITTING FEES

There are no sitting fees paid to any of the Directors for attending the Board Meetings of the Company.

SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a director is not required to hold any qualification shares. The following table details the shareholding of our directors as on the date of this Prospectus

S. no	Name of the Director	No. of Equity Shares	% of Pre-Issue Equity Shares Capital	% of Equity Capital Post Issue Shares
1.	Mr. Rajesh Mittal	38,45,208	40.35	27.70
2.	Mr. Virender Goyal	17,44,186	18.30	12.56
3.	Mr. Monnappa Nachappa Bachangada	37,89,176	3x9.76	27.30
4.	Mrs Bachangada Monnappa Saraswathi	1,50,000	1.57	1.08

- None of the Independent Directors of the company holds any Equity Shares of the company as on the date of this Prospectus.
- Our AOA do not require our directors to hold any qualification Equity Shares.

PROPERTY INTEREST

Except as stated/referred to in the heading titled "Land & Properties" beginning on page no. 189 of this Prospectus, our directors have not entered into any contract, agreement or arrangements during the preceding two years from the date of this Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Our directors have no interest in any property acquired by our Company within two years of the date of this Prospectus

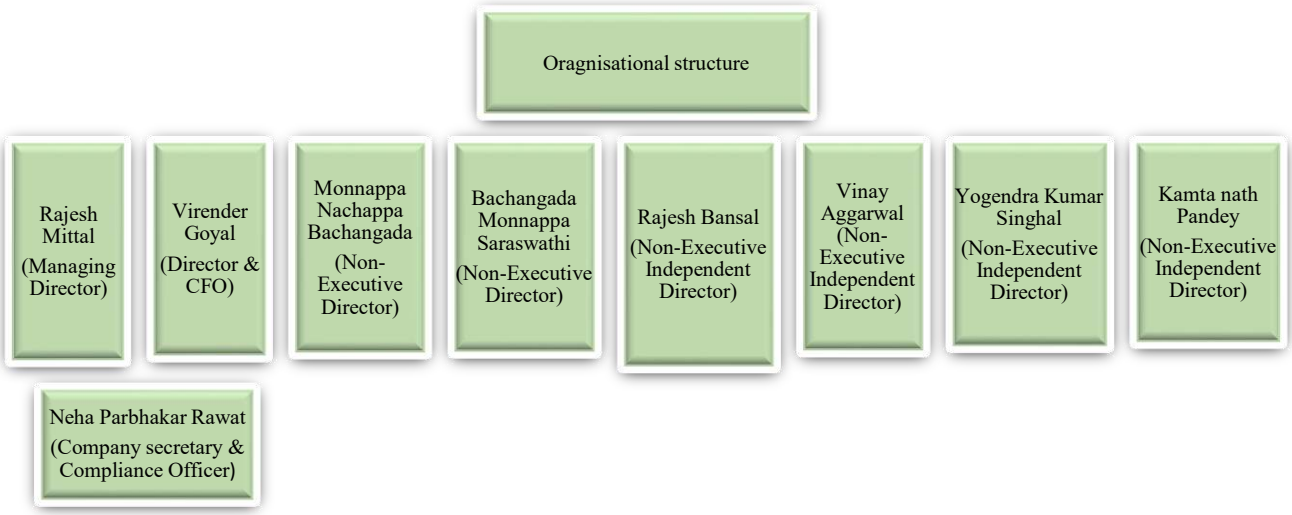
CHANGE IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

There is no change in the composition of board of Directors during the last three years before this Prospectus except the following:

S. No.	Name of the Director	Date of Appointment/Change in designation	Appointment/ Cessation/Change in Designation	Event	Reason for Change
1.	Mr. Rajesh Mittal	30/09/2024	Change in Designation	Change in Designation from Director to Managing Director	Restructuring of Board of Directors (Corporate Restructuring)
2.	Mrs. Bachangada Monnappa Saraswathi	30/09/2024	Change in Designation	Change in Designation from Executive-Director to Non-Executive Director	Restructuring of Board of Directors (Corporate Restructuring)
3.	Mr. Monnappa Nachappa Bachangada	30/09/2024	Change in Designation	Change in Designation from Executive-Director to Non-Executive Director	Restructuring of Board of Directors (Corporate Restructuring)
4.	Mr. Vinay Aggarwal	04/10/2024	Appointment	Appointed as an Additional Non-executive Independent Director	Corporate Governance
5.	Mr. Kamta Nath Pandey	11/09/2024	Appointment	Appointed as an Additional Non-executive Independent Director	Corporate Governance
		30/09/2024	Change in Designation	Change in Designation from Additional Non-executive Independent Director to Non-executive Independent Director	Restructuring of Board of Directors (Corporate Restructuring)
6.	Mr. Yogendra Kumar Singhal	11/09/2024	Appointment	Appointed as an Additional Non-executive Independent Director	Corporate Governance
		30/09/2024	Change in Designation	Change in Designation from Additional Non-executive Independent Director to Non-executive Independent Director	Restructuring of Board of Directors (Corporate Restructuring)
7.	Mr. Rajesh Bansal	11/09/2024	Appointment	Appointed as an Additional Non-executive Independent Director	Corporate Governance
		30/09/2024	Change in Designation	Change in Designation from Additional Non-executive Independent Director	Restructuring of Board of Directors (Corporate Restructuring)

				to Non-executive Independent Director	

ORGANISATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL

Mr. Rajesh Mittal – Managing Director

Mr. Rajesh Mittal is the Managing Director of our company. He holds degree in Bachelors from Kurukshetra University. Further he pursued MBA in Marketing from Indira Gandhi National Open University. He possesses over 28 years of experience in Vardhman textiles limited from 1996 to 2004, entrepreneurship from 2005 to 2017 and MR Fabrics & Apparels from 2018 till date all in textile industry, including fibres, yarn, fabrics, and clothing. He contributes in the company by performing managerial role in marketing, new business development and critical decision making. He has been on the Board of our Company since its incorporation and plays a vital role in providing strategic guidance and direction to our Company.

Mr. Virender Goyal (Director and the Chief financial officer)

Mr. Virender Goyal has been the Director of our company since 2020. He holds a degree in B. Tech (Textile Chemistry) from Maharishi Dayanand university and holds 33 years of experience in engineering, project management, and business strategy. He has progressed from Supervisor to Managing Director in large firms, gaining hands-on experience in all project stages. Mr. Goyal has held leadership roles in major companies like Epic Group and Maral Overseas. In his current position, as Executive Director of the company, he oversees key operational areas, including production, finance, and technology, ensuring smooth operations and effective decision-making within the organization.

Ms. Neha Parbhakar Rawat - Company Secretory and Compliance officer-

Ms. Neha Parbhakar Rawat is an experienced professional with over 10 years of expertise in legal compliance, company regulations, and coordination with various business stakeholders. She is a qualified Company Secretary and holds a law degree. Throughout her career, Ms. Rawat has held several key positions, including: **Manager – Legal** at Bussan Auto Finance India Private Limited for 4 years, where she managed legal affairs for the company, **Company Secretary** at Grovy India Limited (a part of Ganesh Stock invest Private Limited) for 4 years, overseeing company regulations and governance, **Assistant Company Secretary** at DB (International) Stock Brokers Limited for 5 years, handling legal

and compliance tasks in the financial sector. Her extensive experience demonstrates her strong ability to manage legal and regulatory matters across diverse industries.

CHANGES IN THE KEY MANAGERIAL PERSONNEL IN LAST THREE YEARS

There has been no change in the key managerial person of our company during last 3 years except as stated below:

S. No.	Name	Current Designation	Date of Appointment /Change in designation	Appointment/ Cessation/ Change in Designation	Event	Reason for Change
1.	Mr. Rajesh Mittal	Managing Director	30/09/2024	Change in Designation	Change in Designation from Director to Managing Director	Restructuring of Board of Directors (Corporate Restructuring)
2.	Ms. Neha Parbhakar Rawat	Company Secretary and Compliance Officer	04/10/2024	Appointment	Appointed as Company Secretary and Compliance Officer	Corporate Governance
3.	Mr. Virender Goyal	Chief Financial Officer	04/10/2024	Appointment	Appointed as Chief Financial Officer	To look into finance, accounts etc of the Company

Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

None of our Directors has been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

SHAREHOLDING OF KEY MANAGERIAL PERSONNEL

S. no	Name of Key Managerial Personnel	No. of Equity Shares	% of pre issue capital
1.	Mr. Rajesh Mittal	38,45,205	40.35
2.	Mr Virender Goyal	17,44,186	18.30

BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL

The details regarding the bonus issue of our company is mentioned in capital structure on page no. 93 of this Prospectus.

LOAN TO KEY MANAGERIAL PERSONNEL

No loans and advances have been given to the Key Managerial Personnel as on the date of this Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

The key managerial personnel of our Company 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 and to the extent of Equity Shares held by them in our Company, if any except as disclosed in this Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration stated above.

ESOP/ESPS SCHEME TO EMPLOYEES

Presently, we do not have any ESOP/ESPS Scheme for employees.

INTEREST OF KEY MANAGERIAL PERSONNEL

Except as disclosed in the heading titled "Related Party Disclosure" in the section titled "Financial information" beginning on page no. 245 of this Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting.

We have complied with the requirements of the Companies Act 2013 and also applicable regulations, including the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended SEBI (ICDR) Regulations, 2018 in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act, 2013 and as per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has Eight Directors. We have One Managing Director, three Executive Director and four Independent Directors in the Board. The constitution of our Board is in compliance with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The following committees have been formed in compliance with the corporate governance norms:

a. **Audit Committee**

b. **Shareholders Relationship Committee (Stakeholder's Relationship Committee)**

c. **Nomination and Remuneration Committee**

A) AUDIT COMMITTEE

Our Company has constituted an Audit Committee ("Audit Committee"), as per the applicable provisions of the Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, vide resolution passed in the meeting of Board of Directors held on March 27, 2025.

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following Four members.

Mr. Yogendra Kumar Singhal is the Chairman of the Audit Committee.

Composition of Audit Committee:

Name of Director	Designation of Committee	Nature of Directorship
Yogendra Kumar Singhal	Chairman	Independent Director
Rajesh Bansal	Member	Independent Director
Kamta Nath Pandey	Member	Independent Director
Rajesh Mittal	Member	Managing Director

The Company Secretary of the Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of the Company to furnish clarifications to the shareholders on any matter relating to accounts. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. Tenure of the Committee:

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. Meetings of the Committee:

The committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of two Independent Directors at each meeting.

C. Power of the Committee:

The Audit Committee shall have powers, including the following:

a) to investigate any activity within its terms of reference;

b) to seek information from any employee;

c) to obtain outside legal or other professional advice;

d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing

Regulations; and

e) To have full access to information contained in records of Company.

D. Role of the Committee:

The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation and Companies Act, 2013 shall be as under:

The role of the Audit Committee shall include the following:

1) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

2) Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;

3) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

4) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;

5) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;

   b. Changes, if any, in accounting policies and practices and reasons for the same;

   c. Major accounting entries involving estimates based on the exercise of judgment by management;

   d. Significant adjustments made in the financial statements arising out of audit findings;

   e. Compliance with listing and other legal requirements relating to financial statements;

   f. Disclosure of any related party transactions; and

   g. Qualifications and modified opinions in the draft audit report.

6) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

7) Monitoring the end use of funds raised through public offers and reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/ application of the funds raised through the proposed initial public offer by the Company;

8) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;

9) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

10) Scrutiny of inter-corporate loans and investments;

11) Valuation of undertakings or assets of the Company, wherever it is necessary;

12) Evaluation of internal financial controls and risk management systems;

13) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

14) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

15) 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;

16) Discussing with internal auditors on any significant findings and follow up thereon;

17) 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;

18) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

19) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

20) Reviewing the functioning of the whistle blower mechanism;

21) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;

22) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any if subsidiary ₹1,000 million or 10%of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;

23) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

24) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law; and

25) Carrying out any other functions as is mentioned in the terms of reference of the audit committee or containing into SEBI (LODR) Regulations 2015.

Further, the **Audit Committee** shall mandatorily review the following information:

1) Management's discussion and analysis of financial condition and results of operations;

2) statement of significant related party transactions (as defined by the audit committee), submitted by management;

3) management letters / letters of internal control weaknesses issued by the statutory auditors;

4) internal audit reports relating to internal control weaknesses;

5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and

6) statement of deviations:

   a. quarterly statement of deviation(s) including report of monitoring agency, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;

   b. Quarterly statement of funds utilized for purposes other than those stated in the offer /prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

   c. To carry out such other functions as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company; and

   d. To make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

B) Stakeholders' Relationship Committee

Our Company has constituted a Stakeholders Relationship Committee to redress the complaints of the shareholders. The Stakeholders Relationship Committee was constituted as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide resolution passed at the meeting of the Board of Directors held on September 11, 2024 and reconstituted on March 27, 2025.

The terms of reference of Stakeholder' Relationship Committee complies with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following four members. Mr. Rajesh Bansal is the Chairman of the Stakeholders Relationship Committee.

Composition of Stakeholders Relationship Committee:

Name of Director	Designation of Committee	Nature of Directorship
Rajesh Bansal	Chairman	Independent Director
Yogendra Kumar Singhal	Member	Independent Director
Kamta Nath Pandey	Member	Independent Director
Virender Goyal	Member	Executive Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholder Relationship Committee. The scope and function of the Stakeholder Relationship Committee and its terms of reference shall include the following:

A. **Tenure:** The Stakeholder 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 Stakeholder Relationship Committee as approved by the Board.

B. **Meetings:** The Stakeholder Relationship Committee shall meet at least once in a year, and shall report to the Board on a quarterly basis regarding the status of re-dressal of the complaints received from the shareholders of the Company. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

C. **Scope and terms of reference:** The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations, 2015 and Companies Act, 2013 shall be as under:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

2. Review of measures taken for effective exercise of voting rights by shareholders;

3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;

4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company;

5. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized;

6. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

7. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company.;

8. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/ dividend warrants, non- receipt of annual report and any other grievance/ complaints with Company or any officer of the Company arising out in discharge of his duties;

9. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them;

10. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time;

11. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting; and

12. Such roles as may be delegated by the Board and/ or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

C) <u>Nomination and Remuneration Committee</u>

Our Company has constituted a Nomination and Remuneration Committee. The constitution of the Remuneration Committee as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was approved by a Meeting of the Board of Directors held on September 11, 2024 March 27, 2025. The said committee is comprised as under:

The terms of reference of Nomination and Remuneration Committee complies with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following Three members. Mr. Rajesh Bansal is the Chairman of the Nomination and Remuneration Committee.

Composition of Nomination and Remuneration Committee:

Name of Director	Designation of Committee	Nature of Directorship
Rajesh Bansal	Chairman	Independent Director
Yogendra Kumar Singhal	Member	Independent Director
Kamta Nath Pandey	Member	Independent Director

Our Company Secretary is the Secretary to the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration Committee is entitled to attend the general Meeting of the company to furnish clarifications to the shareholders on any matter relating to remuneration. The scope and function of the Committee and its terms of reference shall include the following:

A. Tenure of the Committee:

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings of the Committee:

The committee shall meet as and when the need arises, subject to at least one meeting in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is greater, including at least one independent director in attendance.

C. Scope and terms of reference:

The terms of reference of the Nomination and Remuneration Committee as per Regulation 2015 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;

2) For the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of

   the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

   a. use the services of external agencies, if required;

   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

   c. Consider the time commitments of the candidates.

3) formulation of criteria for evaluation of the performance of independent directors and the Board;

4) devising a policy on diversity of our Board;

5) identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;

6) determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7) recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;

8) recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;

9) recommending to the Board, all remuneration, in whatever form, payable to senior management;

10) performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;

11) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;

12) Analysing, monitoring and reviewing various human resource and compensation matters;

13) reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

14) framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

    a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or

    b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and

15) Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

We shall comply with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange.

Further, Board of Directors have approved and adopted in Board meeting held on September 11, 2024 the policy on insider trading in view of the proposed public issue. Our Board is 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 for Prevention of Insider Trading conduct under the overall supervision of the Board.

Company Secretary and Compliance Officer, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

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OUR PROMOTERS AND PROMOTER GROUP

OUR PROMOTER

The Promoters of our Company are:

Sl. No.	Name of Promoter	No. of Shares	Shareholding (%)
1.	Rajesh Mittal	38,45,208	40.35%
2.	Virender Goyal	17,44,186	18.30%
3.	Bachangada Nachappa Monnappa	37,89,176	39.77%
4.	Bachangada Monnappa Saraswati	1,50,000	1.57%
	Total	**95,28,570**	**99.99%**

Rajesh Mittal, Virender Goyal, Bachangada Nachappa Monnappa and Bachangada Monnappa Saraswati. As on the date of this Prospectus, our Promoters collectively hold 95,28,570 Equity Shares, representing 99.99 % of the pre-offer issued, subscribed and paid-up Equity Share capital of our Company. For details, see "Capital Structure" on page number 93.

The details of our Promoters are as follows:

1. MR. RAJESH MITTAL

Rajesh Mittal, aged 52 years, is the Managing Director and the Promoter of our Company. For a complete profile of Rajesh Mittal, i.e., his date of birth, residential address, educational qualifications, professional experience in the business, positions/posts held in the past and other directorships see "Our Management –Brief Biographies of Directors" on page no. 216 of this Prospectus.

His PAN is **ACHPM4617Q**

2. MR. VIRENDER GOYAL

Virender Goyal is the Director, Chief Financial Officer and promoter of our Company. For the complete profile of Virender Goyal, i.e., his date of birth, age, residential address, educational qualifications, professional experience, positions / posts held in the past, other directorships and other ventures see "Our Management—Brief Biographies of our Directors" on page no. 216 of this Prospectus.

His PAN is **AEFPG6425A**.

	3. MR. BACHANGADA NACHAPPA MONNAPPA **Bachangada Nachappa Monnappa** is the Non-Executive and Non-Independent Director and promoter of our Company. For the complete profile of Monnappa Nachappa Bachangada, i.e., his date of birth, age, residential address, educational qualifications, professional experience, business and financial activities, special achievements, positions / posts held in the past, other directorships, other ventures and special achievements, see "Our Management—Brief Biographies of our Directors" on page no. 217 of this Prospectus. His PAN is **ADVPM5723G**.
	4. MRS. BACHANGADA MONNAPPA SARASWATI **Bachangada Monnappa Saraswati** is the Non-Executive and Non-Independent Director and promoter of our Company. For the complete profile of **Bachangada Monnappa Saraswati**, i.e., her date of birth, age, residential address, educational qualifications, professional experience, business and financial activities, special achievements, positions / posts held in the past, other directorships, other ventures and special achievements, see "Our Management—Brief Biographies of our Directors" on page No. 217 of this Prospectus. Her PAN is **AHEPS5562L**.

For details pertaining to other ventures of our Promoters, refer chapter titled "Our Group Entities" beginning on page no. 240 of this Prospectus.

Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhar and Passport Number of the Promoters will be submitted to the Emerge Platform of NSE, where the securities of our Company are proposed to be listed at the time of submission of Prospectus.

RELATIONSHIP OF PROMOTERS WITH OUR DIRECTORS

Our Promoters are the part of our board of directors as Managing Director and Director. Except as disclosed herein, none of our Promoter(s) are related to any of our Company's Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

Promoter	Director	Relationship
Bachangada Nachappa Monnappa	Bachangada Monnappa Saraswati	Spouse
Bachangada Monnappa Saraswati	Bachangada Nachappa Monnappa	Spouse

INTEREST OF PROMOTERS

Interest in promotion of Our Company

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder of our Company and having significant control over the management and influencing policy decisions of our Company.

Interest in the property of Our Company

Our Promoters do not have any interest in any property acquired by or proposed to be acquired by our Company three years prior to filing of this Prospectus.

Interest as member of Our Company

Our Promoters held 95,28,570 Equity Shares aggregating to 99.99% of pre-issue Equity Share Capital in our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company as given in the chapter titled "*Our Management"* beginning on page 216 of this Prospectus, our Promoters hold no other interest in our Company.

Interest as Director of our Company

Except as stated in the "*Statement of Related Party Transactions"* beginning on page 243 of the Prospectus, our Promoters / Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of our AOA.

Other Ventures of our Promoters

Save and except as disclosed in the chapters titled "*Our Group Entities*" beginning on page 240 of the Prospectus, there are no other ventures of our Promoters in which they have business interests/other interests.

Change in the control of Our Company

At the time of incorporation of Company there were 4 Promoters (Mr. Rajesh Mittal, Mr. Virender Goyal, Mr. Bachangada Nachappa Monnappa and Mrs. Bachangada Monnappa Saraswati) of Company. Since the incorporation of the company there is no change in the control of the company. However, there was change in the shareholding of the promoter and for details, see "Capital Structure" on page number 93.

Litigation involving our Promoters

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled "*Outstanding Litigation and Material Developments*" beginning on page 326 of this Prospectus.

PAYMENT OF BENEFITS TO OUR PROMOTERS AND PROMOTER GROUP DURING THE LAST TWO YEARS

There has been no payment of benefits to our Promoters or the Promoter Group during the two years immediately preceding the date of filing of this Prospectus, nor is there any intention to pay or give any benefit to our Promoters or any members of our Promoter Group by our Company, other than as stated in "Our Management—Payment or Benefit to Directors", "—Interests of Promoters and Promoter Group in property of our Company" and to our Restated Financial Information included in "Financial Information" on pages 245.

Our Company has not entered into any contract, agreement or arrangements during the two years immediately preceding the date of this Prospectus and does not propose to enter into any such contract in which the Promoters or the Promoter Group 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.

OTHER CONFIRMATIONS

As on the date of this Prospectus, our Promoters and members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our Promoters were not and are not promoters or persons in control of any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority. There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority against our Promoters during the five (5) years preceding the date of this Prospectus, except as disclosed under chapter titled "*Outstanding Litigation and Material Developments*" beginning on page 326 of this Prospectus.

Our Promoters and members of our Promoter Group have neither been declared as willful defaulters nor as a fugitive economic offender as defined under the SEBI (ICDR) Regulations, and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against our Promoters.

GUARANTEES

Except as stated in the section titled "*Financial Information*" beginning on page 245 of this Prospectus, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Prospectus.

RELATED PARTY TRANSACTIONS

For details of related party transactions entered into by our Company, please refer to "*Statement of Related Party Transactions"*, as Restated appearing on page 300 of the section titled "*Financial Information*" beginning on page 245 of the Prospectus.

INFORMATION OF OUR GROUP COMPANIES

For details related to our group companies please refer "Our Group Entities" on page 240 of this Prospectus.

COMPANIES OR FIRMS WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS

Our Promoters have not disassociated themselves from any company or firm in the three years immediately preceding the date of this Prospectus, except the following:

S. No.	Name of the Promoter	Name of the Company/ Firm	CIN/LLPIN	Designation	Date of Appointment at Current Designation	Date of Cessation
1.	Mr. Monnappa Nachappa Bachangada	Urban Farms and Villas LLP	AAC-0701	Designated Partner	16/03/2020	28/11/2024
2.	Mrs. Bachangada Monnappa Saraswathi	Urban Farms and Villas LLP	AAC-0701	Designated Partner	16/03/2020	28/11/2024

Our Promoters and Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations is as under:

A. Natural Persons who form part of our Promoter Group:

The following natural persons being the immediate relatives of our Promoters in terms of the SEBI(ICDR) Regulations 2018 form part of our Promoter Group:

S. No.	Relationship	Promoter			
		1	2	3	4
		Rajesh Mittal	**Virender Goyal**	**Monnappa Bachangadha Nachappa**	**Bachangada Monnappa Saraswathi**
1	Father	Jang Bahadur Mittal	Late. Ved Prakash Gupta	Late Bachangada Kariappa Nachappa	Late. Kupanda Chengappa Bopaiah
2	Mother	Kusum Lata	Late. Raj Dulari Gupta	Nanjamma B N	Late. Kuppanda Bopaiah Nellamma
3	Spouse	Naveen Mittal	Upma Goyal	Bachangada Monnappa Saraswathi	Monnappa Bachangadha Nachappa
4	Brother	Ashish Mittal	Rajeev Goel	B N Kariappa	Kuppanda ayyappa, Devaiah Bopaiah Kuppanda
5	Sister	Sonia Gupta	Jyotika Gupta	NA	Sujyothi Uthappa
6	Son(s)	NA	NA	NA	NA
7	Daughter (s)	Chetna Mittal, Prachi Mittal	Vrinda Goyal, Radhika Goyal	Yashica Monnappa Bachangada, Monisha Monnappa Bachangada	Yashica Monnappa Bachangada, Monisha Monnappa Bachangada
8	Spouse Father	Ram Murti Goyal	Late. Narendra Krishna Gaur	Late. Kupanda Chengappa Bopaiah	Late Bachangada Kariappa Nachappa
9	Spouse Mother	Shashi Bala Goel	Late. Kamla Gaur	Late. Kuppanda Bopaiah Nellamma	Nanjamma B N
10	Spouse Brothers	Aashish Goyal	NA	Kuppanda ayyappa, Devaiah Bopaiah Kuppanda	B N Kariappa
11	Spouse Sisters	Ritu Gupta, Manisha Goyal and Seema Aggarwal	Charu sharma	Sujyothi Uthappa	NA
12	Spouse Child (Step child)	NA	NA	NA	NA

B. Companies, partnership and proprietorship firms forming part of our Promoter Group are as follows:

Particulars	Entity
Anybody corporate in which 20% or more of the share capital is held by the promoters or an immediate relative of the promoters or a firm or	Innocott International Pvt. Ltd., Auburn Design Pvt. Ltd.,

HUF in which the promoters or any one or more of his immediate relatives is a member.	My Textile Pvt Ltd. Urban Farms and Villas LLP
Any company in which a company (mentioned above) holds 20% of the total holding	NA
Any HUF or firm in which the aggregate share of the promoters and his relatives is equal to or more than 20% of the total holding	NA

DECLARATIONS

- None of the entities in the Promoter Group Companies is restrained by any SEBI Order or have ever become defunct.
- None of the entities in the Promoter Group Companies is listed at any Stock Exchange nor have such entities made any public issue or right issue in the preceding three years.
- None of the entities in the Promoter Group Companies has become a sick company under the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up or liquidation.

LITIGATIONS

For details on litigations and disputes pending against our Promoter Group and Group Companies please refer to the section titled "Outstanding Litigations and Material Developments" on page 326 of this Prospectus.

DEFUNCT GROUP COMPANIES

There is no defunct Group Companies of our Company as on the date of this Prospectus.

UNDERTAKING / CONFIRMATIONS

Our Promoters and Group Companies confirm that they have not been declared as a willful defaulter by the RBI or any other governmental authority and there have been no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings pertaining to such penalties are pending against them.

None of the Promoters or Promoter Group Companies or persons in control of the Promoters has been:

i) Prohibited from accessing the capital market under any order or direction passed by SEBI or any other authority; or
ii) Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad. None of the Promoters is or has ever been a promoter, director or person in control of any other company,which is debarred from accessing the capital markets under any order or direction passed by the SEBI.

DISASSOCIATION BY THE PROMOTER IN THE LAST THREE YEARS

Our Promoter has not been disassociated himself from the any entities/firms during preceding three years.

OTHER DETAILS OF GROUP COMPANIES/ENTITIES

1. There are no defaults in meeting any statutory/ bank/ institutional dues;
2. No proceedings have been initiated for economic offences against our Group Companies/Entities.

NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES

(a) In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company or any business interest or other interests in our Company, except to the extent identified in chapter titled "Financial Information" and "Related Party Transaction" on page 245 and 300 of this Prospectus.

(b) In the properties acquired or proposed to be acquired by our Company in the past 2 years before filing the Prospectus with Stock Exchange

Our Group Companies do not have any interest in the properties acquired or proposed to be acquired by our Company in the past 2 years before filing this Prospectus with Stock Exchange.

(c) In transactions for acquisition of land, construction of building and supply of machinery

None of our Group Companies is interested in any transactions for the acquisition of land, construction of building or supply of machinery.

OTHER CONFIRMATION

- Our Promoters have not been declared as Wilful Defaulters or Fraudulent Borrowers.
- Our Promoters have not been declared as fugitive economic offenders under the Fugitive Economic Offenders Act, 2018.
- Our Promoters and the members of our Promoter Group are not prohibited from accessing or operating in the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.
- Our Promoters are not a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
- There is no conflict of interest between the lessors of our immovable properties of our Company (which are crucial for operations of our Company) and our Promoters and members of our Promoter Group.
- There is no conflict of interest between suppliers of raw materials or any third-party service providers of our Company (which are crucial for operations of our Company) and our Promoters and members of our Promoter Group.
- For other relevant confirmations in relation to our Promoters and members of our Promoter Group, see "Other Regulatory and Statutory Disclosures" on page 334.
- For details of litigation involving our Promoters in accordance with the SEBI ICDR Regulations, see "Outstanding Litigation and Material Developments. Litigation involving our Promoters" on page 326.

OUR GROUP COMPANIES / ENTITIES

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of group companies, our Company has considered (i) the companies (other than our Promoter(s) and Subsidiaries) with which there are related party transactions during the period for which financial information is disclosed in the Restated Financial Statements, as covered under the applicable account standards (i.e., Ind AS 24), and (ii) such other companies as considered material by our Board pursuant to the Materiality Policy.

In accordance with the SEBI ICDR Regulations, certain financial information in relation to our Group Companies for the preceding three financial years, extracted from their respective audited financial statements (as applicable) are available at the website indicated below.

Our Company is providing links to such website solely to comply with the requirements specified under the SEBI ICDR Regulations. None of our Company, the BRLMs or any of our Company's or the BRLMs' respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the websites indicated below.

COMMON PURSUITS

Except as disclosed in "Our Business" and "Financial information" on pages 171 and 245 respectively as on the date of the Prospectus, the group company do not have any common pursuits with our Company.

RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Other than the transactions disclosed in the section "*Related Party Transactions*" on page 300, there are no other business transactions between our Company and Group Companies which are significant to the financial performance of our Company.

BUSINESS INTERESTS OR OTHER INTERESTS

Except as disclosed in "*Related Party Transactions*" on page 300, our Group Companies do not have any business interest in our Company.

HOLDING COMPANY OF OUR COMPANY

Our Company does not have any holding company as on the date of filing of this Prospectus.

GROUP COMPANIES OF OUR COMPANY

Except as below mentioned, the Company does not have any subsidiary as on the date of this Prospectus our company.

S. No.	Company Name	Relationship (Our promoter/directors having directorship in the entity)	(%) of Shareholding of Cedar Textile Limited (if any)
1.	Auburn Design Private Limited	Managed under the common management	Nil
2.	APOP International Private Limited	Immediate relative of the promoter is director	Nil

Below mentioned are details of group companies:

A) Auburn Design Private Limited

Date of Incorporation	16.07.2020
CIN	U17299KA2020PTC136011
Registered Office	Plot No. 34, KSSIDC Yelahanka Industrial Area, Bangalore, Karnataka, India-560064
Nature of Activities	Garment Manufacturing

(Rs. in Lakhs)

Particulars	FY 2023-24	FY 2022-23	FY 2020-21
Equity Share Capital	5.00	5.00	5.00
Reserves	326.25	3.09	(42.93)
Revenue from Operations	5824.03	3759.06	210.33
Profits After Tax	323.25	45.64	2.05
Earnings Per Share	646.5	91.28	4.1
Diluted Earnings Per Share	-	-	-
Net Asset Value	662.5	16.18	-75.86

B) APOP International Private Limited

Date of Incorporation	24.08.2020
CIN	U72900KA2020PTC137614
Registered Office	112-B Shobha Malachite, Near Vidya Shilp Academy, Jakkur Plantation Yelahanka, Bangalore, Karnataka, India, 560064
Nature of Activities	-

(Rs. in Lakhs)

Particulars	FY 2023-24	FY 2022-23	FY 2021-22s
Equity Share Capital	-	-	2,00,000
Reserves	-	-	13,54,639
Revenue from Operations	-	-	1,01,37,390
Profits After Tax	-	-	12,56,256
Earnings Per Share	-	-	62.81
Diluted Earnings Per Share	-	-	62.81
Net Asset Value	-	-	77.73

Note: The group company has not made the annual filing for the FY 2022-23 and 2023-24

OTHER CONFIRMATIONS

a. None of our group Companies have any interest in the promotion of our Company.

b. None of our Group Companies is interested in the properties acquired by our Company in the three years preceding the fling of this Prospectus, or proposed to be acquired. Further, our Group Companies have not made any public or rights issue of securities in the three years preceding the date of this Prospectus.

c. The securities of our Group Companies are not listed on any stock exchange (in India or abroad).

d. Our Group Companies have not failed to meet the listing requirements or have failed to list on any recognised stock exchange in India or abroad.

NATURE AND EXTENT OF INTEREST OF OUR GROUP COMPANY

a) Interest in the promotion of our Company

None of our Group Company has any interest in the promotion of our Company.

b) Interest in the property acquired or proposed to be acquired by the Company

None of our Group Company is interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

c) Interest in transactions for acquisition of land, construction of building, or supply of machinery

None of our Group Company is interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

RELATED BUSINESS TRANSACTIONS AND THEIR SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Other than the transactions disclosed in the section "Financial Information –Related Party Transactions" on page 300 there are no related business transactions between the Group Company and our Company.

BUSINESS INTEREST OF OUR GROUP COMPANIES IN OUR COMPANY

Except as disclosed in the section "Financial Information –Related Party Transactions" on page 300, our Group Company has no business interests in our Company.

LITIGATIONS

Our Group companies do not have any pending litigation which can have a material impact on our company.

UNDERTAKING / CONFIRMATIONS BY OUR GROUP COMPANY

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or

ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters, person in control of our Company have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group companies/Promoter Group entities have been declared as a willful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

RELATED PARTY TRANSACTIONS

Except as disclosed in the "summary of offer documents - Related Party Transactions" beginning on page 26 of this Prospectus, our Company has not entered into any related party transactions with our Promoters.

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DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not paid/ declared any dividend in last three years from date of this Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

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SECTION VI: FINANCIAL INFORMATION

Independent Auditor's Examination report on Restated Standalone Financial Information of

Cedaar Textile Limited
(formerly known as Cedaar Textile Private Limited)

To,
The Board of Directors
Cedaar Textile Limited
(formerly known as Cedaar Textile Private Limited)
KSSIDC Plot No B-34, Industrial Estate,
Yelahanka New Town,
Bengaluru, Karnataka, India, 560064

1. We have examined the attached restated standalone financial information of **"Cedaar Textile Limited** (Formerly known as Cedaar Textile Private Limited)**"** (hereinafter referred to as "the Company" or "the Issuer") comprising the restated statement of assets and liabilities as at 31 December 2024, 31 March 2024, 31 March 2023 and 31 March 2022, restated statement of Profit and Loss and restated cash flow statement for the period ended 31 December 2024, and for the financial year ended on 31 March 2024, 31 March 2023 and 31 March 2022 and the summary statement of material accounting policies and other explanatory information (collectively referred to as the "**restated standalone financial information**" or "**restated standalone financial statements**") annexed to this report and initiated by us for identification purposes. These Restated Standalone Financial Statements have been prepared by the management of the Company and approved by the board of directors at their meeting in connection with the proposed Initial Public Offering on Emerge Platform ("**IPO**" or "**SMEIPO**") of NSE Limited ("**NSE**") of the company.

2. These restated summary statements have been prepared in accordance with the requirements of:

(i) Section 26 of Part – I of Chapter III of Companies Act, 2013 (the "**Act**") read with Companies (Prospectus and Allotment of Securities) Rules 2014;

(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("**ICDR Regulations"**) and related amendments/ clarifications from time to time issued by the Securities and Exchange Board of India ("**SEBI"**);

(iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**Guidance Note**")

3. The Company's Board of Directors is responsible for the preparation of the Restated Standalone Financial Statements for inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India ("SEBI"), SME platform of NSE Limited ("NSE") and Registrar of Companies Bangalore in connection with the proposed IPO. The Restated Standalone Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Standalone Financial Statements. The responsibility of the board of directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Statements. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

4. We have examined such Restated Standalone Financial Statements taking in to consideration:

(i) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 28 March, 2024, in connection with the proposed SME IPO; and

(ii) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

(iii) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Standalone Financial Statements;

(iv) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5. The Restated Standalone Financial Statements of the Company have been compiled by the management from:

(i) The audit for the period ended 31 December 2024 and year ended 31 March 2024 was conducted by us and audit for the year ended 31 March 2023 and 31 March 2022 was conducted by V K Aggarwal & Co. There are no material audit qualifications in the audit reports issued by the statutory auditors for the period ended 30 September 2024 and for the year ended 31 March 2024, 31 March 2023 and 31 March 2022 and tax auditors for the financial year 31 March 2024, 31 March 2023 and 31 March 2022 which would require adjustments in the Restated Standalone Financial Statements of the Company. The financial report included for these years is based solely on the report submitted by them.

(ii) We have Re-audited the Financial statements of the company in accordance with applicable standard as required under the SEBI ICDR regulations for the period ended 31 March 2023 and 31 March 2022 prepared in accordance with the Accounting Standards (Indian GAAP) which have been approved by the Board of Directors.

(iii) Based on our examination and according to information and explanations given to us, we are of the opinion that the Restated Standalone Financial Statements:

a) Have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively for the period ended 31 December 2024 and for the year ended 31 March 2024, 31 March 2023 and 31 March 2022.

b) do not require any adjustment for modification as there is no modification in the underlying audit reports;

c) there are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.

d) have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.

e) Adequate disclosure has been made in the financial statements as required to be made by the issuer as per schedule III of the Companies Act, 2013.

f) The accounting standards prescribed under the Companies act, 2013 have been followed.

g) The financial statements present a true and fair view of the company's accounts.

(iv) In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:

a) The **"Restated Summary standalone Statement of Assets and Liabilities"** as set out in **Annexure I** to this report, 31 December 2024, 31 March 2024, 31 March 2023 and 31 March 2022 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Material Accounting Policies and Notes to Accounts as set out in **Annexure IV & V** to this Report.

b) The **"Restated Summary Statement of Profit and Loss"** as set out in **Annexure II** to this report, of the Company for the period ended 31 December 2024 and for the financial year ended 31 March 2024, 31 March 2023 and 31 March 2022 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Material Accounting Policies and Notes to Accounts as set out in **Annexure IV & V** to this Report.

c) The **"Restated Summary Statement of Cash Flow"** as set out in **Annexure III** to this report, of the Company for the period ended 31 December 2024 and for the financial year ended 31 March 2024, 31 March 2023 and 31 March 2022 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Material Accounting Policies and Notes to Accounts as set out in **Annexure IV & V** to this Report.

(v) We have also examined the following other financial information relating to the Company prepared by the management and as approved by the board of directors of the Company and annexed to this report relating to the Company for the financial year ended on 31 December 2024, 31 March 2024, 31 March 2023 and 31 March 2022 proposed to be included in the Draft Prospectus/Prospectus ("**Offer Document**").

Annexure No.	**Particulars**
I	**Restated Standalone Statement of Assets & Liabilities**
I.1	Restated Statement of Share Capital
I.2	Restated Statement of Reserves & Surpluses
I.3	Restated Statement of Long-Term Borrowings
I.4	Restated Statement of Deferred Tax Liabilities/Assets
I.5	Restated Statement of Long-Term Provision
I.6	Restated Statement of Short-Term Borrowing
I.7	Restated Statement of Trade Payable
I.8	Restated Statement of Other Current Liabilities

I.9	Restated Statement of Short-Term Provisions
I.10	Restated Statement of Property, Plant and Equipment
I.11	Restated Statement of Long-term loans & advances
I.12	Restated Statement of Inventories
I.13	Restated Statement of Trade Receivable
I.14	Restated Statement of Cash & Cash Equivalent
I.15	Restated Statement of Short-Term Loans and Advances
I.16	Restated Statement of Other Current Assets
II	**Restated Standalone Statement of Profit & Loss**
II.1	Restated Statement of Revenue from operations
II.2	Restated Statement of Other Income
II.3	Restated Statement of Cost of material consumed
II.4	Restated Statement of Change in inventories
II.5	Restated Statement of Employees Benefit Expenses
II.6	Restated Statement of Financial charges
II.7	Restated Statement of Depreciation and amortization expense
II.8	Restated Statement of Other Expenses
II.9	Restated Statement of Provision for Taxation
Other Annexures:	
III	Restated Standalone Statement of Cash Flow
IV	Statement of significant Accounting Policies
V	Notes to the Restated Financial Statements
VI	Restated Statement of Accounting & Other Ratios
VII	Restated Statement of Capitalization
VIII	Restated Statement of Tax Shelter
IX	Statement of Related Parties & Transactions
X	Statement of Dividends
XI	Changes in the Material Accounting Policies
XII	Corporate Social Responsibility
XIII	Contingent Liabilities

(vi) We, M/s. Kapish Jain & 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.

