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SWARAJ SUITING LIMITED  
Weaving The Future

Draft Prospectus  
Dated: February 18, 2022  
Please read section 26 & 32 of the  
Companies Act, 2013  
100% Fixed Price Issue

## SWARAJ SUITING LIMITED

CIN: U18101RJ2003PLC018359

Registered & Corporate Office		Contact Person	Email and Telephone	Website
F-483 To F-487, RIICO Growth Centre Hamirgarh-311025, Bhilwara, Rajasthan, India		Mr. Rahul Kumar Verma, Company Secretary & Compliance Officer	Email ID: <a href="mailto:cs@swarajsuiting.com">cs@swarajsuiting.com</a> Tel No: +91 96606 30663	<a href="http://www.swarajsuiting.com">www.swarajsuiting.com</a>
NAMES OF PROMOTERS OF THE COMPANY				
(I) MOHAMMED SABIR KHAN, (II) Mrs. SAMAR KHAN AND (III) Mr. NASIR KHAN				
DETAILS OF OFFER TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS				
Type	Fresh Issue Size	OFS Size	Total Issue Size	Eligibility – 229(1) / 229(2) & Share Reservation amount QIB, NII & RII
Fresh Issue	₹1,068.48 Lakhs	Nil	₹1,068.48 Lakhs	The Issue is being made pursuant to Regulation 229(1) of SEBI ICDR Regulations, As the Company's post issue Paid-up capital would be less than 10.00 (Ten) Cr.
OFS: Offer for Sale				
Details of OFS by Promoter(s)/Promoter Group/Other Selling Shareholders:				
- NIL -				
RISKS IN RELATION TO THE FIRST ISSUE – The face value of the Equity Shares is ₹10/- each. The Issue Price of ₹56/- per equity share (determined and justified by our Company in consultation with the Lead Manager as stated in “Basis for Issue Price” on page 60 of this draft prospectus) should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares 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 Draft Prospectus. Specific attention of the investors is invited to the section “Risk Factors” beginning on page 19 of this Draft Prospectus.				
ISSUER’S ABSOLUTE RESPONSIBILITY				
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.				
LISTING				
The Equity Shares Issued through this Draft Prospectus are proposed to be listed on the SME Platform of National Stock Exchange of India Limited (“NSE EMERGE”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated [●] from National Stock Exchange of India Limited (“NSE”) for using its name in the Offer Document for listing of our shares on the SME Platform of NSE. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).				
LEAD MANAGER TO THE ISSUE			REGISTRAR TO THE ISSUE	
 <b>FINSHORE</b> Creating Enterprise Managing Values <b>FINSHORE MANAGEMENT SERVICES LIMITED</b> Anandlok Building, Block-A, 2 <sup>nd</sup> Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal, India <b>Contact Person:</b> Mr. S. Ramakrishna Iyengar <b>Telephone:</b> 033 – 22895101 <b>Email:</b> <a href="mailto:ramakrishna@finshoregroup.com">ramakrishna@finshoregroup.com</a>			 <b>BIGSHARE SERVICES PRIVATE LIMITED</b> 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059 <b>Contact Person:</b> Mr. Swapnil kate <b>Telephone:</b> 022-62638200 <b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a>	
ISSUE PROGRAMME				
ISSUE OPENS ON: [●]			ISSUE CLOSES ON: [●]	



**Draft Prospectus**  
**Dated: February 18, 2022**  
**Please read section 26 & 32 of the**  
**Companies Act, 2013**  
**100% Fixed Price Issue**

## SWARAJ SUITING LIMITED

**CIN: U18101RJ2003PLC018359**

Our Company was originally incorporated as “Swaraj Suiting Private Limited” on June 9, 2003 vide certificate of incorporation bearing Corporate Identity No. U18101RJ2003PTC018359 under the provisions of Companies Act, 1956 issued by the Registrar of Companies Rajasthan, Jaipur. Subsequently, the company was converted into Public Limited Company vide a fresh certificate of incorporation issued by ROC-Jaipur, consequent upon conversion from Private Limited to Public Company dated September 22, 2020 in the name of “Swaraj Suiting Limited”. The Corporate Identification Number of our Company changed to U18101RJ2003PLC018359. For further details, please refer to section titled “Our History and Certain Corporate Matters” beginning on page no 98 of the Draft Prospectus.

**Registered & Corporate office:** F-483 To F-487, RIICO Growth Centre Hamirgarh-311025, Bhilwara, Rajasthan, India

**Contact Person:** Mr. Rahul Kumar Verma, Company Secretary & Compliance Officer; **Tel No:** 9660630663

**E-Mail ID:** [cs@swarajsuiting.com](mailto:cs@swarajsuiting.com); **Website:** [www.swarajsuiting.com](http://www.swarajsuiting.com);

**OUR PROMOTERS: (I) MOHAMMED SABIR KHAN, (II) Mrs. SAMAR KHAN AND (III) Mr. NASIR KHAN**

### THE ISSUE

**INITIAL PUBLIC OFFER OF 19,08,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (“EQUITY SHARES”) OF SWARAJ SUITING LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹56/- PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF ₹46/- PER EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING TO ₹1068.48 LAKHS (“THE ISSUE”), OF WHICH 96,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹56/- PER EQUITY SHARE, AGGREGATING TO ₹53.76 LAKHS WILL BE RESERVED FOR SUBSCRIPTIONS BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 18,12,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹56/- PER EQUITY SHARE, AGGREGATING TO ₹1014.72 LAKHS IS HERE IN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.50% AND 25.17% RESPECTIVELY OF THE POST ISSUE PAIDUP EQUITY SHARE CAPITAL OF THE COMPANY.**

**THE FACE VALUE OF THE EQUITY SHARE IS ₹10/- EACH AND THE ISSUE PRICE IS ₹ 56/- EACH i.e., 5.6 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. THE MINIMUM LOT SIZE IS 2,000 EQUITY SHARES**

THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENT) REGULATIONS, 2018 (THE “SEBI ICDR REGULATIONS”) READ WITH RULE 19(2)(b)(i) OF SCRR AS AMENDED. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253(2) OF THE SEBI (ICDR) REGULATIONS, 2018. (For further details please see “The Issue” beginning on page no. 29 of this Draft Prospectus.) A copy will be delivered for filing to the Registrar of Companies as required under sub-section 4 of Section 26 of the Companies Act, 2013.

In terms of Regulation 256 of SEBI ICDR Regulations read with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and Unified Payments Interface (UPI) introduced vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 all the potential investors shall participate in the issue only through an Application Supported by Blocked Amount (“ASBA”) process providing details about 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/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor. (For details in this regard, specific attention is invited to “Issue Procedure” beginning on page no. 186 of this Draft Prospectus.)

### RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the equity shares is ₹10/- each and the issue price is 5.6 times of face value of the equity share. The issue price should not be taken to be indicative of the market price of the equity shares after the equity shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our company or regarding the price at which the equity shares will be traded after listing.

### GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of “Risk factors” beginning on page no. 19 of this Draft Prospectus.

### ISSUER'S ABSOLUTE RESPONSIBILITY

The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this offer document contains all information with regard to the issuer and the issue which is material in the context of the issue, that the information contained in the offer document 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 document 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 issued through this Draft Prospectus are proposed to be listed on the **SME EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”)**. In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our company has received “in-principal” approval letter dated [●] from NSE for using its name in this offer document for listing of our shares on the **NSE EMERGE**. For the purposes of the issue, the **Designated Stock Exchange** will be **National Stock Exchange of India Limited (“NSE”)**.