(vii) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by any other firm of chartered accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

(viii) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

(ix) Our report is intended solely for use of the Board of Directors for inclusion in the Offer Document 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 **Kapish Jain & Associates**,
Chartered Accountants,
Firm Registration No: 022743N

SD/-

Amit Kumar Madheshia
Partner
Membership No: 521888
UDIN: 25521888BM1TT18687
Date: 18th June, 2025
Place: New Delhi

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ANNEXURE - I
STANDALONE STATEMENT OF ASSETS & LIABILITIES, AS RESTATED

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Annexure No.	As at 31st December, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Equity & Liabilities					
1. Shareholders Fund					
a) Share Capital	I.1	952.86	750.00	25.00	25.00
b) Reserves and Surplus	I.2	5,116.88	1,773.55	1,393.51	934.57
Total Shareholder's Fund		**6,069.74**	**2,523.55**	**1,418.51**	**959.57**
2. Non-Current Liabilities					
a) Long Term Borrowings	I.3	3,606.53	7,267.79	7,876.68	6,916.92
b) Deferred Tax Liability	I.4	378.12	305.23	227.81	114.50
c) Other Non-Current Liabilities		-	-	-	-
d) Long Term Provisions	I.5	40.86	31.37	27.49	20.59
Total Non-Current Liabilities		**4,025.51**	**7,604.39**	**8,131.98**	**7,052.01**
3. Current Liabilities					
a) Short Term Borrowings	I.6	8,456.11	7,347.11	5,824.25	5,184.41
b) Trade Payables	I.7				
i.) total outstanding dues of micro enterprises and small enterprises		228.20	105.64	-	-
ii.) total outstanding dues other than micro and small enterprises		2,388.61	1,432.54	1,460.83	1,618.39
c) Other Current Liabilities	I.8	670.88	521.02	726.42	583.89
d) Short Term Provisions	I.9	437.65	288.32	22.49	46.90
Total Current Liabilities		**12,181.45**	**9,694.63**	**8,033.99**	**7,433.59**
Total Equity & Liability		**22,276.70**	**19,822.57**	**17,584.48**	**15,445.17**
4. Non-Current Assets					
a) Property, Plant and Equipment and Intangible Assets	I.10				
- Property, Plant and Equipment		7,850.52	7,720.68	7,377.76	6,931.46
- Intangible Assets		36.60	43.83	48.32	57.31
- Work-In-Progress		43.18	1.92	13.70	72.28
Total		**7,930.30**	**7,766.43**	**7,439.78**	**7,061.05**
b) Non- current Investment		-	-	-	-
c) Deferred Tax Assets (Net)	I.4	-	-	-	-

d) Long Term Loans and Advances	I.11	238.21	238.21	126.46	126.46
e) Other Non - current Assets		-	-	-	
Total Non-Current Assets		**8,168.51**	**8,004.64**	**7,566.24**	**7,187.51**
5. Current assets					
a) Current Investments		-	-	-	
b) Inventories	I.12	9,913.02	7,337.32	4,883.64	2,549.00
c) Trade Receivables	I.13	2,291.17	2,365.93	2,394.67	2,651.39
d) Cash and Cash Equivalents balances	I.14	905.08	668.50	1,024.89	1,022.98
e) Short Term Loans and advances	I.15	289.56	195.06	208.12	292.61
f) Other Current Assets	I.16	709.36	1,251.12	1,506.92	1,741.68
Total Current Assets		**14,108.19**	**11,817.93**	**10,018.24**	**8,257.66**
Total Assets		**22,276.70**	**19,822.57**	**17,584.48**	**15,445.17**

Note: The above statement should be read with the material accounting policies and notes on financial statements appearing in annexure IV & V respectively.

For KAPISH JAIN & ASSOCIATES
Chartered Accountants
Firm Reg. No: 022743N
SD/-

AMIT KUMAR MADHESHIA
Partner
Membership No. 521888
UDIN: 25521888BM1TT18687
Date: 18th June 2025
Place: New Delhi

For and Behalf of Board
Cedaar Textile Limited
(Formerly known as Cedaar Textile Private Limited)

SD/-
VIRENDER GOYAL
Director/CFO
DIN : 08702573

SD/-
RAJESH MITTAL
Managing Director
DIN : 08702551

SD/-
NEHA PARBHAKAR RAWAT
Company Secretary
Membership No.: ACS 26382

ANNEXURE - II
STANDALONE STATEMENT OF PROFIT & LOSS, AS RESTATED

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Annexure No.	For the period ended 31st December, 2024	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
I Revenue from Operations	II.1	11,202.62	18,968.38	16,024.98	21,740.31
II Other Income	II.2	188.05	132.86	162.96	303.41
III Total Income (I+II)		**11,390.67**	**19,101.24**	**16,187.94**	**22,043.72**
IV Expenditure					
(a) Cost of Material Consumed	II.3	8,277.12	14,453.33	14,044.81	18,017.71
(b) Change in Inventories	II.4	(220.59)	(469.56)	(1,966.59)	(608.02)
(c) Employee Benefit Expenses	II.5	553.10	860.75	953.20	968.45
(d) Other Expenses	II.6	634.00	1,242.81	1,430.14	1,836.28
V. Total Expenses		**9,243.62**	**16,087.33**	**14,461.55**	**20,214.42**
VI. Profit Before Interest, Depreciation and Tax		**2,147.05**	**3,013.91**	**1,726.39**	**1,829.30**
VII. Depreciation and amortization expense	I.10	305.54	367.06	329.60	292.29
VIII Profit Before Interest and Tax (VI-VII)		**1,841.51**	**2,646.85**	**1,396.79**	**1,537.01**
IX Financial Charges	II.7	901.03	1,148.13	752.27	620.77
X Profit Before Exceptional and Extraordinary Items and Taxes (VIII-IX)		**940.48**	**1,498.72**	**644.52**	**916.24**
XI Exceptional Items - Prior year items		-	-	-	-
XII Profit Before Extraordinary Items and Taxes (X-XI)		**940.48**	**1,498.72**	**644.52**	**916.24**
XIII Extraordinary Items			**-**	**-**	**-**
XIV Profit Before Tax (XII-XIII)		**940.48**	**1,498.72**	**644.52**	**916.24**
XV Tax Expenses	**II.8**				
Current tax		161.40	303.29	62.00	93.22
Current tax for earlier year		-	12.98	10.26	-
Deferred tax charge/ (benefit)		72.89	77.42	113.31	24.39
Total tax Expenses		**234.29**	**393.68**	**185.57**	**117.61**
Net Profit/(Loss) for the Year (XIV-XV)		**706.18**	**1,105.05**	**458.94**	**798.63**
Basic and Diluted Equity Per Share		**8.63**	**14.73**	**6.12**	**10.65**

Note: The above statement should be read with the material accounting policies and notes on financial statements appearing in annexure IV & V respectively.

For KAPISH JAIN & ASSOCIATES
Chartered Accountants
Firm Reg. No: 022743N
SD/-

AMIT KUMAR MADHESHIA
Partner
Membership No. 521888
UDIN: 25521888BM1TT18687
Date: 18th June, 2025
Place: New Delhi

For and Behalf of Board
Cedaar Textile Limited
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SD/-
NEHA PARBHAKAR RAWAT
Company Secretary
Membership No.: ACS 26382

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ANNEXURE - III
STANDALONE STATEMENT OF CASH FLOW, AS RESTATED

(All amounts in ₹ lacs, unless otherwise stated)

PARTICULARS	For the period ended 31st December, 2024	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit Before Tax as per Profit & Loss A/c	940.47	1,498.72	644.51	916.24
Adjusted for :				
a. Depreciation	305.54	367.06	329.60	292.29
b. Interest Expenses & Finance Cost	901.03	1,148.13	752.27	620.77
c. Unrealised foreign currency (gain)/loss	-	(32.26)	(16.10)	(35.54)
d. Other Adjustments	-	-	-	-
e. Interest Income	(52.51)	(86.03)	(58.92)	(46.01)
Operating profit before working capital changes	**2,094.53**	**2,895.62**	**1,651.36**	**1,747.75**
Adjusted for :				
a. Decrease /(Increase) in Inventories	(2,575.71)	(2,453.68)	(2,334.63)	(734.40)
b. Decrease / (Increase) in Trade Receivable	74.77	56.19	282.11	(2,111.79)
c. Decrease / (Increase) in Long Term Loans and Advances	-	(111.75)	-	(40.33)
d. Decrease / (Increase) in Short Term Loans and Advances	(94.50)	13.06	84.49	(292.61)
e. Decrease / (Increase) in Other Assets	417.61	255.79	234.76	(664.46)
f. Increase / (Decrease) in Trade Payables	1,078.58	82.16	(166.84)	599.30
g. Increase / (Decrease) in Short Term Provisions	(0.76)	(3.64)	1.07	15.52
h. Increase / (Decrease) in Long Term Provisions	9.49	3.88	6.90	20.59
i. Increase / (Decrease) in Other current Liabilities	105.50	(205.39)	142.50	(20.03)
j. Increase / (Decrease) current investment	-	-	-	-
k. Increase / (Decrease) Non current investment	-	-	-	-

Cash generated from operations				
Net Income Tax (Paid)/Refund	(11.30)	(46.80)	(97.73)	(61.85)
Net Cash Generated/(Used) From Operating Activities (A)	**1,098.21**	**485.44**	**(196.01)**	**(1,542.31)**
B. CASH FLOW FROM INVESTING ACTIVITES				
a. (Purchase) Sale of Fixed Assets including capital advance	(469.41)	(693.70)	(708.33)	(364.81)
b. Proceed/(Investment) in Fixed Deposit	(201.20)	356.28	-	(289.88)
c. Interest & Other Income	176.67	86.03	58.92	46.01
Net Cash Generated/(Used) From Investing Activities (B)	**(493.94)**	**(251.39)**	**(649.41)**	**(608.68)**
C. CASH FLOW FROM FINANCING ACTIVITES				
a. Interest & Finance Cost	(856.66)	(1,148.13)	(752.27)	(620.77)
b. Proceeds from issues of equity shares	-	-	-	-
c. (Repayments) / proceeds of long term borrowings	(821.22)	(608.90)	959.76	(1,690.58)
d. (Repayments) / proceeds of short term borrowings	1,109.00	1,522.86	639.84	4,464.61
Net Cash Generated/(Used) From Financing Activities (C)	**(568.88)**	**(234.17)**	**847.33**	**2,153.26**
Net Increase / (Decrease) in cash and cash equivalents	**35.39**	**(0.12)**	**1.91**	**2.27**
Cash and cash equivalents at the beginning of the year	4.13	4.25	2.34	0.07
Cash and cash equivalents at the end of the year	**39.52**	**4.13**	**4.25**	**2.34**

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.

2. The above statement should be read with the material accounting policies and notes on financial statements appearing in Annexure IV & V respectively.

For KAPISH JAIN & ASSOCIATES
Chartered Accountants
Firm Reg. No: 022743N
SD/-

AMIT KUMAR MADHESHIA
Partner
Membership No. 521888
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Managing Director
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SD/-
NEHA PARBHAKAR RAWAT
Company Secretary
Membership No.: ACS 26382

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ANNEXURE – IV

1) Background

CEDAAR TEXTILE LIMITED (formerly known as Ceddar Textile Private Limited) is a Company limited by shares domiciled in India, with its registered office situated at KSSIDC Plot No. B-34, Industrial Estate, Yelahanka New Town, Banglore, Karnataka, India, 560064. The Company has been incorporated under Companies Act, 2013 on 28 September 2020 (CIN U17299KA2020PLC139070). The Company primarily engaged in operations of manufacturing, buying, selling, importing, exporting and dealing in textiles, cotton, silk, art silk, rayon, nylon and other goods or merchandise whether textile felted, netted or looped.

2) Summary of Material accounting policies

i) Basis of Preparation

"The Restated Summary Statement of the Assets and Liabilities of the Company as at 31st December 2024, 31st March 2024, 31st March 2023 and 31st March 2022, the Restated Summary Statement of Profit and Loss and the Restated Summary Statement of Cash Flow thereof (collectively referred to as 'Restated Summary Statements') have been compiled by the management of the Company and have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO').

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with paragraph 7 of the companies (Accounts) rules 2014 and companies (accounting standards) Rules, 2021 (as amended from time to time). The financial statements have been prepared on going concern on an accrual basis and under the historical cost convention. The financial statements are presented in Indian rupees and rounded off to the nearest lacs."

ii) Use of estimates

The preparation of financial statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period. Although, these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

iii) Property, Plant and Equipment and Intangible assets

Property, Plant and Equipment

"Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition or construction of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its Intended use.

a. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the standalone statement of profit and loss during the period in which they are incurred.

b. Gains or losses that arise on disposal or retirement of an asset are measured as the difference between net disposal proceeds and the carrying value of property, plant and equipment and are recognized in the statement of profit and loss when the same in derecognized."

Intangible assets

Acquired intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a straight-line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

iv) Depreciation on property, plant and equipment

Depreciation on these assets commences when the assets are ready for their intended use which is generally on commissioning. Based on internal assessment and technical evaluation the management believes the useful life as given below best represent the period over which management expects to use these assets. Hence, the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.The companies uses straight line method and the estimated useful lives of property, Plant and equipment of the Companies are as follows:

Particulars	**Useful life in years**
Factory Building	30
Residence Buliding	60
Plant and machinery	15
Software and ERP	6
Land	0
Furniture and fixture	10
Power Plant	40
Solar Power Plant	22
Vehicles	6
Computer	6

v) Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets' net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation/amortization is provided on the revised carrying amount of the asset over its remaining useful life.

vi) Revenue recognition

Revenue is recognized to the extent, that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from sale of goods
Revenue from sale of goods is recognized when the significant risks and rewards of ownership of the goods are transferred to the buyer.

Interest income
Interest income is recognized on a time proportion basis taking into account the amount outstanding and applicable interest rate.

vii) Cash and cash equivalents
Cash and cash equivalents include cash in hand, demand deposits with banks. Bank overdrafts are shown within borrowings in current liabilities in balance sheet.

viii) Employees Benefit
Employee benefits in the form of Provident Fund and Employee State Insurance Scheme are defined contribution plans and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

Short-term employee benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the balance sheet date. The defined benefit obligation is calculated at the balance sheet date by an independent actuary using the projected unit credit method. Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to the Statement of Profit and Loss in the year in which such gains or losses are determined.

ix) Foreign currency translation
Initial recognition:
Foreign currency transactions are recorded in the reporting currency by applying the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion:
Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when such values were determined.

Exchange differences:
Exchange differences arising on the settlement of monetary items or on reporting the Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they occur.

x) Inventories and Work in progress

"Inventories are valued at lower of cost and net realizable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct cost and related overheads.

Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale."

xi) Income taxes

Tax expense for the period comprises of current tax, deferred tax and Minimum alternate tax credit considered in determining the net profit or loss for the year.

Current tax

"Provision for current tax is recognized on the basis of estimated taxable income for the current accounting year in accordance with the Income-tax Act, 1961.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts, and there is an intention to settle the asset and the liability on a net basis. "

Deferred tax

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the reporting date.

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and are written-down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

At each reporting date, the Company reassesses the unrecognized deferred tax assets, if any.

xii) Provisions, Contingent Liability and Contingent Asset

Provisions

Provisions are recognized in terms of Accounting Standard 29 Provisions, Contingent Liabilities and Contingent Assets (AS-29), notified by the Companies (Accounting Standards) Rules, 2006, when there is a present legal or statutory obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent liabilities

Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources

or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets

Contingent Assets are not recognized in the financial statements. involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of economic resources and a reliable estimate can be made of the amount of the obligation. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

xiii) Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows from operating, investing and financing activities. Cash flow from operating activities is reported using indirect method. Under the indirect method, the net profit is adjusted for the effects of:

i. transactions of a non-cash nature;

ii. any deferrals or accruals of past or future operating cash receipts or payments;

iii. items of income or expense associated from investing or financing cash flows; and

Cash and cash equivalents (including bank balances) are reflected as such in the Statement of Cash Flows.

xiv)Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares are adjusted for events such as bonus issue, bonus element in the rights issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Other notes to restated financial statements

1. **Non-adjustment Items:**
   No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.

2. **Material Regroupings:**
   Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities, Profit & Loss and Cash flows wherever required by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

3. **Material Adjustments in Restated Profit & Loss Account:**

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	**For the period / year ended**			
	31st December 2024	**31st March 2024**	**31st March 2023**	**31st March 2022**
Net profit after tax as per audited accounts but before adjustments for restated accounts:	706.18	1,209.62	470.38	692.87

Adjustment for preliminary expenses	-	(16.10)	(19.44)	35.54
Adjustment in employee benefit expenses	-	(20.75)	35.39	(14.64)
Adjustment for provision of Income Tax.	-	(9.88)	13.95	(14.30)
Other adjustment	-	10.26	(10.26)	-
Adjustment for Provision of Deferred Tax in respect of timing differences between taxable income and accounting Income	-	(68.11)	(31.08)	99.16
Profit after Tax as per restated	**706.18**	**1,105.05**	**458.94**	**798.63**

Explanatory notes to the above restatements to profits made in the audited Standalone Financial Statements of the Company for the respective years:

a) Adjustment for preliminary expenses: The Company has not been charged preliminary expenses in Statement of Profit and Loss as per requirement of Accounting Standard -26, now it has been charged to Statement of Profit and Loss account in the year of incurrence and restated other current assets.

b) Adjustment for change in employee benefit expenses: The Company has not been recognised gratuity and leave encashment expenses in Statement of Profit and Loss as per requirement of AS-15 "Employee benefits", now it has been recognised in Statement of Profit and Loss account.

c) Adjustment for provision of Income Tax: Current tax expenses restated as per Statement of Tax Shelters due to changes made as mentioned in point no. (a) & (b) above.

d) Adjustment for provision of Deferred Tax: Deferred tax expenses restated due to timing differences of changes made as mentioned in point no. (a) (b) & (c) above., which has now been restated and impact has been given in the respective periods at income tax rates as applicable to the respective periods

Material Adjustments in Restated Assets & liability Statement:

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	For the period / year ended			
	31st December 2024	**31st March 2024**	**31st March 2023**	**31st March 2022**
Audited shareholder's Funds	**6,069.74**	**2,523.55**	**1,313.92**	**853.80**
Adjustment for preliminary expenses	-	-	(19.44)	35.54
Adjustment for depreciation	-	-	-	-
Adjustment in employee benefit expenses	-	-	35.39	(14.64)
Adjustment for exceptional items	-	-	-	-
Other adjustment	-	-	-	-
Adjustment for provision of Income Tax & Deferred Tax	-	-	(17.12)	84.87
Opening Balances	-	-	105.76	-
Shareholder's Funds as per restated financials	**6,069.74**	**2,523.55**	**1,418.51**	**959.57**

4. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd October 2006, certain disclosures are required to be made relating to Micro and Small Enterprises.

The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of amounts payable to such enterprises as at year end has been made based on the information available with the Company. The information has been determined to the extent such parties have been identified on the basis of information available with the Company. Auditors have placed reliance on such information provided by the Management.

	31st December 2024	**31st March 2024**	**31st March 2023**	**31st March 2022**
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	214.85	102.10	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	13.35	3.54	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-	-	-
Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-	-	-
Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-	-	-
Interest accrued and remaining unpaid as at the end of year.	-	-	-	-

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 MSMED Act.	-	-	-	-

5. Other figures of the previous years have been regrouped/reclassified and rearranged wherever necessary.

6. As required under SEBI (ICDR) Regulations, the Statement of Assets and Liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived at after such deductions.

7. Expenditure/Earnings in Foreign currency (on accrual basis).

Particulars	For the period / year ended			
	31st December 2024	31st March 2024	31st March 2023	31st March 2022
Expenditure in Foreign Currency	57.92	10.39	5.74	236.24
Earning in Foreign Currency	3,570.80	6,978.13	3,686.14	12,711.08

8. Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits
Balances of Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits are subject to confirmation and reconciliation.

9. Employee benefits plans

A. Defined contribution plans:
The Company makes Provident fund and Employee State Insurance Scheme contribution which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to the fund. The contribution payable to these plans by the Company are at rates specified in the rules of the schemes. Employers' contribution to Provident Fund and Employee's State Insurance Scheme recognised as expenses in the Statement of Profit and Loss for the year are as under:

	For the period / year ended			
	31st December 2024	31st March 2024	31st March 2023	31st March 2022
Contribution to provident fund and other funds	56.68	91.01	135.55	117.08

B. Defined benefit plans:
The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

i. Amount recognised in the statement of profit and loss is as under :

	Gratuity Benefits

	For the period / year ended			
	31st December 2024	**31st March 2024**	**31st March 2023**	**31st March 2022**
Current service cost	5.76	6.42	4.96	4.54
Past service cost including curtailment gains/losses	-	-	-	-
Interest cost	0.95	0.69	0.23	-
Actuarial (gain)/loss, net	6.25	1.07	-0.04	-
Amount recognised during the year	12.96	8.18	5.15	4.54

ii. Movement in the present value of defined benefit obligation recognised in the balance sheet is as under :

(All amounts in ₹ lacs, unless otherwise stated)

	Gratuity Benefits For the period / year ended			
	31st December 2024	**31st March 2024**	**31st March 2023**	**31st March 2022**
Present value of defined benefit obligation as at the start of the year				
Current service cost	17.88	9.70	4.54	4.54
Past service cost	5.76	6.42	4.96	-
Interest cost	-	-	-	-
Actuarial (gain)/loss on obligation	0.95	0.69	0.23	-
Benefits paid	6.25	1.07	-0.04	
Present value of defined benefit obligation as at the end of the year	30.84	17.88	9.70	4.54
Current position of obligation as at the end of the year	1.58	0.16	0.13	0.10
Non-current position of obligation as at the end of the year	29.27	17.72	9.57	4.44

iii. Economic assumptions:
The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yield available on the Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate takes account of inflation, seniority, promotion and other relevant factors on long term basis."

(All amounts in ₹ lacs, unless otherwise stated)

	As at			
	31st December 2024	**31st March 2024**	**31st March 2023**	**31st March 2022**
Discount rate	6.80%	7.15%	7.20%	5.15%
Salary growth rate	7.00%	7.00%	7.00%	7.00%

iv. Demographic assumptions:

(All amounts in ₹ lacs, unless otherwise stated)

	As at			
	31st December 2024	**31st March 2024**	**31st March 2023**	**31st March 2022**
Retirement age	58 Years	58 Years	58 Years	58 Years
Mortality table	AS per IALM (2012 - 14)	AS per IALM (2012 - 14)	AS per IALM (2012 - 14)	AS per IALM (2012 - 14)
Withdrawal rates	40%	40%	40%	40%

v. Sensitivity analysis for defined benefit obligation

(All amounts in ₹ lacs, unless otherwise stated)

	As at			
	31st December 2024	**31st March 2024**	**31st March 2023**	**31st March 2022**
Impact of the change in discount rate				
Present value of obligation at the end of the year	**30.84**	**17.88**	**9.70**	**4.54**
- Impact due to increase of 0.50 %	(0.44)	(0.33)	(0.22)	(0.12)
- Impact due to decrease of 0.50 %	0.45	0.34	0.22	0.13
Impact of the change in salary increase				
Present value of obligation at the end of the year	30.84	**17.88**	**9.70**	**4.54**
- Impact due to increase of 0.50 %	0.45	0.34	0.22	0.12
- Impact due to decrease of 0.50 %	**(0.44)**	(0.33)	(0.22)	(0.12)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

Notes:

(1) The above figures have been extracted from the actuarial valuation report issued by M/s Kapadia Global Actuaries Dated- 26 July 2024 For the Year ended 31 March 2022, 31st March 2023 & 31 March 2024 respectively and dated 07 April 2025 for the period ended 31 December 2024.

i. Amount recognised in the statement of profit and loss is as under:

(All amounts in ₹ lacs, unless otherwise stated)

	Leave Encashment Benefit			
	For the period / year ended			
	31st December, 2024	31st March 2024	31st March 2023	31st March 2022
Current service cost	5.87	7.01	12.68	33.65
Past service cost including curtailment gains/losses		-	-	-
Interest cost	1.07	1.88	1.23	-
Actuarial (gain)/loss, net	(7.33)	(11.40)	(3.38)	-
Amount recognised during the year	(0.38)	(2.51)	10.52	33.65

ii. Movement in the present value of defined benefit obligation recognised in the balance sheet is as under:

(All amounts in ₹ lacs, unless otherwise stated)

	Leave Encashment Benefit			
	For the period / year ended			
	31st December 2024	31st March 2024	31st March 2023	31st March 2022
Present value of defined benefit obligation as at the start of the year	26.44	34.39	31.57	-
Current service cost	5.87	7.01	12.68	33.65
Past service cost	-	-	-	-
Interest cost	1.07	1.88	1.23	-
Actuarial (gain)/loss on obligation	(7.33)	(11.40)	(3.38)	-
Benefits paid	(3.85)	(5.44)	(7.71)	(2.08)
Present value of defined benefit obligation as at the end of the year	22.21	26.44	34.39	31.57
Current position of obligation as at the end of the year	10.61	12.80	16.47	15.43
Non-current position of obligation as at the end of the year	11.59	13.65	17.92	16.15

iii. Economic assumptions:

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yield available on the Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate takes account of inflation, seniority, promotion and other relevant factors on long term basis."

	As at			
	31st December, 2024	31st March 2024	31st March 2023	31st March 2022
Discount rate	6.80%	7.15%	7.20%	5.15%
Salary growth rate	7.00%	7.00%	7.00%	7.00%

iv. Demographic assumptions:

	As at

	31st December	31st March 2024	31st March 2023	31st March 2022
Retirement age	58 Years	58 Years	58 Years	58 Years
Mortality table	AS per IALM (2012 -14)	AS per IALM (2012 -14)	AS per IALM (2012 - 14)	AS per IALM (2012 - 14)
Withdrawal rates	40%	40%	40%	40%

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

v. **Sensitivity analysis for defined benefit obligation**

(All amounts in ₹ lacs, unless otherwise stated)

	As at			
	31st December 2024	**31st March 2024**	**31st March 2023**	**31st March 2022**
Impact of the change in discount rate				
Present value of obligation at the end of the year	**22.21**	**26.44**	**34.39**	**31.57**
- Impact due to increase of 0.50 %	(0.18)	(0.21)	(0.27)	(0.26)
- Impact due to decrease of 0.50 %	0.18	0.22	0.28	0.26
Impact of the change in salary increase		-	-	-
Present value of obligation at the end of the year	**22.21**	**26.44**	**34.39**	**31.57**
- Impact due to increase of 0.50 %	0.18	0.22	0.28	0.26
- Impact due to decrease of 0.50 %	(0.18)	(0.21)	(0.28)	(0.25)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

Notes:

(1) The above figures have been extracted from the actuarial valuation report issued by M/s Kapadia Global Actuaries Dated- 26 July 2024 For the Year ended 31 March 2022, 31st March 2023 & 31 March 2024 respectively and dated 07 April 2025 for the period ended 31 December 2024.

10. *During the restatement of the financial statements, it has been observed that trade receivables and trade payables denominated in foreign currency have been restated in accordance with the provisions of Accounting Standard (AS) 11 – The Effects of Changes in Foreign Exchange Rates.*

11. The name of the Company has been changed from M/s Cedaar Textile Private Limited to M/s Cedaar Textile Limited vide fresh certificate of incorporation received from Ministry of Corporate Affairs dated 22 August 2024.

12. Additional regulatory information

i) There are no proceedings that have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) (earlier Benami Transactions (Prohibition) Act, 1988) and the rules made thereunder.
ii) The Company has not been declared willful defaulter by any bank or financial institution or other lender.
iii) There are no transactions / relationship with struck off companies.
iv) The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year 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). Further, there was no previously unrecorded income and no additional assets were required to be recorded in the books of account during the year.
v) The Company has neither traded nor invested in Crypto currency or Virtual Currency during the period year March 31, 2025. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.
vi) Valuation of PP&E, intangible asset and investment property: The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current year.
vii) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are not in agreement with the books of account as set out below:

Name of the Bank	Aggregate Working capital Limit Sanction	Month Ended	Amount Disclosed as per Monthly Statement	Amount as per books of Accounts	Difference	Reason For Difference
HDFC Bank (Cash credit)	2,000.00	30-Jun-24	9,418.75	11,169.30	(1,750.55)	
HDFC Bank (Cash credit)	2,000.00	30-Sep-24	8,264.24	9,140.21	(875.97)	
HDFC Bank (Cash credit)	2,000.00	31-Dec-24	8,006.30	9,587.38	(1,581.08)	
Canara Bank	2,000.00	30-Jun-24	9,418.75	11,169.30	(1,750.55)	
Canara Bank	2,000.00	30-Sep-	8,264.24	9,140.21	(875.97)	

		24				
Canara Bank	2,000.00	31-Dec-24	8,006.30	9,587.38	(1,581.08)	

viii) The Company does not have any charges or satisfaction of charges which are yet to be registered with the Registrar of Companies beyond the statutory period.

ix) The Company has not advanced, loaned, or invested funds (including borrowed funds, share premium, or any other source or kind of funds) to any other person or entity, including foreign entities ("Intermediaries"), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall, whether 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 provide any guarantee, security, or the like on behalf of the ultimate beneficiaries. However, due to the limitations in the availability of complete data and documentation, the Company is unable to independently verify or trace whether any such arrangements exist. The management has represented that, to the best of its knowledge and belief, no such transactions have taken place during the reporting period.

x) The Company has not received any funds 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: 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 provide any guarantee, security or the like on behalf of the ultimate beneficiaries. However, due to limitations in the availability of complete supporting documentation and data, the Company is unable to independently verify the existence or non-existence of such arrangements, if any. The management has confirmed that, to the best of its knowledge and belief, no such transactions have occurred during the reporting period.

xi) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, and there are no companies beyond the specified layers.

13. Re-grouping/re-classification of amounts

The figures have been grouped and classified wherever they were necessary and have been rounded off to the nearest rupee.

14. Examination of Books of Accounts & Contingent Liability

The list of books of accounts maintained is based on information provided by the assessed and is not exhaustive. The information in audit report is based on our examination of books of accounts presented to us at the time of audit and as per the information and explanation provided by the assessed at the time of audit.

15. Director Personal Expenses

There are no director personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

16. Deferred Tax Asset/Liability: [AS-22]

The Company has created Deferred Tax Asset/Liability as required by Accounting Standard (AS)-22.

Annexure – I.1

Restated Statement of Share Capital

Particulars	**As at**			
	31st December, 2024	**31st March, 2024**	**31st March, 2023**	**31st March, 2022**
Authorised Share Capital				
No. of equity share of Rs. 10/- each	15,000,000	15,000,000	250,000	250,000
Authorised Share Capital	1,500.00	1,500.00	25.00	25.00
Issued, Subscribed & Fully Paid-up				
No. of equity share of Rs. 10/- each	95,28,600	75,00,000	2,50,000	2,50,000
Issued, Subscribed & Fully Paid-up	952.86	750.00	25.00	25.00

Note: The Company has one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. All shareholders are equally entitled to dividend. In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the Company (after distribution of all preferential amounts, if any) in the proportion of equity shares held by the shareholders.

Reconciliation of No. of Shares Outstanding at the end of the year

(No. of Equity Share)

Particulars	**As at**			
	31st December, 2024	**31st March, 2024**	**31st March, 2023**	**31st March, 2022**
Shares outstanding at the beginning of the year	7,500,000	250,000	250,000	250,000
Shares issued during the year		-	-	
Bonus share issued during the year {refer note (a) below}	-	7,250,000	-	-
Loan coverted into equity shares{refer note (b) below}	2,028,600			
Share outstanding at the end of the year	**9,528,600**	**7,500,000**	**250,000**	**250,000**

Note (a): During the financial year 2023-24, the company has issued 7250000 bonus share to the fully paid shareholders of the company in the proportion of 29:1 i.e. twenty nine new fully paid equity share for every 1 existing equity shares held on that date.
Note (b): During the period ended September 2024, the company has converted loan from director of Rs.2840.04 Lakhs into 20,28,600 equity shares of Rs. 10/- each at premium of Rs. 130.

Details of Shareholders holding more than 5% of the aggregate shares in the company

Name of shareholders	As at			
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Monnappa Nachappa Bachangada				
No. of Shares	3,789,176	2,850,000	95,000	95,000
% of holding	*39.77%*	*38.00%*	*38.00%*	*38.00%*
Rajesh Mittal				
No. of Shares	3,845,208	3,000,000	87,500	87,500
% of holding	*40.35%*	*40.00%*	*35.00%*	*35.00%*
Virender Goyal				
No. of Shares	1,744,186	1,500,000	62,500	62,500
% of holding	*18.30%*	*20.00%*	*25.00%*	*25.00%*

Details of The Shareholding pattern of the promoters at the period/year end as follows:

Name of the Promoters	As at 31st December, 2024		
	No. of Shares Held	% of Holding	% Change during the year
Monnappa Nachappa Bachangada	3,789,176	39.77%	1.77%
Saraswathi Bopiah Monappa	150,000	1.57%	-0.43%
Rajesh Mittal	3,845,208	40.35%	0.35%
Virender Goyal	1,744,186	18.30%	-1.70%

Details of The Shareholding pattern of the promoters at the period/year end as follows:

Name of the Promoters	As at 31st March, 2024		
	No. of Shares Held	% of Holding	% Change during the year
Monnappa Nachappa Bachangada	2,850,000	38.00%	0.00%
Saraswathi Bopiah Monappa	1,50,000	2.00%	0.00%
Rajesh Mittal	3,000,000	40.00%	5.00%
Virender Goyal	1,500,000	20.00%	-5.00%

Name of the Promoters	As at 31st March, 2023		
	No. of Shares Held	% of Holding	% Change during the year
Monnappa Nachappa Bachangada	95,000	38.00%	0.00%
Saraswathi Bopiah Monappa	5,000	2.00%	0.00%
Rajesh Mittal	87,500	35.00%	0.00%
Virender Goyal	62,500	25.00%	0.00%

Name of the Promoters	As at 31st March, 2022		
	No. of Shares Held	% of Holding	% Change during the year
Monnappa Nachappa Bachangada	95,000	38.00%	-27.00%
Saraswathi Bopiah Monappa	5,000	2.00%	-8.00%
Rajesh Mittal	87,500	35.00%	22.50%
Virender Goyal	62,500	25.00%	12.50%

Annexure – I.2

Restated Statement of Reserve & Surplus

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at			
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Statement of Profit & Loss				
Opening balance	1,773.55	1,393.51	934.57	135.94
Add: Profit for the Period/year	706.18	1,105.04	458.94	798.63
Add: Prior period adjustment	-	-	-	-
Add: Revaluation of Land	-	-	-	-
Total	**2,479.70**	**2,498.55**	**1,393.51**	**934.57**
Less: Utilised for Bonus Issue		(725.00)	**-**	**-**
Less: Other adjustment		-	-	-
Balance as at the end of the period / year	**2,479.70**	**1,773.55**	**1,393.51**	**934.57**
Security Premium Reserve	-	-	-	-
Opening balance	-	-		
Add: Addition during the Period/year	2,637.18	-	-	-
Less: Utilised for Bonus Issue	-	-		
Balance as at the end of the period / year	**2,637.18**	**-**	**-**	**-**
Revaluation Reserves	-	**-**	-	**-**
Other Reserves, If Any (Please Specify)	-	**-**	-	**-**
Total Reserve & Surplus	**5,116.88**	**1,773.55**	**1,393.51**	**934.57**

Annexure – I.3

Restated Statement of Long-Term Borrowings

(All amounts in ₹ lacs, unless otherwise stated)

	As at			
Particulars	**31st December, 2024**	**31st March, 2024**	**31st March, 2023**	**31st March, 2022**
Secured loans				
From banks				
- Bank/ Financial Institution	3,606.53	4,427.60	5,085.99	4,153.17
Unsecured Loans				
From others				
- Loans from Directors and relatives	-	2,840.19	2,790.69	2,763.75
Total	**3,606.53**	**7,267.79**	**7,876.68**	**6,916.92**

Restated Statement of Principal terms of Secured Loans and Assets charged as Security

Name of Lender	Purpose	Rate of Interest	Repayment ssSchedule	Security	Outstanding amount as at 31st December, 2024	Outstanding amount as at 31st March 2024	Outstanding amount as at 31st March, 2023	Outstanding amount as at 31st March 2022
HDFC-TERM LOAN-84879215	Loan shall be Utilised for purchase of Plant & Machinery	9.25%	72 installments	Primary security accepted LCs drawn on prime banks, book debts of the Company, Cash margin on LC, export debtors, export stock, foreign letter of credit, Industrial Property, plant & machinery od spinning unit and stock of the Company. Collateral security of fixed deposits, GECL guarantee and personal guarantee of all the directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmgarh Village Akbarpur Sangrur Punjab 148018	1,557.50	2,334.78	3,285.99	4153.17
TL EMI GECL-8783114(HDFC Bank)	Loan shall be Utilised for purchase of Plant & Machinery	9.25%	72 installments	Primary security accepted LCs drawn on prime banks, book debts of the Company, Cash margin on LC, export debtors, export stock, foreign letter of credit, Industrial Property, plant & machinery od spinning unit and stock of the Company. Collateral security of fixed deposits, GECL guarantee and personal guarantee of all the directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmedgarh Village Akbarpur Sangrur Punjab 148018	1,477.65	1,768.87	1,800.00	-

SIDBI Bank	Loan shall be Utilised for purchase of Plant & Machinery (Solar Plant)	8.30%	78 installments	First charge in favour of SIDBI by way of hypothecation on all movables of the borrower including Plant & Machinery, equipment, machinery spares etc. and collateral security by way of lien of fixed deposits of Rs. 190.00 lacs and personal guarantee of all the directors.	571.38	323.96	-	-

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Annexure – I.4

Restated Statement of Deferred Tax Liabilities/(Assets)

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at			
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Deferred tax liability in relation to (A):				
Property, plant, equipments and intengible assets	398.46	348.35	238.91	123.59
Total deferred tax liabilities	**398.46**	**348.35**	**238.91**	**123.59**
Deferred tax assets in relation to (B):				
Provision for employee benefits (Gratuity & Leave encashment)	(12.14)	(11.16)	(11.10)	(9.09)
Other adjustment	(8.21)	(31.96)	-	-
Total deferred tax assets	**(20.35)**	**(43.12)**	**(11.10)**	**(9.09)**
Net deferred tax liabilities (A-B)	**378.12**	**305.23**	**227.81**	**114.50**
Deferred Tax Assets Provision				
Opening Balance of (DTA)/DTL	**305.23**	**227.81**	**114.50**	**90.11**
Add: Provision for the year	72.89	77.42	113.31	24.39
Closing Balance of (DTA)/DTL	**378.12**	**305.23**	**227.81**	**114.50**

Annexure – I.5

Restated Statement of Long Term Provision

(All amounts in ₹ lacs, unless otherwise stated)

	As at			
Particulars	**31st December, 2024**	**31st March, 2024**	**31st March, 2023**	**31st March, 2022**
Provision for leave encashment	11.59	13.65	17.92	16.15
Provision for gratuity	29.27	17.72	9.57	4.44
Total	**40.86**	**31.37**	**27.49**	**20.59**

Annexure – I.6

Restated Statement of Short Term Borrowings

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at			
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Secured Loans				
From Bank				
Current Maturities of long term borrowings	1,455.09	1,038.39	1,119.79	851.28
Working Capital Loan	6,490.87	6,148.72	4,704.46	4,333.13
Total(A)	**7,945.96**	**7,187.11**	**5,824.25**	**5,184.41**
Unsecured Loans				
Loans from Related Parties	110.15	160.00	-	-
Loans from others	400.00	-	-	-
Total(B)	**510.15**	**160.00**	**-**	**-**

Total (A+B)	**8,456.11**	**7,347.11**	**5,824.25**	**5,184.41**

Note : Unsecured loans from others amounting to Rs. 400 lakhs have been received, which are subject to the updated loan agreements. However interest on these loans has been accounted at the rate of 12% per annum.

Further, no interest has been provided on loans taken from directors, and no loan agreements specifying the terms of such loans were made available for verification.