### LEAD MANAGER TO THE ISSUE



**FINSHORE**

Creating Enterprise Managing Values

**FINSHORE MANAGEMENT SERVICES LIMITED**

Anandlok Building, Block-A, 2<sup>nd</sup> Floor, Room No. 207,

227 A.J.C Bose Road, Kolkata-700020, West Bengal

**Contact Person:** Mr. S. Ramakrishna Iyengar

**Telephone:** 033 – 22895101

**Email:** [ramakrishna@finshoregroup.com](mailto:ramakrishna@finshoregroup.com);

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

**Investor Grievance Email:** [info@finshoregroup.com](mailto:info@finshoregroup.com);

**SEBI Registration No:** INM000012185

**CIN No:** U74900WB2011PLC169377

### REGISTRAR TO THE ISSUE



**BIGSHARE SERVICES PRIVATE LIMITED**

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,

Makwana Road, Marol, Andheri East, Mumbai-400059

**Contact Person:** Mr. Swapnil kate

**Tel. No:** 022-62638200; **Fax No:** 022-62638280;

**E-mail:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com);

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

**Investor Grievance Email:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com);

**SEBI Registration No:** INR000001385

**CIN No:** U99999MH1994PTC076534

### ISSUE PROGRAMME

**ISSUE OPENS ON: [●]**

**ISSUE CLOSES ON: [●]**

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**SECTION I: GENERAL****DEFINITION AND ABBREVIATIONS**

This draft prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the respective meanings given below. References to statutes, regulations, rules, guidelines and policies will be deemed to include all amendments and modifications thereto as amended from time to time.

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this draft prospectus, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

Notwithstanding the foregoing, terms used in of the sections “*Statement of Possible Tax Benefits*”, “*Restated Financial Statements*”, “*Main Provisions of Articles of Association*”, “*Basis for Issue Price*”, “*History and Certain Other Corporate Matters*”, “*Other Regulatory and Statutory Disclosures*” and “*Outstanding Litigations and Material Developments*” on pages 62, 121, 204, 60, 98, 171 and 163 respectively, shall have the meaning ascribed to such terms in the relevant section.

**General Terms**

TERMS	DESCRIPTIONS
“Swaraj Suiting Limited”, “Swaraj”, “SSL” “The Company”, “Our Company”, “Issuer Company” or “Issuer”	Unless the context otherwise indicates or implies, <i>Swaraj Suiting Limited</i> , a public limited company incorporated under the provision of Companies Act, 1956 and having its Registered Office at F-483 To F-487, RIICO Growth Centre Hamirgarh-311025, Bhilwara, Rajasthan.
“we”, “our” or “us”	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies.
“you”, “your” or “yours”	Prospective Investors in this Issue
Our Promoters or Promoters of the Company	The promoters of our company being <b>Mr. Mohammed Sabir Khan, Mrs. Samar Khan and Mr. Nasir Khan.</b>
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed under Section titled “Our Promoters and Promoter Group” beginning on page no. 113 of this Prospectus

**Company Related Terms**

TERMS	DESCRIPTIONS
Articles / Articles of Association / AOA	The Articles of Association of our Company, as amended from time to time.
Audit Committee	Audit Committee of our Company constituted in accordance with Section 177 of the Companies Act, 2013 as disclosed in the Section titled “ <b>Our Management</b> ” on page no. 102 of this draft prospectus.
Board of Director(s) / the Board / our Board	Unless otherwise specified, The Board of Directors of our Company, as duly constituted from time to time, including any committee(s) thereof.
CFO / Chief Financial Officer	The Chief Financial Officer of our company being “ <b>Mr. Prakash Chandra Jain</b> ”.
CIN	Corporate Identification Number
Companies Act/Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our company being “ <b>Mr. Rahul Kumar Verma</b> ”.
Corporate Social Responsibility committee	Corporate Social Responsibility committee in accordance with the Companies Act, 2013 as disclosed in the Section titled “ <b>Our Management</b> ” on page no. 102 of this draft prospectus.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)
DIN	Directors Identification Number.
Director / Director(s) /Our Directors	The directors of Swaraj Suiting Limited, unless otherwise specified
ED / Executive Director(s)	Executive Director(s) are the Whole Time Director(s) of our Company
Equity Shares	The Equity Shares of our Company of face value of ₹10/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons/Entities holding Equity Shares of our Company.
Export	Export means taking goods out of India to a place outside India



TERMS	DESCRIPTIONS
Group Company(ies) / Entities	Such companies with which there were related party transactions, during the period for which financial information is disclosed in this draft prospectus, which are covered under the applicable accounting standards and other companies as considered material by our Board, as identified in <b><i>“Our Group Companies”</i></b>
HUF	Hindu Undivided Family.
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standard
Ind GAAP	Generally Accepted Accounting Principles in India.
Import	Import means bringing goods into India from a place outside India
Independent Director(s)	Non-executive & Independent Director(s) as per the Companies Act, 2013
ISIN	International Securities Identification Number. In our case being INE0GMR01016.
IT Act	The Income Tax Act, 1961 as amended till date
JV / Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled <b><i>“Our Management”</i></b> beginning on page no. 102 of this draft prospectus.
MD	Managing Director of our Company
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board in accordance with the requirements of the SEBI (ICDR) Regulations
Memorandum / Memorandum of Association / MoA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	Nomination and Remuneration committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 as disclosed in the Section titled <b><i>“Our Management”</i></b> on page no. 102 of this draft prospectus.
NRIs / Non-Residents Indians	A person resident outside India, as defined under FEMA Regulations, 2000
Peer Review/Statutory Auditor	The Statutory Auditors of our Company having a valid Peer Review certificate in our case being M/s. S.K. Toshniwal and Co, Chartered Accountants, having its office at Shop No. 20, Badal Textile Market, Pur Road, Bhilwara (Raj.) - 311001.
Registered & Corporate Office	Registered Office of the Company is presently situated at F-483 To F-487, RIICO Growth Centre Hamirgarh-311025, Bhilwara, Rajasthan.
Restated Financial Statement	Audited Financial Statements as at and for the 6 months period ended on 30 <sup>th</sup> September, 2021 and financial Years ended on 31 <sup>st</sup> March 2021, 31 <sup>st</sup> March 2020 and 31 <sup>st</sup> March 2019, as restated in accordance with SEBI (ICDR) Regulations, comprises of (i) Financial Information as per Restated Summary Financial Statements and (ii) Other Financial Information.
RoC / Registrar of Companies	The Registrar of Companies, Jaipur, Rajasthan
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
Shareholders	Shareholders of our Company
Stakeholders Relationship Committee	Stakeholder’s relationship committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled <b><i>“Our Management”</i></b> on page no. 102 of this draft prospectus.
Subscriber to MOA	Initial Subscriber to MOA
Wilful Defaulter(s) or a fraudulent borrower(s)	A person or an issuer who or which is categorized as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations 2018.
WTD	Whole Time Director of our Company



## Issue Related Terms

TERMS	DESCRIPTIONS
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot / Allotment of / Allotted Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	A successful Applicant(s) to whom the Equity Shares are being/have been issued/allotted.
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of the draft prospectus and the Application Form.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this draft prospectus.
Application Supported by Blocked Amount / ASBA or UPI	An application whether physical or electronic, used by ASBA Applicant to make an application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include applications made by RIIs using the UPI Mechanism, where the application amount shall be blocked upon acceptance of UPI Mandate Request by RIIs using UPI Mechanism.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by Applicants for blocking the Bid Amount mentioned in the ASBA Form
ASBA Applicant(s)	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this draft prospectus.
ASBA Forms	An application form (with or without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Applicants, which will be considered as the application for Allotment in terms of the draft prospectus.
ASBA Application Location(s)/Specified Cities	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being “[●]”
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, as described in the Section titled, “ <i>Issue Procedure, - Basis of Allotment</i> ” beginning on page no. 186 of this draft prospectus.
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers, are available on the website of the NSE i.e., <a href="http://www.nseindia.com">www.nseindia.com</a> .
Broker to the Issue	All recognized members of the stock exchange of NSE would be eligible to act as the Broker to the Issue.
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays).
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant 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.
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms.