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Restated Statement of Terms and Conditions of Short Term Borrowing:

Name of Lender	Purpose	Rate of Interest	Repayment Schedule	Security	Outstanding amount as at 31st December 2024	Outstanding amount as at 31st Mar 2024	Outstanding amount as at 31st Mar 2023	Outstanding amount as at 31st Mar 2022
HDFC LC 2289	Working Capital	NA	On demand	Security primary - 50300820685273, Accepted LCs drawn on prime banks, Book Debts of the company, Cash Margin on LCs, Export debtors, Export Stock, Foreign Letter of Credit, Industrial property of the company, Plant & Machinery Od Spining unit, Stock of the Company. Security collateral- Fixed deposit, GECL Guarantee of all directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmedgarh Village Akbarpur Sangrur Punjab 148018	353.25	460.06	252.61	-

HDFC- POST SHIPMENT (BILL DISCOUNT)	Working Capital	SOFR+1.75%	12 months	Security primary - 50300820685273 , Accepted LCs drawn on prime banks, Book Debts of the company , Cash Margin on LCs , Export debtors, Export Stock, Foreign Letter of Credit, Industrial property of the company, Plant & Machinery Od Spining unit , Stock of the Company. Security collateral- Fixed deposit, GECL Guarantee of all directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmedgarh Village Akbarpur Sangrur Punjab 148018	238.07	351.66	507.83	-

HDFC-PCFC-PRE SHIPMENT INR	Working Capital	SOFR+1.75%	12 months	Security primary - 50300820685273, Accepted LCs drawn on prime banks, Book Debts of the company, Cash Margin on LCs, Export debtors, Export Stock, Foreign Letter of Credit, Industrial property of the company, Plant & Machinery Od Spining unit, Stock of the Company. Security collateral- Fixed deposit, GECL Guarantee of all directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmedgarh Village Akbarpur Sangrur Punjab 148018	1194.59	50.64	6.60	539.21
Canara 125004281683	Working Capital	9.25%	On Demand	Secondary charge by way of hypothecation of Stocks and Book Debts. Collateral security of factory land and building measuring 233 bighe 10 biswe 14 biswasi at village Akabarpur Ahmedgarh, Distt Sangrur, Punjab 148018. Persoanl guarantee of all the directors.	2376.92	1,950.02	-	-
ICICI Bank Limited - FD OD	Overdraft	NA	On Demand	Secured against hypothecation of respective	7.29	4.27	-	-

				fixed deposit's.				
SBI Bank - FD OD 42391327880	Working Capital	7.08%	On Demand	Secured against hypothecation of respective fixed deposit's.	7.77	7.47	-	-
HDFC 59265400002289	Working Capital	9.25%	On Demand	Security primary - 50300820685273 , Accepted LCs drawn on prime banks, Book Debts of the company , Cash Margin on LCs , Export debtors, Export Stock, Foreign Letter of Credit, Industrial property of the company, Plant & Machinery Od Spining unit , Stock of the Company. Security collateral- Fixed deposit, GECL Guarantee of all directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmedgarh Village Akbarpur Sangrur Punjab 148018	1,962.09	1,915.27	2,198.90	2,389.33

HDFC-PCFC-PRE SHIPMENT USD	Working Capital	SOFR+1.75%	12 months	Security primary - 50300820685273 , Accepted LCs drawn on prime banks, Book Debts of the company , Cash Margin on LCs , Export debtors, Export Stock, Foreign Letter of Credit, Industrial property of the company, Plant & Machinery Od Spining unit , Stock of the Company. Security collateral- Fixed deposit, GECL Guarantee of all directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmedgarh Village Akbarpur Sangrur Punjab 148018	320.87	1,409.31	1,991.12	1404.59
SIDBI Bank	Loan shall be Utilised for purchase of Plant & Machinery (Solar Plant)	8.30%	78 installments	First charge in favour of SIDBI by way of hypothecation on all movables of the borrower including Plant & Machinery, equipment, machinery spares etc. and collateral security by way of lien of fixed deposits of Rs. 190.00 lacs and personal guarantee of all the directors.	108.83	56.04	-	-

HDFC-TERM LOAN-84879215	Loan shall be Utilised for purchase of Plant & Machinery	9.25%	72 installments	Security primary - 50300820685273 , Accepted LCs drawn on prime banks, Book Debts of the company , Cash Margin on LCs , Export debtors, Export Stock, Foreign Letter of Credit, Industrial property of the company, Plant & Machinery Od Spining unit , Stock of the Company. Security collateral- Fixed deposit, GECL Guarantee of all directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmedgarh Village Akbarpur Sangrur Punjab 148018	1023.91	951.23	867.18	851.28
TL EMI GECL-8783114(HDFC Bank)	Loan shall be Utilised for purchase of Plant & Machinery	9.25%	72 installments	Security primary - 50300820685273 , Accepted LCs drawn on prime banks, Book Debts of the company , Cash Margin on LCs , Export debtors, Export Stock, Foreign Letter of Credit, Industrial property of the company, Plant & Machinery Od Spining unit , Stock of the Company. Security collateral- Fixed deposit, GECL Guarantee of all	322.35	31.13	-	-

				directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmedgarh Village Akbarpur Sangrur Punjab 148018				
Axis Term Loan-752	Term Loan Bank	Repo + 2.95%	72 installments	First pari Pasu charge with HDFC Bank on entire current assets of the company both present and future. And exclusive charge on fixed assets created out of the loan. Also personal guarantee of all the directors.	-	-	-	-
SCB	Working Capital	Repo + 4%	On Demand	Secured against hypothecation of respective fixed deposit's.	30.00	-	-	-

Annexure – I.7

Restated Statement of Trade Payables

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at 31st December, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Trade Payables				
- MSME*	228.20	105.64	-	-
- Others	2,388.61	1,432.54	1,460.83	1,618.39
- Disputed dues - MSME*	-	-	-	-
- Disputed dues - Others	-	-	-	-
Total	**2,616.81**	**1,538.18**	**1,460.83**	**1,618.39**

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment				
	As at 31st December, 2024				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	204.41	23.78	-	-	**228.20**
(ii) Others	1,864.85	394.95	79.76	49.05	**2,388.61**
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Ageing Analysis of Trade Payables

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment				
	As at 31st March, 2024				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	105.64	-	-	-	**105.64**
(ii) Others	1,313.59	100.54	18.30	0.11	**1,432.54**
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Ageing Analysis of Trade Payables

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment				
	As at 31st March 2023				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	556.28	816.18	71.91	16.45	**1,460.83**
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment				
	As at 31st March 2022				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	1,429.83	188.56	-	-	**1,618.39**

(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Annexure – I.8

Restated Statement of Other Current Liabilities

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at			
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Statutory Dues Payable	18.41	37.41	24.97	45.42
Salary Payables	209.07	201.46	270.22	369.36
Security Deposited Received	-	-	0.50	-
Book overdraft	-	-	41.07	-
Interest accrued but not due	76.04	31.68	-	-
Other payable	139.91	173.59	230.92	148.30
Advances from Customer	227.45	76.88	158.74	20.81
Total	**670.88**	**521.02**	**726.42**	**583.89**

Annexure – I.9

Restated Statement of Short Term Provision

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at			
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Provision for Income Tax Current for the year	425.46	275.36	5.89	31.37
Provision for Current Leave Encashment	10.61	12.80	16.47	15.43
Provision for Current Gratuity	1.58	0.16	0.13	0.10
Total	**437.65**	**288.32**	**22.49**	**46.90**

Annexure – I.10

Restated Statement of Property Plant & Equipment and Intangible Assets

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at 31st December, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
(A) Property Plant & Equipment				
Furniture & Fittings				
Gross Block - Opening Balance	51.26	48.07	24.83	5.00
Addition/Sale during the year	0.07	3.18	23.24	19.83
Gross Block - Closing Balance	**51.34**	**51.26**	**48.07**	**24.83**
Accumulated Depreciation - Opening Balance	9.48	4.72	0.74	0.07
Depreciation during the year	3.67	4.77	3.98	0.66
Deletion / adjustments during the year	-	-	-	-
Accumulated Depreciation - Closing Balance	**13.16**	**9.48**	**4.72**	**0.74**
Net Block	**38.18**	**41.77**	**43.36**	**24.09**
Land				
Gross Block - Opening Balance	1,499.09	1,499.09	1,499.09	1,499.09
Addition/Sale during the year	-	-	-	-

Gross Block - Closing Balance	**1,499.09**	**1,499.09**	**1,499.09**	**1,499.09**
Accumulated Depreciation - Opening Balance	-	-	-	-
Depreciation during the year	-	-	-	-
Deletion / adjustments during the year	-	-	-	-
Accumulated Depreciation - Closing Balance	**-**	**-**	**-**	**-**
Net Block	**1,499.09**	**1,499.09**	**1,499.09**	**1,499.09**
Computers & Other Accessories				
Gross Block - Opening Balance	46.63	46.63	36.34	21.00
Addition/Sale during the year	0.90	-	10.28	15.34
Gross Block - Closing Balance	**47.52**	**46.63**	**46.63**	**36.34**
Accumulated Depreciation - Opening Balance	16.99	8.98	1.98	0.61
Depreciation during the year	6.20	8.01	7.00	1.36
Deletion / adjustments during the year	-	-	-	-
Accumulated Depreciation - Closing Balance	**23.19**	**16.99**	**8.98**	**1.98**
Net Block	**24.33**	**29.63**	**37.65**	**34.36**
Plant & Machinery				
Gross Block - Opening Balance	4,608.23	4,403.88	3,743.74	3,510.00
Addition/Sale during the year	164.03	204.34	660.15	233.74
Gross Block - Closing Balance	**4,772.27**	**4,608.23**	**4,403.88**	**3,743.74**
Accumulated Depreciation - Opening Balance	805.14	519.55	268.17	35.55
Depreciation during the year	223.46	285.60	251.38	232.62
Deletion / adjustments during the year	-	-	-	-
Accumulated Depreciation - Closing Balance	**1,028.59**	**805.14**	**519.55**	**268.17**
Net Block	**3,743.67**	**3,803.09**	**3,884.34**	**3,475.57**
Residential Buliding				
Gross Block - Opening Balance	463.69	463.69	412.08	401.54
Addition/Sale during the year	-	-	51.61	10.54
Gross Block - Closing Balance	**463.69**	**463.69**	**463.69**	**412.08**
Accumulated Depreciation - Opening Balance	21.42	14.37	7.48	0.97
Depreciation during the year	5.31	7.05	6.89	6.51
Deletion / adjustments during the year	-	-	-	-
Accumulated Depreciation - Closing Balance	**26.73**	**21.42**	**14.37**	**7.48**
Net Block	**436.96**	**442.27**	**449.32**	**404.60**
Factory Buliding				
Gross Block - Opening Balance	957.57	957.57	936.93	936.93
Addition/Sale during the year	0.29	-	20.64	-
Gross Block - Closing Balance	**957.86**	**957.57**	**957.57**	**936.93**
Accumulated Depreciation - Opening Balance	95.04	64.12	34.26	4.56
Depreciation during the year	23.29	30.91	29.87	29.70
Deletion / adjustments during the year	-	-	-	-
Accumulated Depreciation - Closing Balance	**118.33**	**95.04**	**64.12**	**34.26**
Net Block	**839.53**	**862.54**	**893.45**	**902.67**

Power Plant				
Gross Block - Opening Balance	565.14	565.14	565.14	500.00
Addition/Sale during the year	-	-	-	65.14
Sale during the year	-	-	-	-
Gross Block - Closing Balance	**565.14**	**565.14**	**565.14**	**565.14**
Accumulated Depreciation - Opening Balance	41.58	28.13	14.68	1.83
Depreciation during the year	10.13	13.45	13.45	12.85
Deletion / adjustments during the year	-	-	-	-
Accumulated Depreciation - Closing Balance	**51.71**	**41.58**	**28.13**	**14.68**
Net Block	**513.43**	**523.57**	**537.02**	**550.47**
Solar Plant				
Gross Block - Opening Balance	483.37	-	-	-
Addition/Sale during the year	262.84	483.37	-	-
Sale during the year	-	-	-	-
Gross Block - Closing Balance	**746.21**	**483.37**	**-**	**-**
Accumulated Depreciation - Opening Balance	0.06	-	-	-
Depreciation during the year	19.51	0.06	-	-
Deletion / adjustments during the year	-	-	-	-
Accumulated Depreciation - Closing Balance	**19.57**	**0.06**	**-**	**-**
Net Block	**726.64**	**483.31**	**-**	**-**
Vehicle				
Gross Block - Opening Balance	56.91	47.41	46.98	33.53
Addition/Sale during the year	-	9.50	0.43	18.46
Sale during the year	-	-	-	(5.00)
Gross Block - Closing Balance	**56.91**	**56.91**	**47.41**	**46.98**
Accumulated Depreciation - Opening Balance	21.48	13.86	6.38	0.49
Depreciation during the year	6.75	7.63	7.48	5.89
Deletion / adjustments during the year	-	-	-	-
Accumulated Depreciation - Closing Balance	**28.23**	**21.48**	**13.86**	**6.38**
Net Block	**28.67**	**35.43**	**33.55**	**40.60**
Gross Block - Opening Balance	8,731.88	8,031.49	7,265.14	6,907.09
Addition/Sale during the year	428.16	700.39	766.35	363.05
Sale during the year				(5.00)
Gross Block - Closing Balance	**9,160.04**	**8,731.88**	**8,031.49**	**7,265.14**
Accumulated Depreciation - Opening Balance	1,011.20	653.73	333.68	44.08
Depreciation during the year	298.32	357.47	320.05	289.60
Deletion / adjustments during the year	-	-	-	-
Accumulated Depreciation - Closing Balance	**1,309.52**	**1,011.20**	**653.73**	**333.68**
Total Net Block of tangible Assets	**7,850.52**	**7,720.68**	**7,377.76**	**6,931.46**
(B) Intangible Assets				
Software & ERP				
Gross Block - Opening Balance	65.66	60.57	60.00	-
Addition/Sale during the year	-	5.09	0.57	60.00

Gross Block - Closing Balance	**65.66**	**65.66**	**60.57**	**60.00**
Accumulated Depreciation - Opening Balance	21.83	12.24	2.69	-
Depreciation during the year	7.22	9.59	9.55	2.69
Accumulated Depreciation - Closing Balance	**29.05**	**21.83**	**12.24**	**2.69**
Net Block	**36.60**	**43.83**	**48.32**	**57.31**
Total Net Block of Intangible Assets	**36.60**	**43.83**	**48.32**	**57.31**

Capital work-in-progress

(All amounts in ₹ lacs, unless otherwise stated)

Ageing schedule as at 31st December 2024					
Particulars	**Amount in CWIP for a period of**				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Project in progress	43.18	-	-	-	43.18
(ii) Project temporarily suspended	-	-	-	-	-
Total	**43.18**	**-**	**-**	**-**	**43.18**

Completion schedule as at 31st December, 2024

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	**To be completed in**				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Project in progress	43.18	-	-	-	43.18
(ii) Project temporarily suspended	-	-	-	-	-
Total	**43.18**	**-**	**-**	**-**	**43.18**

Capital work-in-progress
Ageing schedule as at 31 March 2024

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	**Amount in CWIP for a period of**				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Project in progress	1.92	-	-	-	1.92
(ii) Project temporarily suspended	-	-	-	-	-
Total	**1.92**	**-**	**-**	**-**	**1.92**

Completion schedule as at 31 March 2024

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	**To be completed in**				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Project in progress	1.92	-	-	-	1.92
(ii) Project temporarily suspended	-	-	-	-	-

Total	**1.92**	**-**	**-**	**-**	**1.92**

Capital work-in-progress
Ageing schedule as at 31 March 2023

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Project in progress	13.70	-	-	-	13.70
(ii) Project temporarily suspended	-	-	-	-	-
Total	**13.70**	**-**	**-**	**-**	**13.70**

Completion schedule as at 31 March 2023

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Project in progress	13.70	-	-	-	13.70
(ii) Project temporarily suspended	-	-	-	-	-
Total	**13.70**	**-**	**-**	**-**	**13.70**

Capital work-in-progress
Ageing schedule as at 31 March 2022

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Project in progress	72.28	-	-	-	72.28
(ii) Project temporarily suspended	-	-	-	-	-
Total	**72.28**	**-**	**-**	**-**	**72.28**

Completion schedule as at 31 March 2022

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Project in progress	72.28	-	-	-	72.28
(ii) Project temporarily suspended	-	-	-	-	-
Total	**72.28**	**-**	**-**	**-**	**72.28**

Annexure – I.11

Restated Statement of Long Term Loans & Advances

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at			
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Unsecured, considered good				-
Security deposit	238.21	238.21	126.46	126.46
Total	**238.21**	**238.21**	**126.46**	**126.46**

Annexure – I.12
Restated Statement of Inventories

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at			
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Raw material	5,588.05	3,281.98	1,183.58	932.96
Finished goods	2,072.20	2,056.75	2,169.45	813.43
Work in progress	2,163.94	1,958.80	1,376.54	765.97
Others	88.83	39.79	154.07	36.64
Total	**9,913.02**	**7,337.32**	**4,883.64**	**2,549.00**

Annexure – I.13

Restated Statement of Trade Receivables

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at			
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Secured & Considered Good	-	-	-	-
Unsecured & Considered Good	2,291.17	2,365.93	2,394.67	2,651.39
Doubtful	-	-	-	-
-Unsecured & Considered Good	-	-	-	-
Total	**2,291.17**	**2,365.93**	**2,394.67**	**2,651.39**

Ageing Schedule of Trade Receivable

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment					
	As at 31st December, 2024					
	Less than 6 Month	6 Months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1030.81	799.19	394.07	44.47	23.36	**2291.17**
(ii) Undisputed Trade Receivables – considered doubtful	-	-		-	-	**-**
(iii) Disputed Trade Receivables considered good	-	-		-	-	**-**
(iv) Disputed Trade Receivables considered doubtful	-	-		-	-	**-**

Ageing Schedule of Trade Receivable

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment					
	As at 31 March 2024					
	Less than 6 Month	6 Months -1 year	1-2 years	2-3 years	More than 3 years	Total

(i) Undisputed Trade receivables – considered good	1,742.85	500.60	43.78	76.45	2.26	**2,365.93**
(ii) Undisputed Trade Receivables – considered doubtful	-	-		-	-	**-**
(iii) Disputed Trade Receivables considered good	-	-		-	-	**-**
(iv) Disputed Trade Receivables considered doubtful	-	-		-	-	**-**

Ageing Schedule of Trade Receivable

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	**Outstanding for following periods from due date of payment**					
	As at 31st March, 2023					
	Less than 6 Month	**6 Months -1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables – considered good	1,943.19	295.31	153.92	2.26	-	**2,394.67**
(ii) Undisputed Trade Receivables – considered doubtful	-	-		-	-	**-**
(iii) Disputed Trade Receivables considered good	-	-		-	-	**-**
(iv) Disputed Trade Receivables considered doubtful	-	-		-	-	**-**

Ageing Schedule of Trade Receivable

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	**Outstanding for following periods from due date of payment**					
	As at 31st March 2022					
	Less than 6 Month	**6 Months -1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables – considered good	2,597.65	49.92	3.82	-	-	**2,651.39**
(ii) Undisputed Trade Receivables – considered doubtful	-	-		-	-	**-**
(iii) Disputed Trade Receivables considered good	-	-		-	-	**-**
(iv) Disputed Trade Receivables considered doubtful	-	-		-	-	**-**

Annexure – I.14

Restated Statement of Cash and Cash Equivalents

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	**As at**			
	31st December, 2024	**31st March, 2024**	**31st March, 2023**	**31st March, 2022**
Cash and cash equivalents				
Cash in hand	0.17	2.47	4.25	2.34
Balance with bank (in Current Accounts)	39.35	1.66	-	-
	39.52	**4.13**	**4.25**	**2.34**
Other bank balances				

Balance in deposit accounts with original maturity upto 12 months	865.56	664.37	1,020.64	1,020.64
Total	**905.08**	**668.50**	**1,024.89**	**1,022.98**

Annexure – I.15

Restated Statement of Short Term Loans and Advances

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at			
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Unsecured, considered good				
Advances to suppliers	212.86	177.03	152.46	276.37
Advances to others	54.75	15.83	14.22	8.45
Advances to employees	21.98	2.20	41.44	7.79
Total	**289.56**	**195.06**	**208.12**	**292.61**

Annexure – I.16

Restated Statement of Other Current Assets

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at			
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Prepaid expenses	27.74	30.75	49.05	79.83
Interest Accrued on fixed deposit	55.73	179.88	104.34	13.25
Deferred Expenses	114.52	114.42	-	-
Export incentive receivable	15.22	58.70	59.51	284.81
Other receivable	-	-	-	-
Balance with government authorities	496.15	867.37	1,294.02	1,363.79
Total	**709.36**	**1,251.12**	**1,506.92**	**1,741.68**

"Note:

As at December 31, 2024, the balance with government authorities Rs. 496.15 lakhs pertaining to Goods and Services Tax (GST) input credit. However, this has not been reconciled with the balance available on the GST portal, which reflects an input credit of Rs. 167.96 lakhs only. This indicates an excess input credit of approximately Rs. 328.18 lakhs in the books of accounts. The company has initiated the process of reconciling the difference and necessary adjustments, if any, will be made upon completion of the reconciliation."

Annexure –II.1

Restated Statement of Revenue from operations

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	For the period ended	For the year ended	For the year ended	For the year ended
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Sale of Products				
Manufactured goods	10,906.81	18,546.69	15,836.79	21,245.34
Other operating revenue				
Discount & Compensation	68.15	53.72	-	-

Export Incentives	227.66	367.97	188.19	494.97
Total	**11,202.62**	**18,968.38**	**16,024.98**	**21,740.31**

Annexure –II.2

Restated Statement of Revenue from Other Income

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	For the period ended	For the year ended	For the year ended	For the year ended
	31st December, 2024	**31st March, 2024**	**31st March, 2023**	**31st March, 2022**
Interest on FDR	52.51	56.12	58.92	45.77
Foreign exchange gain	31.17	46.74	69.09	204.23
Interest Income	-	29.91	-	0.24
Other Income	58.81	0.09	34.95	53.17
Insurance claim	45.56	-	-	-
Total	**188.05**	**132.86**	**162.96**	**303.41**

Annexure-II.3

Restated Statement of Cost of Materials Consumed

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	For the period ended	For the year ended	For the year ended	For the year ended
	31st December, 2024	**31st March, 2024**	**31st March, 2023**	**31st March, 2022**
Opening Stock of raw Material	3,281.98	1,183.58	932.96	693.13
Materials Purchases	7,374.15	13,207.86	10,814.25	14,273.80
Less: Closing Stock of Raw Material	4,513.74	3,281.98	1,183.58	932.96
Cost of Material Consumed	**6,142.39**	**11,109.46**	**10,563.63**	**14,033.97**

Direct Expenses

(All amounts in ₹ lacs, unless otherwise stated)

	For the period ended	For the year ended	For the year ended	For the year ended
	31st December, 2024	**31st March, 2024**	**31st March, 2023**	**31st March, 2022**
Consumable Expenses	407.59	527.89	512.34	544.06
Salary & Wages (Direct)	619.74	896.28	885.55	1,138.12
Custom Duty and other charges	-	0.77	-	5.55
Power & Fuel Charges	1,006.68	1,729.33	1,810.65	2,029.92
Labour & Job Works	61.10	153.53	182.10	136.68
Testing charges	0.54	-	2.32	6.18
Inward Freight & Cartage	39.08	36.08	88.22	123.23
Direct Expenses	**2,134.73**	**3,343.88**	**3,481.17**	**3,983.73**
Total	**8277.12**	**14,453.33**	**14,044.81**	**18,017.71**

Annexure –II.4

Restated Statement of Change in Inventory

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	For the period ended	For the year ended	For the year ended	For the year ended
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Stock at the beginning of the year (A)				
Stock in trade	-	-	-	-
Finished goods	2,056.75	2,169.45	813.43	464.78
Work-in-progress	1,958.80	1,376.54	765.97	506.60
	4,015.55	**3,545.99**	**1,579.40**	**971.38**
Stock at the end of the year (B)				
Stock in trade		-	-	-
Finished goods	2,072.20	2,056.75	2,169.45	813.43
Work-in-progress	2,163.94	1,958.80	1,376.54	765.97
	4,236.14	**4,015.55**	**3,545.99**	**1,579.40**
Total (A-B)	**(220.59)**	**(469.56)**	**(1,966.59)**	**(608.02)**

Annexure –II.5

Restated Statement of Employees Benefit Expenses

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	For the period ended	For the year ended	For the year ended	For the year ended
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Salaries, Wages & Bonus	470.34	720.51	782.97	792.96
Gratuity & leave encashment	12.58	5.67	15.68	38.19
Contribution to Provident and Other Funds	56.68	91.01	135.55	117.08
Staff Welfare	13.50	43.56	19.00	20.22
Total	**553.10**	**860.75**	**953.20**	**968.45**

Annexure –II.6

Restated Statement of Financial Charges

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	For the period ended	For the year ended	For the year ended	For the year ended
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Interest on Term Loan	384.48	550.66	387.43	389.13
Interest on working Capital	429.54	545.53	339.32	192.60
Interest on Income tax	-	3.49	-	-
Interest on MSME vendor	9.80	3.54	-	-
Other Interest Cost	77.21	32.91	13.08	8.18
Mortgage Charges	-	-	12.00	23.36
Other Borrowing Cost	-	12.00	0.44	7.50
Total	**901.03**	**1,148.13**	**752.27**	**620.77**

Annexure –II.7

Restated Statement of Depreciation and amortization expense

Particulars	For the period ended 31st December, 2024	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Depreciation on property, plant and equipment	298.32	357.47	320.05	289.60
Amortization on intangible assets	7.22	9.59	9.55	2.69
Total	**305.55**	**367.06**	**329.60**	**292.29**

Annexure –II.8
Restated Statement of Other Expenses

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	For the period ended 31st December, 2024	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Travelling & Conveyance	67.60	63.96	77.30	126.93
Bank Charges	70.37	107.91	300.82	80.57
CSR Expenses	-	12.92	11.25	-
Security Clearing expenses	5.78	17.55	0.22	-
Discount Allowed	21.98	97.00	73.99	42.44
Professional and consultancy fees	28.27	58.18	14.16	11.68
Insurance Charges	30.85	6.76	3.75	22.74
Repair and maintenance				
-Vehicle	1.58	6.73	18.56	12.62
-Building	5.02	19.94	32.23	16.95
-Others	149.72	291.15	313.59	478.65
Printing & Stationary	1.81	5.26	8.59	4.50
Foreign Exchange Loss	7.34	-	90.18	3.18
Courier & Postage	3.61	12.91	9.60	5.20
Subscription & Membership	1.69	2.28	2.00	-
Misc. Expenses	10.51	3.69	1.47	6.47
Telephone & Fax	1.74	2.70	2.50	3.30
Rent	3.79	10.03	3.14	9.70
CHA Expenses	142.01	240.80	161.48	389.52
Marketing & Brokerage	32.75	167.57	133.10	280.44
Delayed Payment charges	6.75	2.16	15.78	18.71
General Charges	2.70	4.62	5.96	5.32
C&F/ FOB Expenses	26.74	87.16	118.05	292.46
Business Promotion & Development	-	-	1.44	0.78
Guest House Expense	0.84	4.06	5.30	0.04
LC Interest/Charges	-	-	7.09	9.49
Entertainment Expense	0.33	0.03	4.20	4.24
Office Expenses	2.67	2.44	2.98	1.83
Forward Contract	-	-	-	-
Donation	-	-	-	1.00
Other Expenses	0.05	-	0.23	-

License Fees & Taxes		-	0.10	1.96
Auditor's remuneration	7.50	15.00	11.08	5.56
Total	**634.00**	**1,242.81**	**1,430.14**	**1,836.28**
Note- Auditor's remuneration includes:				
Statutory Audit Fees	7.50	10.00	11.08	5.56
Other services	-	1.00	-	-
Certification Fees	-	4.00	-	-
Total	7.50	15.00	11.08	5.56

Annexure –II.9

Restated Statement of Provision for Taxation

(All amounts in ₹ lacs, unless otherwise stated)

	For the period ended	For the year ended	For the year ended	For the year ended
Particulars	**31st December, 2024**	**31st March, 2024**	**31st March, 2023**	**31st March, 2022**
Current Tax	161.40	303.28	62.00	93.22
Deferred tax charge/ (benefit)	72.89	77.42	113.31	24.39
Mat credit entitlement	-	-	-	-

ANNEXURE –VI

Statement of Accounting & Other Ratios, As Restated

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Net Profit as Restated	706.18	1,105.04	458.94	798.63
Add: Depreciation	305.54	367.06	329.60	292.29
Add: Interest on Loan	901.03	1,148.13	752.27	620.77
Add: Income Tax/Deferred Tax	234.29	393.68	185.57	117.61
Less: Other income	(188.05)	(132.86)	(162.96)	(303.41)
Add: Exceptional item	-	-	-	-
EBITDA	**1,958.98**	**2,881.06**	**1,563.42**	**1,525.89**
EBITDA Margin (%)	**17.49%**	**15.19%**	**9.76%**	**7.02%**
Opening Net Worth as Restated	2,523.55	1,418.51	959.57	160.94
Closing Net Worth as Restated	6,069.74	2,523.55	1,418.51	959.57
Average Net Worth as Restated	4,296.64	1,971.03	1,189.04	560.25
Return on Net worth (%) as Restated	**16.44%**	**56.06%**	**38.60%**	**142.55%**
Equity Share at the end of year (in Nos.)	95,28,600	7,500,000	250,000	250,000
Equity Share at the end of year (in Nos.) (Post Bonus)	95,28,600	7,500,000	7,500,000	7,500,000
Weighted No. of Equity Shares	81,86,036	7,500,000	7,500,000	7,500,000
Basic & Diluted Earnings per Equity Share as Restated (post bonus) (not annualised, except year end)	**8.63**	**14.73**	**6.12**	**10.65**
Net Asset Value per Equity share as Restated (Pre Bonus)	**63.70**	**33.65**	**567.40**	**383.83**
Net Asset Value per Equity share as Restated (post bonus)	**63.70**	**33.65**	**18.91**	**12.79**

Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00
Current Assets (A)	14,108.19	11,817.93	10,018.24	8,257.66
Current Liabilities (B)	12,181.45	9,694.63	8,033.99	7,433.59
Current Ratio (A/B)	**1.16**	**1.22**	**1.25**	**1.11**
Debt	12,062.63	14,614.90	13,700.93	12,101.33
Equity	6,069.74	2,523.56	1,418.51	959.57
Debt Equity Ratio (In Times)	**1.99**	**5.79**	**9.66**	**12.61**
EBIT	1,841.49	2,646.86	1,396.78	1,537.01
Interest+Principal	1,939.41	2,267.92	1,618.63	1,092.95
Debt Service Coverage Ratio	**0.95**	**1.17**	**0.86**	**1.41**
PAT	706.18	1,105.05	458.94	798.63
Average Shareholder's Fund	4,296.64	1,971.03	1,189.04	560.25
Return On Equity (%)	**16.44%**	**56.06%**	**38.60%**	**142.55%**
Opening Inventory	7,337.32	4,883.64	2,549.00	1,814.61
Closing Inventory	9,913.02	7,337.32	4,883.64	2,549.00
Average Inventory	8,625.17	6,110.48	3,716.32	2,181.80
Cost of Goods Sold (COGS)	8,056.53	13,983.77	12,078.21	17,409.69
Inventory Turnover Ratio (In Times)	**0.93**	**2.29**	**3.25**	**7.98**
Opening Trade Receivable	2,365.93	2,394.67	2,651.39	500.88
Closing Trade Receivable	2,291.17	2,365.93	2,394.67	2,651.39
Avg Trade Receivable	2,328.55	2,380.30	2,523.03	1,576.13
Revenue From Operation	11,202.62	18,968.38	16,024.98	21,740.31
Trade Receivables turnover ratio (In times)	**4.81**	**7.97**	**6.35**	**13.79**
Purchase	7,374.15	13,207.86	10,814.25	14,273.80
Opening Trade Payable	1,538.19	1,460.83	1,618.39	1,015.91
Closing Trade Payable	2,616.81	1,538.19	1,460.83	1,618.39
Average Trade Payable	2,077.50	1,499.51	1,539.61	1,317.15
Trade Payable Ratio (In Times)	**3.55**	**8.81**	**7.02**	**10.84**
Revenue From Operation	11,202.62	18,968.38	16,024.98	21,740.31
Average Working Capital	2,025.02	2,053.77	1,404.16	1,303.98
Net Working Capital Turnover Ratio (In Times)	**5.53**	**9.24**	**11.41**	**16.67**
Revenue From Operation	11,202.62	18,968.38	16,024.98	21,740.31
PAT	706.18	1,105.05	458.94	798.63
N P Ration (In %)	**6.30%**	**5.83%**	**2.86%**	**3.67%**
EBIT	1,841.49	2,646.86	1,396.78	1,537.01
Opening Capital Employed	10,127.93	9,550.49	8,011.58	8,858.55
Closing Capital Employed	10,095.24	10,127.93	9,550.49	8,011.58
Average Capital Employed	10,111.59	9,839.21	8,781.03	8,435.07
Return on Capital Employed (In %)	**18.21%**	**26.90%**	**15.91%**	**18.22%**
Net PAT	706.18	1,105.05	458.94	798.63
Opening shareholder's fund	2,523.55	1,418.51	959.57	160.94
Closing shareholder's fund	6,069.74	2,523.55	1,418.51	959.57
Average shareholder's fund	4,296.64	1,971.03	1,189.04	560.25
Return on Investments (In %)	**16.44%**	**56.06%**	**38.60%**	**142.55%**

Note:-

EBITDA Margin = EBITDA/Revenue from operations

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Average Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

ANNEXURE –VII

Statement of Capitalization, As Restated

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Pre-Issue	Post Issue*
	31st December 2024	
Debt :		
Short Term Debt	8,456.11	8,456.11
Long Term Debt	3,606.53	3,606.53
Total Debt	**12,062.64**	**12,062.64**
Shareholders Funds		
Equity Share Capital	952.86	1,387.86
Reserves and Surplus	5,116.88	10,771.88
Less: Misc. Expenditure	-	-
Total Shareholders' Funds	**6,069.74**	**12,159.74**
Long Term Debt/ Shareholders' Funds	***0.59***	***0.30***
Total Debt / Shareholders Fund	***1.99***	***0.99***

1. Short term Debts represent which are expected to be paid/payable within 12 months
2. Long term Debts represent debts other than Short term Debts as defined above
3.The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.12.2024
4. While calculating the post issue shareholder's funds, we have considered the impact of fresh issue of 43,50,000 equity shares being offered through IPO at a price of ₹ 140/- per share. We've not taken impact of estimated issue expenses
5. Reserves and Surplus does not include the amount profit/(Loss) after December 31, 2024

ANNEXURE –VIII

Statement of Tax Shelter, As Restated

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	For the period ended	For the year ended	For the year ended	For the year ended
	31st December, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Profit Before Tax as per books of accounts (A)	**940.47**	**1,498.72**	**644.51**	**916.24**
-- Normal Tax rate	25.17%	25.17%	25.17%	25.17%
Permanent differences				
Expenses Disallowances	9.80	8.48	12.37	-
Other Adjustments	-	-	-	-
Total (B)	**9.80**	**8.48**	**12.37**	**-**
Timing Differences				
Depreciation as per Books of Accounts	305.54	367.06	329.60	292.29
Depreciation as per Income Tax	662.97	801.89	755.82	783.36
Difference between tax depreciation and book	(357.44)	(434.83)	(426.22)	(491.07)

depreciation				
Other adjustments	48.48	132.67	15.68	38.19
Total (C)	**(308.96)**	**(302.16)**	**(410.54)**	**(452.88)**
Net Adjustments (D = B+C)	**(299.15)**	**(293.68)**	**(398.17)**	**(452.88)**
Total Income (E = A+D)	**641.31**	**1,205.04**	**246.34**	**463.36**
Brought forward losses set off /Unabsorbed Depreciation (F)	-	-	-	(92.98)
Taxable Income/ (Loss) for the year (E+F)	**641.31**	**1,205.04**	**246.34**	**370.39**
Tax Payable for the year	161.40	303.29	62.00	93.22
Tax expense recognised	**161.40**	**303.29**	**62.00**	**93.22**
Tax payable as per normal rates	**Income Tax**	**Income Tax**	**Income Tax**	**Income Tax**
Notes:-The Company has opted for taxation as per section 115 BAA of the income tax act 1961, and has calculated the tax @ 22% plus surcharge @ 10% and cess @ 4%. The effective tax rate being 25.168 %.				

ANNEXURE –IX

Statement of Related Parties & Transactions

The Company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per accounting standard 18 issued by Institute of Chartered Accountants of India.

Name of the key managerial personnel/Entity/Relative of KMPs	**Relationship**
Rajesh Mittal	Director
Virender Goyal	Director
Virender Goyal (w.e.f. 04-10-2024)	Chief Financial Officer
Monnappa Nachappa Bachangada	Director
Kamta Nath Pandey (w.e.f. 11-09-2024)	Independent Director
Yogendra Kumar Singhal (w.e.f. 11-09-2024)	Independent Director
Yatish Chandra Gupta (w.e.f. 11-09-2024)	Independent Director
Rajesh Bansal (w.e.f. 11-09-2024)	Independent Director
Bachangada Monnappa Saraswathi	Director
Neha Parbhakar Rawat (w.e.f. 04-10-2024)	Company Secretary
Manisha Monappa	Relative of KMP
APOP International Private Limited	Immediate relative is director
Auburn Design Private Limited	Entity under common control of KMP
M.R. Fabrics & Apparels Propreitorship	Entity under common control of KMP

Transactions with Related Parties:

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	**For the period ended**	**For the year ended**	**For the year ended**	**For the year ended**
	31st December, 2024	**31st March, 2024**	**31st March, 2023**	**31st March, 2022**
Remeneration Paid to				
Virendra Goyal	18.00	24.00	-	-
Bachangada Monnappa Saraswathi	3.75	5.00	-	-
Monnappa Nachappa Bachangada	3.75	5.00	-	-
Rajesh Mittal	18.00	24.00	-	-
Interest Income from				
Auburn Design Private Limited	-	8.25	-	-

Advance given during the year				
APOP International Pvt Ltd	5.00	69.17	-	-
Auburn Design Pvt. Ltd	-	-	200.00	-
M.R. Fabrics & Apparels Propreitorship	30.00			
Advance paid during the year				
APOP International Pvt Ltd	-	42.95	-	-
Auburn Design Pvt. Ltd	-	-	170.00	-
M.R. Fabrics & Apparels Propreitorship	30.00			
Unsecured borrowing taken during the year				
Vijendra Goyal	-	35.00	40.00	-
Rajesh Mittal	-	128.38	661.94	-
Manisha Monappa	-	350.00	100.00	-
M.R. Fabrics & Apparels Propreitorship	-	25.00	-	-
Monnappa Nachappa Bachangada		-	-	450.02
Unsecured borrowing repaid during the year				
Rajesh Mittal	-	78.88	25.00	-
Manisha Monappa	25.00	275.00	100.00	-
Monnappa Nachappa Bachangada	-	-	650.00	793.77
Virendra goyal	-	-	-	-
M.R. Fabrics & Apparels Propreitorship	25.00	-	-	-
	-			
Sale of Goods to	-			
Auburn Design Private Limited		4.77	-	-
M.R. Fabrics & Apparels Propreitorship	-	2.23	-	-
Conversion of unsecured loan into equity share capital				
Rajesh Mittal	1183.32	-	-	-
Monnappa Nachappa Bachangada	1314.85	-	-	-
Virendra goyal	341.87	-	-	-
Brokerage Charges Paid to				
M.R. Fabrics & Apparels Propreitorship	22.32	93.66	97.35	195.44
APOP International Pvt Ltd	-	-	-	63.50
Maintenance charges Paid to				
APOP International Pvt Ltd	-	-	12.60	-

Balance outstanding at year end

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at 31st December, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Remeneration Payable to				
Virendra Goyal	42.00	24.00	-	-
Bachangada Monnappa Saraswathi	8.75	5.00	-	-
Monnappa Nachappa Bachangada	8.75	5.00	-	-
Rajesh Mittal	42.00	24.00	-	-
Unsecured loan				
Vijendra Goyal	-	341.88	306.88	266.88
Rajesh Mittal	-	1183.32	1,133.82	496.88
Manisha Monappa	75.00	100.00	-	-
M.R. Fabrics & Apparels Propreitorship	-	25.00	-	-
Monnappa Nachappa Bachangada	35.15	1350.00	1,350.00	2,000.00
Receivable from				
APOP International Pvt Ltd	27.27	22.27	-	-
Auburn Design Private Limited	13.249	13.25	30.00	-
Payable to				
M.R. Fabrics & Apparels Propreitorship	91.15	113.47	10.04	126.16
APOP International Pvt Ltd		-	3.94	0.29

ANNEXURE –X

Statement of Dividends
No Dividend Paid till Date

ANNEXURE –XI

Changes in the Material Accounting Policies
There have been no changes in the accounting policies of the company for the period covered under audit.

ANNEXURE –XII

Corporate Social Responsibility (CSR)

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at 31st December, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Amount required to be spent as per section 135 of Companies Act, 2013 (a)	20.40	11.67	11.21	-
Previous year pending obligations (b)	-	-	-	-
Amount spent on CSR activity during the year (b-a)	-	12.92	11.25	-
Excess amount spent for the financial year	-	(1.25)	(0.04)	-
Amount available for set off in succeeding financial year	-	1.29	0.04	-

ANNEXURE –XIII

Contingent Liabilities and Capital Commitment:

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	As at 31st December, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
a. Income tax demand	45.06	9.37	8.07	-
b. GST demand	15.24	42.00	-	-
c. Capital Commitment	-	-	-	-

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FINANCIAL INDEBTEDNESS

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of the issuer Company, **Cedaar Textile Limited** (Formerly known as Cedaar Textile Private Limited) and further explanations and information provided by the management of the Companies, which we believe to be true and correct to the best of our information and belief, the financial indebtedness of the company as at 31st December 2024 are as mentioned below:

(All amounts in ₹ lacs, unless otherwise stated)

Nature of Borrowing	Outstanding as on 31/12/24
Secured Loan (A)	11,552.49
Unsecured Loan (B)	510.15
Total	**12,062.64**

A. Secured Loans (All amounts in ₹ lacs, unless otherwise stated)

Name of Lender	Purpose	Sanctioned Amount	Outstanding as on 31/12/24
SIDBI Bank	Term Loan	728.32	680.21
HDFC Bank - 84879215	Term Loan	5,500.00	2,581.41
HDFC Bank (GECL)- 8783114	Term Loan	1,800.00	1,800.00
HDFC Bank (Letter of Credit)	Working Capital	500.00	353.26
HDFC Bank (Post Shipment Credit)	Working Capital	400.00	238.07
HDFC Bank (Pre Shipment Credit)	Working Capital	2,000.00	1,515.47
HDFC Bank (Cash credit)	Working Capital	2,000.00	1,962.09
Canara Bank	Working Capital	2,400.00	2,376.92
ICICI Bank	Overdraft	NA	7.29
SBI Bank	Overdraft	9.00	7.77
SCB Bank	Working capital	3,000.00	30.00
Total		**17,937.32**	**11,552.49**

SIDBI Bank:

Facility	Term Loan
Sanction Limit	728.32
Date of Sanction	19-03-2024
Interest	8.30% & 8.35%
Repayment	78 Installment
Primary Security	First charge in favour of SIDBI by way of hypothecation on all movables of the borrower including Plant & Machinery, equipment, machinery spares etc.
Collateral Security:	Collateral security by way of lien of fixed deposits of Rs. 190.00 lacs and personal guarantee of all the directors.