TERMS	DESCRIPTIONS
Controlling Branches of SCSBs	Such branches of the SCSBs which coordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on <a href="http://www.sebi.gov">http://www.sebi.gov</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant / DP	A depository participant as defined under the Depositories Act, 1966.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e., <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of the draft prospectus and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated Intermediaries/ Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, 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 RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e., <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Stock Exchange	National Stock Exchange of India Limited (“NSE”)
Draft prospectus	The Draft prospectus dated February 18, 2022 issued in accordance with Section 26 & 32 of the Companies Act, 2013 filed with National Stock Exchange of India Limited under SEBI (ICDR) Regulations.
DP	Depository Participant.
DP ID	Depository Participant’s Identity number.
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this draft prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the draft prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
FII/Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
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 Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
GIR Number	General Index Registry Number.
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, as amended by SEBI from time to time and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchange and the LM.
IPO	Initial Public Offering



TERMS	DESCRIPTIONS
Issue/Public Issue/Initial Public Issue/Size	Public issue of <b>19,08,000</b> Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹56/- per Equity Share ( <b>including a share premium of ₹46/- per Equity Share</b> ) aggregating to ₹1068.48 Lakhs by our Company, in terms of this draft prospectus.
Issue Agreement	The Issue Agreement dated February 14, 2022 between our Company and Lead Manager.
Issue Closing Date	The date on which Issue Closes for Subscription.
Issue Opening Date	The date on which Issue Opens for Subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company being ₹56/- per Equity Share.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about the use of the Issue Proceeds please refer to Section titled <b>“Objects of the Issue”</b> beginning on page no. 55 of this draft prospectus.
Lead Manager/LM	means a merchant banker registered with the SEBI and appointed by the issuer to manage the issue and in case of a book-built issue, the lead manager(s) appointed by the issuer shall act as the book running lead manager(s) for the purposes of book building. Lead Manager to the Issue, in this case being <b>“Finshore Management Services Limited”</b> .
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Market Maker	Market Maker appointed by our Company from time to time, in this case being [●] 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 Making Agreement	The Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
Market Maker Reservation Portion	Up to <b>96,000</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹56/- per Equity Share aggregating to ₹53.76 Lakhs only.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to <b>18,12,000</b> Equity Shares of face value ₹10/- each for cash at an Issue price of ₹56/- per Equity Share (the “Issue Price”), including a share premium of ₹46/- per equity share aggregating up to ₹1014.72 Lakhs Only.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA)
Non-Institutional Investors or NIIs	All Applicants, including sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹2 Lakh (but not including NRIs other than Eligible NRIs).
NSE	National Stock Exchange of India Limited
NSE EMERGE / EMERGE Platform of NSE	SME Platform of National Stock Exchange of India Limited as per the Rules and Regulations laid down by SEBI for listing of equity shares
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. <b>OCBs are not allowed to invest in this Issue.</b>
Other Investors	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.
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.



TERMS	DESCRIPTIONS
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Accounts on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
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 this Issue/RTI	Registrar to the Issue in our case being <b>“Bigshare Services Private Limited”</b> .
Registrar Agreement	The agreement dated February 14, 2022 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Bidder(s) or RIB(s) or Retail Individual Investor(s) or RII(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
Self-Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing Services in relation to ASBA, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a>
SME Exchange	“SME exchange” means a trading platform of a recognised stock exchange having nationwide trading terminals permitted by the SEBI to list the specified securities issued in accordance with Chapter IX of SEBI ICDR and includes a stock exchange granted recognition for this purpose but does not include the Main Board;
Specified Locations	Collection Centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time.
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 in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI
SEBI (ICDR) Regulations / ICDR Regulation / Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2020 and as amended thereto, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
Transaction Registration Slip /TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular



TERMS	DESCRIPTIONS
	number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/OW/P/2021/2481/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI linked mobile application and by way of an SMS on directing the RIB to such UPI linked mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> ) respectively, as updated from time to time
UPI Mechanism	The Application mechanism that may be used by an RII to make an application in the Issue in accordance the UPI Circulars to make an ASBA Applicant in the Issue.
UPI Pin	Password to authenticate UPI transaction.
Underwriters	Underwriter to this issue being <b><i>“Finshore Management Services Limited”</i></b>
Underwriting Agreement	The Underwriting Agreement dated [●] entered into between our Company and the Underwriters.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Days	“Working day” means all days on which commercial banks in the city as specified in the offer document are open for business. However, till issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the offer document are open for business. The time period between the bid/issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays, as per circulars issued by the SEBI, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and in terms of regulation 2(1)(mmm) of SEBI ICDR Regulations 2018.

#### Conventional and General Terms

TERMS	DESCRIPTIONS
ACIT	Assistant Commissioner of Income Tax.
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981.
Category I Foreign Portfolio Investor(s)	FPIs who are registered as “Category I foreign portfolio investor” under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	FPIs who are registered as “Category II foreign portfolio investor” under the SEBI FPI Regulations.
Category III Foreign Portfolio Investor(s)	FPIs who are registered as “Category III foreign portfolio investor” under the SEBI FPI Regulations.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made there under.
Companies Act/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 there under.
Competition Act	The Competition Act, 2002.
Consolidated FDI Policy	Consolidated FDI Policy dated October 15, 2020, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CST Act	Central Sales Tax Act, 1956.



TERMS	DESCRIPTIONS
FCNR Account	Foreign currency non-resident account.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000.
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Financial Year/ Fiscal/ Fiscal Year/F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
Fugitive economic offender	“Fugitive economic offender” shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
Hazardous Waste Rules, 2008	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
Income Tax Act or the I.T. Act	The Income Tax Act, 1961.
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016, as amended.
LLP Act	The Limited Liability Partnership Act, 2008.
Notified Sections	The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this draft prospectus.
NRE Account	Non-resident external account.
NRO Account	Non-resident ordinary account.
RBI Act	Reserve Bank of India Act, 1934.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI (LODR) Regulations/ SEBI Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.
Securities Act	U.S. Securities Act of 1933, as amended.
State Government	The government of a state of the Union of India.
STT	Securities Transaction Tax.
Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporate or foreign individuals.
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations.
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974.

#### Technical and Industry related terms

TERMS	DESCRIPTIONS
ASSOCHAM	Associated Chambers of Commerce of India
ATUFS	Amended Technology Upgradation Fund Scheme
BCI	The Better Cotton Initiative
CAGR	Compounding Annual Growth Rate
CPI	Consumer Price Index



CSO	Central Statistics Office's
DGGI	Director General of Goods & Services Tax Intelligence
DIPP	Department of Industries Policy and Promotion
EDP	Electronic Data Processing
EPFO	Employees' Provident Fund Organisation
ESI	Employee State Insurance
EU	European Union
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods and Service Tax
GVA	Gross Value Added
G-sec	Government Securities
IBEF	Indian Brand Equity Foundation
IMF	International Monetary Fund
IMP/HRS	Impression per Hour
INR	Indian Rupee Rates
MNC	Multinational Corporation
MOU	Memorandum of Understanding
MSMEs	Micro, Small and Medium Enterprises
MVC	Model View Controller
MYEA	Mid-Year Economic Analysis
NITI Aayog	National Institution for transforming India
NMP	National Manufacturing Policy
OMR	Optical Marking Recognition
OSA	Out Sourcing Agent
PMA	Preferential Market Access
PSUs	Private Sector Units
RIMS	Records and Information Management Services
RBI	Reserve Bank of India
RTD	Ready to Drink Beverages
SED	Strategic Engineering Division
SEZ	Special Economic Zone
SMB	Server Message Block
TFA	Trade Facilitation Agreement
US	United States
VDP	Variable Data Printing
WPI	Wholesale Price Index

#### Abbreviations

TERMS	DESCRIPTIONS
₹ or ₹ or Rupees or INR	Indian Rupees.
AGM	Annual General Meeting.
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment year.
BC	Before Christ.
BPLR	Bank Prime Lending Rate.
BSE	BSE Limited.
CARO	Companies (Auditor's Report) Order, 2003.
CDSL	Central Depository Services (India) Limited.
CEO	Chief Executive Officer.
CIN	Corporate Identity Number.
CLB	Company Law Board.
CrPC	Criminal Procedure Code, 1973, as amended.
CSR	Corporate Social Responsibility.
DIN	Director Identification Number.
DP ID	Depository participant's identification.
ECS	Electronic Clearing System.
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation.
EGM	Extraordinary General Meeting of the Shareholders of the Company.