HDFC Bank: (Term Loan 84879215)

Facility	Term Loan
Sanction Limit	5,500.00
Date of Sanction	03-01-2024
Interest	9.40%
Repayment	72 Installment

Primary Security	Primary security accepted LCs drawn on prime banks, book debts of the Company, Cash margin on LC, export debtors, export stock, foreign letter of credit, Industrial Property, plant & machinery od spinning unit and stock of the Company.
Collateral Security:	Collateral security of fixed deposits, GECL guarantee and personal guarantee of all the directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmedgarh Village Akbarpur Sangrur Punjab 148018

HDFC Bank (GECL 8783114)

Facility	Term Loan
Sanction Limit	1,800.00
Date of Sanction	03-01-2024
Interest	9.05%
Repayment	72 Installment
Primary Security	Primary security accepted LCs drawn on prime banks, book debts of the Company, Cash margin on LC, export debtors, export stock, foreign letter of credit, Industrial Property, plant & machinery od spinning unit and stock of the Company.
Collateral Security:	Collateral security of fixed deposits, GECL guarantee and personal guarantee of all the directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmedgarh Village Akbarpur Sangrur Punjab 148018

HDFC Bank (Letter of Credit- 2289)

Facility	Working Capital
Sanction Limit	500.00
Date of Sanction	03-01-2024
Interest	NA
Repayment	6 Months
Primary Security	Primary security accepted LCs drawn on prime banks, book debts of the Company, Cash margin on LC, export debtors, export stock, foreign letter of credit, Industrial Property, plant & machinery od spinning unit and stock of the Company.
Collateral Security:	Collateral security of fixed deposits, GECL guarantee and personal guarantee of all the directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmedgarh Village Akbarpur Sangrur Punjab 148018

HDFC Bank (Post Shipment Credit)

Facility	Working Capital
Sanction Limit	400.00
Date of Sanction	03-01-2024
Interest	SOFR+1.75%
Repayment	12 Months
Primary Security	Primary security accepted LCs drawn on prime banks, book debts of the Company, Cash margin on LC, export debtors, export stock, foreign letter of credit, Industrial Property, plant & machinery od spinning unit and stock of the Company.
Collateral Security:	Collateral security of fixed deposits, GECL guarantee and personal guarantee of all

	the directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmedgarh Village Akbarpur Sangrur Punjab 148018

HDFC Bank (Pre Shipment Credit)

Facility	Working Capital
Sanction Limit	2,000.00
Date of Sanction	03-01-2024
Interest	SOFR+1.75%
Repayment	12 Months
Primary Security	Primary security accepted LCs drawn on prime banks, book debts of the Company Cash margin on LC, export debtors, export stock, foreign letter of credit, Industrial Property, plant & machinery od spinning unit and stock of the Company.
Collateral Security:	Collateral security of fixed deposits, GECL guarantee and personal guarantee of all the directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmedgarh Village Akbarpur Sangrur Punjab 148018

HDFC Bank (CC Limit)

Facility	Working Capital
Sanction Limit	2,000.00
Date of Sanction	03-01-2024
Interest	9.25%
Repayment	On demand
Primary Security	Primary security accepted LCs drawn on prime banks, book debts of the Company, Cash margin on LC, export debtors, export stock, foreign letter of credit, Industrial Property, plant & machinery od spinning unit and stock of the Company.
Collateral Security:	Collateral security of fixed deposits, GECL guarantee and personal guarantee of all the directors. Equitable Mortgage of property Village Akbarpur Tehsil Malekotla Ahmedgarh Village Akbarpur Sangrur Punjab 148018

Canara Bank (Cash Credit)

Facility	Working Capital
Sanction Limit	2,400.00
Date of Sanction	15-07-2023
Interest	9.65%
Repayment	On demand
Primary Security	Secondary charge by way of hypothecation of Stocks and Book Debts.
Collateral Security:	Collateral security of factory land and building measuring 233 bighe 10 biswe 14 biswasi at village Akabarpur Ahmedgarh, Distt Sangrur, Punjab 148018. Persoanl guarantee of all the directors.

ICICI Bank

Facility	Working Capital
Sanction Limit	NA

Date of Sanction	18-12-2023
Interest	NA
Repayment	On demand
Primary Security	Secured against hypothecation of respective fixed deposit's.
Collateral Security:	NA

SBI Bank

Facility	Working Capital
Sanction Limit	9.00
Date of Sanction	30-10-2023
Interest	7.80%
Repayment	On demand
Primary Security	Secured against hypothecation of respective fixed deposit's.
Collateral Security:	NA

SCB Bank

Facility	Working Capital
Sanction Limit	3,000.00
Date of Sanction	22-01-2024
Interest	N/A
Repayment	Principal repayment at the end of the tenor for each drawdown. Maximum period of 180 days.
Primary Security	Secured against hypothecation of respective fixed deposits.
Collateral Security:	NA

B. Unsecured Loans **(**All amounts in ₹ lacs, unless otherwise stated)

Name of Lender	Purpose	Date of Sanctioned	Repayment Terms	Sanctioned Amount	Outstanding as on 31/12/24
Loan from director and relatives	Business	NA	On Demand	NA	110.15
Loan from others	Business	NA	On Demand	NA	400.00

For Kapish Jain & Associates,
Chartered Accountants,
Firm Registration No: 022743N

Sd/-
CA Amit Kumar Madheshia
Partner
Membership No: 521888
UDIN:25521888BMITTS6924

Date: June 21, 2025
Place: New Delhi

OTHER FINANCIAL INFORMATION

Accounting ratios derived from the Restated Financial Information

The accounting ratios derived from Restated Financial Information required to be disclosed under the SEBI ICDR Regulations are set forth below. The table below should be read in conjunction with the sections titled "Risk Factors", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations", on pages 36, 245 and 310, respectively:

Particulars	For the year period ended December 31, 2024	As at and for the year ended March 31, 2024	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
Earnings per share (Basic) (In Rs.)[1*]	8.63	14.73	6.12	10.65
Earnings per share (Diluted) (in Rs.) 2*	8.63	14.73	6.12	10.65
Return on Net worth (%)3	**16.44%**	**56.06%**	**38.60%**	**142.55%**
Net Asset Value per Equity share as Restated (Pre-Bonus)4	63.70	33.65	567.40	383.83
Net Asset Value per Equity share as Restated (post bonus)4	63.70	33.65	18.91	12.79
EBITDA (in Lakhs)5	1,958.99	2,881.05	1,563.41	1,525.89

*Basic and Diluted EPS figures are adjusted to reconcile the impact of bonus issue, pursuant to Accounting Standard 20 "Earning Per Share" issued by ICAI and for presenting comparable figures.

Notes:

1. Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit for the period / year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year.

2. Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit for the period / year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares during the year.

3. Return on net worth is calculated as restated profit for the period / year divided by total shareholder's fund.

4. Net asset value per equity share is calculated as total shareholder's fund divided by weighted average number of equity shares (After considering impact of Bonus)

5. EBITDA is calculated as profit for the period/year minus other income plus finance costs, depreciation and amortization, total income tax expenses.

For further details on other financial information please refer to Annexures under the chapter titled "*Financial Information"* beginning from page 245 of this Red Hearing Prospectus.

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company as at December 31, 2024 and for Financial Year 2024, 2023 and 2022 (collectively, the "Audited Standalone Financial

Statements") are available on our website at www.cedaartextile.com

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI (ICDR) Regulations. The Audited Standalone Financial Statements and reports thereon do not constitute, (i) a part of this Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus.

The Audited Standalone Financial Statements and reports thereon should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which our Shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of the entities specified above, nor any of their advisors, nor BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Standalone Financial Statements, or the opinions expressed therein.

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MANAGEMENTS' DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 and for the period ended December 31, 2024. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "Financial Information" on page no.245 of the Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page no 36 of this Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page no. 24 of this Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Cedaar Textile Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for Financial Years 2024, 2023, 2022 and for the period ended December 31, 2024 included in this Prospectus beginning on page no. 245 of this Prospectus.

BUSINESS OVERVIEW

Our company was incorporated as a Private Limited Company namely "Cedaar Textile Private Limited" under the Companies Act, 2013 vide Certificate of Incorporation dated 28-09-2020 issued by Registrar of Companies, ROC Bangalore bearing Registration no. 139070. Thereafter, our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on April 30, 2024. A fresh Certificate of Incorporation consequent to conversion was issued on August 23, 2024 by the Registrar of Companies, ROC CPC Manesar Haryana and consequently the name of our Company was changed from "Cedaar Textile Private Limited" to "Cedaar Textile Limited". The Company's Corporate Identification Number is U17299KA2020PLC139070.

Our Promoters Mr. Rajesh Mittal and Mr. Virender Goyal has the experience of 28 and 33 years respectively in the industry of textile.. Our Company offers the widest range of Raw white Yarns, Melange Yarns, Solid Top dyed Yarns, and Grey Fancy Yarns in Cotton, Polyester, Acrylic, Viscose, Tencel, Modal, and other Fibers. All Yarns are being offered with sustainability as the prime focus, in 100% Organic, Recycle Fibers (Polyester & Cotton) for a Green Environment and Conservation of natural resources.

The company's focus is on Innovation, Customer Orientation, R & D, Technology Up Gradation, Digitalization, ERP, Continuous Improvement, and Moving towards Green Energy. Our Company manufacture and sells its products like **Yarn**, **Technical Textile IFR**, **Fabrics**, and **Dyed Yarn.**

We are engaged in the manufacturing of Quality Melange Yarn for use in the household textile, woven goods, and hosiery.

The Company Objective is to cater the Top Line Customers Overseas and in India, who produce Garments for renowned Fashion Brands. Our production process begins with procurement of Raw material from the suppliers and processed the same in machine by mixing the different fabrics like cotton, polyester, viscos, acrylic and other fibers.

The Company Objective is to cater the Top Line Customers Overseas and in India, who produce Garments for renowned Fashion Brands.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR AND STUB PERIOD

As per mutual discussion between the Board of the Company and Lead Manager, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in the Prospectus and which materially and adversely affect or is likely to affect within the next twelve months except as follows:

- The Board of Directors of our Company has approved and passed resolution on September 11, 2024 to authorize the Board of Directors to raise the funds by way of Initial Public Offering.
- The shareholder of our Company has approved and passed resolution on September 30, 2024 to authorize the Board of Directors to raise the funds by way of Initial Public Offering
- The shareholders of our Company appointed Mr. Rajesh Mittal as Managing Director in the Annual General Meeting held on September 30, 2024.
- The shareholders of our Company appointed Mr. Kamta Nath Pandey, Mr. Yogendra Kumar Singhal, Mr. Rajesh Bansal, as Independent Directors in the Annual General Meeting held on September 30, 2024.
- The Board of Director of our Company appointed Mr. Vinay Aggarwal, as additional Independent Directors in the Board Meeting held on March 27, 2025.
- The board of directors in its meeting held on October 4, 2024 appointed Ms. Neha Parbhakar Rawat as Company Secretary & Compliance officer of the Company & Mr. Virender Goyal as Chief Financial Officer of the Company.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "*Risk Factor"* beginning on page no. 36 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreigncountries, which affect national & international finance.
- Substantial portion of our revenues has been dependent upon few customers. The loss of any one or more of our major customers would have a material adverse effect on our business, cash flows, results of operations and financial condition.
- Production of cotton, and factors affecting its production such as weather, rain etc. may impact the prices of raw material.
- We generally do business with our customers on purchase order basis and do not enter into long term contracts with them. Our inability to maintain relationships with our customers could have an adverse effect on our business, prospects, results of operations and financial condition.
- Price of our one of the raw materials i.e. cotton is volatile and is based on the market prices, any significant change in the price of the cotton may affect our business adversely.
- Failure to adapt to the changing needs of industry may adversely affect our business and financial condition;
- Inflation, deflation, unanticipated turbulence in interest rates,
- Our dependence on our key personnel, including our directors and senior management;
- Our ability to successfully implement our business strategy and plans;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control.

DISCUSSION ON RESULT OF OPERATION

(Amount in Lakhs)

Particulars	For the period ended 31st December, 2024*	%age of Total Income	For the year ended 31 March, 2024	%age of Total Income	For the year ended 31 March, 2023	%age of Total Income	For the year ended 31 March, 2022	%age of Total Income
Income								
Revenue from Operations	11,202.62	98.35	18968.38	99.30	16024.98	98.99	21740.31	98.62
Other Income	188.05	1.65	132.86	0.70	162.96	1.01	303.41	1.38
Total Income (I + II)	**11,390.67**	**100.00**	**19101.24**	**100**	**16187.94**	**100**	**22043.72**	**100**
Expenditure								
Purchase of Stock in trade	-	-	-	-	-	-	-	-
Changes in inventory of WIP and finished goods	(220.59)	72.67	(469.56)	(2.46)	(1,966.59)	(12.15)	(608.02)	(2.76)
Cost of Material Consumed	8277.12	(1.94)	14,453.33	75.67	14,044.81	86.76	18017.70	81.74
Employee benefits expenses	553.10	4.86	860.75	4.51	953.2	5.89	968.45	4.39
Other expenses	634.00	5.57	1242.81	6.51	1430.14	8.83	1836.28	8.33
Total expenses	**9,243.63**	**81.15**	**16087.33**	**84.22**	**14,461.56**	**89.34**	**20214.4**	**91.70**
Profit Before Interest, Depreciation and Tax	**2,147.04**	18.85	3013.91	15.78	1726.38	10.72	1829.30	8.30
Depreciation & Amortization Expenses	305.54	2.68	367.06	1.92	329.6	2.05	292.29	1.33
Profit Before Interest and Tax	**1,841.50**	**16.17**	**2646.85**	**13.86**	**1396.78**	**8.63**	**1537.01**	**6.97**
Financial Charges	901.03	7.91	1148.13	6.01	752.27	4.65	620.77	2.82
Profit before Taxation & Exceptional Item	**940.47**	**8.26**	**1498.72**	**7.85**	**644.51**	**4.00**	**916.24**	**4.16**
Exceptional Items								
Profit Before Taxation	**940.47**	**8.26**	**1498.72**	**7.85**	**644.51**	**4.00**	**916.24**	**4.157**
		0.00						
Current Tax	161.40	1.42	303.28	1.59	62	0.385	93.22	0.423
Deferred Tax	-	-	77.42	0.41	113.31	0.704	24.39	0.111
Earlier Years Tax Expense	72.89	0.64	12.98	0.07	10.26	0.064	0	0.000
Total tax expense	**234.29**	**2.06**	**393.68**	**2.06**	**185.57**	**1.152**	**117.62**	**0.534**
Profit After Tax	**706.18**	**6.20**	**1105.04**	**0.058**	**458.95**	**0.028**	**798.64**	**0.036**

but Before Extra-ordinary Items								
Extraordinary Items	-	-	-		-		-	
Profit Attributable to Minority Shareholders	-	-	-		-		-	
Net Profit after adjustments	**706.18**	**-**	**1105.04**	**-**	**458.94**	**-**	**798.63**	**-**
Net Profit Transferred to Balance Sheet	**706.18**	-	**1105.04**	**-**	**458.94**	**-**	**798.63**	**-**

**December figures are not Annualized.*

Revenue Bifurcation

Revenue Bifurcation (Product wise bifurcation)

Amount in lakhs

Sl. No.	Product	For the stub period from April 1, 2024 to December 31, 2024.	% of revenue	For the period ended 31st March, 2024	% of revenue	For the period ended 31st March, 2023	% of revenue	For the period ended 31st March, 2022	% of revenue
1	**Yarn***	8401.97	75.0%	18438.00	97.20%	16024.98	100%	21740.00	100%
2	**Fabrics**	336.08	3.0%	372.30	1.96%	Nil	Nil	Nil	Nil
3	**Technical Textile IFR**	280.07	2.5%	158.00	0.83%	Nil	Nil	Nil	Nil
4	**Dyed Yarn**	1568.37	14.0%	Nil	Nil	Nil	Nil	Nil	Nil
5	**Others****	616.14	5.5%	Nil	Nil	Nil	Nil	Nil	Nil
	Total	**11202.6**	**100%**	**18968.3**	**100%**	**16024.98**	**100%**	**21740.00**	**100%**

Note:
**Please be noted that yarn category is for all yarn, which included, all melanges, all blends and counts. We cannot mention it separately as yarn is as one product.*
***Other products are specialized products in which we mix two different blends fibers and convert into sliver form.*

Geographical Bifurcation

Place	For the stub period from April 1, 2024 to December 31, 2024.	% of revenue	For the period ended 31st March, 2024	% of revenue	For the period ended 31st March, 2023	% of revenue	For the period ended 31st March, 2022	% of revenue
DOMESTIC								

Chandigarh	2.58	0.02%	0.81	0.00	0.00	0.00	0.00	0.00
Dadra and Nagar Haveli	0.53	0.00%	80.12	0.42	0.52	0.00	0.81	0.00
Delhi	457.68	4.09%	1,299.68	6.85	3,102.83	19.36	3,021.34	13.90
Gujarat	43.18	0.39%	227.00	1.20	10.09	0.06	300.51	1.38
Haryana	1340.79	11.97%	627.51	3.31	1,117.48	6.97	2,584.67	11.89
Himachal Pradesh	115.12	1.03%	14.66	0.08	2.62	0.02	0.00	0.00
Jammu and Kashmir	0.00	0.00%	0.00	0.00	0.00	0.00	153.65	0.71
Jharkhand	0.00	0.00%	4.77	0.03	0.00	0.00	0.00	0.00
Karnataka	0.00	0.00%	230.50	1.22	108.32	0.68	0.00	0.00
Madhya Pradesh	0.00	0.00%	23.26	0.12	0.00	0.00	0.00	0.00
Maharashtra	279.86	2.50%	416.38	2.20	739.99	4.62	103.62	0.48
Punjab	4689.12	41.86%	8,462.85	44.62	3,281.79	20.48	1,961.55	9.02
Rajasthan	82.24	0.73%	129.73	0.68	1,242.56	7.75	207.84	0.96
Tamil Nadu	97.82	0.87%	382.72	2.02	30.50	0.19	265.72	1.22
Telangana	0.00	0.00%	0.00	0.00	52.23	0.33	0.00	0.00
Uttar Pradesh	175.34	1.57%	221.17	1.17	492.61	3.07	205.73	0.95
Uttarakhand	0.00	0.00%	10.34	0.05	0.00	0.00	28.63	0.13
West Bengal	0.00	0.00%	8.26	0.04	74.45	0.46	16.43	0.08
Total of A	7281.70	65.00%	12,139.75	64.00	10,255.98	64.00	8,850.48	40.71
EXPORTS								
Australian	0.00	0.00	27.38	0.14	0.00	0.00	0.00	0.00
Bangladesh	2850.58	25.45	3,717.99	19.60	5,114	31.91	8,865.62	40.78
Chile	106.01	0.95	458.49	2.42	58	0.36	0.00	0.00
China	0.00	0.00	513.97	2.71	47	0.29	0.00	0.00
Egypt	65.09	0.58	168.03	0.89	352	2.20	187.68	0.86
Hong Kong	0.00	0.00	442.07	2.33	0.00	0.00	0.00	0.00
Indonesia	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Italy	21.14	0.19	1.23	0.01	66	0.41	0.00	0.00
Kenya	0.00	0.00	21.83	0.12	68	0.42	43.85	0.20
Morocco	146.45	1.31	98.97	0.52	0.00	0.00	0.00	0.00
Netherland	88.74	0.79	0.00	0.00	0.00	0.00	0.00	0.00
Panama	114.68	1.02	170.84	0.90	0.00	0.00	0.00	0.00
Peru	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Portugal	0.00	0.00	26.87	0.14	0.00	0.00	142.08	0.65
Serbia	0.00	0.00	46.86	0.25	0.00	0.00	0.00	0.00
Singapore	425.16	3.80	613.57	3.23	62	0.39	2,950.81	13.57
South Africa	0.00	0.00	506.18	2.67	0.00	0.00	0.00	0.00
Sri Lanka	18.68	0.17	13.95	0.07	0.00	0.00	37.82	0.17
Spain	42.77	0.38	0.00	0.00	0.00	0.00	0.00	0.00
United Arab Emirates	0.00	0.00	0.00	0.00	0.00	0.00	661.73	3.04
United States	41.61	0.37	0.00	0.00	1.00	0.01	0.00	0.00
Vietnam	0.00	0.00	0.41	0.00	0.00	0.00	0.00	0.00
Total of B	3920.92	35.00	6,828.63	36.00	5,769	36.00	12,889.58	59.29
Grand total	**11202.62**	**100.00**	**18,968.39**	**100.00**	**16,024.98**	**100.00**	**21,740.07**	**100.00**

Our Significant Accounting Policies

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled "Financial information" beginning on page no. 245 of the Prospectus.

Key performance Indicators

For significant key performance indicators please refer to KPI under chapter titled "Basis of Issue Price" beginning on page no. 133 of this Prospectus.

Our Significant Accounting Policies

For Significant accounting policies please refer to Significant Accounting Policies, under Chapter titled "Financial Information" beginning on page no. 245 of the Prospectus.

Changes in Accounting Policies in Previous three years

Except as mentioned in the Notes to the Accounts in the chapter "Financial Information" on page no. 245 of this Prospectus has been no change in accounting policies in last three years.

Reservations, Qualifications and Adverse Remarks

The Examination Report issued by our Statutory Auditors has no reservations, qualifications and adverse remarks.

Overview of Revenue & Expenditure

The following discussion on the results of operations should be read in conjunction with the Restated Financial statements for the period ending December 2024, the Financial Year ended on March 2024, 2023 & 2022. Our revenue and expenses are reported in the following manner:

Revenue Recognition Method adopted by the company

Revenue is recognized to the extent, that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from sale of goods is recognized when the significant risks and rewards of ownership of the goods are transferred to the buyer.

Revenues

- **Revenue of operations**
  Our Company's revenue is primarily generated from the sale of Specialty yarns like Flame Retardant, Melange Yarns, Solid Top-dyed yarns, Grey Fancy Yarns, Technical textiles, fabric trading and job work of dying done.

- **Other Income**
  Other Income includes Interest on FDR, foreign exchange gain, interest income, insurance claims and other miscellaneous income.

Expenditure

Our total expenditure primarily consists of cost of material consumed, change in inventory, Employee benefit expenses, and Other Expenses. We also have incurred financial charges and depreciation as expenditure, which we have shown separately from total expenditure.

- **Cost of Material Consumed**
  It includes purchase of raw material of fiber such as polyester normal, polyester recycle, viscose, cotton, acrylic, and other Fibers. It also includes direct/factory expenses borne by the company such as consumable expenses, direct wages, power and fuel, testing charges, freight inwards etc.

- **Employment Benefit Expenses**
  Our employee benefits expense primarily comprises of Salaries and Wages, Staff welfare expenses and Gratuity and leave encashment and Other Benefits such as contribution to provident and other funds etc.

- **Finance Cost**
  It includes Interest Expense incurred on various things such as term loan, working capital loan, income tax, MSME vendor etc. and other Financial and borrowing cost incurred.

- **Depreciation and Amortization Expenses**
  Depreciation includes depreciation on Buildings, Plant & Equipment, Furniture & Fixtures, Computers, etc.

- **Other Expenses**
  Other Expenses includes travelling and conveyance, CSR expenses, discounts, professional and consultancy expenses, repair and maintenance, Custom house agent expenses, marketing and brokerages LC interest or charges

etc.

PERIOD ENDED DECEMBER 31, 2024 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2024 (BASED ON RESTATED FINANCIAL STATEMENTS)

Revenues

- **Total Income**

  Total Income for the period ended December 31, 2024, stood at Rs. 11,390.67Lakhs whereas in Financial Year 2023-24 it stood at Rs. 19,101.24 Lakhs, which is almost equivalent to 59.63% of the Total Income registered in full Financial Year 2023-24. This is due to revenue from operations.

- **Revenue from operations**

  Net revenue from operations for the period ended December 31, 2024, stood at Rs. 11,202.62 Lakhs whereas in Financial Year 2023-24 it stood at Rs. 18,968.38 Lakhs, which is almost equivalent to 59.06% of the Revenue from Operations registered in full Financial Year 2023-24. In textile/yarn industry, order flow is less in the first two quarters and it starts picking from 3rd quarter. Also, during the 1st quarter, due to political instability in Bangladesh, our exports were impacted resulting in relatively lesser sales in stub period. As product mix is done on order basis, sales order from Bangladesh was received, but due to instability, letter of credit was delayed resulting in sales, which would be made in further 4th quarter.

- **Other Income**

  Other Income for the Period ended December 31, 2024, stood at Rs. 188.05 Lakhs whereas in Financial Year 2023-24 it stood at Rs. 132.86 Lakhs, which represents 1.65% and 0.70% of the Total Income of corresponding periods respectively. It comprises of insurance claimed in the stub period of ₹45.56 lakhs. Due to short circuit in machinery (Radio Frequency Dryer RFD), claim was taken. Also, it consists of sale of biomass pellets which the company started from the stub period on trial basis.

Expenditure

- **Total Expenses**

  Total Expenses for the Period ended December 31, 2024, stood at Rs. 10,450.20 Lakh whereas in Financial Year 2023-24 it stood at Rs. 17,602.52 Lakh, which represents 91.74% and 92.15% of the Total Income of corresponding periods respectively.

- **Cost of Material Consumed**

  Total cost of Material consumed for the Period ended December 31, 2024, stood at Rs. 8,277.12 Lakh whereas in Financial Year 2023-24 it stood at Rs. 14,453.33 Lakh, which represents 72.67 % and 75.67% of the Total Income of corresponding periods respectively. As company had increased operations in technical textile, which is generally traded on better margin than cotton yarns. Hence, it incurred lower cost of material consumed.

- **Changes in inventory**

  Total changes in inventory for the period ended December 31, 2024, stood at Rs. (220.59) lakhs whereas in Financial Year 2023-24 it stood at Rs. (469.55) Lakhs, which represents (1.94)% and (2.46%) of the total income of corresponding periods respectively. Which is similar to previous year.

- **Employment Benefit Expenses**

Employee benefit expenses for the Period ended December 31, 2024, stood at Rs.553.10 Lakhs whereas in Financial Year 2023-24 it stood at Rs 860.75 Lakhs which represents 4.86% and 4.51% of the Total income of corresponding periods respectively, which is similar to previous year.

- **Other Expenses**

  The Other Expenses for the Period ended December 31, 2024, stood at Rs. 634.00 Lakhs whereas in Financial Year 2023-24 it stood at Rs. 1242.81 Lakhs, which represents 5.57% and 6.51% of the Total Income of corresponding periods respectively. This was mainly due to lower exports done in stub period as compared to previous year and thus incurring less export expenses. Also due to more non-commission and brokerage sale, decreasing brokerage expenses.

- **Depreciation and Amortization Expenses**

  The Depreciation and Amortization Expenses for the Period ended December 31, 2024, stood at Rs. 305.54 Lakhs whereas in Financial Year 2023-24 it stood at Rs. 367.06 Lakhs, which represents 2.68% and 1.92% of the total income of corresponding period respectively. It is calculated for the period and values, as per the utilization of assets for the Company's business.

- **Finance Cost**

  Finance Cost for the Period ended December 31, 2024, stood at Rs. 901.03 Lakhs whereas in Financial Year 2023-24 it stood at Rs. 1,148.13 Lakhs, which represents 7.91% and 6.01% of the Total Income of corresponding periods respectively due to additional working capital loan taken by the company, resulting in higher finance cost.

- **Restated Profit before Tax**

  The restated profit before tax for the Period ended December 31, 2024, stood at Rs. 940.47 Lakhs whereas in Financial Year 2023-24 it stood at Rs. 1498.72 Lakhs, which represents 8.26% and 7.85% of the Total Income of corresponding periods respectively, due to dealings made in dyed yarns and other combined yarns providing better margins.

- **Restated Profit after Tax**

  The restated profit after tax for the Period ended December 31, 2024, stood at Rs. 706.18 Lakhs whereas in Financial Year 2023-24 it stood at Rs. 1105.04 Lakhs which represents 6.20% and 5.78% of the Total Income of corresponding periods respectively, in line with Profit before Tax.

Conclusion for increase in PAT margin:

Value Addition: Company started dealing in job work of dying of fiber, yarns and fabrics. Leading to higher revenue from operations. As this job work doesn't require any extra cost, all the revenue from this is directly reflected in the bottom line. Thus, leading to increase in profit margin.

Market forces: As price of cotton is highly dependent on market forces, and trends, it faced adverse increase in its price during the FY 2023-24. Which were stabilized during the stub period. This led to better margins and lower cost of acquisition of raw material for the company.

DETAILS OF FINANCIAL YEAR 2024 COMPARED TO FINANCIAL YEAR 2023 (BASED ON RESTATED FINANCIAL STATEMENTS)

Revenues

- **Total Income**

  Total Income for the Financial Year 2023-24, it stood at Rs. 19,101.24 Lakhs whereas in Financial Year 2022-23

it stood at Rs. 16,187.94 Lakhs representing an increase of 18.00%. This is due to increase in revenue from operations.

- **Revenue of operations**

  Net revenue from operations For the Financial Year 2023-24 stood at Rs.18,968.38 Lakhs. Whereas for the Financial Year 2022-23, it stood at Rs.16,024.98 Lakhs representing an increase of 18.37%. Company focused on different blended yarns, dealings made in yarn dyed, technical textiles and fabrics, resulted in better sales. Additionally, cotton prices which was fluctuating in FY 2022-23 were stabilized around 55000 to 62000 points in MCX.

- **Other Income**

  Other Income for the Financial Year 2023-24 stood at Rs. 132.86 Lakhs. Whereas for the Financial Year 2022-23, it stood at Rs. 162.96 Lakhs representing a decrease of 18.47%. This is due to lower interest rate and foreign exchange gain booked.

Expenditure

- **Total Expenses**

  Total Expenses for the Financial Year 2023-24 stood at Rs. 17,602.52 Lakhs. Whereas for the Financial Year 2022-23, it stood at Rs.15,543.43 Lakhs representing increase of 13.25%. This can be contributed to many factors as discussed below:

- **Cost of Material Consumed**

  Total cost of material consumed for the Financial Year 2023-24, stood at Rs. 14,453.33 Lakh whereas in Financial Year 2022-23 it stood at Rs. 14,044.78 Lakh, representing an increase of 2.91%. The increase is lower than increase in revenue from operations as company started value addition by selling dyed yarns, and technical textiles which were trading at better margins. Thus, percentage increase in cost of material consumed is less than percentage increase in revenue from operations.

- **Change in inventory**

  Total change in inventory for the financial year 2023-24, stood at Rs. (469.55) Lakhs, whereas in financial year 2022-23 it stood at Rs. (1966.59) lakhs representing increase of 76.12% due to high maintenance of inventory due to increase in capacity utilization and change in product mix to cotton-polyester-cotton.

- **Employment Benefit Expenses**

  Employee benefit expenses for the Financial Year 2023-24 stood at Rs. 860.76 Lakhs. Whereas for the Financial Year 2022-23, it stood at Rs. 953.2 Lakhs representing a decrease of 9.70%, this was due to modernization and increase in automation, dependency on labour was decreased. Thus, employee cost was decreased.

- **Other Expenses**

  The Other Expenses for the Financial Year 2023-24 stood at Rs. 1242.85 Lakhs. Whereas for the Financial Year 2022-23, it stood at Rs.1430.17 Lakhs representing a decrease of 13.10%, this is primarily due to less expenses incurred for letter of credit, and lesser cost and freight expenses. Also, company incurred foreign exchange loss in FY 2022-23 of ₹90 lakhs.

- **Depreciation and Amortization Expenses**

  The Depreciation and Amortization Expenses for the Financial Year 2023-24, stood at Rs.367.06 Lakhs whereas in Financial Year 2022-23 it stood at Rs. 329.6 Lakhs, representing an increase of 11.37%, due to purchase of solar

plant during the year of ₹483.37 lakhs. This increased the depreciation and amortization expenses.

- **Finance Cost**
  Finance Cost for the Financial Year 2023-24, stood at Rs.1148.13 Lakhs whereas in Financial Year 2022-23 it stood at Rs.752.27 Lakhs representing an increase of 52.62%, this was due to loan taken for working capital requirement, resulting in higher interest cost. As short-term borrowings were increased from ₹58.24 crores to ₹73.47 crores resulting in increase in finance cost.

- **Restated Profit before Tax**
  The restated profit before tax For the Financial Year 2023-24 stood at Rs.1498.72 Lakhs. Whereas for the Financial Year 2022-23, it stood at Rs.644.51 Lakhs, representing an increase of 132.54%. It is primarily due to increase in revenue from operations, and better market conditions for cotton leading to better margins.

- **Restated Profit after Tax**
  The restated profit after tax For the Financial Year 2023-24 stood at Rs.1105.04 Lakhs. Whereas for the Financial Year 2022-23, it stood at 458.94 Lakhs, representing an increase of 140.77% in line with profit before tax.

Conclusion for increase in PAT Margin:

High Sales: As company initiated different product mix for yarns, it resulted in better profit margins. Resulting in high sales of yarn at better prices.

Diversification: Company started dealing in technical textiles and fabrics, which in turn increased their PAT margin.

Market stabilization: MCX prices which were fluctuating in FY 2022-23 from ₹45,680 in April 1, 2022 to lowest seen in December 1, 2022 of ₹28,680 and seen growth in march 2024 of ₹ 62,180. This fluctuation in price impacted the consumption of raw material. Thus, when market stabilized and saw growth in FY 2023-24, its revenue from operations decreased.

FISCAL YEAR ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022 (BASED ON RESTATED FINANCIAL STATEMENTS)

Revenues

- **Total Income**
  Total Income for the Financial Year 2022-23 stood at Rs. 16187.94 Lakhs. Whereas for the Financial Year 2021-22, it stood at 22043.72 Lakhs, representing a decrease of 26.56%. This is due increase in revenue from operations.

- **Revenue from operations**

Revenue from Operations for the Financial Year 2022-23 stood at Rs.16,024.98 Lakhs. Whereas for the Financial Year 2021-22, it stood at 21,740.31 Lakhs representing decrease of 26.29% due to high cost of cotton from ₹ 43,010 as on March 1, 2022 to ₹62,180 as on March 1, 2023. This sudden increase majorly took place during the last quarter of the financial year leading to major decline in exports from 59.29% in FY 2021-22 to only 36% in FY 2022-23. High cost of cotton impacted its demand, but to keep the mill running it started dealing in more synthetic, nylon and polyester yarn, which makes less money.
The Reduction in the Revenue in FY 2022-23 is due to following detailed reasons:

(i) Increase the price of raw material i.e. cotton, as cotton is a primary raw material in the textile, due to high prices of cotton the demand of cotton yarn was reduced;

(ii) In view of that the company had changed the strategy of production and produced the product mix yarns, which consist of 50% of cotton & 50% polyester and sold more 100 % polyester yarn in the FY 2022-23;

(iii) Polyester based yarns have a lower selling price (40 % less) than the cotton yarns which directly impacted the revenue;

(iv) Despite, lower revenue net margins remained intact due to strategic shift in product mix.

Cotton and Polyester Fiber Purchase Comparison FY 2021-22 and FY 2022-23

Particulars	FY 2021-22	FY 2022-23	% Change
Cotton Purchase (MT)	1146613.28 MT	527867.96 MT	(53.96)
Polyester Fibre Purchase (MT)	145581.10 MT	447512.31 MT	207.40

- Purchase of Cotton was dropped by 50% reduced in 2022-23 as compared to 2021-22
- Purchase of Polyester is increase by more than 3 times in 2022-23 as compared to 2021-22

Sales during the FYs:

Particular	FY 2021-22	FY 2022-23	% change
Total Sale (in MT)	6852	6625	(3.31)
Total Production (in MT)	6315	6742	6.76

Even the sale quantity remains constant in the FY 2021-22 and 2022-23 revenue decreased due to lower sale price per kg.

♦ **Other Income**

Other Income for the Financial Year 2022-23 stood at Rs.162.96 Lakhs. Whereas for the Financial Year 2021-22, it was 303.41 Lakhs representing a decrease of ₹140.45 lakhs or 46.29%. This is due to lower exports that company incurred less foreign exchange gain.

Expenditure

♦ **Total Expenses**

Total Expenses for the Financial Year 2022-23 stood at Rs. 15,543.43 Lakhs. Whereas for the Financial Year 2021-22, it stood at Rs. 21,127.48 Lakhs representing a decrease of 26.43%, this is in line with decrease in revenue from operations.

♦ **Cost of Material consumed**

Total cost of material consumed for the Financial Year 2022-23, stood at Rs. 14044.78 Lakh whereas in Financial Year 2021-22 it stood at Rs. 18,017.70 Lakh, representing a decrease of 22.05 %. Decrease in cost of material consumed is lower than that of revenue from operations because of high cotton prices, increasing the cost of raw material and further use of other synthetic yarns, increased the percentage of material consumed in respect to total revenue from 81.74% in FY 2021-22 to 86.76% in FY 2022-23.

♦ **Change in inventory**

Total change in inventory for the financial year 2022-23, stood at Rs. (1966.59) Lakhs representing closing stock of finished goods and work-in-progress of ₹2,169.45 lakhs and ₹1,376.54 lakhs respectively. Whereas in Financial year 2021-22 it stood at Rs. (608.02) lakhs representing closing stock of finished goods and work-in-progress ₹813.43 lakhs and ₹765.97 lakhs. It represents a decrease of 223.44%. It was due to the fact due to high prices, inventory was purchased at high rate, leading to increase in closing inventory. Also due to low demand, sales were impacted, leading to some piled up inventory with the company.

- **Employment Benefit Expenses**
  The Employee Benefit Expenses for the Financial Year 2022-23 stood at Rs. 953.2 Lakhs. Whereas for the Financial Year 2021-22, it stood at Rs. 968.45 Lakhs representing a decrease of 1.57% due which is similar to previous year.

- **Other Expenses**
  The Other Expenses for the Financial Year 2022-23 stood at Rs.1430.17 Lakhs. Whereas for the Financial Year 2021-22, it stood at Rs.1836.28 Lakhs representing a decrease of 22.12%, this was due to lower exports in FY 2022-23. Thus, incurring lower custom house expenses by ₹228.04 lakhs and free on-board expenses by ₹174.41 lakhs. It also incurred lower brokerage and marketing expenses by ₹147.34 lakhs due to more non-commission sales made during the year resulting in lower expenses.

- **Depreciation and Amortization Expenses**
  The Depreciation and Amortization Expenses for the Financial Year 2022-23 stood at Rs.329.6 Lakhs. Whereas for the Financial Year 2021-22, it stood at Rs.292.29 Lakhs which is calculated for the period and values, as per the utilization of assets for the Company's business.

- **Finance Cost**
  The finance costs for the Financial Year 2022-23 stood at Rs.752.27 Lakhs. Whereas for the Financial Year 2021-22, it stood at Rs.620.77 Lakhs representing an increase of 21.18%, or increase of ₹131.5 lakhs. This is mainly due to the loan taken from HDFC Bank for plant and machinery.

- **Restated Profit before Tax**
  The restated profit before tax For the Financial Year 2022-23 stood at Rs.644.50 Lakhs. Whereas for the Financial Year 2021-22, it stood at 916.26 Lakhs representing a decrease of 29.66%. This is primarily due to decrease in revenue from operations and further increase in finance cost and depreciation.

- **Restated Profit after Tax**
  The restated profit before tax For the Financial Year 2022-23 stood at Rs.458.94 Lakhs. Whereas for the Financial Year 2021-22, it stood at Rs. 798.64 Lakhs. In line with the increase in profit before tax.

Cash Flows

The table below summarize our cash flows from our Restated Financial Information for the period ending 31st December, 2024 and financial year ended on March 2024, 2023 and 2022.

(₹ in Lakhs)

Particulars	31st December, 2024	FY 2024	FY 2023	FY 2022
Net cash (used in)/ generated from operating activities	1,098.21	485.44	(196.01)	(1542.31)
Net cash (used in)/ generated from investing activities	(493.94)	(251.39)	(649.41)	(608.68)
Net cash (used in)/ generated from financing activities	(568.88)	(234.17)	847.33	2153.26
Net increase/(decrease) in cash and cash equivalents	**35.39**	**(0.12)**	**1.91**	**2.27**
Cash and Cash Equivalents at the beginning of the period	4.13	4.25	2.34	0.07

Cash and Cash Equivalents at the end of the period	**39.52**	**4.13**	**4.25**	**2.34**

Net cash from/ (used in) Operating Activities

For Period ending December, 2024 net cash flow generated from operating activities was ₹ 1098.21 lakhs as compared to Profit Before Tax of ₹ 940.47 lakhs. We had operating profit before working capital changes of ₹ 2,094.53 lakhs primarily as a result of depreciation and finance cost of ₹ 305.54 lakhs and ₹ 901.03 lakhs respectively. It also has interest income of ₹52.51 lakhs.

For fiscal year ending March, 2024, net cash flow from operating activities was ₹485.44 lakhs as compared to Profit Before Tax of ₹ 1498.72 lakhs. We had operating profit before working capital changes of ₹ 2895.62 lakhs primarily as a result of depreciation and finance cost of ₹ 367.06 lakhs and ₹ 1148.13 lakhs respectively. It also have interest income of ₹86.03 lakhs.

For fiscal year ending March, 2023, net cash flow from operating activities was at ₹(196.01) lakhs as compared to Profit Before Tax of ₹ 644.51 lakhs. We had operating profit before working capital changes of ₹ 1651.36 lakhs primarily as a result of depreciation and finance cost of ₹ 329.60 lakhs and ₹ 752.27 lakhs respectively. It also have interest income of ₹58.92 lakhs.

For fiscal year ending March, 2022, net cash flow from operating activities was ₹ (1542.31) lakhs as compared to Profit Before Tax of ₹ 916.24 lakhs. We had operating profit before working capital changes of ₹ 1747.75 lakhs primarily as a result of depreciation and finance cost of ₹ 292.29 lakhs and ₹ 620.77 lakhs respectively. It also have interest income of ₹46.01 lakhs.

Net cash from/(used in) Investing Activities

For the period ending December, 2024, net cash flow from investing activities was ₹ (493.94) lakhs due to purchase of fixed assets of ₹469.41 lakhs, investment in fixed deposits of ₹201.20 lakhs and Interest and Other Income of ₹176.67.
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For fiscal year ending March, 2024, net cashflow from investing activities was ₹ (251.39) lakhs due to purchase of fixed assets of ₹693.70 lakhs and investment in fixed deposits of ₹356.28 lakhs.

For fiscal year ending March, 2023, net cashflow from investing activities was ₹ (649.41) lakhs due to purchase of fixed assets of ₹708.33 lakhs.

For fiscal year ending March, 2022, net cashflow from investing activities was at ₹ (608.68) lakhs due to purchase of fixed assets of ₹364.81 lakhs and investment in fixed deposits of ₹289.88 lakhs.

Net cash Flow from/ (used in) Financing Activities

For the period ending December, 2024, net cash flow from financing activities was ₹ (568.88) lakhs due to repayment of long-term borrowings of ₹(821.22) lakhs and proceeds from short term borrowings of ₹1109.00 lakhs. It also paid finance cost of ₹ 856.66 lakhs.

For the fiscal year ending March, 2024, net cash flow from financing activities was ₹ (234.17) lakhs due to repayment of long-term borrowings of ₹ 608.90 lakhs and proceeds from short term borrowings 1522.86 lakhs. It also paid finance cost of ₹ 1,148.13 lakhs.

For fiscal year ending March 2023, net cash flow from financing activities was ₹ 847.33 lakhs due to proceeds from long term and short-term borrowings of ₹ 959.76 lakhs and ₹639.84 lakhs respectively. It also paid finance cost of ₹ 752.27 lakhs.

For fiscal year ending March, 2022, net cash flow from financing activities was ₹2153.26 lakhs due to repayment of long-term borrowings of ₹ 1690.58 lakhs and proceeds from short term borrowings of ₹4464.61 lakhs. It also paid

finance cost of ₹ 620.77 lakhs.

Financial Indebtedness

Please see "Financial Indebtedness" for a description of broad terms of our indebtedness on page no. 204 of this Prospectus. The company has an impeccable record of servicing its debts and has consistently reduced its dependence on institutional finance, there are negligible chances of any default. In the event our lenders declare an event of default, such current and any future defaults could lead to acceleration of our obligations, termination of one or more of our financing agreements or force us to sell our assets, which may adversely affect our business, results of operations and financial condition.

Off-balance Sheet Commitments and Arrangements

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements except the contingent liabilities as of **December 31, 2024.**

(Amt in Lakhs)

Sr. No.	Particulars	As at December 31, 2024
	Contingent Liabilities	
a)	Income Tax Demand	45.06
b)	GST Demand	15.24
c)	Capital Commitment	-
	Total	**60.30**

Outstanding Dues to Trade Payables

For purposes of the disclosure in Issue Document pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, the Board of Directors of the Company has identified a materiality threshold of **in excess 5% of total trade payables of the Company** pursuant to a resolution dated June 13, 202; and the amounts owed as of December 31, 2024 by the Company to any small scale undertaking and any other creditor equal to or exceeding such materiality threshold is identified in summary form as brought out in the tables below.

Name of Material Creditor	*Amount (₹ Lakhs)*
Creditor 1	156.65
Creditor 2	148.64
Creditor 3	145.92
Creditor 4	536.66
Creditor 5	135.61
Total	**1,123.48**

Property, Plant and Equipment

We do not have any major increase in property plant and equipment in the stub period apart from the purchase of Solar Plant of ₹483.37 lakhs in FY 2023-24 and of ₹262.84 lakhs in the period ending 31st December, 2024. It consists of accumulated depreciation of ₹19.57 lakhs thus having the closing balance of solar plant as ₹726.64 lakhs.

INFORMATION REQUIRED AS PER ITEM (II) (C) (iv) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:

1. **Unusual or infrequent events or transactions**

   Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations**

   Other than as described in the section titled Risk Factors beginning on page no. 36 of this Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

   Other than as described in this Prospectus, particularly in the sections Risk Factors and Management 's Discussion and Analysis of Financial Condition and Results of Operations on pages 36 and 310, respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations

4. **Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.**

   Our Company's future costs and revenues can be impacted by an increase in labour costs as the company looks to hire talent with new skills and capabilities for the digital economy who may be in short supply.

5. **Future relationship between Costs and Income**

   Our Company's future costs and revenues will be determined by competition, demand/supply situation,Price fluctuation in domestic as well as international market.

6. **Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

   Increases in our revenues are by and large linked to increases in the volume of business. Company started the job work of dying yarns for customers on bulk basis.

7. **Total turnover of each major industry segment in which the issuer company operates.**

   The Company is operating in textile Sector. Relevant industry data, as available, has been included in the chapter titled "Industry overview" beginning on page no. 145 of this Prospectus.

8. **Status of any publicly announced new products or business segments**

   Our Company has not announced any new services and product and segment / scheme, other than disclosure in this Prospectus.

9. **The extent to which the business is seasonal.**

   Our business is not seasonal in nature.

10. **Competitive Conditions**

    We face competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled "Our Business" on page no. 171 of this Prospectus

SECTION VII - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except, as stated in this section and mentioned elsewhere in this Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Group Companies or against anyother company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whetherthey are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.

Except as disclosed below there are no:

a) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years;
b) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;
c) pending proceedings initiated against our Company for economic offences;
d) default and non-payment of statutory dues by our Company;
e) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies' law in the last five years against our Company, including fines imposed or compounding of offences done in those five years;
f) material frauds committed against our Company in the last five years.

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving the Company, Promoters, Directors, and Group Companies/entities, would be considered material for the purposes of disclosure based on lower of threshold criteria mentioned below:

A) As materiality Policy of the company defined by the Board of Directors:

a. For the purposes of determining outstanding material litigation(s) involving the Company, five percent (5%) of the profit after tax as per the latest audited financial statement, for the entire financial year, is to be considered as the appropriate threshold for determination of material litigations of the Company. The Company has identified material litigation matters on the following parameters:

b. For outstanding litigation which may, or may, not have any impact on the future revenues of our Company

c. where the aggregate amount involved in such individual litigation exceeds five percent (5%) of the profit after tax as per the latest audited financial statement, for the entire financial year;

d. where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in individual litigation may not exceed five percent (5%) of the profit after tax and the amount

involved in all of such cases taken together exceeds five percent (5%) of the profit after tax as per the latest audited financial statement, for the entire financial year; and\

e. outstanding litigation that may not meet the parameters set out in (a) or (b) above, but if such litigation has an adverse outcome, it would materially and adversely affect the operations or financial position of our Company. Or

B) Litigation where the value or expected impact in terms of value, exceeds the lower of the following:

a. two percent of turnover, as per the latest annual restated consolidated financial statements of the issuer;

b. or two percent of net worth, as per the latest annual restated consolidated financial statements of the issuer, except in case the arithmetic value of the net worth is negative;

c. five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated consolidated financial statements of the issuer.

Following is the working in tabular format as per latest annual restated financial statements of FY 2023-24

(amt. in lakhs)

Particulars	Amount	Threshold limits
Turnover	18,968.38	379.37 (2% of turnover)
Net Worth	2,523.55	50.47 (2% of Net worth
Average of absolute value of profit or loss after tax	787.54	39.38 (5% of average of profit after tax)

₹ 39.38 lakhs are the lowest of the above threshold limits.

Currently there is no legal litigation which are pending relating to company, its promoters & directors and its KMP

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies which are considered to be material. In case of pending civil litigation proceedings whereinthe monetary amount involved is not quantifiable, such litigation has been considered material only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company. Unless otherwise stated to contrary, the information provided is as of date of this Prospectus.

I. Litigations involving our Company
- **A. Against our Company: Nil**
- **B. By our Company: Nil**

II. Litigations involving our Promoters/Directors
- **A. Against our Promoters/Directors: Nil**
- **B. By our Promoters/Directors: Nil**

III. Litigations involving our key Managerial Personals (KMP)

A. Against our Promoters/Directors: Nil

B. By our Promoters/Directors: Nil

IV. Litigations involving our Group Entities

A. Against our Group Entities: Nil

B. By our Group Entities: Nil

Note: Our Company has no Subsidiary Company as on the date of this Prospectus.

V. Other litigations involving any other entities which may have a material adverse effect on our Company

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of the Companies Act, show cause notices or legal notices pending against any company whose outcome could affect the operation or finances of our Company or have a material adverse effect on the position of our Company.

VI. Details of the past penalties imposed on our Company / Directors

Except as disclosed above as on the date of this Prospectus, there are no cases in the last five years in which penalties have been imposed on our Company or our Directors.

VII. Outstanding dues to Creditors

As per the materiality policy of the Company for disclosing outstanding amounts to creditors. Based on the same, as on December 31, 2024 our Company had outstanding dues to creditors as follows:

(Amount in Lakh)

Particulars	**31.12.2024**
Trade Payables	
Micro, Small and Medium Enterprises	228.20
Others	2388.61
Total	**2616.81**

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 their own risk.

VIII. Material developments occurring after last balance sheet date, that is, December 31, 2024.

Except as disclosed in the section titled –Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company beginning on page number 310 of this Prospectus, in the opinion of our Board, there have not arisen, since the date of the last financial statements disclosed in this Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of its assets or its ability to pay its material liabilities within the next 12 months.

We certify that except as stated herein above:

a. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters, group entities, companies promoted by the promoters during the past three years.
b. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
c. There are no pending litigation against the Promoters/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
d. There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.
e. There are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
f. There are no litigations against the Promoters / Directors in their personal capacity.
g. The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
h. There is no material regulatory or disciplinary action by SEBI, stock exchange or regulatory authority in the past five year in respect of our promoters, group company's entities, entities promoted by the promoters of our company.
i. There are no status of criminal cases filed or any investigation being undertaken with regard to alleged commission of any offence by any of our Directors. Further, none of our directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.
j. The issue is in compliance with applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018.
k. Neither the Company nor any of its promoters or directors is a willful defaulter.
l. As of 31.12.2024, the company holds a contingent liability for Income Tax and Goods and Services Tax demand, which amounts to Rs. 45.06Lakhs and 15.24 Lakhs respectively. This liability is subject to assessment and resolution, with potential adjustments pending based on future assessments or legal developments.

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GOVERNMENT AND OTHER APPROVALS

In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively "Authorizations") listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled "Key Regulation and Policies" beginning on page no. 202 of the Prospectus.

CORPORATE APPROVALS FOR THIS ISSUE

1. The Board of Directors have, pursuant to resolutions passed at its meeting held on September 11, 2024 has approved the Issue, subject to the approval by the shareholders of the Company under Section 62 (1) (c) of the Companies Act 2013.

2. The Shareholders have, pursuant to the resolution dated September 30, 2024 under section 62 (1) (c) of the Companies Act 2013, authorized the Issue.

IN-PRINCIPLE APPROVAL

The Company has obtained approval from NSE vide its letter dated March 26, 2025 to use the name of NSE in this Offer document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

AGREEMENTS WITH NSDL AND CDSL

1. The Company has entered into an agreement dated August 19, 2024, with the Central Depository Services (India) Limited (CDSL), and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited, for the dematerialization of its shares.

2. The Company has also entered into an agreement dated August 12, 2024, with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited, for the dematerialization of its shares.

3. The Company's International Securities Identification Number (ISIN) is **INE11J101017**

INCORPORATION DETAILS OF OUR COMPANY

S. No.	Authorisation granted	Issuing Authority	CIN	Date of Issue	Valid Upto
1.	Certificate of Incorporation in the name of "Cedaar Textile Private Limited"	ROC-Karnataka	U17299KA2020PTC139070	September 28, 2020	Perpetual
2.	Certificate of Incorporation for Conversion from "Cedaar Textile Private Limited" to "Cedaar Textile Limited"	ROC-Karnataka	U17299KA2020PLC139070	August 23rd, 2024	Perpetual

TAX RELATED AUTHORISATIONS OF COMPANY

S.No.	Authorization granted	Issuing Authority	Registration No. /Reference No. /License No.	Date of Issue	Validity
1.	Permanent Account Number	Income Tax Department, GOI	AAJCC0212A	28.09.2020	Perpetual
2.	Tax Deduction Account Number	Income Tax Department, GOI	BLRC20583D	28.09.2020	Perpetual
3.	Details of GST registration of the Company				
	GST Registration Certificate (Punjab)	Centre Goods and Services Tax Act, 2017	03AAJCC0212A1ZR	30.11.2020	Valid until cancellation
	GST Registration Certificate (Punjab)	Centre Goods and Services Tax Act, 2017	03AAJCC0212A2ZQ	10.06.2024	Valid until cancellation
4.	Professional Tax Registration	Department of Excise & Taxation	E35AAJCC0212A	23.02.2023	Perpetual

BUSINESS RELATED CERTIFICATIONS

Our Company has received the following significant government and other approvals pertaining to our business:

S. No.	Authorization granted	Issuing Authority	Registration No./ Reference No./ License No.	Date of Issue	Valid up to
	Udyog Aadhaar Registration Certificate (MSME)	Ministry of Micro, Small & Medium Enterprises	UDYAM-KR-03-0025596	31.10.2020	Valid until cancellation
2.	Employees' Provident Fund Organisation (Punjab)	Ministry of Labour and Employment	PBBTI2329699000	12.10.2021	Valid until cancellation
3.	Employees' Provident Fund Organisation (Bangalore)	Ministry of Labour and Employment	PYBOM2204187000	28.09.2020	Valid until cancellation
4.	Employees State Insurance Corporation	Ministry of Labour and Employment	12500547270010108	04.02.2021	Valid until cancellation
5.	Import – Export Code	Ministry of Commerce & Industry	AAJCC0212A	24.10.2020	Valid until cancellation
6.	Registration & License to work as Factory under the	Department of Labour,	SGR0FL4116	18.01.2024	31.12.2027

	Factories Act, 1948	Government of Punjab			
7.	Consent to operate under Water Act, 1974	Punjab Pollution Control Board	CTOW/Renewal/ MLK/2024/2457 0618	04.03.2024	31.12.2025
8.	Authorisation for operating a facility of Hazardous Waste	Punjab Pollution Control Board	HWM/renew/ML K/2023/2330998 3	20.09.2023	19.09.2028
9.	Control Union Certificate on conformity of Global Organic Textile Standard (GOTS)	CU Inspections & Certifications India Private Limited	CB-GOTS-CUC-03-1374931	08.07.2024	27.06.2025
10.	Control Union Certificate on conformity of Organic Content Standard (OCS) (Version 3.0) Global Recycled Standard (GRS) (Version 4.0) Recycled Claim Standard (RCS) (Version 2.0)	CU Inspections & Certifications India Private Limited	CB-CUI-1374931	08.07.2024	27.06.2025
11.	Fire Safety Certificate	Punjab Fire Service	2101-96700-FIRE/72958	31.07.2024	31.07.2025
12.	Legal Entity Identifier	LEI Register India	9845008EDB89F 9FB7D48	19.12.2020	20.12.2025

NO OBJECTION CERTIFICATE (NOC) FROM AUTHORITIES

S. No.	PARTICULARS	ISSUING AUTHORITY	ISSUE DATE
N.A.			

Note: Some of the approvals are in the name of Cedaar Textile Private Limited and the Company is in the process of taking all the approval in the new name of the Company i.e., Cedaar Textile Limited.

LICENSES / APPROVALS WHICH HAVE EXPIRED AND FOR WHICH RENEWAL APPLICATIONS HAVE NOT BEEN MADE BY OUR COMPANY.

Nil

LICENSES / APPROVALS WHICH ARE REQUIRED BUT NOT YET APPLIED FOR BY OUR COMPANY:

Nil

KEY APPROVALS APPLIED BUT NOT RECEIVED YET

Particular	Application ID	Applicable Laws	Issuing Authority	Date of Application
'Consent to operate' u/s 21 of the Air (Prevention & Control of Pollution) Act,1981.	28589890	Section 21 of the Air (Prevention & Control of Pollution) Act,1981.	Punjab Pollution Control Board	06/05/2025

INTELLECTUAL PROPERTY

As per the records provided by Company, following are the trademarks/wordmark registered or objected in the name of the Company under The Trademarks Act, 1999:

Trademark/Wordmark	*Date of application*	*Application number*	*Class*	*Current Status*
Inflame	*14.11.2022*	*5680972*	*25*	*Registered*

IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE-MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.

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OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

1. This Issue has been authorised by a resolution passed by our Board of Directors at its meeting held on September 11, 2024.
2. The Shareholders of our Company have authorised this Issue by their Special Resolution passed pursuantto Section 62 (1) (c) of the Companies Act, 2013, at its AGM held on September 30, 2024, and authorised the Board to take decisions in relation to this Issue.
3. The Company has obtained approval from NSE vide its letter dated March 26, 2025 to use the name of NSE in this Offer document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.
4. Our Board has approved this Red Herring Prospectus through its resolution dated June 23, 2025.
5. Our Board has approved this Prospectus through its resolution dated July 03, 2025.
6. We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled "*Government and Other Approvals"* beginning on page no. 330 of this Prospectus.

PROHIBITION BY SEBI

Our Company, Directors, Promoters, members of the Promoter Group and Group Entities or the Director and Promoter of our Promoter Companies, have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBIor any other regulatory or governmental authority.

The companies, with which Promoters, Directors or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been prohibited from accessing oroperating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Our Company, our Promoters or their relatives (as defined under the Companies Act) and our Group Entities have confirmed that they have not been declared as willful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by them in the past or no proceeding thereofare pending against them.

Our directors have not been declared as willful defaulter by RBI or any other government authority and there have been no violation of securities laws committed by them in the past or no proceedings thereof are pending against them.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

In view of the General Circular No. 07/2018 dated September 6, 2018 and General Circular No. 8/ 2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India, our Company, and our Promoter Group will ensure compliance with the Companies (Significant Beneficial Ownerships) Rules, 2018,upon notification of the relevant forms, as may be applicable to them.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

We confirm that none of our directors are associated with the securities market in any manner and no action has been initiated against these entities by SEBI in the past five (5) years preceding the date of this Prospectus.

ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as the Company's post issue paid-up capital is less than 25.00 Crore Rupees. Our Company also complies with the eligibility conditions laid by the Emerge Platform of NSE Limited for listing of our Equity Shares.

We confirm that:

a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue ***will be hundred percent underwritten and that the Lead Manager to the Offer will underwrite at least 15% of the Total Issue Size.*** For further details pertaining to said underwriting please refer to "General Information" Underwriting on page no. 82 of this Prospectus.

b) In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of fourth (4) days, be liable to repay such application money with interest as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.

c) In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the Lead Manager shall ensure that the Issuer shall file a copy of the Prospectus/Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with the Registrar of Companies.

d) In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the Lead Manager will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled "*General Information", "Details of the Market Making Arrangements for this Issue*" on page no. 82 of this Prospectus.

e) In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, neither the issuer, nor any of its promoters, promoter group or directors or selling shareholders are debarred from accessing the capital market by the Board;

f) In accordance with Regulation 228(b) of the SEBI (ICDR) Regulations, none of the promoters or directors of the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board;

g) In accordance with Regulation 228 (c) of the SEBI (ICDR) Regulations, neither the issuer nor any of its promoters or directors is a wilful defaulter or fraudulent borrower.

h) In accordance with Regulation 228 (d) of the SEBI (ICDR) Regulations, none of the Issuer's promoters or directors is a fugitive economic offender.

i) In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, application is being made to NSE Limited and NSE Limited is the Designated Stock Exchange.

j) In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialization of specified securities already issued and proposed to be issued.

k) In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.

l) In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialized form.

NSE ELIGIBILITY NORMS:

1. The Company has been incorporated under the Companies Act, 2013 in India.

2. The post issue paid up capital of the Company (face value) will not be more than Rs. 25.00 Crore Rupees.

3. **Track Record:**
   a. **The Company should have a track record of at least 3 (three) years.**
   Our Company was incorporated on September 28, 2020 under the provisions of Companies Act, 2013, therefore we are in compliance of the track record.

   b. The Company should have operating profit (earnings before interest, depreciation and tax) from operations of Rs. 1 Crore in 2 out of 3 financial years preceding the application and that the Company has track record of 3 years & the net-worth of the Company should be positive

(Rs. In Lakhs)

Particulars	31st December, 2024	2023-24	2022-2023	2021-2022
Operating profit (earnings before interest, depreciation and tax and other income)	1,958.99	2,881.05	1,563.41	1,525.89
Net-worth	6,069.74	2523.55	1418.51	959.57

Other Requirements

- The company shall mandatorily facilitate trading in demat securities and have entered into an agreement with both the depositories. Also, the Equity Shares allotted through this Issue will be in dematerialized mode.
- Our Company has a live and operational website: www.cedaartextile.com
- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- There is no winding up petition against our Company that has been accepted by a court.
- There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.
- There has been no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.
- The company/entity should have positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.
- Issuer seeking listing shall ensure that none of the merchant bankers involved in the IPO should have instances of any of their IPO draft offer document filed with the Exchange being returned in the past 6 months from the date of application. For this purpose, the left lead merchant banker and any other merchant banker if applicable who shall be responsible for due diligence activity and drafting of the draft offer document / offer document in terms of the Lead Managers' Inter-se Allocation of Responsibilities shall be considered. However, there are 3 IPO Draft Offer Documents of Fast Track Finsec Private Limited, which has been returned by NSE. Details of the returned IPOs are as follows:

S. No.	Name of Entity	Date of Return
1	Ever on Power Limited	October 04, 2024
2	Trishil Algocomm Technologies Limited	October 04, 2024
3.	Cleanux Green Solution Limited	October 23, 2024

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the NSE Emerge.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE 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 THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE PROSPECTUS. THE LEAD MANAGER FAST TRACK FINSEC PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT

INFORMATION IN THE DRAFT PROSPECTUS, THE LEAD MANAGER, FAST TRACK FINSEC PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, FAST TRACK FINSEC PRIVATE LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED JUNE 23, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND 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 THE PROSPECTUS.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.ftfinsec.com & www.cedaartextile.com would be doing so at his or her own risk.

CAUTION

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, *etc.* The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged, and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company and the Lead Manager 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 Equity Shares.

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 not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, 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, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakh, pension funds with minimum corpus of Rs.2,500 Lakh and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The 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 the jurisdiction of appropriate court(s)in Bangalore only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Prospectus had been filed with NSE Emerge for its observations and NSE Emerge gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since 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 subjectto, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislationsand Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NSE

NSE Limited (NSE) has given vide its letter dated March 26, 2025 permission to this Company to use its name in this offer document as one of the stock exchange on which this company's securities are proposed to be listed on the Emerge Platform. NSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. NSE Limited 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 Offer or will continue to be listed on NSE; or
iii. take any responsibility for the financial or other soundness of this Company, its promoter, 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 NSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to inquiry, investigation and analysis and shall not have any claim against NSE, 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. NSE does not in any manner be responsible 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 Emerge 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 NSE / other regulatory authority. Any use of the Emerge platform and the related services are subject to Indian Laws and Courts exclusively situated in Mumbai.

DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. Securities Act) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, –U.S Persons (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

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

TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to "Annexure A" to the Prospectus and the website of the Lead Manager at www.ftfinsec.com.

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Price Information and the Track Record of the Past Issues Handled by the Book Running Lead Manager:

ANNEXURE-A

Disclosure of Price Information of Past Issues Handled by Merchant Banker(s)

TABLE 1

S. No.	Issuer Name	Issue Size (Rs. in Cr.)	Issue Price (Rs.)	Listing Date	Operating Price on Listing Date	+/-% change in closing price, [+/-% change in closing benchmark]- 30th calendar days from listing	+/-% change in closing price, [+/-% change in closing benchmark]- 90th calendar days from listing	+/-% change in closing price, [+/-% change in closing benchmark]- 180th calendar days from listing	SME/ Main Board
1.	Jainik Power Cables Limited	51.29	110.00	June 17, 2025	82.00	N.A.	N.A.	N.A.	SME
2.	Nikita Papers Limited	67.54	104.00	June 03, 2025	90.00	NA	NA	NA	SME
3.	Gajanand International Limited	20.64	36.00	September 16, 2024	42.00	(42.60) (1.62)	(50.13) (4.12)	(61.40) 13.33	SME
4.	Ambey Laboratories Limited	42.55	68.00	July 11, 2024	85.00	(26.16) 0.13	(29.94) 2.73	(35.41) 5.41	SME
5.	Akiko Global Services Limited	23.11	77.00	July 02, 2024	98.00	(18.80) 3.68	(14.30) 3.55	(14.68) (1.29)	SME
6.	Enser Communications Limited	16.17	70.00	March 22, 2024	72.00	(2.99) 1.08	146.36 6.65	274.54 15.03	SME
7.	Sungarner Energies Limited	5.31	83.00	August 31, 2023	250.00	(17.66) (0.95)	(27.57) 4.37	23.91 15.29	SME
8.	Pearl Green Clubs and Resorts Limited	11.71	186.00	July 07, 2022	189.05	3.27 11.95	(0.50) 45.52	(2.92) 102.80	SME
9.	Globesecure Technologies Limited	10.12	29.00	June 02, 2022	36.5	212.94 (5.35)	313.07 14.94	125.47 38.57	SME
10.	Jeena Sikho Lifecare Limited	55.50	150.00	April 19,2022	165.1	(12.69) (2.42)	(18.16) (7.09)	(15.17) 22.78	SME
11.	SBL Infratech Limited	2.37	111.00	September 28,	130.00	(55.20) (0.53)	(64.8) (3.77)	(47.72) (3.48)	SME
12.	Kranti Industries Limited	2.09	37.00	February 28, 2019	35.25	(1.22) (8.38)	2.84 1.62	(12.04) (3.16)	SME
13.	Goblin India Limited	15.20	52.00	October 15, 20219	55.00	125.71 4.62	80.21 8.70	(27.20) (20.29)	SME

14.	Ascom Leasing and Investments Limited	6.32	30.00	December 06,	30.25	5.00 (0.60)	0.00 (5.47)	15.83 (15.60)	SME
15.	Trekkingtoes.Com Limited	4.54	105.00	August 28, 2020	99.75	(55.59) (3.77)	(59.90) 12.14	(67.92) 28.67	SME

All share price data is from www.bseindia.com and www.nseindia.com

Note:

The S&P, SME IPO, Sensex and CNX Nifty are considered as the Benchmark Index. Prices on BSE/NSE are considered for all of the above calculations. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered. 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 IPOs	Total Amount of Funds raised (Rs. Cr.)	No. of IPOs trading at discount-30th calendar days from listing			No. of IPOs trading at premium-30th calendar days from listing			No. of IPOs trading at discount-180th calendar days from listing			No. of IPOs trading at premium-180th calendar days from listing		
			Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50%	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25%	Over 50 %	Between 25-50%	Less than 25%
2025-26*	2	118.84	-	-	1	-	-	-	-	-	-	-	-	-
2024-25	3	88.44	-	2	-	-	-	-	-	-	-	-	-	-
2023-24	1	21.48	-	-	-	1	-	-	-	-	-	-	-	-
2022-23	3	77.32	-	-	1	1	-	1	-	-	2	1	-	-
2021-22	1	2.37	1	-	-	-	-	-	-	1	-	-	-	-
2020-21	1	4.54	1	-	-	-	-	-	1	-	-	-	-	-
2019-20	2	21.52	1	-	1	-	-	-	-	1	1	-	-	-
2018-19	1	2.09	-	-	1	-	-	-	-	-	1	-	-	-

*Upto the date of this Prospectus

LISTING

Application will be made to the National Stock Exchange of India Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The Emerge Platform of National Stock Exchange of India Limited has given its in-principle approval for using its name in our Offer documents.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the Applicant in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer

Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 4 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE Limited mentioned above are taken within six Working Days from the Offer Closing Date.

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:

(1) Any person who—

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under section 447.

CONSENTS

Consents in writing of: (a) the Promoters, the Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company and (b) Lead Manager, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue, Monitoring Agency to act in their respective capacities have been/or will be obtained (before filing final Red Herring Prospectus to ROC) and will be filed along with a copy of the Red Herring Prospectus with the ROC, as required under Section 26 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the ROC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Red Herring Prospectus and such consent and report is not withdrawn up to the time of delivery of this Red Herring Prospectus with NSE.

EXPERT OPINION

Except the report of the Peer Review Auditor on (a) the restated financial statements; (b) statement of tax benefits; (c)Audit reports by Peer Review Auditors for the period ended December 31, 2024 and for year ended 31st March, 2024, 31st March, 2023 & 2022. Our Company has not obtained any other expert opinion. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE INCORPORATION

We have not made any previous rights and/or public issues since incorporation, and are an Unlisted Issuer in terms of the SEBI (ICDR) Regulations and this Issue is an –Initial Public Offering in terms of the SEBI (ICDR) Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Other than as detailed under chapter titled "Capital Structure" beginning on page no. 93 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the IPO of the Equity Shares by our 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 our Equity Shares in the five years preceding the date of this Prospectus.

PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY

None of our Group Companies and Associates are listed and have undertaken any public or rights issue in the three (3) years preceding the date of this Prospectus.

PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF OUR COMPANY

We have not made any previous rights and/or public issues since incorporation, and are an Unlisted Issuer in terms of the SEBI (ICDR) Regulations and this Issue is an –Initial Public Offering in terms of the SEBI (ICDR) Regulations.

PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY

As on the date of the Prospectus, our Company does not have any subsidiary company.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of the Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

OPTION TO SUBSCRIBE

Equity Shares being offered through this Prospectus can be applied for in dematerialized form only.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an Unlisted Issuer in terms of the SEBI (ICDR) Regulations, and this Offer is an Initial Public Offering in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year 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 this Issue for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted. All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address

of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid-cum-Application Form was submitted by the ASBA Applicant.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Offer or the SCSB in case of ASBA Applicant shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Offer for the redressal of routine investor grievances will be 12 Working 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.

Our Company has appointed Ms. Neha Parbhakar Rawat as the Company Secretary and Compliance Officer and may be contacted at the following address:

CEDAAR TEXTILE LIMITED
KSSIDC Plot No B-34, Industrial Estate,
Yelahanka New Town, Bangalore,
Bengaluru, Karnataka, India, 560064
Tel.: +91 9815610607
E-mail: Info@cedaartextile.com
Website: www.cedaartextile.com

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, *etc.*

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SECTION VIII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, National Stock Exchange of India Limited, Registrar of Companies, Reserve Bank of India and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the 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 has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

THE OFFER

The Offer consists of a Fresh Issue by our Company. Expenses for the Offer shall be borne by our Company in the manner specified in "Objects of the Issue" on page no. 113 of this Prospectus.

RANKING OF EQUITY SHARES

The Equity Shares being Offered/Allotted and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends, Voting Power and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

AUTHORITY FOR THE ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on September 11, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the AGM of the Company held on September 30, 2024

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the transferee who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws.

For further details, please refer to the chapter titled Dividend Policy beginning on page no. 244 of this Prospectus.

FACE VALUE, ISSUE PRICE, FLOOR PRICE AND PRICE BAND

The face value of each Equity Share is Rs. 10/- and the Offer Price at the lower end of the Price Band is Rs. 130.00/- per Equity Share ("Floor Price") and at the higher end of the Price Band is Rs. 140.00/- per Equity Share ("Cap price"). The Anchor Investor Offer Price is Rs. 140.00 /- per Equity Share.

The Price Band and the Bid Lot decided by our Company, in consultation with the BRLM, and published by our Company in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Bangalore edition of Regional Newspaper Kolarvanie (the regional language, where our Registered office is located) at least two Working Days prior to the Bid/Offer Opening Date, and shall be made available to the Stock Exchange for the purpose of uploading the same on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchange. The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

COMPLIANCE WITH THE SEBI ICDR DISCLOSURES

Our Company shall comply with all the applicable requirements of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDER

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Main Provision of Article of Association*" on page no. 391 of this Prospectus.

ALLOTMENT ONLY IN DEMATERIALISED FORM

As per the provisions of the Depositories Act, 1996 & regulations made thereunder and Section 29 of the Companies Act, the Equity Shares shall be allotted only in dematerialized form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. 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 August 19, 2024 among Central Depository Services (India) Limited (CDSL), our Company and the Registrar to the Issue; and
- Tripartite agreement dated August 12, 2024 among National Securities Depository Limited (NSDL), our Company and the Registrar to the Issue.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of a body corporate shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of 1,000 Equity Shares and the same may be modified by the National Stock Exchange India Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1,000Equity Shares subject to a minimum allotment of 1,000 Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Prospectus:

The trading of the Equity Shares will happen in the minimum contract size of 1,000 Equity Shares and the same may be modified by the EMERGE Platform of NSE from time to time by giving prior notice to investors at large. For further details, see "*Issue Procedure*" on page no. 355 of this Prospectus.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

JOINT HOLDERS

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

JURISDICTION

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. 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), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues 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 issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

NOMINATION FACILITY TO THE INVESTOR

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one 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 the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority.A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A buyer will be titled to make afresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. 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 monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the equity shares will happen in the minimum contract size of 1,000 Equity Shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI (ICDR) Regulations, 2018, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of National Stock Exchange of India Limited.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company. Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs. It 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.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, 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 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.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issueafter the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

MINIMUM SUBSCRIPTION

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Offer, the Issuer shall forthwith refund the entire subscription amount received within the time limit as prescribed under the SEBI (ICDR) Regulations and Companies Act, 2013.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the issuer fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, it shall refund through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four (4) days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent. per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Offer is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “General Information - Underwriting” on page no. 82 of this Prospectus.

Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

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.

PERIOD OF SUBSCRIPTION LIST OF THE PUBLIC ISSUE

Event	Indicative Date
Anchor Opening/Closing Date	Friday, June 27, 2025.
Offer Opening Date*	Monday, June 30, 2025.
Offer Closing Date**	Wednesday, July 2, 2025.
Finalization of Basis of Allotment with the Designated Stock Exchange	Thursday, July 03, 2025.
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	Friday, July 04, 2025.
Credit of Equity Shares to Demat Accounts of Allottees	Friday, July 04, 2025.
Commencement of trading of the Equity Shares on the Stock Exchange	Monday, July 07, 2025.

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

#In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation on our Company and the BRLM. While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within three Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings.

Any circulars or notifications from the SEBI after the date of the Prospectus may result in changes to the above-mentioned timelines. Further, the Offer procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with 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 terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report 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.

Submission of Bids

Bid/Issue Period (except the Bid/Issue Closing Date)
Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST")

Bid/Issue Closing Date
Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Issue Closing Date, the Bids shall be uploaded until:
i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Prospectus is Indian Standard Time. Bidders are cautioned that, in the event, large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book *vis-a-vis* data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken.

Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

Bids was accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

MIGRATION TO MAIN BOARD

In accordance with the National Stock Exchange of India Limited Circular dated April 20, 2023, our Company will have to be mandatorily listed and traded on the Emerge Platform of the NSE for a minimum period of 3 (Three) years from the date of listing and only after that it can migrate to the Main Board of National Stock Exchange of India Limited as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations. Our company may migrate to the main board of NSE Limited at a later date subject to the following:

a. *If the Paid up Capital of our Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special*

resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor 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), our Company shall apply to NSE Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

b. *If the Paid-up Capital of our company is more than Rs. 10 crores and the capitalization of our equity is more than Rs. 25 crores and our company have been listed on SME Platform for at least two years, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders agains the proposal.*

MARKET MAKING

The shares issued and transferred through this Offer are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the Emerge Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of National Stock Exchange of India Limited. For further details of the market making arrangement please refer to chapter titled General Information beginning on page no. 82 of this Prospectus.

RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter Capital Structure beginning on page no. 93 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. 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 the 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.

Application by eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

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.

OPTION TO RECEIVE SECURITIES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful Bidder will be done in the dematerialized form only. Bidder will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on 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 provisions of the Companies Act and the Depositories Act.

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ISSUE PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchange and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism.

The investors should note that the details and process provided in the General Information Document should be read along with this section. Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v)issuance of CAN and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

Our Company, the Promoter and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Prospectus.

Further, our Company, the Promoter and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

BOOK BUILDING PROCEDURE

The Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the BRLM, allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15.00% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spillover from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated

as incomplete and will be rejected. Bidders will not have the option of being allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to allotment of the Equity Shares in the Issue, subject to applicable laws.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum Form 2A containing the salient features of the Prospectus together with the Bid cum Application Forms and copies of the Prospectus/ Abridged Prospectus/ Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the BRLM to the Issue, Registrar to the Issue as mentioned in the Bid cum Application form. The bid cum application forms may also be downloaded from the website of NSE i.e., www.nseindia.com. Bidders shall only use the specified Bid cum Application Form for the purpose of making an Application in terms of the Prospectus/ Abridged Prospectus/ Prospectus. All the Bidders shall have to apply only through the ASBA process. ASBA Bidders shall submit a Bid cum Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. The Bid cum Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

Phased implementation of unified payments interface

SEBI has issued 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 Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

a. Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Retail Individual Bidder, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six (6) Working Days.

b. 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 Bidder 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.

c. Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering the facility of making applications in public issues are required to provide a facility to make applications using the UPI Mechanism. Further, in accordance with the UPI Circulars, our Company has appointed Axis Bank Limited as the Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Investors into the UPI mechanism.

Pursuant to the UPI Circular, 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 Circular 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 Bidders 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 in this regard, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to Rs. 5,00,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than Rs. 200,000 and up to Rs. 5,00,000, 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.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021. For further details, refer to the "General Information Document" available on the websites of the Stock Exchange and the BRLM.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the office of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The RII's Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

A Retail Individual Investor making applications using the UPI Mechanism shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in the Issue. The SCSBs, upon receipt of the Application Form will upload the Bid details along with the UPI ID in the bidding platform of the Stock Exchange. Applications made by the Retail Individual Investors using third party bank accounts or using UPI IDs linked to the bank accounts of any third parties are liable for rejection. The Bankers to the Issue shall provide the investors' UPI linked bank account details to the RTA for the purpose of reconciliation. Post uploading of the Bid details on the bidding platform, the Stock Exchanges will validate the PAN and demat account details of Retail Individual Investors with the Depositories.

ASBA Bidders shall submit a Bid cum Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Bid cum Application Form used by ASBA Bidders.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary,

submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

Anchor Investors are not permitted to participate in the issue through the ASBA process

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Bidders shall only use the specified Bid cum Application Form for the purpose of making a Bid in terms of the Prospectus.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue
Anchor Investors**	White

**Excluding electronic Bid cum Application Form*
*** Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.*

Note:

- Details of depository account are mandatory and applications without depository account shall be treated as incomplete and rejected. Investors will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities re-materialised subsequent to allotment.
- The shares of the Company, on allotment, shall be traded on stock exchanges in demat mode only.
- Single bid from any investor shall not exceed the investment limit/maximum number of specified securities that can be held by such investor under the relevant regulations/statutory guidelines.
- The correct procedure for applications by Hindu Undivided Families and applications by HinduUndivided Families would be treated as on par with applications by individuals;

SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

i. An SCSB, with whom the bank account to be blocked, is maintained;
ii. A syndicate member (or sub-syndicate member);

iii. A stock broker registered with a recognised stock exchange (and whose name is mentioned on thewebsite of the stock exchange as eligible for this activity) (broker);
iv. A depository participant (DP) (Whose name is mentioned on the website of the stock exchange as eligible for this activity);
v. A registrar to an issuer 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.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investorsto SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in theelectronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Applications submitted by investors to intermediaries other than SCSBs:	After accepting the 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.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Bidders.

WHO CAN APPLY?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines: -

- Indian nationals resident in India who are not incompetent to contract in single or joint names (not morethan three) or in the names of minors as natural/legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*. Applications by HUFs would be considered at par with those from individuals;
- Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorizedto invest in the Equity Shares under their respective constitutional and charter documents;

- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the non-institutional applicants category;
- Venture Capital Funds registered with SEBI;
- Foreign Venture Capital Investors registered with SEBI;
- State Industrial Development Corporations;
- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of Rs.2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of Rs.2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- ational Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy or air force of the Union of India
- Any other person eligible to applying in the Issue, under the laws, rules, regulations, guidelines andpolicies applicable to them.

Applications shall not be made by:
a. Minors (except through their Guardians)
b. Partnership firms or their nominations
c. Foreign Nationals (except NRIs)
d. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

a) For Retail Individual Applicants

The Application must be for a minimum of 1,000 Equity Shares. As the Application Price payable by the Applicant cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 1,000 Equity Shares.

b) For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds

Rs. 2,00,000 and in multiples of 1,000] Equity Shares thereafter. An application cannot be submitted for more than the 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 cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 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.

MEHTODS OF BIDDING PROCESS

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the registered office of the company is situated, and also by indicating the change on the websites of the Book Running Lead Manager.

b) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

c) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.

d) The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form

e) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.

f) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.

g) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

h) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case

may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICES LEVELS AND REVISION OF BIDS

a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

PARTICIPATION BY ASSOCIATES OF BRLM

The BRLM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the BRLM may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. All categories of Applicants, including associates and affiliates of the BRLM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

OPTION TO SUBSCRIBE IN THE ISSUE

a) As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.

b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.

c) In a single Application Form 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 and applicable law.

INFORMATION TO THE BIDDERS

1) Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.

2) Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.

3) Copies of the Bid Cum Application Form along with Abridged Prospectus and copies of the Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of

our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.

4) Any Bidder who would like to obtain the Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.

5) Bidders who are interested in subscribing for Equity Shares should approach Designated Intermediaries to register their applications.

6) Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Bidders whose beneficiary account is inactive shall be rejected.

7) The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Bidders has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.

8) Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.

9) Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating in transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.

10) The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

APPLICATION BY MUTUAL FUNDS

With respect to Bid by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company, in consultation with BRLM reserves the right to reject any application without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

As per the current regulations, the following restrictions are applicable for investments by mutual funds.

No mutual fund scheme shall invest more than 10.00% of its net asset value in the Equity Shares or equity related

instruments of any single Company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. No mutual fund under all its schemes should own more than 10.00% of any Company's paid up share capital carrying voting rights.