TERMS	DESCRIPTIONS
EPS	Earnings Per Share.
ESOS	Employee Stock Option Scheme.
FDI	Foreign direct investment.
FIPB	Foreign Investment Promotion Board.
GAAR	General anti avoidance rules.
GBP	Great Britain Pound.
GIR	General index register.
GoI/Government	Government of India.
GST	Goods & Service Tax
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISO	International Organization for Standardization.
IT Act	The Income Tax Act, 1961, as amended.
IT Rules	The Income Tax Rules, 1962, as amended.
JV	Joint Venture.
MCA	Ministry of Corporate Affairs, Government of India.
MoU	Memorandum of Understanding.
N.A.	Not Applicable.
NAV/Net Asset Value	Net asset value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares.
NECS	National Electronic Clearing Services.
NEFT	National Electronic Fund Transfer.
NoC	No Objection Certificate.
No.	Number.
NR	Non-Resident.
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited.
NTA	Net Tangible Assets.
p.a.	Per annum.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PCB	Pollution Control Board.
P/E Ratio	Price per Earnings Ratio.
Pvt.	Private.
RBI	Reserve Bank of India.
RoC	Registrar of Companies.
RONW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SCN	Show Cause Notice.
SCSB	Self-Certified Syndicate Bank.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
UIN	Unique Identification Number.
US	United States.
VAT	Value Added Tax.
w.e.f.	With effect from
YoY	Year on Year.

The words and expressions used but not defined in this draft prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made thereunder.

## CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY & MARKET DATA, AND CURRENCY PRESENTATION

### Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to “India” in this draft prospectus are to the Republic of India.

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

In this draft prospectus, the terms “the Company”, “our Company”, “Issuer”, “Issuer Company”, “Swaraj”, “SSL”, and “Swaraj Suiting Limited” unless the context otherwise indicates or implies, refers to “**Swaraj Suiting Limited**”.

In this draft prospectus, the terms “we”, “us”, “our”, unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies, if any.

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

### Financial Data

Unless stated otherwise, the financial information in this draft prospectus are extracted from the restated Financial Statements of our Company as at and for the 6 months period ended on September 30, 2021 and financial Years ended on 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2020 and 31<sup>st</sup> March 2019, prepared in accordance with Indian GAAP and the Companies Act, and restated in accordance with the SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “**Financial Statements as Restated**” beginning on page no. 121 of this draft 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 draft 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, Ind AS, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the draft prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the draft prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in this draft prospectus, including in the Sections titled “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page no. 19, 74 and 159 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this draft prospectus.

### Currency and Units of Presentation

All references to “Rupees”, “Rs.”, “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “£” or “GBP” are to Great Britain Pound, the official currency of the United Kingdom. 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.

Our Company has presented certain numerical information in this draft prospectus in “Lakh” units. One lakh represents 1,00,000. In this draft prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off.

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 and market data used throughout this draft prospectus has been derived from Ministry of Statistics and Programme Implementation (MOSPI), RBI, Press Information Bureau, Department of Industrial Policy & Promotion, India Brand Equity Foundation and industry publications etc. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, we believe that the industry and market data used in this draft prospectus is reliable, neither we nor the Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this draft prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled "**Risk Factors**" beginning on page no. 19 of this draft prospectus. Accordingly, investment decisions should not be based on such information.

**Exchange Rates**

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

## FORWARD LOOKING STATEMENT

The Company has included statements in this draft prospectus which contain words or phrases such as “may”, “will”, “aim”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “potential” and similar expressions or variations of such expressions, that are or may be deemed to be forward looking statements.

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this draft prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the 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. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the Section titled “*Risk Factors*”; “*Industry Overview*”; “*Our Business*”; and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”; beginning on page no. 19, 64, 74 and 159, respectively, of this draft prospectus.

The forward-looking statements contained in this draft prospectus are based on the beliefs of our management, as well as the assumptions made by and information currently available to our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materializes, or if any of the underlying assumptions prove to be incorrect, the actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

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

- Impact of covid-19 on our business and operations.
- Our ability to compete effectively
- Our Company’s inability to meet its working capital requirements or maintain its existing credit facilities
- We are heavily dependent on technology in carrying out our business activities and it forms an integral part of our business. If we face failure of our technology systems or the Technology we use becomes out dated, 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 business depends on our production facility in Bhilwara and the Proposed facility in Madhya Pradesh and the loss of or shutdown of operations of the production facility on any grounds could adversely affect our business or results of operations.
- We may be unable to adequately protect our trademarks, including and an inability to protect or use our intellectual property rights may adversely affect our business.
- Our expansion into new product categories may expose us to new challenges and more risks.
- General economic and business conditions in India and other countries;
- Increase in freight and fluctuation in operating and other related costs
- Ability to retain the customers is heavily dependent upon various factors including our reputation and our ability to maintain a high level of Service quality including our satisfactory performance for the customers;
- We operate in a significantly fragmented and competitive market in each of our business segments;
- Regulatory changes relating to the textile sectors in India and our ability to respond to them;
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments;
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Changes in the value of the Rupee and other currencies;
- The occurrence of natural disasters or calamities; and

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. Our Company, the Lead Manager, or their respective affiliates do not have any obligation to, and do not intend 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 are informed of material developments until the time of the grant of final listing and trading permissions with respect to Equity Shares being issued in this Issue, by the Stock Exchanges. Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this draft prospectus until the Equity Shares are allotted to the investors.

**SECTION II: SUMMARY OF DRAFT PROSPECTUS****(A) PRIMARY BUSINESS OF OUR COMPANY AND THE INDUSTRY IN WHICH IT OPERATES:****❖ Primary Business of Our Company:**

Swaraj Suiting Limited is a company which has been in the textile sector since 2003. The company is mainly into Manufacturing, Job Contract of Grey Fabrics and Trading of Synthetic Fabrics, Finished (Denim) Fabrics and Yarns. We are manufacturing grey fabrics from our manufacturing facility situated at Bhilwara, Rajasthan. The Company has a production capacity of approx. 1.50 million meters of fabric per month in Bhilwara.

With an intension to expand our operations in terms of both backward and forward integration, our Company is also setting up a Denim fabrics processing plant at Neemuch (Madhya Pradesh), which is having with annual capacity of converting approximately 21.75 million metric meters of denim fabric. *(For Detailed information on our business, please refer to chapter titled “Our Business” beginning from page no. 74 of this draft prospectus.)*

**❖ Summary of the industry in which our Company operates:****Indian Textile Industry**

India’s textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. India’s Textiles industry has around 4.5 crore employed workers including 35.22 lakh handloom workers across the country. The industry contributed 7% to the industry output (by value) in 2018-19. The Indian textiles and apparel industry contributed 2% to the GDP, 12% to export earnings and held 5% of the global trade in textiles and apparel in 2018-19. 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\$ 22.89 billion between April 2021 and October 2021. India’s home textile exports grew at a healthy rate of 9% in FY21 despite the pandemic.

*(For further detailed information, please refer to chapter titled “Industry Overview” beginning from page no. 64 of this draft prospectus.)*

**(B) NAME OF THE PROMOTERS OF OUR COMPANY:**

(1) Mr. Mohammed Sabir Khan, 2) Mrs. Samar Khan and 3) Mr. Nasir Khan are the promoters of our company. *(For further details, please refer chapter “Our Promoters and Promoters Group” beginning from page no. 113 of this draft prospectus.)*

**(C) SIZE OF THE ISSUE:**

Initial Public issue of **19,08,000** equity shares of face value of ₹10/- each (“Equity Shares”) of **Swaraj Suiting Limited** (“The Company” or “The Issuer”) for cash at a price of ₹56/- per equity share, including a share premium of ₹46/- per equity share (“The Issue Price”), aggregating to ₹1068.48 Lakhs (“The Issue”), of which **96,000** equity shares of face value of ₹10/- each for cash at a price of ₹56/- per equity share, aggregating to ₹53.76 lakhs will be reserved for subscriptions by the Market Maker to the issue (The “**Market Maker Reservation Portion**”). The issue less market maker reservation portion i.e., Issue of **18,12,000** equity shares of face value of ₹10/- each for cash at a price of ₹56/- per equity share, aggregating to ₹1014.72 lakhs is here-in after referred to as the “**Net Issue**”. The issue and the net issue will constitute 26.50% and 25.17% respectively of the post issue paid up equity share capital of the company.