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.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the 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 scheme of the Mutual Fund will notbe treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATION BY HUF

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

APPLICATIONS BY ELIGIBLE NRI

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident forms should authorise their respective SCSB or confirm or accept the UPI Mandate Request (in case of UPI Bidders bidding through UPI Mechanism) to block their Non-Resident External ("NRE") accounts (including UPI ID, if activated), or Foreign Currency Non-Resident ("FCNR") accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using resident forms should authorise their SCSB to block their Non-Resident Ordinary ("NRO") accounts or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRE/NRO accounts. Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue colour).

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated May 03, 2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis. Allotment of Equity shares to non-residents Indians shall be subject to the prevailing Reserve Bank of India guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with a income thereon subject to permission of the RBI and subject to the Indian Tax Laws and Regulations and any other applicable laws. The company does not require approvals from FIPB or RBI for the issue of equity shares to eligible NRIs, FIIs, Foreign Venture Capital Investors registered with SEBI and multi-lateral and Bi-lateral development financial institutions
In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series

of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Non-debt Instrument Rules.

Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment. For details of restrictions on investment by NRIs, please refer to the chapter titled "Restrictions on Foreign Ownership of Indian Securities" beginning on page no. 385 of this Prospectus.

APPLICATIONS BY ELIGIBLE FIIs/FPIs

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company.. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for relevant business sector in India is 100% under automatic route.

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. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. 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 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments(as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivate instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:
(i). such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
(ii). prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations ("Operational FPI Guidelines"), submitted with the same PAN but with different beneficiary account

numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("MIM Bids"). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "MIM Structure"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

APPLICATIONS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the "SEBI VCF Regulations") and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, among other things prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the "SEBI AIF Regulations") prescribe, amongst others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager 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.

APPLICATIONS 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 any application, without assigning any reason thereof. Limited Liability Partnerships can participate in the Issue only through the ASBA Process.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications 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 any application, without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee

company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) 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 ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

APPLICATIONS BY BANKING COMPANIES

Applications by Banking Companies: In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 01, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in nonfinancial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in nonfinancial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and nonfinancial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.
In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid- up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or

30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, please refer chapter titled "Key Industry Regulations" beginning on Page No. 202 of this Prospectus.

Applications by SCSBs: SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 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 such applications.

Applications by Systemically Important NBFCS: In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time. The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

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 any application, without assigning any reason thereof.

APPLICATION BY ANCHOR INVESTOR

In accordance with the SEBI ICDR Regulations, in addition to the details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

The Bid has been for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹20 million.

A Bid cannot be submitted for over 60% of the QIB Portion. In the case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund were aggregated to determine the minimum application size of ₹20 million.

One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

Bidding for Anchor Investors will open one Working Day before the Bid/Issue Opening Date, i.e., the Anchor Investor Bidding Date, and was completed on the same day.

Our Company and, in consultation with the BRLMs may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion were not less than:

-maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹20 million

-minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹20 million but up to ₹250 million, subject to a minimum Allotment of ₹ 10 million per Anchor Investor; and in case of allocation above ₹250 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹250 million, and an additional 10 Anchor Investors for every additional ₹250 million, subject to minimum Allotment of ₹10 million per Anchor Investor.

Allocation to Anchor Investors was be completed on the Anchor Investor Bidding Date. The number of Equity Shares

allocated to Anchor Investors and the price at which the allocation was made will be made available in the public domain by the BRLMs before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.

Anchor Investors could not withdraw or lower the size of their Bids at any stage after submission of the Bid.

As per Schedule XIII of SEBI ICDR Regulation, 50% of the Equity Shares allotted to Anchor Investors in the Anchor Investor Portion were required to be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price were required to be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Allocation Price shall still be the Anchor Investor Office Price.

Neither the BRLMs or any associate of the BRLMs ((except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies or family offices sponsored by the entities which are associate of the BRLMs) nor any "person related to the Promoters or Promoter Group" shall apply in the Issue under the Anchor Investor Portion. For details, see "Issue Procedure" on page 265 of this Prospectus.

Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion were not considered multiple Bids.

For more information, see the General Information Document.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

(a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(b) 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 with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(c) With respect to applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

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, the lead

manager may deem fit.

Our 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 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.

The above information is given for the benefit of the Applicants. The Company and the LM 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.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of Payment

The entire Offer price of Rs.140.00 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of

such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Escrow Account for Anchor Investors

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,

   i. the applications accepted by them,
   ii. the applications uploaded by them
   iii. the applications accepted but not uploaded by them, or
   iv. With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
   i. The applications accepted by any Designated Intermediaries
   ii. The applications uploaded by any Designated Intermediaries or
   iii. The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sl. No.	Details
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN

7.	DP ID
8.	Client ID
9.	Quantity

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields.*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
   - Name of the Bidder;
   - IPO Name;
   - Bid Cum Application Form Number;
   - Investor Category;
   - PAN (of First Bidder, if more tha`n one Bidder;
   - DP ID of the demat account of the Bidder;
   - Client Identification Number of the demat account of the Bidder;
   - Number of Equity Shares Applied for;
   - Bank Account details;
   - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
   - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Build of the book

a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer Period.

b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Offer Period.

Withdrawal of Bids

i. RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

ii. The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

a. Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalise the Offer Price and the Anchor Investor Offer Price.

b. The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Prospectus. For details in relation to allocation, the Bidder may refer to the Prospectus.

c. Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d. In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under subscription applicable to the Issuer, Bidders may refer to the Prospectus.

e. In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage. f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

Illustration of the Book Building and Price Discovery Process:

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

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

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer,

in consultation with the BRLM, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Offer Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Signing of Underwriting Agreement and Filing of Red Herring Prospectus/Prospectus with ROC

a) Our company has entered into an Underwriting Agreement dated June 17th 2025.
b) A copy of Red Herring Prospectus will be registered with the ROC and copy of Prospectus will be filing with ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI (ICDR) Regulations, 2018, the company has , after filing the Red Herring Prospectus with the RoC, published a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Bangalore edition of Regional Newspaper Kolarvanie (the regional language, where our Registered office is located). In the pre-issue advertisement, it was stated the Bid/Issue Opening Date and the Bid/Issue

Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI ICDR Regulations, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

INFORMATION FOR THE APPLICANTS

a) Our Company will file the Red Herring Prospectus with the Registrar of Companies, Delhi, at least 3 (three) working days before the Issue Opening Date.

b) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Red Herring Prospectus and/ or the Application Form can obtain the same from our Registered Office or from the office of the LM.

c) Applicants who are interested in subscribing for the Equity Shares should approach the LM or their authorized agent(s) to register their Applications.

d) Applications made in the name of minors and/ or their nominees shall not be accepted.

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. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand payable at Mumbai.

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 NSE Limited i.e. www.nseindia.com.

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, Applicants bank account details, MICR code and occupation (hereinafter referred to as Demographic Details). 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. 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.

SUBMISSION OF APPLICATION FORM

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

TERMS OF PAYMENT

The entire Issue price of Rs. 140.00/- 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 or Sponsor Bank to unblock the excess amount paid on Application to the Applicants.

SCSBs or Sponsor Bank 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 or Sponsor Bank.

The applicants should note that the arrangement with Banker to the Issue or the Registrar or Sponsor Bank 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 FOR APPLICANTS

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form sent by the Sponsor Bank. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However Non-Retail Applicants 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 Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the ECL Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. SEBI

through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000 shall use UPI.

ELECTRONIC REGISTRATION OF APPLICATIONS

The Designated Intermediary may register the Applications using the on-line facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities on a regular basis before the closure of the issue.

On the Issue Closing Date, the Designated Intermediaries may upload the applications till such time as may be permitted by the Stock Exchange.

a) Only Applications that are uploaded on the Stock Exchange Platform are considered for allocation/Allotment. In the Phase 1, the Designated Intermediaries are given till 1:00 pm on the day following the Issue Closing Date to modify Select fields uploaded in the Stock Exchange Platform during the Issue Period after which the Stock Exchange send the application information to the Registrar to the Issue for further processing.

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 05, 2003; the option to use the stock invest instrument in lieu of cheques or banks for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Ensure that you have Bid within the Price Band;
- Read all the instructions carefully and complete the applicable Bid cum Application Form in prescribed format;
- Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
- All Bidders should submit their Bids through the ASBA process only;
- Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;
- Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Bid cum Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);
- Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Bid cum Application Form;
- RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
- RIBs using 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. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
- RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID

to make an application in the Offer;

- RIBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;
- RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
- RIBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Bidder in case of joint Bids, is included in the Application Forms
- QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, RII shall submit their bid by using UPI mechanism for payment;
- 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 Bids, the Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
- Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
- Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
- Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids

are liable to be rejected. Where the 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;

- Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Prospectus;

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest
- RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;
- RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer.
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant;
- All Investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 & SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021;
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- 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 Bids submitted by RIB Bidders using the UPI Mechanism;

The Applications should be submitted on the prescribed Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

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) for the total number of Equity Shares

required. 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 (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these arechecked 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 betreated 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 inabeyance, post allotment and released on confirmation of know your client's norms by the depositories. The Company reserves the right to reject, in our 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 bythe Registrar to the Issue to detect multiple applications is given below:

1. 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.
2. 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 OR 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 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information 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.

GROUNDS FOR REJECTIONS

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs 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);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than ₹ 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

    For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Prospectus. For details in relation to allocation, the Bidder may refer to the Prospectus.

b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

c) In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Prospectus.

BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No

Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable.

Flow of Events from the closure of Bidding period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allotees as per process mentioned below.

Process for generating list of Allottees:

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allotees, partial allotees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

Issuance of Allotment advice

a. Upon approval of the Basis of Allotment by the Designated Stock Exchange.

b. On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer. The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

c. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

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.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any, within a period of 2 working days of the Bid/ Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

Instruction for completing the Bid cum application form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012, has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e., www.bseindia.com/ and NSE i.e. www.nseindia.com/

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository, the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid cum Application form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in case of Delay

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Offer Closing Date;

2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (Two) working days of the Offer Closing Date, would be ensured; and

3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

a. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

b. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

Undertakings by our company

Our Company undertakes the following:

1. that if our Company do not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice in the newspapers to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers in which the Pre- Issue advertisement was published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;
3. That the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
4. That all steps shall be taken to ensure that listing and commencement of trading of the Equity Shares at the Stock Exchange where the Equity Shares are proposed to be listed are taken within six Working Days of Issue Closing Date or such time as prescribed;
5. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
6. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication

shall be sent to the applicant within six Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

7. That no further Issue of Equity Shares shall be made till the Equity Shares issued through this Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.
8. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
9. That if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the ICDR Regulations and applicable law for the delayed period;
10. That the letter of allotment/ unblocking of funds to the non-resident Indians shall be dispatched within specified time;
11. that the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations;

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 Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6. Our Company undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

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RESTRICTION 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 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidates FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits underthe Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

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 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 U.S. state securities laws.

Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be "qualified institutional investors" (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under theSecurities Act and (ii) outside the United States in offshore transactions in reliance on Regulations under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

The above information is given for the benefit of the Applicants. Our Company and the LM 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 Applications are not in violation of laws or regulations applicable to them.

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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 ten crore rupees and upto twenty-five crore rupees shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ***("SME Exchange")***, in this case being the NSE Emerge. For further details regarding the salient features and terms of such an issue please refer chapter titled **"*Terms of the Issue*"** and **"*Issue Procedure*"** on pages 346 and 355 of this Prospectus.

Issue Structure:

Initial Public Issue of upto 43,50,000 Equity Shares of face value ₹10 each (the "Equity Shares") for cash at a price of ₹ 140.00/- per Equity Share (including a Share Premium of ₹ 130.00/- per Equity Share), aggregating up to ₹ 6090.00 Lakhs ("the Issue") by the issuer Company (the `"Company").

The Issue comprises a reservation of upto 2,18,000 Equity Shares of ₹ 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of upto 41,32,000 Equity Shares of ₹ 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 31.34% and 29.77%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars of the Issue(2)	Market Maker Reservation Portion	QIBs(1)	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation	Upto 2,18,000 EquityShares	Not more than 13,04,000 Equity shares	Not less than 13,28,000 Equity Shares	Not less than 15,00,000 Equity Shares
Percentage of Issue Size available for allocation	5.01 % of the Issue Size	Not more than 50.00 % of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15.00% of the Net Issue	Not less than 35.00% of the Net Issue

Basis of Allotment[3]	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to 32,000 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to 6,24,000 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.	Proportionate basis subject to minimum allotment of 1,000 Equity Shares and further allotment in multiples of 1,000 Equity Shares	Proportionate basis subject to minimum allotment of 1,000 Equity Shares

Particulars of the Issue[2]	**Market Maker Reservation Portion**	**QIBs[1]**	**Non-Institutional Investors**	**Retail Individual Investors**
		Up to 60.00% of the QIB Portion (of up to 6,80,000 Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price		
Mode of Allotment	Compulsorily in dematerialized form.			
Minimum BidSize	2,18,000 Equity Shares	Such number of Equity Shares and in multiples of 1,000 Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of 1,000 Equity Shares that the Bid Amount exceeds ₹200,000	1,000 Equity Shares
Maximum BidSize	2,18,000Equity Shares	Such number of Equity Shares in multiples of 1,000 Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of 1,000Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of 1,000Equity Shares so that the Bid Amount does not exceed ₹200,000
Trading Lot	1,000 Equity Shares, However the Market Maker may accept odd lots if any in the market as	1,000Equity Shares and in multiples thereof	1,000 Equity Shares and in multiples thereof	1,000 Equity Shares and in multiples thereof

	required under the SEBI (ICDR) Regulations, 2018.			
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids (4)			
Mode of Bid	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process Through Banks or by using UPI ID for payment

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
(1) Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.

(2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
(3) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under ***"Issue Procedure - Bids by FPIs"*** on pages 355 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/ Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be

issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange wsill also be informed promptly.

If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) filing of Prospectus with RoC.

Issue Program

Event	Indicative Dates
Anchor Open/Close Date	Friday, June 27, 2025.
Bid/ Issue Opening Date	Monday, June 30, 2025.
Bid/ Issue Closing Date	Wednesday, July 2, 2025.
Finalization of Basis of Allotment with the Designated Stock Exchange	Thursday, July 03, 2025.
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account	Friday, July 04, 2025.
Credit of Equity Shares to Demat accounts of Allottees	Friday, July 04, 2025.
Commencement of trading of the Equity Shares on the Stock Exchange	Monday, July 07, 2025.

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

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

Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the Circular) standardized the lot size for Initial Public Offer proposing to list on Emerge exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price (in Rs.)	Lot Size (No. of shares)
Upto 14	10000
More than 14 upto 18	8000
More than 18 upto 25	6000
More than 25 upto 35	4000
More than 35 upto 50	3000
More than 50 upto 70	2000
More than 70 upto 90	1600
More than 90 upto 120	1200
More than 120 upto 150	1000
More than 150 upto 180	800
More than 180 upto 250	600
More than 250 upto 350	400
More than 350 upto 500	300
More than 500 upto 600	240

More than 600 upto 750	200
More than 750 upto 1000	160
Above 1000	100

Further to the Circular, at the initial public offer stage the Registrar to Issue in consultation with Lead Manager, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the initial public offer lot size at the application/allotment stage, facilitating secondary market trading.
*50% of the shares offered are reserved for applications below Rs.2.00 lakh and the balance for higher amount applications.

ISSUE OPENING DATE	Monday, June 30, 2025.
ISSUE CLOSING DATE	Wednesday, July 2, 2025

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue closing date when applications will be accepted only between 10.00 a.m. to 2.00 p.m.

In case of discrepancy in the data entered in the electronic book vis a vis the data contained in the physical bidform, for a particular bidder, the detail as per physical application form of that bidder may be taken as the final data for the purpose of allotment.

Standardization of cut-off time for uploading of applications on the Bid/ Issue Closing Date:

a) A standard cut-off time of 3.00 P.M. for acceptance of applications.
b) A standard cut-off time of 4.00 P.M. for uploading of applications received from other than retail individual applicants.
c) A standard cut-off time of 5.00 P.M. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by BRLM to BSE (BSE SME) within half an hour of such closure.

It is clarified that Bids not uploaded would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum- Application Form, for a particular bidder, the details as per physical Bid- Cum-application form of that Bidder may be taken as the final data for the purpose of allotment. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).

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SECTION IX - MAIN PROVISION OF ARTICLE OF ASSOCIATION

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CEDAAR TEXTILE LIMITED*

I. PRELIMINARY

1. The regulations contained in Table F in Schedule I to the Companies Act, 2013, shall be applicable to the Company except so far as the said Act or any modification there otherwise expressly provides Company to be governed by these Articles. The Regulations for management of the Company and for the observance of the members shall be such as are contained in these Articles.

II. INTERPRETATION

2. (a) In the interpretation of these Articles, the following words and expressions shall have the following meanings, unless repugnant to the subject or context.

(i) 'Alter' and 'Alteration' shall include the making of additions and omissions.

(ii) 'Auditors' mean those Auditors appointed under the said Act.

(iii) A Company means a company as defined under Section 2(20) of the Act.

(iv) 'Board' means the Directors of the Company collectively, and shall include a committee thereof.

(v) 'Body Corporate' or 'Corporation' includes a company incorporated outside India but does not include, (1) a Co-operative Society registered under any law relating to Co-operative Societies, (2) any other body corporate which the Central Government may by notification in the Official Gazette specify in that behalf.

(vi) 'The Company' or 'This Company' means **Cedaar Textile Limited** established as aforesaid.

'The Companies Act, 2013', 'The Said Act', or 'The Act' and reference to any section or provision thereof respectively means and includes the Companies Act, 2013 (Act No. 18 of 2013) and any statutory modification thereof for the time being in force, and reference to the section or provision of the said Act or such statutory modification.

(vii) '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.

(viii) Directors'means a director appointed to the Board of the company.

(ix) 'Dividend' shall include interim dividend.

(x) 'Document' includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.

(xi) "Executor" or "Administrator" means a person who has obtained probate or Letters of Administration, as the case may be, from a competent Court, and shall include the holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the share or shares of the deceased members, and shall also include the holder of a Certificate granted by the Administrator-General of any State in India.

(xii) "Financial Statements means:

(i) a balance sheet as at the end of the financial year;

(ii) a profit and loss account, or in the case of a company carrying on any activity not forprofit, an income and expenditure account for the financial year;

(iii) cash flow statement for the financial year;

(iv) a statement of changes in equity, if applicable; and

(v) any explanatory note annexed to, or forming part of, any document referred to insub-clause (i) to sub-clause (iv)

(xiii) "In writing" or "Written" shall include e-mail, and any other form of electronic transmission.

(xiv) "Independent Director" shall have the meaning ascribed to it in the Act.

(xv) "Key Managerial Personnel" means the Chief executive officer or the managing director; the company secretary; whole-time director; chief financial officer; and such other officer as may be notified from time to time in the Rules.

(xvi) "Month" means calendar month.

(xvii) “National Holiday" means the day declared as national holiday by the Central Government.

(xviii) 'Office" means the Registered Office for the time being of the Company.

(xix) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned to these terms by Section 114 of the Act.

(xx) "Rules" means any rule made pursuant to section 469 of the Act or such other provisions pursuant to which the Central Government is empowered to make rules, and shall include such rules as may be amended from time to time.

(xxi) "Secretary" is a Key Managerial Person appointed by the Directors to perform any of the duties of a Company Secretary.

(xxii) "Shareholders" or "Members" means the duly registered holder from time to time of the shares of the Company, and shall include beneficial owners whose names are entered as a beneficial owner in the records of a depository.

(xxiii) "The Seal" means the common seal of the Company for the time being.

(b) "These presents" means and includes the Memorandum and this Articles of Association.

(c) Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

(d) Words importing the masculine gender also include the feminine gender.

(e) Words importing persons shall, where the context requires, include bodies corporate and companies as well as individuals.

(f) Subject as aforesaid, any words and expressions defined in the said Act as modified up to the date on which these Articles become binding on the Company shall, except where the subject or context otherwise requires, bear the same meanings in these Articles.

(g) The marginal notes and the headings given in these Articles shall not affect the construction hereof.

3. The Company shall, on being so required by a Member, send to him within seven days of the requirement and subject to the payment of a fee of Rs. 100/- or such other fee as may be specifiedin the Rules for each copy of the documents specified in Section 17 of the said Act.

III. SHARE CAPITAL, VARIATION OF RIGHTS & BUY BACK

4. The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of Memorandum of Association. with power toBoard of Directors to reclassify, subdivide, consolidate and increase and with power from time totime, to issue any shares of the original capital or any new capital with and subject to any preferential, qualified or special rights, privileges, or conditions may be, thought fit and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between theshares resulting from sub-division. If and whenever the capital of the Company is divided into shares of different classes, the tights of any such class may be varied, modified, affected, extended, abrogated or surrendered as provided by the said Act or by Articles ofAssociation or by the terms of issue, but not further or otherwise. Provisions of Section 43, 47 of the Act to apply

5. The provisions of Section 43, 47 of the Act in so far as the same may be applicable to issue of sharecapital shall be observed by the Company.

6. The Directors shall have regard to the restrictions on the allotment of shares imposed by Section 39 and 40 of the said Act so far as those restrictions are binding on the Company.

7. (1) (i) 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 in or debentures of the Company or procuring or agreeing to procure subscription (whether absolute or conditional) for any shares in or debentures of the Company and the provisionsof Section 40 of the said Act shall be observed and complied with. Such commission shallnot exceed the maximum permissible rate as prescribed in the Rules. Such commission may be paid in cash or by the allotment of Securities.

(ii) Company shall not pay any commission to any underwriter on securities which are not offered to public for subscription.

(iii) The number of shares or debentures which persons have agreed to for commission to subscribe absolutely or conditionally is disclosed in the manner aforesaid.

(2) Nothing in this clause shall affect the power of the Company to pay such brokerage as it may consider reasonable.

(3) A Vendor to, promoter of, other person who receives payment in shares, debentures or moneyfrom the Company shall have and shall be deemed always to have had power to apply any partof the shares, debentures or money so received in payment of any commission the payment ofwhich, if made directly by the Company, would have been legal under this Articles.

(4) The commission may be paid or satisfied (subject to the provisions of the Act and these Articles) in cash or in share, debentures or debenture stock of the Company, (whether fully paid or otherwise) or in any combination thereof.

8. Except as provided by the Act, the Company shall not, except by reduction of capital under the provision of Sections 66 or Section 242 of the said Act, buy its own shares nor give, whether directly or indirectly, and whether by means of a loan, guarantee, provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or tobe made by any person of or for any shares in the Company or in its holding company.

Provided that nothing in this Article shall be taken to prohibit:

8.1 (i) The provision of money in accordance with any scheme approved by the Company through Special Resolution and in accordance with the requirements specified in the relevant Rules, forthe purchase of, or subscription for,

fully paid-up Shares in the Company, if the purchase of, orthe subscription for the Shares held by trustees for the benefit of the employees or such Sharesheld by the employee of the Company;

(ii) The giving of loans by the Company to persons in the employment of the Company other thanits directors or Key Managerial Personnel, for an amount not exceeding their salary or wagesfor a period of six months with a view to enabling them to purchase or subscribe for fully paidup Shares in the Company to be held by them by way of beneficial ownership. Nothing in thisclause shall affect the right of the Company to redeem any shares issued under Section 55.

8.2 Notwithstanding what is stated in Articles 8.1 above, in the event it is permitted by the Law and subject to such conditions, approvals or consents as may be laid down for the purpose, the Company shall have the power to buy-back its own shares, whether or not there is any consequentreduction of Capital. If and to the extent permitted by Law, the Company shall also have the powerto re-issue the shares so bought back.

9. The Company shall have power to issue Securities at a premium and shall duly comply with the provision of Sections 52 of the said Act.

10. The Company may, subject to the provisions of Section 55 of the said Act, issue preference shareswhich are liable to be redeemed and may redeem such shares in any manner provided in the said section and may issue shares up to the nominal amount of the shares redeemed or to be redeemed.Where the Company has issued redeemable preference shares the provisions of the said section shall be complied with. The manner in which such shares shall be redeemed, shall be as provided by Article 80 unless the terms of issue otherwise provide.

IV. SHARES AND SHAREHOLDERS

11. (1) The Company shall cause to be kept and maintained the following registers namely:

(a) Register of members indicating separately for each class of equity and preference shares held by each member residing in India or outside India;

(b) Register of debenture-holders; and

(c) Register of any other security holders:

(d) including an index in respect of each of the registers to be maintained in accordance with Section 88 of the Act.

(2) The Company shall also comply with the provisions of Sections 92 of the Act as to filing Annual Returns.

(3) The Company shall duly comply with the provisions of Section 94 of the Act in regard to keeping of the Registers, Indexes, copies of Annual Returns and giving inspection thereof andfurnishing copies thereof.

12. The shares in the capital shall be numbered progressively according to their several classes. Shares at the disposal of the Directors.

13. Subject to the provisions of the said Act and these Articles, the shares in the capital of the Companyfor the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or anyone of them to such persons on such proportion and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 54 of the Act) at a discount and at such times as they may from time to time think fit and proper and with the sanction of the Company in General Meeting to give to any person the option to call for or be allotted sharesof any class of the Company either at par or at premium or subject aforesaid at a discount during such time and for such consideration and such option being exercisable at such times as the Directors think fit and may allot and issue shares in the capital of the Company in lieu of servicesrendered to the Company or in the conduct of its business; and any shares which may be so allottedmay be issued as fully paid up shares and if so issued shall be deemed to be fully paid up shares.

14. (1) The shares or other interest of any member in the Company shall be movable property transferable in the manner provided by the Articles of the Company.

(2) Each share in the Company having a share capital shall be distinguished by its appropriate number.

(3) A certificate under the Seal of the Company specifying any shares held by any Member shall be prima facie evidence of the title of the Member to such shares.

15. (1) Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal tothe aggregate amount of the value of the premiums on those Shares shall be transferred to anamount to be called "the securities premium account", and the provisions of the Act relating tothe reduction of the Share Capital of a company shall except as provided in this clause, apply asif the securities premium account were paid-up share capital of the Company.

(2) The securities premium account may be applied by the Company for the purposes permissiblepursuant to the Act.

16. The Company shall comply with the provisions of Section 62 of the Act with regard to increasingthe subscribed capital of the Company.

17. If and whenever as the result of issue of new shares or any consolidation or subdivision of shares,any shares become held by members in fractions the Directors shall subject to the provisions of theAct and the Articles and to the directions of the Company in general meeting, if any, sell those shares which members hold in fractions for the best price reasonably obtainable and shall pay anddistribute to and amongst the members entitled to such shares in due proportion, the net proceedsof the sale thereof. For the purpose of giving effect to any such sale the Directors may authorize anyperson to transfer the shares sold to the purchaser thereof comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares beeffected by any irregularity or invalidity in the proceedings in reference to the sale.

18. An application signed by or on behalf of an applicant for shares in the Company followed by an allotment of shares therein, shall be an acceptance of shares within the meaning of these Articles;The Directors shall comply with the provisions of Sections 39 and 40 of the Act so far as applicable.

19. The money (if any) which the Directors shall, on the allotment of any shares being made by them,require or direct to be paid by way of deposits, calls or otherwise in respect of any shares allotted bythem, shall, immediately on the inscription of the name in the Register of Members as the holder ofsuch shares, become a debt due to and recoverable by the Company from the allottee thereof, andshall be paid by him accordingly.

20. Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares, falling under the same class.

Explanation: - For the purpose of this provision shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

21. The Directors shall cause to be made the returns as to all allotments from time to time made in accordance with the provisions of Section 39 of the said Act.

22. If, by the conditions of allotment of any shares the whole or part of the amount or issue price thereof shall be payable by installments, every such installment shall, when, due, be paid to the Company by the person who for the time being and from time to time shall be of the shares or his legal representative.

23. Every member, or his executors or administrators or other representative, shall pay to the Companythe portion of the capital represented by his share or shares, which may, for the time being, remainunpaid thereon, in such amounts, at such time or times, and in such manner, as the Directors shall,from time to time, in accordance with the Company's regulations, require or fix for the payment thereof.

24. If any share stands in the names of two or more persons all the joint-holders of the share shall be severally as well as jointly liable for the payment of all deposits, installments, and calls due in respect of such shares, and for all incidents

thereof according to the Company's regulations; but the personsfirst named in the Register shall, as regards service of notice, and all other matters connected withthe Company, except the transfer of the share and any other matter by the said Act or herein otherwise provided, be deemed the sole holder thereof.

25. Save as herein or by laws otherwise expressly provided, the Company shall be entitled to treat theregistered holder of any share as the absolute owner thereof, and accordingly shall not, except as ordered by a Court of competent jurisdiction, or as by statute required, be bound to recognize anybenami trusts whatsoever or equitable, contingent, future, partial or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof;the Directors shall, however be at liberty, at their sole discretion, to register any share in the jointnames of any two or more persons, and the survivor or survivors of them.

V. CERTIFICATES

26. Subject to any statutory or other requirement having the force of law governing the issue and signatures to and sealing of certificate to shares and applicable to this Company for the time being in force the certificate of title to shares and the duplicate thereof when necessary shall be issued under the seal of the Company which shall be affixed in the presence of and signed by (1) two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and (2) the Secretary or some other person appointed by the Board for the purpose; a Director may sign a share certificate by affixing signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other materials used for the purpose.

27. (1) (i) Every member shall be entitled without payment to the certificate for all the Shares of eachclass or denomination registered in his name, or if the Board, so approve (upon paying such fees as the Board may from time to time determine) to several certificates, each for one orof such Shares and the Company shall complete such certificate within two months after the allotment or such period as may be determined at the time of the issue of such capitalwhichever is longer or within one month after registration of the transfer thereof as provided by Section 56 of the Act. Every certificate of shares shall have its distinctive number and be issued under the Seal of the Company and shall specify the number and denoting number of the shares in respect of which it is issued and the amount paid thereonand shall be in such form as the Board shall prescribe or approve provided that in respectof share or shares held jointly by several persons, the Company shall not be bound to issuemore than one certificate and the delivery of a certificate for a share or shares to one of several joint-holders shall be deemed to be sufficient delivery to all.

(ii) A certificate of shares registered in the names of two or more persons, unless otherwise directed by them in writing, may be delivered to any one of them on behalf of them all.

(2) (i) Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its shares, debentures and other securities pursuant to the Depositories Act, 1996 and to offer its shares, debentures and other securities for subscription in a dematerialized form.

(ii) Notwithstanding anything contained herein, the Company shall be entitled to treat the person whose names appear in the register of members as a holder of any share or whosenames appear as beneficial owners of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognize any benami trust or equity or equitable contingent or other claim to or interest in such share on the part of anyother person whether or not it shall have express or implied notice thereof.

(iii) Notwithstanding anything contained herein, in the case of transfer of shares or other marketable securities where the Company has not issued any Certificates and where suchshares or other marketable securities are being held in an electronic and fungible form, theprovisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialized.

28. If any certificate be worn out, defaced, destroyed or lost or if there be no further space on the backthereof for endorsement of transfer, then upon production thereof to the Board, they, may order the same to be cancelled, and may issue a new certificate in lieu thereof and if any certificate be lostor destroyed then upon proof thereof to the satisfaction of the Board and on such indemnity as the

Board deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. A sum not exceeding Rs. 50/- shall be paid to the Company forevery certificate issued under this clause, as the Board may fix from time to time, provided that nofee shall be charged for issue of new certificate in replacement of those which are old, worn, decrepit out or where the cages on the reverse for recording transfers have been fully utilized.

29. The Board may waive payment of any fee generally or in any particular case.

30. Every endorsement upon the certificate of any share in favour of any transferee thereof shall be signed by such person for the time being Authorised by the Board in that behalf.

31. The Board shall comply with requirements prescribed by any Rules made pursuant to the said Act;relating to the issue and execution of share certificates.

VI. CALLS ON SHARES

32. Subject to the provisions of Section 49 of the said Act, the Board may, from time to time, by meansof resolution passed at its meetings make such calls as they may think fit upon the members in respect of moneys unpaid on the share held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every callso made on him to the persons and at the times and place appointed by the Board. A call may be made payable by installments.

33. A call shall be deemed to have been made at the time when the resolution of the Board authorizingsuch call was passed and may be made payable by members on a subsequent date to be specified byDirectors.

34. Fourteen days' notice at least of every call made payable otherwise than on allotment shall be givenby the Company in the manner hereinafter provided for the giving of notices specifying the time and place of payment, and the person to whom such call shall be paid. Provided that before the time forpayment of such call the Board may by notice given in the manner hereinafter provided revoke thesame. The Board may, from time to time at their discretion, extend the time fixed for the paymentof any call, and may extend such time as to all or any of the members who, the Board may deem fairly entitled to such extension; but no member shall be entitled to any such extension, except as a matter of grace and favour.

35. If by the terms of issue of any share or otherwise any amount is payable at any fixed time or by installments at fixed times, whether on account of the share or by way of premium, every such amount or installments shall be payable as if it were a call duly made by the Board and of which due notice had been given, and all the provisions herein contained in respect of calls shall relate to suchamount or installments accordingly.

36. If the sum payable in respect of any call or such other amount or installments be not paid on or before the day appointed for payment thereof or any extension thereof as aforesaid, the holder forthe time being of the share, in respect of which the call shall have been made, or such amount or installment shall be due, shall pay interest for the same, from the day appointed for the payment thereof to the time of actual payment at such rate not exceeding ten per cent per annum, as shall from time to time be fixed by the Board. Nothing in this Article shall however, be deemed to makeit compulsory on the Board to demand or recover any such interest, and the payment of such interest, wholly or in part, may be waived by the Board if they think fit so to do.

37. Any money due from the Company to a member may, without the consent and notwithstanding theobjection of such member, be applied by the Company in or towards the payment of any money duefrom him to the Company for calls or otherwise.

38. either a judgement nor a decree in favour of the Company for calls of other moneys due in respectof any shares nor any part-payment or satisfaction thereunder nor the receipt by the Company of aportion 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 payment of any such money, shall preclude the forfeiture of such shares ashereinafter provided.

39. On the trial or hearing of any action or suit brought by the Company against any member or his legal representatives to recover any moneys claimed to be due to the Company for any call or othersum in respect of his shares, it shall be sufficient to prove that the name of the member in respect ofwhose shares the money is sought to be recovered, appears entered on the Register of Members asthe holder, or one of the holders, at or subsequent to the date at which the money sought to be recovered is alleged to have become due, on the shares in respect of which such money is sought tobe recovered, and that the amount claimed is not entered as paid in the books of the Company or the Register of Members and that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the member or his legal representatives sued in pursuance of these presents; and it shall not be necessary to prove the appointment of the Directorswho made such call, not that a quorum of Directors was present at the meeting of the Board at which such call was made, nor that the meeting at which such call was made duly convened or constituted, nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debts, and the same shall be recovered by the Company against the member or his representatives from whom the same is sought to be recovered unless it shall be proved, on behalf of such member or his representatives against the Company that the name of suchmember was improperly inserted in the register, or that the money sought to be recovered has actually been paid.

40. (1) The Board may, if they think fit, subject to the provisions of Section 50 of the Act receive fromany member willing to advance the same, either in money or money's worth the whole or anypart of the amount remaining unpaid on the shares held by him beyond the sum actually calledup and upon the moneys so paid or satisfied in advance, or so much thereof, as from time to time and at any time thereafter exceeds the amount of the calls then made upon and due respect of the shares on account of which such advances have been made, the Company maypay or allow interest at such rate as the member paying such advance and the Board agree upon; provided always that if at any time after the payment of any such money the rate of interest so agreed to be paid to any such member appears to the Board to be excessive, it shallbe lawful for the Board from time to time to repay to such member so much of money as shallthen exceed the amount of the calls made upon such shares, unless there be an express agreement to the contrary; and after such repayment such member shall be liable to pay, andsuch advance had been made, provided also that if at any time after the payment of any moneyso paid in advance, the Company shall go into liquidation, either voluntary or otherwise, before the full amount of the money so advanced shall have become due by the member to the Company for installments or calls, or any other manner, the member making such advance shall be entitled (as between himself and the other members) to receive back from the Company thefull balance of such moneys rightly due to him by the Company in priority to any payment to members on account of capital.

(2) The member making such advance shall not, however, be entitled to any voting rights in respect of the moneys so advanced by him until the same would, but for such payment, become presently payable.

VII. FORFEITURE OF AND LIEN ON SHARES

41. If any member fails to pay any money due from him in respect of any call made or amount or installment as provided in Article 35 on or before the day appointed for payment of the same, or anysuch extension thereof as aforesaid or any interest due on such call or amount or installment or anyexpenses that may have been incurred thereon, the Directors or any person Authorised by them forthe purpose may, at any time thereafter, during such time as such money remains unpaid, or a judgement or a decree in respect thereof remains unsatisfied in whole or in part, serve a notice in the manner hereinafter provided for the serving of notices on such member or any of his legal representatives or any of the persons entitled to the share by transmission, requiring payment of themoney payable in respect of such share, together with such interest and all expenses (legal or otherwise) incurred by the Company by reason of such non-payment.

42. The notice shall name a day (not earlier than the expiration of fourteen days from the date of the notice) and a place or places on or before and at which the money due as aforesaid is to be paid. Thenotice may also state that in the event of the non-payment of such money at or before the time andthe place appointed, the shares in respect of which the same owed will be liable to be forfeited.

43. If the requirements of any such notice as aforesaid are not complied with, every or any share in respect of which the notice is given may, at any time thereafter before payment of all calls or amounts or installments, interest and expenses due in respect thereof, be forfeited by a resolution ofthe Board to that effect. Such forfeiture shall include all dividends and bonuses declared in respectof the forfeited shares and not actually paid before the forfeiture.

44. When any share shall have been so forfeited, notice of the forfeiture shall be given to the member inwhose name it stood immediately prior to the forfeiture or to any of his legal representatives, or toany of the persons entitled to the share by transmission and an entry of the forfeiture, with the datethereof, shall forthwith be made in the Register of Members. The provisions of this Article are, however, directory only and no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

45. Any share so forfeited shall be deemed to be the property of the Company and the Board may sell,re-allot or otherwise dispose of the same, either to the original holder thereof or to any other persons, and either by public auction or by private sale and upon such terms and in such manner asthe Directors shall think fit.

46. In the meantime, and until any share so forfeited shall be sold, re-allotted or otherwise dealt with asaforesaid, the forfeiture thereof may at the discretion and by a resolution of the Board, be remittedor annulled as a matter of grace and favour but not as of right, upon such terms and conditions asthey think fit.

47. Any member whose shares have been forfeited shall, notwithstanding the forfeiture, remain liable to pay and shall forthwith pay to the Company all calls, amounts, installments, interest expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon, fromthe time of the forfeiture until payment, at the rates, not exceeding ten percent per annum as the Board may determine, in the same manner in all respects as if the shares had not been forfeited, without any. deduction or allowance for the value of the shares at the time to the forfeiture and the Board may enforce the payment thereof if they think fit (but without being under any obligation soto do) without entitling such member or his representative to any remission of such forfeiture or toany compensation for the same, unless the Directors shall think fit to make such compensation, which they shall have full power to do, in such manner and on such terms on behalf of the Company as they shall think fit.

48. The forfeiture of a share shall involve the extinction of all interest in and of all claims and demandsagainst the Company of the member in respect of the share and all other right of the member incident to the share except only such of those rights as by these Article are expressly saved.

49. The Directors may, subject to the provision of the Act, accept a surrender of any share from or byany member desirous of surrendering those on such terms as they think fit.

50. A certificate in writing, under signature of one Director and countersigned by any other person whomay be Authorised for the purpose by the Board, that the call, amount or installment in respect of ashare was made or was due or the interest in respect of a call, amount or installment was or the expenses were payable, as the case may be, the notice thereof as aforesaid was given and default inpayment was made and that the forfeiture of the share was made by a resolution of the Board to theeffect, shall be conclusive evidence of the facts stated therein as against all persons entitled to or interested in such share.

51. The Company may receive the consideration, if any, given for the share on any sale, re-allotment orother disposition thereof and the person to whom such share is sold, re-allotted or disposed of maybe registered as the holder of the share and shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share.

52. The Company shall have a first and paramount lien upon all the shares not being fully paid-up shares, registered in

the name of each member (whether solely or jointly with another or others) andupon the proceeds of sale thereof, for all moneys from time to time due or payable by him to the Company for calls made and all amounts or installments as provided by Article 35 payable in respect of such shares and no equitable interest in any shares shall be created except upon the footing and condition that Article 25 hereof is to have full effect. Any such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of atransfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Board may at any time declare any shares to be exempt, wholly or partially from the provisions of this Article.

53. For the purpose of enforcing such lien, the Directors may sell, the shares subject thereto in such manner as they think fit and transfer the same to the name of the purchaser, without any consent and notwithstanding any opposition on the part of the indebted member or any other person or persons interested therein and a complete title to the shares which shall be sold and transferred shallbe acquired by the purchaser, by virtue of such sale and transfer, against such indebted member andall persons claiming with or under him whether he may be indebted to the Company in point of factor not. But no such sale shall be made until notice in writing stating the amount due or specifyingthe liability of engagement and demanding payment or fulfillment or discharge thereof and of theintention to sell in default shall have been served upon such member or his heirs, executors, administrators, representatives or persons and default shall have been made by him or them in payment, fulfillment or discharge of such debts, liabilities or engagements for seven days after such notice.

54. The net proceeds of any such sale after payment of the costs of such sale, shall be applied in or towards the satisfaction of such debt's liabilities or engagements and the residue (if any) paid to such or any of his executors, administrators, representatives or assigns or any of the persons (if any) entitled by transmission to the shares sold.

55. Upon any sale after forfeiture or upon any sale for enforcing a lien, in purported exercise of the powers hereinbefore given, the Directors may appoint some person or persons to execute an instrument of transfer of the shares sold.

56. Upon any such sale after forfeiture or for enforcing a lien in purported exercise of powers the Boardshall cause the purchaser's name to be entered in the Register in respect of the shares sold and shallissue to the purchaser a certificate such as is specified in Article 50 hereof in respect of the sharessold 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 ofsuch 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.