**(D) OBJECTS OF THE ISSUE:**

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects:

Sr. No.	Particulars	Estimated Amount	% of total issue size	Amount to be financed from Issue Proceeds
A	Working capital requirements for new project	955.00	89.38%	955.00
B	Issue related expenses	50.00	4.68%	50.00
C	General corporate purposes	63.48	5.94%	63.48
	<b>Total IPO Proceeds</b>	<b>1068.48</b>	<b>100.00%</b>	<b>1068.48</b>

*For further details, please refer chapter “Objects of the Issue” beginning from page no. 55 of this draft prospectus.*



(E) **PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTERS GROUP AS ON THE DATE OF THIS DRAFT PROSPECTUS:**

Sr. No.	Particulars	Pre-Issue Shareholding	
		No. of Shares	Percentage holding
	<b>Promoters</b>		
1	Mr. Mohammed Sabir Khan	13,12,920	24.81%
2	Mrs. Samar Khan	1,84,200	3.48%
	Mr. Nasir Khan	-	-
	<b>Total Promoters Shareholding (A)</b>	<b>14,97,120</b>	<b>28.29%</b>
	<b>Promoter Group</b>		
3	Divine Suiting Private Limited	12,41,200	23.45%
4	Gomoto Textiles Private Limited	9,03,700	17.08%
5	Jamuna Synthetics Private Limited	8,59,350	16.24%
6	Sakina Textile Private Limited	7,55,460	14.28%
7	Zahida Parihar	7,100	0.13%
8	Shabnam Khan	7,100	0.13%
9	Shabana Akhlaque Madani	7,100	0.13%
	<b>Total Promoters Group Shareholding (B)</b>	<b>37,81,010</b>	<b>71.45%</b>
	<b>Total Promoters &amp; Promoters Group (A+B)</b>	<b>52,78,130</b>	<b>99.74%</b>

(F) **SUMMARY OF RESTATED CONSOLIDATED FINANCIAL STATEMENTS:**

(Rs. In Lakhs)

Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Total Share Capital	251.43	223.03	193.83	193.83
Total Net Worth	4,519.21	3,823.98	3,074.34	2,610.87
Total Revenue	8,171.86	6,021.56	8,065.32	7,641.68
Profit After Tax	191.03	267.47	354.32	218.59
Earnings Per Share (Basic & Diluted) (As per Restated financials)	7.60	11.99	18.28	11.28
<b>Earnings Per Share (Basic &amp; Diluted) (After adjusting Bonus post restated period with retrospective effect)</b>	<b>3.80</b>	<b>6.00</b>	<b>9.14</b>	<b>5.64</b>
Net Asset Value per equity share (As per Restated financials)	179.74	171.46	158.61	134.70
<b>Net Asset Value per equity share (After adjusting Bonus post restated period with retrospective effect)</b>	<b>89.87</b>	<b>85.73</b>	<b>79.30</b>	<b>67.35</b>
Total Borrowings (short term and long-term)	3,812.70	4,188.44	4,913.95	5,589.22

EPS and NAV not annualised for 30/09/2021.

After the restated period, company has allotted 26,46,065 equity shares as Bonus allotment in the ratio of 1:1 on 27/12/2021. (For further details, please refer chapter “Capital Structure” and “Financial statement as Restated” beginning from page no. 40 and 121 respectively of this draft prospectus.)

(G) **AUDITOR QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENT:**

The restated financial statement does not contain any qualifications in Audit reports for which adjustments have been made in the Restated Financial Statements of the Company. (For further details, please refer chapter “Financial statement as Restated” beginning from page no. 121 of this draft prospectus.)

(H) **SUMMARY OF OUTSTANDING LITIGATIONS:**

There are certain outstanding litigation pending against the company, directors, promoters, Promoters Group and Group Entity. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. Any adverse decision may make us liable to liabilities/penalties and may adversely affect our business and financial status. A summary of these legal and other proceedings are given below:



Sr. No.	Outstanding Litigation	Number of Matter	Financial Implications to the Extent Quantifiable In INR
1.	<b>Filed against the Company</b>		
	Direct Tax	1	66,980
2.	<b>Filed against our Directors &amp; Promoters</b>		
	Direct Tax	3	5,67,760
3.	<b>Filed against our group companies</b>		
	Direct Tax	3	27,060
	<b>Total</b>	<b>7</b>	<b>6,61,800</b>

For further details, please refer chapter “**Outstanding Litigation and Material Development**” beginning from page no. 163 of this draft prospectus.

**(I) CROSS REFERENCE TO THE SECTION TITLED RISK FACTORS:**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this draft prospectus.

(For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled “**Risk Factors**” beginning on page no. 19 of this draft prospectus.)

**(J) SUMMARY OF CONTINGENT LIABILITIES:**

As per restated financial statement, the company has no contingent liabilities as on September 30, 2021. (For further details, please refer chapter “**Financial statement as Restated**” beginning from page no. 121 of this draft prospectus.)

**(K) SUMMARY OF RELATED PARTY TRANSACTIONS FOR LAST 3 YEARS:**

For details pertaining to Related Party Transactions, kindly refer to the chapter titled “**Annexure IX – Related Party Transactions under Restated Financial Statement**” beginning on page no. 139 of this draft prospectus

**(L) DETAILS OF FINANCING ARRANGEMENT:**

There are no financing arrangements whereby the promoters, member of promoter group, the directors of the company which is a promoter of the issuer, the directors of our company and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the Business of the financing entity during the period of six months immediately preceding the date of filing of this draft prospectus.

**(M) WEIGHTED AVERAGE PRICE AT WHICH EQUITY SHARES WAS ACQUIRED BY OUR PROMOTERS IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:**

Sl. No.	Name of the Promoter	No. of Shares Acquired during last one Year	Weighted Average Price (In ₹ per Equity Share) *
1	Mr. Mohammed Sabir Khan	7,35,430	17.72
2	Mrs. Samar Khan	92,100	--
3	Mr. Nasir Khan	--	--

\*After giving effect to the allotment of Bonus Shares for which no consideration has been paid

**(N) AVERAGE COST OF ACQUISITION OF EQUITY SHARES FOR PROMOTERS:**

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	Mr. Mohammed Sabir Khan	13,12,920	24.57
2	Mrs. Samar Khan	1,84,200	31.21
3	Mr. Nasir Khan	--	--

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



**(O) DETAILS OF PRE-IPO PLACEMENT:**

Our Company has not proposed any Pre-IPO placement from the date of this draft prospectus till the listing of the Equity Shares.

**(P) DETAILS OF ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:**

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the Allottee	Benefit accruing to the company
27-12-2021	26,46,065	-	Nil	Bonus Share	#	Capitalization of reserves

*# For further details pertaining to Issue of Equity Shares for consideration other than cash, kindly refer to the chapter titled “Capital Structure” beginning on page no. 40 of this draft prospectus.*

**(Q) DETAILS OF SPLIT/CONSOLIDATION OF OUR EQUITY SHARES IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:**

Our Company has not undertaken any split or consolidation of Equity Shares in the last one year till the date of the draft prospectus.

**SECTION III: RISK FACTORS****RISK FACTOR**

Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this draft prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, **“Our Business”**, **“Particulars of the Issue”**, **“Industry Overview”**, **“Financial Statement as Restated”**, **“Outstanding Litigation and Other Material Developments”**, and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** beginning on page no. 74, 55, 64, 121, 163 and 159 respectively, as well as the other financial and statistical information contained in this draft prospectus.

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

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issuing unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the consequences to you of an investment in the Equity Shares.

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

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

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

**INTERNAL RISK FACTOR:**

1. **Our Promoters, Promoters Group and Group Company are party to certain litigation and claims. These legal proceedings are pending at different levels of adjudication before various courts and regulatory authorities. Any adverse decision may make us liable to liabilities/penalties and may adversely affect our reputation, business and financial status. A classification of these legal and other proceedings is given below:**

Sr No.	Outstanding Litigation	Number of Matter	Financial Implications to the Extent Quantifiable In INR
1.	<b>Filed against the Company</b>		
	Direct Tax	1	66,980
2.	<b>Filed against our Directors &amp; Promoters</b>		
	Direct Tax	3	5,67,760
3.	<b>Filed against our group companies</b>		
	Direct Tax	3	27,060
	<b>Total</b>	<b>7</b>	<b>6,61,800</b>

Note: The amount mentioned above may be subject to additional interest, rates or Penalties being levied by the concerned authorities for delay in making payment or otherwise. For further details, please refer chapter **“Outstanding Litigation and Material Development”** beginning from page no. 163 of this draft prospectus.