VIII. TRANSFER AND TRANSMISSION OF SHARES

57. The Company shall keep a book called the 'Register of Transfers' and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share in the Company.

58. No transfer shall be registered unless a proper instrument of transfer has been delivered to the Company. Every instrument of transfer (which shall be in the form specified in the Rules) shall beduly stamped, dated and shall be executed by or on behalf of the transferor and the transferee and inthe case of a share held by two or more holders or to be transferred to the joint names of two or more transferees by all such joint-holders or by all such joint transferees, as the case may be, several executors or administrators of a deceased member proposing to transfer the shares registered in the name of such deceased member shall all sign the instrument of transfer in respect of the share as if they were the joint-holders of the share. The instrument of transfer shall specify the name, addressand occupation, if any, of the transferee.

59. In the case of the death of any one or more of the persons named in the Register as the joint- holders of any share, the survivor or survivors shall be the only persons recognized by the Companyas having any title to or interest in such share, but nothing herein contained shall be taken to releasethe estate of the deceased joint-holder from any liability on the shares held by him jointly with anyother person.

60. (1) On the death of a member, the survivor or survivors where the member was a joint holder, andhis nominee or nominees or legal representatives where he was a sole holder, shall be the onlypersons recognized by the

company as having any title to his interest in the shares.

(2) Where there is no, nominee, the executors or administrators of a deceased member not being one of several joint-holders shall be the only persons recognized by the Company as having any title to the shares registered in the name of such deceased member, and the Company shall not be bound to recognize such executors or administrators, unless they shall have first obtained probate or letters of administration or other legal representation, as the case may be, providednevertheless, the Directors, in any case where they in their absolute discretion think fit, may dispense with the production of Probate or Letters of Administration or such other legal representation, upon such terms as to indemnity or otherwise as they may deem fit and underthe next Article, register the name of any person who claims to be absolutely entitled to the shares standing in the name of the deceased member as a member in respect of such shares.

61. Subject to the provisions of the last preceding Article, any person to whom the right to any share has been transmitted in consequence of the death or insolvency of any member or otherwise by operation of law may, with the consent of the Board (which they shall not be under any obligation to give) and upon his producing such evidence that he sustains the character in respect of which he proposes to act under the Article and of his title as the Directors think sufficient be registered as a member in respect of such shares This clause is hereinafter referred to as the `transmission clause'. A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of effecting the transmission.

62. Every transmission of a share shall be verified in such a manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient; provided nevertheless, that there shall not be any obligation on the Company or the Directors to accept any indemnity, the Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

63. A person entitled to share by transmission may, until the Directors otherwise determine as providedin Article 129, receive and give discharge for any dividends, bonuses or other moneys payable inrespect of the share, but he shall not be entitled to vote at any meetings of the Company and to anyof the rights and privileges of a member, unless and until he shall have become a member in respect of the shares.

64. An application for the registration of a transfer of shares or other interest of a member in the Company may be made either by the transferor or the transferee. Where such application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection tothe transfer within two weeks from the delivery of the notice.

65. (1) It shall not be lawful for the Company to register a transfer of any shares unless the proper instrument of transfer duly stamped, dated and executed by or on behalf of the Transferor andby or on behalf of the Transferee and specifying the name and address and occupation of theTransferee has been delivered to the Company along with the scrip and if no such scrip is in existence, along with the letter of allotment of the shares. Where the proper instrument of transfer is not received by the Company within a period of two months from the date on whichthe instrument is dated, the Directors may at their sole discretion be entitled to seek such documentation including indemnities as it may deem fit, from both the transferor andtransferee, or from the person who has lodged the same for transfer, and the Board may at itssole discretion be entitled to give effect to the transfer on receipt of such documentation and indemnities (save where an order of a competent court is produced, the Board shall then giveeffect to the transfer).

(2) If the Company refuses to register the transfer of any shares, the Company shall within one month from the date on which the instrument of transfer is lodged with the Company send tothe Transferee and the Transferor notice of the refusal as provided in Article 66.

(3) Nothing in clause (1) shall prejudice any power of the Company to register as shareholder any person to whom the right to any share has been transmitted by operation of law.

(4) Nothing in this Article shall prejudice any power of the Company to refuse to register the transfer of any share.

66. The Board may, at its absolute and uncontrolled discretion and without assigning or being under any obligation to give any reason, decline to register or acknowledge any transfer or transmission of shares and in particular, may so decline in any case in which the Company has a lien upon the shares or any of them or in the case of shares not fully paid-up whilst any moneys called or payable at a fixed time in respect of the shares desired to be transferred or any of them remain unpaid or unless the transferee is approved by the Board. Nothing in Section 56 of the Act shall prejudice this power

to refuse to register the transfer of or the transmission by operation of law of the right to, any sharesor interest of a member in or debentures of the Company. The registration of a transfer shall be conclusive evidence of the approval by the Board of the transferee, but so far only as regards the share or shares in respect of which the transfer is so registered and not further or otherwise and notso as to debar the Board to refuse registration of any further shares applied for. If the Board refusesto register the transfer or transmission of any shares notice of the refusal shall within two monthsfrom the date on which the instrument of transfer on intimation of transmission was delivered to the Company be sent to the Transferee and the Transferor or to the person giving intimation of thetransmission, as the case may be.

67. The Transferor shall be deemed to remain the holder of the shares until the name of the transfereeshall be entered in the Register of Members.

68. Every instrument of transfer which shall be registered shall remain in the custody of the Company. If the transfer relates to the only share or all the shares comprised in the certificate, such certificate or a new certificate in lieu thereof shall, after the registration of the transfer, be delivered to the transferee and if the transfer relates only to a part of the shares comprised in the certificate, the same shall, on registration of the transfer be retained by the Directors and cancelled and new certificates will be issued to the transferor and the transferee in respect of the shares respectively, held by them.

69. The Directors shall have power on giving seven days' notice by advertisement as required by Section 91 of the Act to close the Transfer Book and Register of Members of such period or periods of timein every year as to them may seem expedient, but not exceeding 45 days in any year and not exceeding 30 days at any one time.

70. The Company shall incur no liability or responsibility whatever in consequence of its registering orgiving effect to any transfer of shares made or purporting to be made, by an apparent legal ownerthereof (as shown or appearing in the Register of Members), to the prejudice of any person or persons having or claiming any equitable right, title or interest to or in the same shares, notwithstanding that the Company may have had notice of such equitable right title or interest or prohibiting registration of such transfer and may have entered such notice or referred thereto in anybook of the Company; and the Company shall not be bound or required to regard or attend or giveeffect to any notice which may be given to it of any equitable right, title or interest or be under anyliability whatsoever for refusing or neglecting so to do, though it may have been entered or referredto in some books of the Company; but the Company shall nevertheless be at liberty to regard andattend to any such notice and give effect thereto, if the Directors shall so think fit.

71. The provision of these Articles shall mutatis mutandis apply to the transfer or transmission by operation of law of debentures of the Company.

IX. ALTERATION OF SHARE CAPITAL

72. The Company may by Ordinary Resolution so alter the conditions of its Memorandum of Association as: -

(1) To increase its share capital by such amount as it thinks expedient by issuing new shares;

(2) To consolidate and divide all or any of its share capital into shares of larger amount than itsexisting shares;

(3) To convert all or any of its fully paid-up shares into stock and reconvert that stock into fullypaid-up shares of any denominations;

(4) To sub-divide its shares or any of them into shares of smaller amount than is fixed by itsMemorandum of Association, so however that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it wasin the case of the share from which the reduced share is derived.

(5) to cancel any shares which, at the date of the passing of the resolution in that behalf, have notbeen taken or agreed to be taken by any person and diminish the amount of its share capital bythe amount of the shares so cancelled.

73. The Directors may from time to time without any sanction of the Company, whenever all the shares in the issued capital shall not have been subscribed and whether all the shares for the time being subscribed shall have been fully called up or not, issue further shares of such value as they may think fit out of the unsubscribed balance of the issued capital. Such further shares shall be issued upon such terms and conditions (and if preference shares upon such conditions as to redemption) and with such rights and privileges annexed thereto as the Board shall direct and in particular, such shares may be issued with a preferential or qualified right to dividend and in the distribution of assets of the Company and subject to the provisions of Section 47 of the said Act with a special or without any right of voting and the Board may dispose of such shares or any of them either at par or at a premium, to any members or any class thereof or in such other manner as the Board may think most beneficial to the Company.

74. (1) Where it is proposed to increase the subscribed capital of the Company by the issue of newshares:

(i) such new shares shall be offered to the persons who, at the date of the offer are holders ofthe equity shares of the Company, in proportion, as nearly as circumstances admit to the capital paid-up on these shares at that date;

(ii) 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 dateof the offer within which the offer, if not accepted, will be deemed to have been declined;

(iii) The offer aforesaid shall be deemed to include a right exercisable by the person concernedto renounce the shares offered to him or any of them in favour of any other person; and the notice shall contain a statement of this right;

(iv) after the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the Company.

(v) To employees under a scheme of employees' stock option, subject to Special Resolution passed by the company and subject to such conditions as may be specified in the relevantRules.

(vi) To any persons, by way of passing a Special Resolution to that effect, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be specified in the relevantRules

(2) Whenever any shares are to be offered to the members the Directors may dispose of any suchshares which, by reason of the proportion borne by them to the number of persons entitled tosuch offer or by reason of any other difficulty in apportioning the same cannot in the opinionof the Directors be conveniently offered to the members.

(3) The right to issue further shares provided in this clause, shall include a right to the Company, to issue any instrument, including Global Depositary Receipt Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by creation of new shares shall be considered as part of the capital and shall be subject

to theprovisions herein contained with reference to the payment of calls and installments, transfer, transmission, forfeiture, lien, surrender; voting and otherwise in all respects as if it had been the original capital.

75. The Directors shall, whenever there is a change in the share capital, file with the Registrar of Companies notice of the increase of the capital as provided by Section 64 of the said Act within thirty days after the passing of the resolution authorizing the increase.

76. (1) When any shares shall have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests therein or any part of such interest, in the same manner and subject to the same regulations as and subject to which shares in the Company'scapital may be transferred or as near thereto as circumstances will admit. But the Board mayfrom time to time, if they think fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but with full power, nevertheless, at the discretion to waive such rules in any particular case.

(2) Notice of such conversion of shares into stock or reconversion of stock into shares shall be filed with the Registrar of Companies as provided in the said Act.

77. The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted but no such privileges or advantages, except the participation in profits of the Company or in the assets of the Company on a winding up,shall be conferred by any such aliquot part of, consolidated stock as would not, if existing in shares,have conferred such privileges or advantages. No such conversion shall affect or prejudice any preference or other special holders of the share and authenticated by such evidence (if any) as theprovisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares and the words "share" and "shareholder" in these presents shall include "stock" and "stock-holder".

X. REDUCTION OF CAPITAL

78. The Company may from time to time by Special Resolution, in such manner specified in the Act and subject to such consents as may be required under any other law for the time being in force, reducein any manner:

(1) its share capital

(2) any capital redemption reserve account; or

(3) any securities premium account.

79. (1) Subject to the provisions of Section 55 of the said Act, whenever any preference shares are issued which are or at the option of the Company are to be liable to be redeemed, the followingprovisions shall take effect:

(i) No such shares shall be redeemed except out of the profits of the Company which wouldotherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption.

(ii) No such shares shall be redeemed unless are fully paid.

(iii) The premium, if any payable on redemption must be provided for out of the profits of theCompany or out of the Company's Securities Premium Account before the shares are redeemed.

(iv) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issuethere shall, out of profits which would otherwise have been available for dividend be transferred to the Capital Redemption Reserve Account, a sum equal to the nominal amount of the share redeemed.

(2) Subject to the provisions of Section 55 of the Act and these Articles the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any

such terms and conditions in such manner as the Directorsmay think fit.

(3) The redemption of preference shares under this provision by the Company shall not be takenas reducing the amount of its authorized share capital.

(4) Where the Company has redeemed or is about to redeem any preference shares, it shall neverhave power to issue shares up to the nominal amount of the shares redeemed or to be redeemed as if those shares had never been issued; and accordingly the share capital of the Company shall not, for the purpose of calculating the fees payable under Section 385 of the said Act, be deemed to be increased by the issue of shares in pursuance of this Article. Provided that, where new shares are issued before the redemption of the old shares, the new shares shall not so far as related to stamp duty, be deemed to have been issued in pursuance of this Articleunless the old shares are redeemed within one month after the issue of the new shares.

(5) The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares.

Xl. MODIFICATION OF RIGHTS

80. (1) Whenever the share capital by reason of issue of Preference Shares or otherwise is divided intodifferent classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act, be varied, commuted, affected, abrogated ordealt with by agreement between the Company and any person purporting to contract on behalf of that class provided such agreement is ratified in writing by holders of at least three-fourths of nominal value of the issued shares of the class or is sanctioned by Special Resolution passed at a separate meeting of the holders of the shares of that class and supported by the votes of the holders of not less than three-fourths of the shares of that class.

(2) This Article is not to derogate from any power the Company would have if this Article were omitted and in particular the powers under Chapter XV of the said Act or Chapter V of the Companies Act, 1956, whichever is in force for the time being.

The dissentient members shall have the right to apply to Tribunal in accordance with the provisions of Section 48 of the Act.

XII. JOINT HOLDERS

81. (1) Where two or more persons are registered as the holders of any Securities they shall be deemed(so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship subject to the following and other provisions contained in these Articles.

(2) The Company shall be entitled to decline to register more than three persons as the joint holders of any Securities.

(3) The joint holders of any Security shall be liable severally as well as jointly for and in respect ofall calls or installments and other payments which ought to be made in respect of such Securities.

(4) On the death of any one or more of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the Board may require such evidence of death as they may deem fit and nothing herein containedshall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

(5) Any one of such joint holders may give effectual receipts for any dividends or other moneyspayable in respect of such Security.

(6) Only the person whose name stands first in the Register of Members (or the relevant registermaintained for that Security) as one of the joint holders of any shares shall be entitled to delivery of the certificate relating to such or to receive notices (which expression shall be deemed to include all Documents) from the Company and any notice given to such person shall be deemed notice to all the joint holders.

(7) Any one of two or more joint holders may vote at any meeting (including voting by postal ballot and by

electronic voting) either personally or by an agent duly authorised under a powerof attorney or by 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 personally or by proxy or by attorney that one of such persons so present whose name stands first or higher (as the case maybe) on the Register in respect of such Security shall alone be entitled to vote in respect thereof.Provided always that a person present at any meeting personally shall be entitled to vote in preference to a person, present by an agent, duly authorised under a power of attorney or by proxy although the name of such persons present by an agent or proxy stands first in the Register in respect of such shares. Several executors of a deceased member in whose (deceased member's) sole name any Security stands shall for the purpose of this sub-clause be deemed joint holders.

XIII. GENERAL MEETING

82. The Company shall, in addition to any other meetings which are hereinafter referred to as "Extraordinary General Meeting", hold a General Meeting which shall be styled its Annual General Meeting at the intervals and in accordance with the provisions of the Act.

83. The Directors may call Extraordinary General Meetings of the Company whenever they think fit and such meetings shall be held at such place and time as the Directors think fit.

84. (1) If the default is made in holding an Annual General Meeting in accordance with Section 96 ofthe Act, the Tribunal may, notwithstanding anything in the Act, (or in the Articles of the Company) on the application of any member of the Company, call or direct the calling of a General Meeting of the Company, and give such ancillary or consequential directions as the Central Government thinks expedient in relation to the calling, holding and conducting of themeeting.

Explanation: - The directions that may be given, may include a direction that one member ofthe Company so present in person or by proxy shall be deemed to constitute a meeting.

(2) A General Meeting held in pursuance of sub-clause (i) shall subject to any directions of theTribunal be deemed to be an Annual General Meeting of the Company.

85. (1) The Board of Directors of the Company shall on the requisition of such number of members of the Company as is specified in sub-clause (4) forthwith proceed duly to call an Extraordinary General Meeting of the Company.

(2) The requisition shall set-out the matters for the consideration of which the meeting is to be called shall be signed by the requisitionists and shall be sent to the Registered Office of the Company.

(3) The requisition may consist of several documents in like form each signed by one or more requisitionists.

(4) The number of members entitled to requisition a meeting in regard to any matter shall be suchnumber of them as hold both on the date of such requisition and on the date of receipt of the requisition not less than one-tenth of such of the paid-up capital of the Company as at that datecarries the right of voting in regard to that matter.

(5) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (4) shall apply separately in regard to each such matters and the requisition shall accordingly be valid only in respect of these matters in respect to which the conditions specified in that sub-clause is fulfilled.

(6) If the Board does not, within twenty one days from the date of the receipt of a valid requisitionin regard to any matters, proceed duly to call a meeting for the consideration of those matterson a day not later than forty five days from the date of receipt of the requisition, the meetingmay be called and held by the requistionists themselves within a period of three months fromthe date of the requisition.

Explanation:- For the purposes of this sub-clause, the Board shall in the case of a meeting at which a resolution is to be proposed as a Special Resolution, be deemed not to have duly convened the meeting if they do not give such notice thereof as is required by sub-section (2)of Section 114.

(7) A meeting called under sub-clause (6) by the requisitionists or any of them -

(a) shall be called in the same manner as nearly as possible as that in which meetings are to becalled by the Board; but

(b) shall not be held after the expiration of three months from the date of the deposit of therequisition.

(c) shall convene meeting at Registered office or in the same city or town where Registeredoffice is situated and such meeting should be convened on working day.

(8) Where two or more persons hold any shares or interest in a Company jointly, a requisition or anotice calling a meeting signed by one or only some of them shall for the purposes of this Section have the same force and effect as if it has been signed by all of them.

(9) Any reasonable expenses incurred by the requisitionists by reasons of the failure of the Boardduly to call a meeting shall be repaid to the requisitionists by the Company; and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.

86. (1) A General Meeting of the Company may be called by giving at least clear twenty one day's notice in writing or through electronic mode but a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than ninety fivepercent of the members entitled to vote at such meeting. Provided that where any members ofthe Company are entitled to vote only on some resolution or resolutions to be moved at meeting and not on others, those members shall be taken into account for the purposes of thisclause in respect of the former resolution or resolutions and not in respect of the latter.

(2) Notice of every general meeting of the Company shall specify the place, date, day and the hourof the meeting and shall contain a statement of the business to be transacted thereat.

(3) Such notice shall be given -
(I) to every member of the Company, legal representative of any deceased Member or theassignee of an insolvent Member;
(ii) to the auditor or auditors of the Company; and
(iii) to every Director of the Company.
(iv) to every trustee for the debenture holder of any debentures issued by the Company.

(4) The accidental omission to give notice to or the non-receipt of notice by, any member or otherperson to whom it should be given shall not invalidate the proceedings at the meeting.

(5) In every notice calling a meeting of the Company there shall appear with reasonableprominence a statement that a member entitled to attend and vote is entitled to appoint a proxyor where that is allowed one or more proxies, to attend and vote instead of himself and that aproxy need not be a member.

(6) Where any items of business to be transacted at the meeting are deemed to be special as provided in Article 88 there shall be annexed to the notice of the meeting a statement settingout all materials facts concerning each such item of business namely:

(a) The nature of concern or interest, financial or otherwise, if any of the following persons, inrespect of each item of:
(i) every Director and the Manager; if any;
(ii) every other Key Managerial Personnel; and
(iii) relatives of the persons mentioned in sub-clause (i) and (ii);

(b) Any other information and facts that may enable members to understand the meaning,scope and implementation of the items of business and to take decision thereon.

(7) Where any item of business consists of the according of approval to any document by the meeting the time and place where the document can be inspected shall be specified in the statement aforesaid.

87. In the case of an Annual General Meeting all business to be transacted at the meeting shall be deemed special with the exception of business relating to (i) the consideration of the Financial Statements, (including the consolidated financial statements, if applicable), and the Reports of theBoard of Directors and Auditors, (ii) the declaration of a dividend, (iii) the appointment of Directors in the place of those retiring and (iv) the appointment of and the fixing of the remuneration of theAuditors. In the case of any other meeting all business shall be deemed special.

88. Upon a requisition of members complying with Section 111 of the said Act, the Directors shall comply with the obligations of the Company under the said Act relating to circulation of members'resolutions and statements.

89. A certificate in writing, signed by the Secretary or by a Director or some officer or agent appointedby the Board for the purpose, to the effect that according to the best of its belief the notices convening the meeting have been duly given shall be prima facie evidence thereof.

90. The Board, and the persons authorised by it, shall have the right to take and/or make suitable arrangements for ensuring the safety of any meeting-whether a general meeting or a meeting of anyclass of Security, or of the persons attending the same, and for the orderly conduct of such meeting,and notwithstanding anything contained in this Articles, any action, taken pursuant to this Article in good faith shall be final and the right to attend and participate in such meeting shall be subject to thedecision taken pursuant to this Article.

XIV. PROCEEDINGS AT GENERAL MEETINGS AND ADJOURNMENT THEREOF

91. No General Meeting, Annual or Extraordinary, shall be competent to enter upon, discuss or transact any business a statement of which has not been specified in the notice convening the meeting except as provided in the said Act.

92. No business shall be transacted at any General Meeting, unless the requisite quorum is present at the time when the meeting proceeds to business. The quorum for a general meeting shall be the presence in person of such number of members as specified in Section 103 of the Act. Subject to Article 82(7) when more than one of the joint-holders of a share is present only one of them shall becounted for ascertaining the quorum. Several executors or administrators of a deceased person in whose sole name shares stand shall for the purpose of this clause be deemed joint holders thereof.

93. If, within half an hour from the time appointed for holding the meeting, a quorum of members is not present, the meeting if convened by or upon such requisition of members as aforesaid shall bedissolved, but in any other case it shall stand adjourned pursuant to the provisions of sub-section (2)of section 103 of the Act.

94. If at such adjourned meeting a quorum of members is not present within half an hour from the timeappointed for holding the meeting, the members present, whatever their number, shall be a quorumand may transact the business and decide upon all matters which could properly have been disposedof at the meeting from which the adjournment took place, if a quorum had been present thereat.

95. The Chairman of the Board (whether Member or not) shall if present and willing, be entitled to takethe chair at every General Meeting, whether Annual or Extraordinary, but if there be no such Chairman or in case of his being present or being unwilling or failing to take the chair within fifteenminutes of the time appointed for holding such meeting, the members present shall choose anotherDirector (whether Member or not) as Chairman and if all the Directors present decline to take thechair or if there be no Director present, then the members present shall choose one of their own members to be Chairman of the meeting. If a poll is demanded it shall be taken forthwith in accordance with the provisions of sub-section (2) of section 104. The Chairman elected on a showof hands shall exercise all the powers of the Chairman for the purpose of such poll. If some otherperson is elected Chairman as a result of such poll, he shall be the Chairman for the rest of the meeting.

The Chairman be permitted to hold the position of both the Chairman of the Board and/or GeneralMeeting as well as Managing Director/CEO/equivalent position thereof in the Company as per therecommendations of the appropriate committee of the Directors and approved by the Board of Directors and as permitted by applicable laws from time

to time.

96. No business shall be transacted at any General Meeting, except the election of Chairman, whilst thechair is vacant.

97. The Chairman may, with the consent of a majority of the members personally present at any meeting, adjourn such meeting from time to time and from place to place in the city, town or villagewhere the Registered Office of the Company be situate 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. A resolution passed at an adjourned meeting of the Company shall be treated as having been passed on the date on which it was in fact passed and shall not be deemed tohave been passed on any earlier date.

98. Whenever any meeting is adjourned for thirty days or more notice of such adjourned meeting shallbe given as in the case of an original meeting.

99. (1) At any General Meeting, a resolution put to vote of the meeting shall, unless a poll is demanded under Section 109, or if the voting is carried out electronically be decided on a show of hands.Such voting in a general meeting or by postal ballot shall also include electronic voting in a General Meeting or Postal Ballot as permitted by applicable laws from time to time.

(2) A declaration by the Chairman in pursuance of clause (1) hereof that on a show of hands a resolution has or has not been carried or has or has not been carried either unanimously or by aparticular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number of proportion of the votes cast in favour of or against such resolution.
In case of an equality of votes the Chairman of any meeting shall both on the show of hands and ata poll (if any) held pursuant to a demand made at such meeting, have a second or casting vote.

100. (1) (a) The Company shall cause minutes of all proceedings of General Meetings of any class of shareholders or creditors, and every resolution passed by postal ballot and of all proceedings at meetings of its Board of Directors or of committees of the Board, to be entered in books kept for the purpose

(b) The minutes of each meeting shall contain a fair and correct summary of the proceedingsthereat.

(c) All appointments of officers made at any time of the meetings aforesaid shall be included inthe minutes of the meeting.

(d) In case of a meeting of the Board of Directors or of a Committee of the Board, the minutesshall also contain the names of the Directors present at the meeting; and the names of the Directors whoare present through video or other audio-visual means.

(i) in the case of each resolution passed at the meeting, the name of the Directors, if any,dissenting from or not concurring on the resolution.

(e) There shall not be included in the minutes, any matter which, in the opinion of the Chairman ofthe meeting:

(i) is or could reasonably be regarded as defamatory of any person;

(ii) is irrelevant to the interests of the Company; or

(iii) is detrimental to the interests of the Company

Explanation: -

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 Article.

(2) Any such minute, if purporting to be signed by the Chairman of the meeting at which the proceedings took place

or by the Chairman of the next succeeding meeting, shall be evidence of the proceedings.

(3) Where the minutes have been kept in accordance with clause (1) hereof; then until the contraryis proved, the meeting shall be deemed to have been duly called and held and all proceedingsthereat to have duly taken place and the resolution passed by circulation, postal ballot or otherpermitted means shall be construed to have been duly passed, and in particular all appointments of Directors, Key Managerial Personnel, Auditors or Company Secretary in practice, made atthe meeting shall be deemed to be valid, including the matters that are required to be transactedat a meeting of the Board as specified in Section 179 of the said Act.

101. (1) The books containing the minutes of the proceedings of General Meetings of the Companyshall

(a) be kept at the registered office of the Company; and

(b) be open during business hours to the inspection of any member without charge subject tosuch reasonable restrictions as the Company may impose so however that not less than twohours in each day are allowed for inspection.

(2) Any member shall be entitled to be furnished within seven working days after he has made request in that behalf to the Company with a copy of any Minutes referred to in sub-clause (1)on payment of Rs.10/- for every page or part thereof required to be photocopied and that the Company shall comply with provisions of Section 119 of the Act.

102. The provisions contained in Article 103 shall mutatis mutandis apply to other registers maintained under the provisions of the said Act, that can be inspected by an eligible person.

103. No document purporting to be a report of the proceedings of any General Meeting of the Companyshall be circulated or advertised at the expense of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

XV. VOTING RIGHTS AND PROXY

104. No member shall be entitled to exercise any voting right on any question either personally or by proxy or upon poll (including voting by electronic means) in respect of any shares registered in hisname on which any calls or other sums presently payable by him have not been paid or in regard towhich the Company has or has exercised any right of lien.

105. A member is not prohibited from exercising his voting right on the ground that he has held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 106.

106. Notwithstanding anything contained in this Articles, where the title to any Securities is under dispute before any court, where no injunction subsists (or direction made) as to the exercise of voting rightsor other rights of a member including the rights attached to such Securities, the Board shall be entitled to suspend any such right aforesaid.

107. A Member being a Body Corporate (whether a company within the meaning of the said Act or not)may by resolution of its Board of Directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of any classof members of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the Body Corporate which he represents as that body could exercise if it were a member, creditor or holder ofdebentures of the Company.

108. (1) Subject and without prejudice to any special privileges or restrictions or conditions for the timebeing attached to or affecting the preference or other special classes of shares, if any, issued byand for the time being forming part of the capital of the Company every member, entitled to vote under the provisions of these presents and not disqualified by the provisions of Articles 106, 108 and 109 or by any other Article shall on a show of hands

have one vote and upon a poll every member, present in person or proxy or agent duly authorised by a power-of-attorneyor representative duly authorised and not disqualified as aforesaid, shall have voting rights inproportion to his share of the paid-up equity capital of the Company subject however to any limits imposed by law. But no member shall have voting right in respect of any moneys paid inadvance as provided by Article 40(b).

(2) No member not personally present shall be entitled to vote on a show of hands unless such member is a Body Corporate present by proxy or by a representative duly authorised under Section 113 of the Act in which case such proxy or representative may vote on a show of handsas if he were a member of the Company.

(3) A Member may exercise his vote, in respect of items of business to be transacted for which notice is issued, by electronic means in accordance with Section 108, and shall vote only once.

109. On a poll taken at a meeting of the Company a member entitled to more than one vote, or his proxyor other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes orcast in the same way all the votes he uses. A member or his proxy who votes shall be deemed to have used all his votes unless he expressly gives written notice to the contrary at the time he castsany votes.

110. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself but aproxy so appointed shall not have any right to speak at the meeting and shall not be entitled to voteexcept on a poll. A person shall (a) not act as proxy for more than 50 Members and holding in aggregate not more than 10% of the total share capital of the Company; (b) not act as proxy for more than one Member, if that Member holds more than 10% of the total share capital of the Company.

The instrument appointing a proxy shall be in writing and shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a Body Corporate such instrument shall be under its seal or be signed by an officer or an attorney duly authorised by it, or by the persons authorised to act as the representative of such company under Article 110. Any instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or join in the demand for a poll on behalf of the appointer, where a poll has not been ordered to be carried out electronically.

111. No instrument of proxy shall be treated as valid and no person shall be allowed to vote or act as proxy at any meeting under an instrument of proxy, unless such instrument of proxy and power-of-attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall have been deposited at the Registered Office of the Company at least forty- eight hours before the time appointed for holding the meeting or adjourned meeting at which the persons named in such instrument proposes to vote. An instrument appointing a proxy or an attorney permanently or for a certain period once registered with the Company need not be again registered before each successive meeting and shall be in force until the same shall be revoked. Notwithstanding that a power-of-attorney or other authority has been registered in the records of the Company, the Company may by notice in writing addressed to the member or to attorney at least seven days before the date of a meeting require him to produce the original power-of-attorneyor authority and unless the same is thereupon deposited with the Company the attorney shall not beentitled to vote at such meeting unless the Directors in their absolute discretion excuse such non- production and deposit.

112. If any such instrument of appointment be confined to the objects of appointing an attorney or proxy or substitute, it shall remain, permanent or for such time as the Directors may determine inthe custody of the Company and if embracing other objects, a copy thereof, examined with the original shall be delivered to the Company to remain in the custody of Company.

113. The instrument appointing a proxy whether for a specified meeting or otherwise shall be in Form MGT-11

114. (1) A vote given in pursuance of an instrument of proxy shall be valid, notwithstanding the previous death of the principal or the revocation of the proxy or any power-of-attorney underwhich such proxy was signed or the

transfer of the shares in respect of which the vote is givenprovided no intimation in writing of the death, revocation or transfer shall have been receivedat the Registered Office of the Company before the vote is given.

(2) In case of e-voting, a Member shall be deemed to have exercised his voting rights by himself,even if any other person had voted using the login credentials of that Member.

115. No objection shall be made to the validity of any vote except at the meeting or adjourned meeting or poll at which such vote shall be tendered and every vote whether given personally or by proxy, andnot disallowed at such meeting or poll, shall be deemed valid for all purposes of such meeting or poll whatsoever.

116. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at suchmeeting and the Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. The Chairman shall be assisted by a scrutinizer, appointed by theBoard for this purpose.

XVI. CAPITALISATION OF PROFITS AND DIVIDENDS AND ISSUE OF BONUS SHARES

117. The Company in General Meeting may declare a dividend to be paid to the members according totheir respective rights and interests in the profits, and may fix the time for the payment thereof.

118. Any share holder whose name is entered in the Register of Members of the Company shall enjoy therights and be subject to the same liabilities as all other shareholders of the same class.

119. No larger dividend shall be declared than is recommended by the Directors, but the Company inGeneral Meeting may declare a smaller dividend.

120. Unless the Company otherwise resolves, dividends shall be paid in proportion to the amount paidup or credited as paid up on each share, where a larger amount is paid up or credited as paid up onsome share than on others. Provided always that any capital paid up on a share during the period inrespect of which a dividend is declared shall unless otherwise resolved be only entitled the holder of such share to a proportionate amount of such dividend from the date of payment.

121. Capital paid-up in advance of calls shall not confer a right to dividend or to participate in profits.

122. No dividends shall be payable except out of profits of the Company of the year or any other undistributed profits and no dividend shall carry interest against the Company. The declaration ofthe Directors as to the amount of the net profits of the Company shall be conclusive.

123. The Directors may, from time to time, declare and pay to the members such interim dividend as intheir judgment the position of the Company justifies.

124. No member shall be entitled to receive payment of any dividend in respect of any share or shares onwhich the Company has a lien, or whilst any amount due or owing from time to time to the Company, either alone or jointly with any other person or persons, in respect of such share or shares, or on any other account whatsoever, remains unpaid, and the Directors may retain, apply and adjust such dividend in or towards satisfaction of all debts, liabilities, or engagements in respect ofwhich the lien exists, and of all such money due as aforesaid.

125. The Directors may retain the dividends payable upon shares in respect of which any person is underthe transmission clause entitled to become a member, or which any person under the same clause isentitled to transfer, until such person shall become a member in respect thereof or shall duly transfer the same.

126. (1) A transfer of shares shall not pass the right to any dividend declared thereon before theregistration of the transfer.

(2) No dividend shall be paid by the Company in respect of any share except to the registered holder of such share or to his order or to his bankers or any other person as permitted by applicable law.

127. All dividends shall be paid by the cheque, or warrant in respect thereof shall be posted within thirtydays of the date on

which such dividend is declared by the Company. Every such cheque or warrantshall be made payable to the order of the person to whom it is sent. The Company shall not be liableor responsible for any cheque or warrant lost in transmission or for any dividend lost to the memberor person entitled thereto by forged endorsements on any cheque or warrant, or the fraudulent or improper recovery thereof by any other means.

128. Notice of the declaration of any dividend whether interim or otherwise, shall be given to the members in the manner hereinafter provided for giving of notice to member.

129. The Directors may, if they think fit, call upon the members, when applying for dividends, to produce their share certificates to such person or persons appointed by them in that behalf.

130. Any one of several persons who are registered as joint-holders of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

131. No dividend shall be payable except in cash.

Provided that nothing herein shall be deemed to prohibit the capitalisation of profits or reserves ofthe Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for thetime being unpaid on any shares held by the members of the Company.

Provided further that any dividend payable in cash may be paid in cheque or warrant or in any electronic mode to the Member entitled to the payment of the dividend.

132. Any General Meeting declaring a dividend may make a Call on the Members of such amount as themeeting fixes and so that the Call be made payable at the same time as the dividend, and the dividend may, if so resolved by the Company in General Meeting be set off against the Calls.

133. (1) A General Meeting of the Members, In a meeting in person or proxy or, through Postal Ballotor, by any other means, as may be permitted may on the recommendation of the Board, directcapitalisation of the whole or any part of the undivided profits for the time being of the Company or the whole or any part of the Reserve Fund or other funds of the Company including the moneys in the Securities Premium Account and the Capital Redemption ReserveAccount or the premiums received on the issue of any shares, debentures or debenture-stock of the Company and that such sum be accordingly set free for the purpose, (1) by the issue and distribution, among the holders of the shares of the Company or any of them, in accordance with their respective rights and interests and in proportion to the amounts paid or credited aspaid up thereon, of paid-up shares, debentures, debenture-stock bonds or other obligations ofthe Company, or (2) by crediting any shares of the Company which may have been issued andare not fully paid up, in proportion to the amounts paid or credited as paid up thereon respectively, with the whole or any part of the same.

(2) For the purposes above set out the Company may, subject to the provisions contained in section 63, apply: (i) its free reserves, (ii) the Securities Premium Account subject to the provisions of Section 52(2) of the said Act; (iii) the Capital Redemption Reserve Fund subjectto the provisions of Section 55(4) of the said Act; and (iv) such other reserves or account as may be applied for issue of bonus shares.

134. The Board shall have the right to fix a date for the purpose of determining the Members who are entitled to the payment of the dividend, or shares pursuant to the capitalisation of reserves, and forany other action of the Company that requires determination of the details of Members.

XVII. ACCOUNTS

135. (1) The Directors shall keep or cause to be kept at the Registered Office of the Company or at such place in India as the Board thinks fit proper books of accounts in respect of:

(i) all sums of money received and expended by the Company, and the matters in respect ofwhich the receipt and expenditure take place;

(ii) all sales and purchase of goods by the Company; and

(iii) the assets and liabilities of the Company.

(iv) The items of cost, if any- as specified in the relevant Rules.

(2) Proper books of account shall also be kept at each branch office of the Company, whether inor outside India, relating to the transactions of that office and proper summarised returns madeup to dates at intervals of not more than three months shall be sent by each branch office to the Company at its Registered Office of the Company or the other place referred to in clause (1) hereof.

(3) The books of account referred to in clause (1) and (2) shall be such books as are necessary togive a true and fair view of the state of affairs of the Company or such branch office and to explain its transaction.

(4) The books of accounts and other Books and Papers shall be open to inspection by any Directors during business hours.

(5) The Directors shall comply in all respects with Sections 128, 129, 133, 134, 136, to 138 of thesaid Act and any statutory modifications thereof.

136. The Directors shall, from time to time, determine whether and to what extent, and at what times andplaces, and under what conditions or regulations, the accounts and books of the Company, or any ofthem, shall be open to the inspection of the members not being Directors; and no member (not being a Director) shall have any right of inspection of any account or book or document of the Company except as conferred by law or authorised by the Directors.

137. Subject to Section 129 of the Act at every Annual General Meeting of the Company the Directorsshall lay before the Company a Financial Statements for each financial year.

138. The Financial Statements shall give a true and fair view of the state of affairs of the Company at theend of the period of the account.. Financial Statements shall comply with the provisions of Section129 and 133 of the said Act.

139. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act.

140. The Directors shall make out and attach to every Balance Sheet laid before the Company in GeneralMeeting a Report of the Board of Directors which shall comply with the requirements of and shallbe signed in the manner provided by Section 134 of the said Act.

141. (1) A copy of every Financial Statements (including consolidated Financial Statements, the Auditors' Report and every other document required by law to be annexed or attached, as thecase may be, to the Financial Statement) which is to be laid before the Company in General Meeting shall not less than twenty one days before the date of meeting be sent to every member, every trustee for the debenture holder of any debentures issued by the Company, tothe Auditors of the Company, and every director of the Company.

If the copies of the documents aforesaid are sent less than twenty one days before the date ofthe meeting they shall, notwithstanding that fact, be deemed to have been duly sent if it is soagreed by ninety five percent of the members entitled to vote at the meeting.

The accidental omission to send the documents aforesaid, to or the non-receipt of the documents aforesaid by, any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

(2) Any member or holder of debentures of the Company whether he is or is not entitled to havecopies of the Company's Financial Statements sent to him, shall on demand, be entitled to befurnished without charge, and any person from whom the Company has accepted a sum of money by way of deposit shall on demand accompanied by the payment of a fee of fifty rupees, be entitled to be furnished with a copy of the last Financial Statements and every other documents required by law to be annexed or attached thereto. The Directors shall arrange to maintain at the Registered office of the Company a Register of Directors, Key Managerial Personnel, containing the particulars and in the form prescribed by Section 170 of the Act. It shall be the duty of every Director and other persons regarding whom particulars have to be maintained in such Registers to disclose to the Company any matters relatingto himself as may be necessary to comply with the provisions of the said sections.

142. A Director may receive remuneration by way of fee not exceeding such amount as may be permissible under the Rules for attending each meetings of the Board or Committee thereof; or ofany other purpose whatsoever as may be decided by the Board.

143. Subject to the provisions of Section 197 of the said Act:

(1) Any one or more of the Directors shall be paid such additional remuneration as may be fixedby the Directors for services rendered by him or them and any one or more of the Directors shall be paid further remuneration if any as the Company in General Meeting or the Board ofDirectors shall from time to time determine. Such remuneration and/or additional remuneration may be paid by way of salary or commission on net profits or turnover or by participation in profits or by way of perquisites or in any other manner or by any or all of those modes.

(2) If any director, being willing shall be called upon to perform extra services, or to make any special exertion for any of the purposes of the Company, the Company in General Meeting orthe Board of Directors shall, subject as aforesaid, remunerate such Director or where there ismore than one such Director all or such of them together either by a fixed sum or by a percentage of profits or in any other manner as may be determined by the Directors and suchremuneration may be either in addition to or in substitution for the remuneration above provided.

144. The Directors may from time to time fix the remuneration to be paid to any member or members oftheir body constituting a committee appointed by the Directors in terms of these articles not exceeding such amount as is permissible under the Rules, per meeting attended by him.

145. The Board of Directors may allow and pay to any Director fair compensation for his travelling andother expenses incurred in connection with the business of the Company including attendance at meeting of the Board or Committee thereof.

XVIII. APPOINTMENT AND ROTATION OF DIRECTORS

151a. The following shall be the First Directors of the Company: -

1. Monnappa Nachappa Bachangada
2. Bachangada Monnappa Saraswathi
3. Virender Goyal
4. Rajesh Mittal

151b. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemedto accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may bepaid all travelling,

hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereofor general meetings of the company; or

(b) in connection with the business of the company.

152a.A person shall not be capable of being appointed Director of the Company, if: -

(i) he has been found to be unsound mind by court of competent jurisdiction.

(ii) he is an undischarged insolvent;

(iii) he has applied to be adjudicated as an insolvent and his application is pending;

(iv) he has been convicted by a Court in India of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than 6 months, and aperiod of five years has not elapsed from the date of expiry of the sentence;

(v) he has not paid any call in respect of shares of the Company held by him, whether alone or jointly with others and six months have elapsed from the last day fixed for the payment for thecall; or

(vi) an order disqualifying him for appointment as Director has been passed by a Court or Tribunaland the order is in force,

(vii) he has been convicted of the offence dealing with related party transactions under Section 188;or.