2. ***Our business is substantially dependent on certain key customers from whom we derive a significant portion of our revenues. The loss of any significant customer may have a material adverse effect on our business and results of operations.***

While we are constantly striving to increase our customer base and reduce dependence on any particular customer, there is no assurance that we will be able to broaden our customer base in any future periods or that our business or results of operations will not be adversely affected by a reduction in demand or cessation of our relationship with any of our major customers. The contribution of the top five and top ten customers of our Company for the Fiscal 2021, 2020 and 2019 are as follows:

(Rs. In Lakhs)

Particulars	Fiscal 2021		Fiscal 2020		Fiscal 2019	
	Amount	In %	Amount	In %	Amount	In %
Top 5 Customer	2971.54	49.63	3635.19	45.22	3345.31	43.86
Top 10 Customers	4429.33	73.98	5312.24	66.08	4312.06	56.53

3. ***We are highly dependent on our Top 10 suppliers for uninterrupted supply of Raw-Materials. Any disruption in supply of raw materials from these suppliers will adversely affect our operations.***

We are highly dependent on Cotton Yarn and Synthetic Yarn, which are the prime raw material for Grey/Denim Textile. We procure our supply of raw materials from various suppliers depending upon the price and quality of raw materials. However, our Top 10 supplier contributes significantly to supply of raw materials. Any disruption of supply of raw materials from these suppliers will adversely affect our operations. The contributions of our top 5 and top 10 suppliers are as follows:

(Rs. In Lakhs)

Particulars	Fiscal 2021		Fiscal 2020		Fiscal 2019	
	Amount	In %	Amount	In %	Amount	In %
Top 5 Suppliers	2180.00	50.51	793.25	15.49	806.62	18.01
Top 10 Suppliers	3606.84	83.57	3373.39	65.88	1965.83	43.90

4. ***We have not entered into any long-term supply agreement for the major raw material (Cotton & Synthetic Yarn) required for manufacturing of Grey/Denim Textile. Also, volatility in the prices and non-availability of these raw materials may have an adverse impact in our business.***

**Our prime raw material for manufacturing of Denim Textile is Cotton & Synthetic Yarn.** We generally procure our raw material from domestic suppliers as and when it is required. In the absence of long-term agreement with our suppliers, we may not be able to meet our raw material requirement on time. Also, we believe that volatility in the prices of raw material will have an impact on all the manufacturers in the denim industry and any adverse change in the purchase price would lead to a near corresponding adjustment in the selling price as well. However, we acknowledge that we are exposed to and will have to absorb any fluctuations in the prices of raw materials partially which will affect our margins.

Also, we do not have any long-term agreement or contract for supply of Grey Fabric. We also do not have any long-term agreements or contracts for any other inputs like Chemicals & Colours, etc. used in our processing unit and consequently are exposed to price and supply fluctuations for our raw materials.

We are, to a major extent, dependent on external suppliers for our raw materials requirements and we do not have any long-term supply agreements or commitments in relation to the same or for any other raw materials used in our manufacturing process. Consequently, we are exposed to price and supply fluctuations in grey cloth and other raw materials, and these fluctuations may adversely affect our ability to obtain orders and/or to execute them in a timely manner, which would have a material adverse effect on our business, results of operations and financial condition. In case of non-availability of raw materials on favourable terms, we may have to procure the same at the terms and conditions prevalent at that point. This will result in reducing our revenues by a considerable amount due to shortage of raw material or due to inability to procure the same. Further, unfavourable terms of raw materials may also force us to reduce the scale of our operations resulting in a down-sizing of our overall business and we may have to put on hold any expansion plans and our future growth will be severely stunted.

5. ***The land on which our Factory & Registered Office is situated is not owned by us.***

Our Registered Office & Factory premises at Bhilwara and Madhya Pradesh are not owned by us. We have obtained these lands from Industrial Development Corporation Limited and State Industrial Development & Investment Corporation Limited on Lease for a period of 99 years. However, the terms of our lease agreement if not met may lead to cancellation of the Lease.

Further, our registered office is also being shared with some other group companies. As a result of having the same registered office, there may be confusion related to the receipt of documents and notices, which may further lead to miscommunications, loss of documents and conflicts of interests.



6. ***Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.***

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth based on Restated Consolidated Financial statement:

(Rs. In Lakhs)

Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Net cash from operating activities	121.39	119.47	921.97	955.16
Net Cash (used in) / from investing activities	(197.02)	(585.62)	61.33	(1,323.27)
Net Cash used in financing activities	76.81	465.43	(975.43)	366.36
<b>Net increase/(decrease) in cash and cash equivalent</b>	<b>1.19</b>	<b>(0.71)</b>	<b>7.88</b>	<b>(1.76)</b>

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

We have secured our lenders by creating a charge over our movable and immovable properties in respect of loans / facilities availed by us from banks and financial institutions. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lenders. For further information on the Financial Indebtedness please refer to page no. 141 of this Prospectus.

8. ***Changes in Technology may render our current technologies obsolete or require us to make substantial capital investments.***

Modernisation and technology Upgradation is essential in our industry to reduce costs and increase productivity. With latest technology and advancement of methods and machineries, our existing technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we strive to keep our technology, plant and machinery in line with the latest technological standards, we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

9. ***We have high Working Capital requirements. Our inability to meet our working capital requirements may have a material adverse effect on our business, financial condition and results of operations.***

Our business requires a significant amount of working capital which depends upon timely realization of our debtors and availability of cash. Our inability to meet our working capital requirements can adversely impact our business. The capital which will be raised from the present Issue will be utilised for meeting the requirement of working capital of the company.

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

Our Company requires certain statutory and regulatory registrations, licenses, permits and approvals for our business. In future, we shall be required to renew such registrations and approvals and obtain new registrations and approvals for any proposed operations, including any expansion of existing operations. While we believe that we will be able to renew or obtain such registrations and approvals, as and when required, there can be no assurance that the relevant authorities will renew or issue any such registrations or approvals in the time frame anticipated by us or at all. Failure to obtain and renew such registrations and approvals with statutory time frame attracts penal provisions. If we are unable to renew, maintain or obtain the required registrations or approvals, it may result in the interruption of our operations and may have a material adverse effect on our revenues, profits and operations and profits.

Further, certain statutory licenses and approvals which we have obtained for the purpose of carrying our business, contain terms and conditions/covenants, which are to be adhered to by our Company. In case our Company defaults in complying with the said terms and conditions/ covenants, we may be subjected to penal provisions and it may also lead to the cancellation of such licenses and approvals, which will adversely affect our business, financial conditions and results of operations. For further details see Chapter on "Key Industry Regulations and Policies" and "Government and Other Approvals" beginning on page 90 and 167 of the Draft Prospectus respectively.

11. ***Our Company's manufacturing activities are labour intensive and depend on availability of skilled and unskilled labourers in large numbers. In case of unavailability of such labourers and / or inability to retain such personnel, our business operations could be affected.***

Our operations and performance are labour intensive and depends on our ability to identify, attract and retain both skilled and unskilled labour. In case such labour is unavailable or we are unable to identify and retain such labourers our business could be adversely affected. Further, there are instances where we need to hire additional contract labour, either for specialised jobs or during periods of high customer orders. We have not entered into any agreement for hiring additional labourers and thus availability of appropriately skilled labour cannot be guaranteed. Any failure to hire the appropriate labour may impact the operations and impair our client relations.



**12. Volatility in the prices of fabrics, colours & chemicals and other raw materials, may adversely impact our total cost of goods sold.**

Our Company mainly purchases Yarn (cotton and synthetic) and Finished Fabrics from various suppliers for our processing operations. Also, processing requires colours and chemicals which are used for dyeing and printing. We are therefore, entirely dependent on external suppliers for the raw materials which constitutes a majority of the total cost of raw materials for our processing operations. The prices of Grey Fabric depend largely on the market prices of the various yarns and cotton, which are the raw material for manufacture of grey fabric and any increase in prices of raw material is generally passed on to our customers. However, any adverse fluctuations in the price which we may not be able to pass on to our customers could have a material adverse effect on our total cost of production. Further, any material shortage or interruption in the supply or decrease in quality of these raw materials could also adversely impact our business operations.



**13. A few trademarks  and  of our Company have not been registered. Consequently, we may not be able to effectively protect our intellectual property.**

We have filed applications for registration of our company trademarks, which has been objected under section 11(1) of the Trade Marks Act, 1999. The reply to the examination report is awaited from the company. In the event we are not able to obtain registrations in respect of such trade mark applications, we may not be able to obtain statutory protections available under the Trade Marks Act, 1999, as otherwise available for registered logos and trademarks. Consequently, we are subject to the various risks arising out of the same, including but not limited to infringement or passing off our name and logo by a third party. For details on the trademark applications, kindly refer to “Government Approvals” appearing on page no. 167 of this Draft Prospectus.

**14. We cannot assure you that we will be able to secure adequate financing in future on acceptable terms, in time, or at all.**

We may require additional funds in connection with future business expansion and development initiatives. In addition to our existing available funds, we may need additional sources of funding to meet our future requirements, which may include entering into new debt facilities with lending institutions or raising additional debt in the capital markets. If we decide to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants. Such financings could cause our debt-to-equity ratio to increase or require us to create charges or liens on our assets in favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of any of our business development plans and this may affect our business and future results of operations.

**15. Our Directors and Promoter Group may have interest in our Company, other than reimbursement of expenses incurred or remuneration.**

Our Directors and Promoter Group may be deemed to be interested to the extent of the Equity Shares held by them, or their relatives or our Group Entities, and benefits deriving from their directorship in our Company. Further, the Persons in control of our Promoter are interested in the transactions entered into between our Company and themselves as well as between our Company and our Group Entities. For further details, please refer to the chapters titled “Our Business” and “Our Promoters, Promoter’s Group and Group Companies”, beginning on pages 74 and 113 respectively and “Annexure IX – Related Party Transactions under Restated Financial Statement” beginning on page 139 of the Draft Prospectus.

**16. Any change in government laws could affect the flow of our operations and disrupt our business activities.**

Our Company needs to comply with many varied laws/regulations due to the nature of business that we conduct. These laws are subject to change at the discretion of the Government. Our Company may be subject to increased expenses to comply with such changes in the applicable laws which may affect the flow of our operations. Failure to do so may also induce our Company to incur penalties.

**17. The extent to which the Coronavirus pandemic (COVID-19) may affect our business and operations in the future is uncertain and cannot be predicted.**

During the first half of calendar year 2020, COVID-19 spread to a majority of countries across the world, including India. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. In particular, a number of governments and organizations have revised GDP growth forecasts for calendar year 2020 downward in response to the economic slowdown caused by the spread of COVID-19. The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities have responded by taking measures, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing “stay-at-home” orders and restricting the types of businesses that may continue to operate, among many others. On March 14, 2020, India declared COVID-19 as a “notified disaster” and imposed a nationwide lockdown beginning on March 25, 2020. The lockdown has been extended periodically by varying degrees by state governments and local administrations. The lifting of the lockdown across various regions has been regulated with limited and progressive relaxations being granted for movement of goods and people in other places and calibrated re-opening of businesses and offices. Despite the lifting of the lockdown, there is significant uncertainty regarding the duration and long-term impact of the COVID-19 pandemic, as well as possible future responses by the Government, which



makes it impossible for us to predict with certainty the impact that COVID-19 will have on our business and operations in the future.

We are closely monitoring the impact of COVID-19 on our financial condition, liquidity, operations, suppliers and workforce. During FY 2020-21, Company faced unprecedented challenges due to Covid-19 pandemic, which has restricted the turnover growth for the company and also profitability of the company has been impacted. Any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business, results of operations and financial condition.

**18. *Strikes, Work stoppages or increased wage demands by our employees or any other kind of disputes with our employees could adversely affect our business and results of operations.***

Our Company is exposed to strikes and other industrial actions. As on the date of this draft prospectus, our Company has 261 full-time employees including workers at our manufacturing units. At present, we enjoy a good relationship with our employees. However, there can be no assurance that we may not experience disruptions in our operations due to disputes or other problems with our work force such as strikes, work stoppages or increased wage demands that may adversely affect our business and results of operations.

**19. *Our success depends heavily upon our Promoters and Directors for their continuing services, strategic guidance and financial support.***

Our success depends heavily upon the continuing services of Promoters & Directors who are the natural person in control of our Company. Our Promoters have a vast experience in the field of textile business. They have established cordial relations with various customers and suppliers over the past several years, which have immensely benefitted our Company's current customer and supplier relations. We believe that our relation with our Promoters, who have rich experience the industry, managing customers and handling overall businesses, has enabled us to experience growth and profitability. We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business. Further, our Promoters are also part of certain other ventures and may continue to do so. If they divert their attention to such other concerns, we may not be able to function as efficiently and profitably as before. We may have to incur additional costs to replace the services of our Promoters or we may not be able to do so at all, which could adversely affect our business operations and affect our ability to continue to manage and expand our business.

Further, we also depend significantly on our directors for executing their day-to-day activities. If our Promoters / Directors or any member of the senior management team is unable or unwilling to continue in his present position, we may not be able to replace him easily or at all, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

**20. *Our Company has entered into certain related party transactions and may continue to do so in the future.***

Our Company has entered into related party transactions with our Promoters, Directors, Group Entities and their relatives. While our Company believes that all such transactions have been conducted on the arm's length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to "**Annexure IX – Related Party Transactions under Restated Financial Statement**" on page no. 139 of this Draft Prospectus.

**21. *Our Company has availed unsecured loan from parties other than bankers & financial institutions which is repayable on demand. Any demand from the lender for repayment of such unsecured loan may affect our cash flow and financial condition.***

Our Company has availed certain unsecured loan and are repayable on demand. Though our Company intends to repay the loan amount in near future, sudden recall may disrupt our operations and also may force us to opt for funding at higher interest rates, resulting in higher financial burden. Further, we will not be able to raise funds at short notice and thus result in shortage of working capital fund. For further details, please refer to the section "**Unsecured Loans**" under "**Financial Statements as restated**" beginning on page no. 121 of this Draft Prospectus. Any demand for the repayment of such unsecured loan, may adversely affect our cash flow and financial condition.

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

Our revenue and our business operations have grown in recent years. Although we plan to continue to expand our scale of operations, we may not be able to sustain these rates of growth in future periods due to a number of factors, including, among others, our execution capability, our ability to retain, maintain & enter into new supplier MOUs / agreements, our ability to maintain customer satisfaction, our ability to mobilise sufficient working capital, macroeconomic factors beyond our control such as decline in global economic conditions, competition with other players in the organized and unorganized

segments, the greater difficulty of growing at sustained rates from a larger revenue base, our inability to control our expenses and the availability of resources for our growth. There can be no assurance that we will not suffer from capital constraints, operational difficulties or difficulties in expanding existing business operations.

Our development and expansion strategies will require substantial managerial efforts and skills and the incurrence of additional expenditures may subject us to new or increased risks. We may not be able to efficiently or effectively implement our growth strategies or manage the growth of our operations, and any failure to do so may limit future growth and have an adverse effect on our business. Further, our strategy to improve our debt – equity ratio may not materialise in the manner we intend to, and we may be required to obtain additional debt to meet immediate capital requirements, resulting in unfavourable ratios.

Also, the fund requirement and deployment for our strategies are based purely on management estimates and assumptions considering the current market scenario and are subject to revision in the light of changes in external circumstances or costs. If we are unsuccessful in executing our strategic plan, or if the underlying estimates or assumptions used to develop our strategic plan are materially inaccurate, our business and financial condition would have an adverse impact.

**23. *The Qualification and Experience Proof of some of our Promoters & Directors may not be available.***

Our Promoters and Directors are qualified and are highly experienced to run the day-to-day affairs of the Company. However, the Qualification and Experience Proof (as mentioned in the Draft Prospectus) of some of our Promoters & Directors may not be available.

**24. *Our Company's insurance coverage may not be adequate to protect us against all material hazards which may result in disruptions of operations/monetary loss on account of stoppage of work.***

We procure insurance for our operations against third-party liability, manufacturing risks, stock insurance at warehouse, and employees' health. Our existing insurance coverage may be insufficient to cover all the risks associated with our business and operations and generally do not cover losses from business interruption. We also cannot assure you that we will renew our existing insurance policies in a timely manner or at all. In the case of an uninsured loss, a loss in excess of insured limits or a loss for which we do not have coverage or coverage is prohibitively expensive, including those caused by natural disasters and other events beyond our control, we may be required to pay for losses, damages and liabilities out of our own funds, which could materially and adversely affect our business, financial condition and results of operations. Even if our insurance coverage is adequate to cover our direct losses, we may not be able to take remedial actions or other appropriate measures. Furthermore, our claim records may affect the premiums which insurance companies may charge us in the future.