(viii) he has not complied with sub-section 3 of section 152.

153. (1) The Company shall appoint such number of Independent Directors as it may deem fit, for a term specified in the resolution appointing him. An Independent Director may be appointed to hold office for a term of up to five consecutive years on the Board of the Company and shall beeligible for re-appointment on passing of Special Resolution and such other compliances as maybe required in this regard. No Independent Director shall hold office for more than twoconsecutive terms. The provisions relating to retirement of directors by rotation shall not be applicable to appointment of Independent Directors.

(2) Not less than two-thirds of the total number of Directors of the Company shall:

(i) be persons whose period of office is liable to determination by retirement of Directors byrotation; and

(ii) save as otherwise expressly provided in the said Act; be appointed by the Company inGeneral Meeting.

Explanation: - for the purposes of this Article "total number of Directors" shall not includeIndependent Directors appointed on the Board of the Company.

(3) The remaining Directors of the Company shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit.

154. (1) Subject to the provisions of Section 152 of the Act at every Annual General Meeting, one-thirdof such of the Directors for the time being as are liable to retire by rotation, or if their numberis not three or a multiple of three, then the number nearest to one-third, shall retire from office.

(2) The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become 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. A retiring Director shall be eligible for re-election.

(3) (i) At the Annual General Meeting at which a Director retires as aforesaid, the Company mayfill up the vacancy by appointing the retiring Director or some other person thereto.

(ii) 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 till the same day in thenext week, at the same time and place, or if that day is a National Holiday, till the next succeeding day which is not a holiday, at the same time and place.

(iii) If at the adjourned meeting also, the place of the retiring Director is not filled up and thatmeeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless :-

(i) at the meeting or at the previous meeting a resolution for the re-appointment of suchDirector has been put to the meeting and lost;

(ii) the retiring Director has, by a notice in writing addressed to the Company or its Boardof Directors, expressed his unwillingness to be so re-appointed;

(iii) he is not qualified or is disqualified for appointment;

(iv) a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of the said Act; or

(v) Section 162 is applicable to the case.

155. The Company may by an ordinary resolution remove any Director (not being a Director appointedby the Tribunal in pursuance of Section 242 of the Act) in accordance with the provisions of Section 169 of the Act. A Director so removed shall not be reappointed a Director by the Board of Directors.

156. A person who is not a retiring Director shall subject to the provisions of the said Act, be eligible forappointment to the Office of Director at any General Meeting, if he or some member intending topropose him has, not less than fourteen days before the meeting, left at the Registered Office of theCompany a notice in writing under his hand signifying his candidature for the office of Directors oras the case may be, the intention of such Member to propose him as a candidate for the office, alongwith deposit of one lakh rupees or such other amount as may be specified in the relevant Rules.

The amount so deposited shall be refunded to such person or, as the case may be, to the Member, ifthe person proposed gets elected as a Director or gets more than 25% of total valid votes.

157. A person appointed as a Director shall not act as a Director unless he gives his consent to hold theoffice as director and such consent has been filed with the Registrar within thirty days of his appointment in such manner as prescribed in the relevant Rules.

158. (1) At a General Meeting of the Company a motion shall not be made for the appointment of twoor more persons as Directors of the Company by a single resolution, unless a resolution that isshall be so made has first been agreed to by the meeting without any vote being given against it.

(2) A resolution moved in contravention of clause (1) shall be void, whether or not objection wastaken at the time to its being so moved;

(3) For the purpose of this Article a motion for approving a person's appointment or fornominating a person for appointing shall be treated as a motion for his appointment.

159. The Directors shall have power at any time and from time to time, to appoint any person other thana person who fails to get appointed as a director in a general meeting, as an additional director at any time. Each such Additional Director shall hold office only up to the date of the next following Annual General Meeting, or the last date on which the annual general meeting should have been held, whichever is earlier, but shall be eligible for appointment by the

Company at that meeting as aDirector.

160. (1) If the office of any Director appointed by the Company in General Meeting is vacated beforehis term of office expires in the normal course, the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board.

(2) Any person so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it has not been vacated as aforesaid.

161. (1) The Board of Directors may appoint a person, not being a person holding any alternate directorship for any other Director in the Company, to act as an Alternate Director to act for aDirector (hereinafter called "the Original Director") during his absence for a period of not lessthan three months from India.

(2) No person shall be appointed as an alternate director for an Independent Director unless he isqualified to be appointed as an Independent Director.

(3) An Alternate Director shall be entitled to notice of meetings of the Directors, and to attend andvote thereat accordingly.

(4) An Alternate Director shall vacate office if and when the Original Director returns to India.

(5) If the term of office of the Original Director is determined before he so returns to India as aforesaid any provision for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director.

(6) An Alternate Director may be removed by the Board of Directors which may appoint anotherAlternate Director in his place.

162. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long astheir number is reduced below three, the continuing Directors may act for the purpose of increasingthe number of Directors to the said number, or of summoning a General Meeting of the Company,but for no other purpose.

XIX. RESIGNATION OF OFFICE BY DIRECTORS

163. Subject to the provisions of Section 168 of the Act a Director may at any time resign from his officeupon giving notice in writing to the Company of his intention so to do, and thereupon his office shall be vacated.

XX. PROCEEDINGS OF BOARD OF DIRECTORS

164. A minimum number of four meetings of the Directors shall have been held in every year in such amanner that not more than one hundred and twenty days shall intervene between two consecutivemeetings of the Board. The Directors may meet together for the conduct of business, adjourn and otherwise regulate their meeting and proceedings, as they think fit, and may determine the quorumnecessary for the transaction of business.

165. The Board of Directors shall be entitled to hold its meeting through video conferencing or other permitted means, and in conducting the Board meetings through such video conferencing or other

permitted means the procedures and the precautions as laid down in the relevant Rules shall be adhered to. With regard to every meeting conducted through video conferencing or other permittedmeans, the scheduled venue of the meetings shall be deemed to be in India, for the purpose of specifying the place of the said meeting and for all recordings of the proceedings at the meeting.

166. Subject to provisions of Section 173 (3) of the Act, notice of not less than seven days of every meeting of the Board of Directors of the Company shall be given in writing to every Director at hisaddress registered with the company and shall be sent by hand delivery or by post or through electronic means. The meeting of the Board may be called at a

shorter notice to transact urgent business subject to the condition that at least one Independent Director of the Company shall be present at the meeting. In the event, any Independent Director is not present at the meeting called at shorter notice, the decision taken at such meeting shall be circulated to all the directors and shall befinal only on ratification thereof by at least one Independent Director.

167. The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one third being rounded off as one), or two directors whichever is higher and the directors participating by video conferencing or by other permitted means shall also counted for thepurposes of this Article.

Provided that where at any time the number of interested Directors exceeds or is equal to two-thirdsof the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, being not less than two, shall be the quorum during such time.

Explanation:

The expressions "interested Director" shall have the meanings given in Section 184(2) of the saidAct and the expression "total strength" shall have the meaning as given in Section 174 of the Act.

168. (1) If a meeting of the Board could not be held for want of a quorum then the meeting shall automatically stand adjourned to the same day in the next week, at the same time and place, orif that day is a National Holiday, till the next succeeding day which is not a National Holiday at the same time and place.

(2) The provisions of Article 169 shall not be deemed to have been contravened merely by reasonof the fact that a meeting of the Board which has been called in compliance with the terms ofthat Article could not be held for want of a quorum.

169. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and directions by law or under the Articles and regulations for the time being vested in or exercisable by the Directors generally.

170. The Chairman may, and manager or Secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.

171. Questions arising at any meeting of the Directors shall be decided by a majority of votes, and in case of an equality of votes, the Chairman thereat shall have a second or casting vote.

172. The Directors may elect a Chairman of their meetings, and determine the period for which he is tohold office, and unless otherwise determined the Chairman shall be elected annually. If no Chairmanis elected, or if at any meeting the Chairman is not present within five minutes of the time appointed for holding the same, or is unwilling to preside, the Directors present may choose one of their members to be the Chairman of such meeting.

173. Subject to the provisions of Section 179 of the said Act, the Directors may delegate any of their powers, other than powers which by reason of the provisions of the said Act cannot be delegated tocommittees consisting of such member or members of their body as they may think fit, and they may from time to time revoke and discharge any such Committee either wholly or in part, and eitheras to persons or purposes. Every Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors,and all acts done by any such Committee in conformity with such regulations and in fulfillment ofthe purpose of their appointment, but not otherwise, shall have the like force and effect as if doneby the Board.

174. The meetings and proceedings of any such Committee consisting of two or more members shall begoverned by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto, and are not superseded by the express terms ofthe appointment of any such Committee, or by any regulations made by the Directors.

175. A resolution not being a resolution required by the said Act or otherwise to be passed at a meetingof the Directors,

may be passed without any meeting of the Directors or of a committee of Directors provided that 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 as the case may be, at their addresses registered with the Company, by hand delivery or by post or courier or through electronic means as permissible under the relevant Rules and has been approved by a majority of the Directors as are entitled to vote on the resolution.

176. All acts done by a person as a Director shall be valid, notwithstanding that it may be afterwards discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in the said Act or in these Articles. Provided thatthis Article shall not give validity to acts done by a Director after his appointment has been shownto the company to be invalid or to have terminated.

177. The Directors shall cause minutes to be duly entered in a book or books provided for the purpose inaccordance with these presents and section 118 of the Act.

178. (1) The Directors shall cause to be kept at the Registered Office (a) a Register mentioned in Article 152 and (b) a Register of Contracts or arrangements of which they are interested, containing the particulars required by Section 189 of the Act.

(3) The provisions contained in Article 103 (1)(b) and 103(2) relating to inspection and takingcopies shall be mutatis mutandis be applicable to the registers specified in this Article.

XXI. APPOINTMENT OF KEY MANAGERIAL PERSONNEL

179. (1) Subject to the provisions of the Act:

(i) A Key Managerial Personnel may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and the Key Managerial Personnel so appointed may be removed by means of a resolution in the Board Meeting.

(ii) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

XXII. BORROWING POWERS OF DIRECTORS

180. (1) Subject to clause (2) hereof the Directors may, from time to time at their discretion raise or borrow, or secure the repayment of any loan or advance taken by the Company. Any such

moneys may be raised and the payment or repayment of such moneys maybe secured in suchmanner and upon such terms and conditions in all respects as the Directors may think fit and,in particular by promissory notes, or by opening current accounts or by receiving deposits andadvances at interest, with or without security, or by the issue of debentures of debenture-stockof the Company charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being, or by mortgaging, charging or pledging any lands, buildings, machinery, plants, goods or other property and securities of theCompany, or by such other means as to them may seem expedient.

(2) The Board of Directors shall not, except with the consent of the Company in General Meeting,borrow moneys where the moneys to be borrowed together with the moneys already borrowedby 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 Companyand its free reserves, that is to say, reserves not set apart for any specific purpose. No debt bythe Company in excess of limit imposed by this Article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that Article has been exceeded.

(3) Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company, shall be under the Control of the Directors who may issue them upon such terms and conditions and in such manner and

for such consideration as they shall consider to be forthe benefit of the Company.

(4) Any such debentures, debenture-stock and other securities may be made assignable free fromany equities between the Company and the person to whom the same may be issued.

(5) If any other offer is made to the public to subscribe for or purchase debentures the provisionsof the said Act relating to a prospectus shall be complied with.

(6) (i) Any such debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise, and on condition (with the consent of the Company in General Meeting) and they may have a right to allotment of or be convertible into shares ofany denominations, and with any special privileges and conditions as to redemption (or being irredeemable), surrender, drawings, re-issue, attending at General Meeting of the Company, appointment of Directors, and otherwise, provided that no debentures, debenture-stock, bonds or other securities may be issued carrying voting rights.

(ii) The Company shall have power to re-issue redeemed debentures.

(iii) A contract with the Company to take up and pay for any debentures of the Company maybe enforced by a Deed for specific performance.

(iv) The Company, shall within two months after the allotment of any of its shares, and six months after the allotment of any debentures or debenture-stock, and within one month after the application for the registration of the transfer of any shares, debentures or debenture-stock have completed and have ready for delivery the certificates of all shares,the debentures and the certification of all debenture-stock allotted or transferred, unless theconditions of issue of the shares, debentures of debenture-stock otherwise provide

The expression "transfer" of the purpose of the sub clause means a transfer duly stamped, dated and otherwise valid, and does not include any transfer which the Company is for anyreason entitled to refuse to register and does not register.

(7) (i) A copy of any trust deed for securing any issue of debentures shall be forwarded to the holder of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment of rupees fifty (Rs. 50/-);

(ii) The Court may also, by order, direct that the copy required shall forthwith be sent to the person requiring it.

(iii) The Trust Deed referred to in sub-clause (i) shall be open inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on paymentof the same fees, as if it were the register of members of the Company.

181. If any uncalled capital of the Company is included in or charged by any mortgagor other security,the Directors may, by instrument under the Company's seal, authorise the person in whose favoursuch mortgage or other security is executed, or any other person in trust for him to make calls on the members in respect of such uncalled capital, and the provisions hereinbefore contained in regard to call shall mutatis mutandis apply to calls under such authority, and such authority may be madeexercisable either conditionally or unconditionally and either presently or contingently, and either to the exclusion of the Directors power or otherwise, and shall be assignable if expressed so to be.

182. If the Directors or any of them or any other person shall become personally liable for the paymentof any sum primarily due from the Company, the Board may execute or cause to be executed anymortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss inrespect of such liability.

183. The Company may exercise the power to keep foreign register of members or debenture holders orother security holders or beneficial owners residing outside India as provided in Section 88 of theAct.

XXIII. POWER OF DIRECTORS

184. (1) Subject to the provisions of Section 135, 179, 180, 181, 182, 183, 184, 185, 186, 188 and 203 of the Act, the Board of Directors of the Company shall be entitled to exercise all such powers,give all such consents, make all such arrangements, be nearly do all such acts and things as areor shall be by the said Act, and the memorandum of association and these precedents directedor authorized to be exercised, given, make or done by the Company and are not thereby expressly directed or required to be exercise, given, made or done by the Company in General Meeting, but subject to such regulations being (if any) not inconsistent with the said provisionsas from time to time may be prescribed by the Company in General Meeting provided that noregulation so made by the company in General Meeting shall invalidate any prior act of the Directors which would have been valid if the regulations had not been made.

(2) Save as provided by the said Act or by these presents and subject to the restrictions imposed bySection 179 of the said Act, the Directors may delegate all or any powers by the said Act or bythe Memorandum of Association or by these presents reposed in them.

185. Subject to the provisions of Articles 189 but without prejudice to the General Powers thereby conferred and so as not in any way to conferred by these presents, it is hereby expressly declared that the Directors shall have the following powers and authorities, that is to say power and authority

(1) (i) to enter into agreements with foreign components and other persons for obtaining bygranting licence or other terms, formulae and other rights and benefits and to obtain

financial and or technical collaboration, technical information, knowhow and expert advice in connection with the activities and business permitted under the Memorandum of Association of the Company.

(ii) to take over and acquire the industrial licence, import licence, permit and other rights on payment of actual and out of pocket expenses incurred thereof, and compensation for technical services rendered in connection therewith:

(iii) to pay and charge to the Capital / Revenue Account of the Company the legal and other costs, charges and expenses of and preliminary and incidental to the promotion, formation,establishment and registration of the Company including the stamps and fees paid in respect thereof:

(iv) to pay and charge to the Capital / Revenue Account of the Company any commission or interest lawfully payable under the provisions of the said Act:

(v) To carry out activities that are specified in Schedule VII of the Act, and for this purpose expend / incur the monies of the Company, and all monies so expended or incurred for this purpose shall also be construed to be for the purpose of the Company's business.

(2) to purchase in India or elsewhere any machinery plant, stores and other articles and things forall or any of the objects or purpose of the Company;

(3) to purchase, take on lease or otherwise acquire in India any lands (whether freehold, leaseholdor otherwise) and with or without houses, buildings, structures or machinery (fixed or loose)and any moveable property, rights or privileges (including intellectual property rights) from any person including a Director in furtherance of or for carrying out its objects, at or for such priceor consideration and generally on such terms and conditions and with such titled thereto as they may think fit or may believe or be advised to be reasonable satisfactory.

(4) to purchase, or otherwise acquire from any person and to resell, exchange, and repurchase anypatent for or licence for the use of any invention.

(5) to purchase or otherwise acquire for the Company any other property, formule, concessions, rights and 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.

(6) in any such purchase or other acquisition to accept such titled as the Directors may believe ormay be advised to be reasonably satisfactory. At their discretion to pay for any property, rightsor privileges acquired by or services rendered to the Company, either wholly or partly in cash or in shares, or in both, or in 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 paidup thereon as may be agreed upon and any bonds, debentures, mortgages or other securities, may be either specifically charged upon all or any part of the property of the Company, and itsuncalled capital or not so charged.

(7) to sell for cash or on credit or to contract for the sale and future delivery of or to and for sale inany part of India or elsewhere any products or Articles produced, manufactured or prepared bythe Company as the Directors may deem advisable.

(8) to erect, construct, and build and factories, warehouses, godowns, engine houses, tanks, wells, or other constructions, adopted to the objects of the Company or may be considered expedientor desirable for the objects or purposes of the Company or any of them;

(9) to sell from time to time any articles, materials, machinery, plant, stores and other articles andthings belonging to the Company as the Directors may think proper and to manufacturer, prepare and sell waste and by-products;

(10) from time to time to extend the business and undertaking of the company by adding to, altering, or enlarging all or any of the building, factories, workshops, premises, plant and machinery, for the time being the property or in the possession of the Company, or by erectingnew or additional buildings, and to expend such sums of money for the purposes aforesaid orany of them, as may be thought necessary or expedient;

(11) to remove all or any of the machinery, plant and other movable property of the Company forthe time being in or upon lands, buildings, or premises of the Company to other lands, buildings, or premises;

(12) to negotiate for, and subject to the approval of the Company in General Meeting, contract forthe sale and transfer of all or any part of the property and undertaking of the Company as a going concern, subject or not subject to all or any of the obligations and liabilities of the Company;

(13) to undertake on behalf of the Company the payment of all rents the performance of all covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company, and to purchase the reversion or reversions, and otherwise to acquire the freehold or fee-simple of all or any of the lands of theCompany for the time being held under lease, or for an estate less than a free hold estate;

(14) to improve, manage, develop, exchange, lease, sell, re-sell and re- purchase, dispose of, deal with or otherwise turn to account and property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested;

(15) 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 unpaid capital for thetime being or in such manner as they may think fit.

(16) to accept from any member, on such terms and conditions as shall be agreed upon and as far asmay be permissible by law, a surrender of his shares or any part thereof;

(17) to determine from time to time who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsement, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes;

(18) to make advances and loans without any security, or on such security as they may think properand to take security for already existing debts, and otherwise to invest and deal with any of themoneys of the Company not immediately required for the purpose thereof in Government orMunicipal securities, fixed deposits in banks and in such other manner as they may think fit and from time to time vary or realise such investments, and for the purpose aforesaid to authorisesuch persons within limits to be fixed from time to time by the Board.

(19) to make and give receipts, releases and other discharges for moneys payable to, or for goods orproperty belonging to the Company, and for the claims and demands of the Company;

(20) subject to the provisions of Section 179, 180 and 186 of the said Act, to invest and deal withany moneys of the Company not immediately required of the purposes thereof, upon such security (not being shares of the Company) or without security and in such manner as they may think fit, and from time to time to vary or realise such investments, Save as provided in Section187 of the said Act all investments shall be made and held in the Company's own name;

(21) to give to any officer or other person employed by the Company including any Directors so employed, a commission on the profits of any particular business or transaction, or a share ingeneral or particular profits of the Company, and such commission or share of profits shall betreated as part of the working expenses of the Company and to pay commissions and make allowances to any person introducing business to the Company or otherwise assisting its interests;

(22) subject to the provisions of Section 187 of the said Act to appoint any person or persons (whether incorporated or not) to accept and hold in trusts for the Company any property belonging to the Company, or in which the Company is interested or for any other purposes and to execute and do all such acts, deeds and things as may be requisite in relation to any suchtrust, and to provide for the remuneration of such trustee or trustees;

(23) to insure and keep insured against loss or damage or fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores,produce and other movable property of the Company either separately or conjointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.

(24) to attach to any shares to be issued as the consideration or part of the consideration for any contract with or property acquired by the Company, or in payment for services rendered to theCompany, such conditions as to the transfer thereof as they think fit;

(25) 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 for the benefit of the Company, such mortgages of the Company's property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon;

(26) to institute, conduct, defend, compound, abandon or refer to arbitration any action, suit, appeals, proceedings, for enforcing decrees and orders and other legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, to compoundor compromise and allow time for payment or satisfaction of any debts due and of any claimsor demands by or against the Company and to refer the same or arbitration, to observe and perform any awards made there on; to act on behalf of the Company in all matters relating to bankrupts and insolvents;

(27) The person duly authorised by the Directors shall be entitled to make, give, sign and execute all and every warrant to use or defend on behalf of the Company, and all and every legal proceedings and compositions or compromise, agreements, and submission to arbitration andagreement to refer to arbitration as may be requisite,

and for the purposes aforesaid, the Secretary or such other person may be empowered to use their or his own name on behalf ofthe Company, and they or he shall be saved harmless and indemnified out of the funds and property of the Company, from and against all costs and damages which they or he may incuror be liable to by reason of their or his name so used as aforesaid.

(28) to provide for the welfare of the employees or ex-employees of the Company, and the wives,widows and families or the dependants or connects of such persons and to give, award or allowany pension, gratuity, compensation, grants of money, allowances, bonus, stock options (including other stock related compensation) or other payment to or for the benefit of such persons as may appear to the Directors just and proper, whether they have or have not a legalclaim upon the Company, and before recommending any dividends to set aside portions of theprofits of the Company to form a fund to provide for such payments and in particular to provide for the welfare of such persons, by building or contributing to the building of houses,dwelling or chawls, or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, or trusts and by providing or subscribingor contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Directors shall think fit; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions, or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility;

(29) before recommending any dividend, to set aside, out of the profits of the Company such sumsfor depreciation as provided in Section 123 of the said Act and such sums as they think properfor creating reserves, general or specific or special funds to meet contingencies or to repay debentures or debenture-stock or to pay off preference of other shareholders subject to the sanction of the Court when the same is required by law on for payment of dividends or equalising dividend or for special dividends or bonus or for repairing, improving, extending and maintaining any part of the property of the Company and for such other purposes (including the purposes referred to in the preceding clause) as the Directors may in their absolute discretion think conducive to the interest of the Company and from time to time to carry forward such sums as may be deemed expedient and to invest and deal with the several sums toset aside or any part thereof as provided in Clause (18) of this Article as they think fit, and from time to time to deal with and vary such investment and dispose of and apply and expend the same or any part thereof for the benefit of the Company in such manner and for such purposeas the Directors in their absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Directors apply or upon which they expend thesame or any part thereof for the benefit of the Company in such manner and for such purposeas the Directors in their absolute discretion think conducive to the interest of the Company notwithstanding that the matter to which the Directors apply or upon which they expend the same or any part thereof may be matters to and upon which the capital money of the Companymight rightly be applied or expended and the Directors may divide the Reserve or any Fund into such special funds and transfer any sum from one fund to another as they may think fit and may employ the assets constituting all or any of the above funds including the Depreciation Fund or any part thereof in the business of the Company or in the purchase or repayment of debentures or debenture-stock or preference shares or in payment of special dividend or bonus and that without being bound to keep the same separate from the other assets, and without being bound to pay interest for the same with power however to the Directors at their discretion to pay or allow to the credit of such funds or any of them the interest at such rate asthe Directors may think proper not exceeding 9 per cent per annum.

(30) from time to time and at any time to entrust to and confer upon the officers for the time beingof the Company, and to authorise, or empower them to exercise and perform and by Power-of-Attorney under seal to appoint any person to be the Attorney of the Company and invest themwith such of their powers, authorities, duties and discretion exercisable by or conferred or imposed upon he Directors, but not the power to make Calls or other power which by law are expressly stated to be incapable of delegation as the Directors may think fit, and for such timeand to be exercise for such objects and purposes and subject to such restrictions andconditions, as the Directors may think proper or expedient, and either collaterally with or to the exclusion of and in substitution for all or any of the powers, authorities, duties and discretionsof the Directors in that behalf, with authority to the

Secretary or such officers or attorney to sub-delegate all or any of the powers, authorities, duties, and discretions for the time being vested in or conferred upon them and from time to time to revoke all such appointments of attorney and withdraw, alter or vary all or any of such powers, authorities, duties and discretions;

(31) to appoint, and at their pleasure to remove, discharge, or suspend and to re-employ or replace, for the management, of the business, secretaries, managers, experts, engineers, accountants, agents, subagents, bankers, brokers, muccadums, solicitors, officers, clerks, servants and other employees for permanent, temporary or special services as the Directors may from time to time think fit, and to determine their powers and duties and fix their emoluments, salaries, wages,and to require security in such instances and to such amount as they think fit, and to ensure andarrange for guarantee for fidelity of any employees of the Company and to pay such premiumson any policy of guarantee as may from time to time become payable;

(32) from time to time and at any time to establish any local Board for managing any of the affairsof the Company in any specified locality in India or elsewhere and to appoint any persons to bemembers of any Local Boards and to fix their remuneration. And from time to time and at anytime to delegate to any person so appointed any of the powers, authorities and discretions forthe time being vested in the Directors, other than their power to make a Call and to authorisethe 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 Directors may think fit, andthe Directors may at any time remove any person so appointed, and may annul or vary any such delegation. Any such delegate may be authorised by the Directors to sub-delegate all or any ofthe powers, authorities and discretions for the time being vested in him.

(33) at any time and from time to time by power-of-attorney to appoint any person or persons to bethe attorney or attorneys of the Company for such purposes and with such powers, authoritiesand discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time totime think fit and any such appointment (if the Directors think fit) may be made in favour ofthe members or any of the members of any Local Board established as aforesaid or in favour ofany Company or the members, Directors, nominees, or Managers of any company or firm orotherwise in favour of any fluctuating body or persons whether nominated directly or indirectly by the Directors, and any such Power-of-attorney may contain such powers for the protectionor convenience of persons dealing with such Attorney as the Directors may think fit.

(34) from time to time to provide for the management transaction of the affairs of the Company outside the Registered Office or in any specified locality in India or outside India, in such manner as they think fit and in particular to appoint any person to be the Attorneys or agentsof the Company with such powers, authorities and discretions (including power to sub- delegate) but not exceeding those vested in or exercisable by the Directors, and also not the power to make calls or issue debentures and for such period, and upon such terms and subjectto such conditions as the Directors may think fit, and at any time to remove any person so appointed or withdraw or vary any such powers as may be thought fit, and for that purpose theCompany may exercise the powers conferred by Section 88 of the Act relating to keep in any State or country outside India a foreign Register respectively and such powers shall accordinglybe vested in the Directors.

(35) for or in relation to any of the matters aforesaid or otherwise for the purpose and objects of theCompany to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute, perform and do and sanction, and authorise all such acts, deeds, mattersand things, including matters that are incidental and/or ancillary thereto, in the same and on behalf of the Company as they may consider expedient;

(36) to open accounts with any bank or bankers or with any Company, firm or individual for the purpose of the Company's business and to pay money into and draw money from any such account from time to time as the Directors may think fit.

(37) generally subject to the provisions of the Act and these Articles to delegate the powers, authorities and

discretions vested in the Directors to any Key Managerial Personnel, firm, company or fluctuating body of persons as aforesaid.

(38) to authorise the issue of securities (including depository receipts), whether convertible to shares or not, as per applicable laws, either as a primary issue or a secondary offering.

XXIV. MANAGING DIRECTORS

186. Subject to the provisions of Section 196, 197, and 203 of the Act, the Directors may from time totime appoint one or more of their body to be Managing Director, Joint Managing Director or Managing Directors, Whole-time Director, Manager or Chief Executive Officer of the Company either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office but in any case not exceeding five years at a time and may from time to time remove or dismiss him or them from office and appoint another or others in his or their place or places.

187. A managing Director or Joint Managing Director subject to the provisions contained in Article 184shall not while he continues to hold that office be subject to retirement by rotation and he shall notbe taken into account in determining the rotation of retirement of Directors or the number of Directors to retire but he shall, subject to the terms of any contract between him and the Company,be subject to the same provisions as to resignation and removal as the Directors of the Company, and if he ceases to hold the office of Directors from any cause shall ipso facto and immediately cease to be Managing Director.

188. The remuneration of a Managing Director and Joint Managing Director shall from time to time befixed by the Directors and may be by way of salary or commission or participating in profits or byway or all of those modes or in other forms shall be subject to the limitations prescribed in Section197 of the Act.

189. The Directors may from time entrust to and upon a Managing Director or Joint Managing Directorfor the time being such of the powers exercisable under these Articles by the Directors as they maythink fit, and may confer such powers for such time and to be exercised for 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 substitutionfor 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 of such powers, unless and until otherwise determined a Managing Director may exercise all the power exercisable by the Directors, save such power as by the Act, or by these Articles shall be exercisable by the Directors themselves.

XXV. SECRETARY

190. (1) The Directors may from time to time appoint and at their discretion remove, a person (hereinafter called "the Secretary") to keep the Registers required to be kept by the Company,to perform any other function which by the said Act or by these Articles are to be performedby the Secretary and to execute any other duties which may from time to time be assigned tothe Secretary by the Directors.

(2) The Directors may any time appoint a temporary substitute for the Secretary who shall for thepurpose of these Articles be deemed to be the Secretary.

XXVI. INDEMNITY TO AND PROTECTION OF DIRECTORS AND OFFICERS

191. (1) The Board shall be entitled to meet out of the funds of the Company to defend, every officer ofthe Company as defined by Section 2(59) of the said Act, or any person (whether an officer ofthe Company or not) employed by the Company, against all claims made on them (includinglosses, expenses, fines, penalties or such levies), in or about the discharge of their respectiveduties.

(2) Every Officer of the Company, as defined by Section 2(59) of the said Act, or any person (whether an Officer

of the Company or not) employed by the Company, shall be entitled to direct the company to meet all claims, losses, expenses, fines, penalties or such other levies, expended by them, respectively in or about the discharge of their respective duties, out of thefunds of the Company against all such liabilities, including attorney fees, incurred by them indefending any proceedings under the Act, or other laws applicable to the Company, and/or itssubsidiaries in any jurisdiction.

(3) The Company may take and maintain any insurance as the Board may think fit on behalf of itsdirectors (present and former), other employees and the Key Managerial Personnel, for insurers to directly meet all claims, losses, expenses, fines, penalties or such other levies, or for indemnifying any or all of them against any such liability for any acts in relation to the Company for which they may be liable.

192. No Director of the Company, Manager, Secretary, Trustee, Auditor and other officer or servant ofthe Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or servant or for joining in any receipts or other act for the sake of conformity merely or forany loss or expenses happening to the Company through the insufficiency or deficiency in point oftitles or value of any property acquired by the order of the Directors for or on behalf of the Company or mortgaged to the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation to or withwhom any moneys, securities or effects of the Company shall be entrusted or deposited or for anyloss occasioned by any error of judgement, omission default or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in relation to the execution or performance of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

193. An Independent Director, and a non-executive director not being a promoter or a Key ManagerialPersonnel, shall be liable only in respect of acts of omission or commission, by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he has not acted diligently.

XXVII. SEAL

194. (1) The Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereto and theDirectors shall provide for the safe custody of the seal for the time being. The seal of the Company shall never be used except by the authority of a resolution of the Board of Directorsand in presence of one of Directors or such other persons as the Board may authorise who willsign in token thereof and countersigned by such officers or persons at the Directors may from time-to-time resolve.

(4) Any instrument bearing the Common Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching theauthority of the Directors to issue the same.

XXVIII. NOTICES AND SERVICE OF DOCUMENTS

195. It shall be imperative on every member or notify to the Company for registration his place of address in India and if he has no registered address within India to supply to the Company an address within India for giving of notices to him. A member may notify his email address if any, towhich the notices and other documents of the company shall be served on him by electronic mode.The Company's obligation shall be satisfied when it transmits the email and the company shall notbe responsible for failure in transmission beyond its control.

196. Subject to Section 20 of the said Act, a document may be served by the Company on any memberthereof by sending it to him by post or by registered post or by speed post or by courier or by delivering at his address (within India) supplied by him to the company for the service of notices tohim.

The term courier means person or agency who or which delivers the document and provides proofof its delivery.

197. Every person, who by operation of law, transfer or other means whatsoever, shall become entitledto any share, shall be bound by any and every notice and other document in respect of such sharewhich previous to his name and address being entered upon the register shall have been duly givento the person from whom he derives his title to such share.

198. Any notice required to be given by the Company to the members or any of them and not expresslyprovided for by these presents shall be sufficiently given, if given by advertisement, once in English and once in a vernacular daily newspaper circulating in the city, town or village in which the registered office of the Company is situate.

199. Any notice or document served in the manner hereinbefore provided shall notwithstanding such member be then dead and whether or not the Company has notice of his death, be deemed to havebeen duly served in respect of any share, whether held solely or jointly with other persons by suchmember, until some other person be registered in his stead as the holder or joint-holder thereof andsuch service, for all purposes of these presents be deemed a sufficient service of such notice or documents on his heirs, executors, administrators and all person (if any) jointly interested with himin any such shares.

200. Any notice given by the Company shall be signed (digitally or electronically) by a Director or by the Secretary or some other officer appointed by the Directors and the signature thereto may be written,facsimile, printed, lithographed, photostat.

201. A document may be served on the Company or on an officer thereof by sending it to the Companyor officer at the Registered Office of the Company by post or by Registered Post or by leaving it atits Registered Office, or by means of such electronic mode or other mode as may be specified in therelevant Rules.

XXIX. SECRECY CLAUSE

202. No member shall be entitled to visit any works of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's working, trading or any matter which is or may be in the nature of a secret, mystery of trade or secret process, which may relate to the conduct of the business of that Company and which in theopinion of the Directors, it will be inexpedient in the interest of the members of the Company to communicate to the public.

XXX. WINDING-UP

203. If upon the winding-up of the Company, the surplus assets shall be more than sufficient to repay thewhole of the paid-up capital, the excess shall be distributed amongst the members in proportion tothe capital paid or which ought to have been paid-up on the shares at the commencement of the winding-up held by them respectively, other than the amounts paid in advance of calls. If the surplus assets shall be insufficient to repay the whole of the paid-up capital, such surplus assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to thecapital paid-up or which ought to have been paid-up at the commencement of the winding-up on the shares held by them respectively, other than the amounts paid by them in advance of calls. Butthis Article is without prejudice to the rights of the holders of any shares issued upon special termsand conditions and shall not be construed so as to or be deemed to confer upon them any rights greater than those conferred by the terms and conditions of issue.

204. If the Company shall be wound-up whether voluntarily or otherwise, the following provisions shalltake effect:

(1) the Liquidator may, with the sanction of a Special Resolution, divide among the contributoriesin specie or kind any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trust for the benefit of the contributories or any of them, as the Liquidator with the like sanction shall think fit.

(2) If thought fit any such division may be otherwise than in accordance with the legal rights of thecontributories

(except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on any contributory who would be prejudiced thereby shallhave the right to dissent and shall have ancillary rights as if such determination were a SpecialResolution passed pursuant to Section 319 of the said Act.

(3) In case any shares to be divided as aforesaid involve a liability to calls or otherwise any personentitled under such division to any of the said shares, may, within seven days after the passingof the Special Resolution by notice in writing, direct the Liquidator to sell his proportion andpay him the proceeds and the Liquidator shall, if practicable, act accordingly.

205. Any such Liquidator may, irrespective of the powers conferred upon him by the said Act and as anadditional power conferring a general or special authority, sell the undertaking of the Company orthe whole or any part of its assets for shares fully or partly paid-up or the obligations of or other interest in any other company and may by the contract of sale agree for the allotment to the members directly of the proceeds of sale in proportion to their respective interests in the Companyand in case the shares of this Company shall be of different classes, may arrange for the allotment in respect of preference shares of the Company, to obligations of the purchasing company or of sharesof the purchasing company with preference or priority over or with a larger amount paid-up than the shares allotted in respect of ordinary shares of this Company and may further by the contract,limit a time at the expiration of which shares, obligations or other interests not accepted or requiredto be sold, shall be deemed to have been refused and be at the disposal of the Liquidator.

206. Sale under Sections 319 of the Companies Act, 2013:

Upon any sale under the last preceding Article or under the powers given by Section 319 of the saidAct, no member shall be entitled to require the Liquidator either to abstain from carrying into effectthe sale or the resolution authorising the same or to purchase such member's interest in this Company, but in case any member shall be unwilling to accept the share, obligations or interests towhich under such sale he would be entitled, he may, within seven days of the passing of the resolution authorising the sale, by notice in writing to the Liquidator, require him to sell such shares, obligations or interests and thereupon the same shall be sold in such manner as the Liquidator maythink fit and the proceeds shall be paid over to the member requiring such sale.

XXXI. GENERAL POWERS

207. Where any provisions of the said Act, provides that the Company shall do such act, deed, or thing,or shall have a right, privilege or authority to carry out a particular transaction, only if it is so authorised in its Articles, in respect of all such acts, deeds, things, rights, privileges and authority,this Article hereby authorises the Company to carry out the same, without the need for any specificor explicit Article in that behalf.

XXXII. INDEMNITY

208. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgmentis given in his favour or in which he is acquitted or in which relief is granted to him by the court orthe Tribunal.

*Substituted vide special resolution passed by Shareholders in Extra-Ordinary General Meeting held on April 30,2024.

Note: *No material clause of Article of Association has been left out from disclosure having bearing on the IPO/disclosure.*

SECTION X: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of the Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which have been attached to the copy of the prospectus delivered to the ROC for filing, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office at KSSIDC Plot No B-34, Industrial Estate, Yelahanka New Town, Bangalore, Bengaluru, Karnataka, India, 560064 between 10.00 a.m. to 5.00 p.m. on all Working Days from the date of prospectus until the Issue Closing Date.

A. Material Contracts to the Issue

1. Issue Agreement dated December 24, 2024 entered into among our Company and the Book Running Lead Manager.
2. Agreement dated June 16, 2025 entered into among our Company and the Registrar to the Issue.
3. Tripartite Agreement dated August 12, 2024, entered into among our Company, NSDL and the Registrar to the Issue.
4. Tripartite Agreement dated August 19, 2024, entered into among our Company, CDSL and the Registrar to the Issue.
5. Banker to the Issue Agreement June 17th, 2025 among our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Market Making Agreement dated June, 17th 2025 between our Company, the Lead Manager and the Market Maker.
7. Underwriting Agreement dated June, 17th 2025 between our Company and the Underwriter.
8. Monitoring Agency Agreement dated June 17th 2025 amongst our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of Incorporation of our Company dated September 28, 2020 issued by Registrar of Companies.
3. Certificate of Incorporation of our Company dated August 23, 2024 issued by Registrar of Companies after conversion of the company from private to public company.
4. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated September 11, 2024 and September 30, 2024 respectively, authorizing the Issue and other related matters.
5. Copies of Restated Financial Statements of our Company for the period ended December 31, 2024 and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.
6. Peer Review Auditors Report dated June 18, 2025 on Restated Financial Statements of our Company for the period ended December 31, 2024 and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.
7. Copy of Statement of tax possible benefits dated June 18, 2025 from the Peer Review Auditor included in this prospectus.
8. Copy of the resolution of dated June 18, 2025 passed by the Audit Committee approving the key performance indicators for disclosure.
9. Copy of the certificate of the key performance indicators of the Company dated June 18, 2025.
10. Consents of Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Peer Review Statutory Auditor, Legal Advisor to the Issue, Banker to the Issue, Sponsor Bank, Book Running Lead Manager, Registrar to the Issue, Underwriter and Market Maker to include their names in the prospectus to act in their respective capacities.
11. In-principle listing approval dated March 26, 2025 from the National Stock Exchange India Limited for listing the Equity Shares on the Emerge Platform of NSE.
12. The Due Diligence certificate dated June 23, 2025 submitted to NSE and SEBI.
13. Project feasibility Report on installation of solar power plant dated August 20, 2024.

14. Project feasibility Report on installation of Fabric and Yarn dyeing machines dated August 15, 2024
15. Working Capital Certificate given by the Peer Reviewed auditor of the company dated June 21, 2025.
16. 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 with the provisions contained in the Companies Act, SEBI (ICDR) Regulations and other relevant statutes.

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SECTION XI: DECLARATION

We certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines 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, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

NAME OF DIRECTOR	SIGNATURE
Mr. Rajesh Mittal DIN: 08702551 Designation: Managing Director	Sd/-
Mr. Virender Goyal DIN: 08702573 Designation: Director	Sd/-
Mr. Monnappa Nachappa Bachangada DIN: 00205392 Designation: Director	Sd/-
Mr. Bachangada Monnappa Saraswathi DIN: 00205250 Designation: Director	Sd/-
Mr. Kamta Nath Pandey DIN: 00694714 Designation: Independent Director	Sd/-
Mr. Yogendra Kumar Singhal DIN: 09636972 Designation: Independent Director	Sd/-
Mr. Vinay Aggarwal DIN: 00878512 Designation: Independent Director	Sd/-
Mr. Rajesh Bansal DIN: 05155631 Designation: Independent Director	Sd/-

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

Sd/-

Ms. Neha Parbhakar Rawat

SIGNED BY THE CHIEF FINANCIAL OFFICER (CFO)

Sd/-

Mr. Virender Goyal

Date: 03/07/2025
Place: Delhi