**25. *We are dependent on a number of key managerial personnel, including our senior management, and the loss of or our inability to attract or retain such persons with specialized technical know-how could adversely affect our business, results of operations, cash flows and financial condition.***

Our performance depends largely on the efforts and abilities of our senior management and other key managerial personnel, including our present officers who have specialized technical know-how. The inputs and experience of our senior management and key managerial personnel are valuable for the development of our business and operations strategy. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Our Company does not maintain any director's and officer's insurance policy or any keyman insurance policy. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition.

**26. *Upon completion of the Issue, our Promoters / Promoter Group may continue to retain significant control, which will allow them to influence the outcome of matters submitted to the shareholders for approval.***

After completion of the Issue, our Promoters and Promoter Group will collectively own 73.31% of the total post issue Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring any strategic decision favourable to the Company or effecting a change in control of our Company for the betterment of the stakeholders.

In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.



**27. *Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.***

Employee misconduct, errors or frauds could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such employee misconduct includes breach in security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our operational standards and processes, and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. In addition, losses caused on account of employee misconduct or misappropriation of petty cash expenses and advances may not be recoverable, which we may result in write-off of such amounts and thereby adversely affecting our results of operations. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions in which case, our reputation, business prospects, results of operations and financial condition could be adversely affected.

**28. *We may not be successful in implementing our business strategies.***

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

**29. *Industry information included in this draft prospectus has been derived from industry reports. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.***

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this draft prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective 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 for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this draft prospectus.

**30. *Within the parameters as mentioned in the chapter titled “Objects of this Issue” beginning on page 55 of this draft prospectus, 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.***

We intend to use entire Issue Proceeds towards meeting the working capital requirement and general corporate purpose. We intend to deploy the Net Issue Proceeds in financial year 2021-22 and such deployment is based on certain assumptions and strategy which our Company believes to implement in 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 55 of this draft 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 55 of this draft prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors and the Audit Committee will monitor the proceeds of this Issue.

**31. *The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.***

Since the Issue size is less than Rs.10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our finances.



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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “*Dividend Policy*” on page 120 of this draft prospectus.

**33. *Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.***

Any future equity issuance by our Company may lead to the dilution of investors’ shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

**34. *We face competition from Organized, Unorganized as well as international players.***

Our industry is highly unorganized and we face competition from organized, unorganized and international players. We face competition from various domestic and international players. Internationally there is competition from Asian peers such as China, Bangladesh and Vietnam who are lower cost manufacturers of denims and also enjoy more favourable duty structure on exports. Domestically, we face competition against organised as well as unorganised players. Excess Competition in certain markets may have a material adverse effect on our operations.

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

The Issue price is based on numerous factors. For further information, see the chapter titled “*Basis for Issue Price*” beginning on page no. 60 of this draft prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price are:

- Quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

**36. *Managing employee benefit pressures in India may prevent us from sustaining our competitive advantage which could adversely affect our business prospects and future financial performance.***

Employee benefits represent a major expense for us and our ability to maintain or reduce such costs is critical for our business operations. We may be required to increase employee compensation levels to remain competitive and manage attrition, and consequently we may need to increase the prices of our products and services. An increase in wages/ salaries paid to our employees may result in a material adverse effect on our profits in the event that we are unable to pass on such increased expenditure to our users or customers without losing their business to our competitors. Likewise, if we are unable to sustain or increase the number of employees as necessary to meet growing demand, our business, financial condition and results of operations could be adversely affected.

**37. *Certain agreements may be inadequately stamped or may not have been registered as a result of which our operations may be adversely affected.***

Few of our agreements may not be stamped adequately or registered. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, makes the document inadmissible in legal proceedings. Any potential dispute due to non-compliance of local laws relating to stamp duty and registration may adversely impact the operations of our Company.

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

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange(s) which require us to file unaudited financial results on a half yearly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management’s attention may be diverted



from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

## EXTERNAL RISK FACTORS

**1. *Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.***

Our business and industry is regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

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

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

**3. *Public companies in India, including our Company, shall be required to prepare financial statements under Indian Accounting Standards.***

Our Company currently prepares its annual financial statements under Indian GAAP. The MCA, Government of India, has, through a notification dated February 16, 2015, set out the Indian Accounting Standards (Ind AS) and the timelines for their implementation. In accordance with such notification, our Company is required to prepare its financial statements in accordance with Ind AS. Ind AS is different in many aspects from Indian GAAP under which our financial statements are currently prepared. Accordingly, the degree to which the restated financial statements included in the draft prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the draft prospectus should accordingly be limited.

**4. *Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations.***

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include:

- custom duties on imports of raw materials and components;
- Goods and Service

These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.

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

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

**6. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in the draft prospectus.***

While facts and other statistics in the draft prospectus relating to India, the Indian economy and the industry in which we operate has been based on various web site data and IBEF that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or



advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled ***“Industry Overview”*** beginning on page 59 of this draft prospectus. Due to possibly flawed 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, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

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

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

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

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

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

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

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

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

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

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

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

**SECTION IV: INTRODUCTION****THE ISSUE**

*The present Issue of 19,08,000 Equity Shares in terms of draft prospectus has been authorized pursuant to a resolution of our Board of Directors held on December 27, 2021 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013, at the Extra Ordinary General Meeting of the members held on January 07, 2022.*

The following is the summary of the Issue:

<b>Present Issue <sup>(1)</sup></b>	Up to <b>19,08,000</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹56/- per Equity Share aggregating to <b>₹1068.48</b> Lakhs.
<b>Out of which:</b>	
Market Maker Reservation Portion	Up to <b>96,000</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹56/- per Equity Share aggregating to <b>₹53.76</b> Lakhs.
Net Issue to the Public <sup>(2)</sup>	Up to <b>18,12,000</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹56/- per Equity Share aggregating to <b>₹1014.72</b> Lakhs.
<b>Out of which:</b>	
Allocation to Retail Individual Investors for <b>up to Rs. 2.00 lakh</b>	<b>9,08,000</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹56/- per Equity Share aggregating to <b>₹508.48</b> Lakhs.
Allocation to other investors for <b>above Rs. 2.00 lakh</b>	<b>9,04,000</b> Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹56/- per Equity Share aggregating to <b>₹506.24</b> Lakhs.
<b>Pre- and Post-Issue Equity Shares</b>	
Equity Shares outstanding prior to the Issue	52,92,130 Equity Shares having face value of ₹10/- each
Equity Shares outstanding after the Issue*	72,00,130 Equity Shares having face value of ₹10/- each
<b>Objects of the Issue</b>	Please refer to the section titled <b>“Objects of the issue”</b> beginning on page no. 55 of this draft prospectus.
<b>Issue Open on</b>	[●]
<b>Issue Close on</b>	[●]

\*Assuming Full Allotment

<sup>(1)</sup> *The present Issue is being made by our Company in terms of Regulation 229(1) of the SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-Issue paid-up equity share capital of our Company are being offered to the public for subscription*

<sup>(2)</sup> *This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:*

(a) *Minimum 50% to the Retail individual investors; and*

(b) *remaining to:*

- i. *individual applicants other than retail individual investors; and*
- ii. *other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;*

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

**Explanation:** *For the purpose of Regulation 253, sub-Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage. (For further details, kindly refer the chapter titled “Terms of the Issue” beginning on page 179 of this draft prospectus.)*



## SUMMARY OF FINANCIAL INFORMATION

### STATEMENT OF CONSOLIDATED ASSETS & LIABILITIES, AS RESTATED

Particulars	6 months	As on		
	30-09-2021	31-03-2021	31-03-2020	31-03-2019
<b>Equity &amp; Liabilities</b>				
<b>1. Shareholders Fund</b>				
a) Share capital	2,51,42,650	2,23,02,650	1,93,83,450	1,93,83,450
b) Reserves and surplus	42,67,78,067	36,00,95,778	28,80,50,858	24,17,03,686
<b>Total Shareholder's Fund</b>	<b>45,19,20,717</b>	<b>38,23,98,428</b>	<b>30,74,34,308</b>	<b>26,10,87,136</b>
<b>2. Non-Current Liabilities</b>				
a) Long Term Borrowings	20,63,27,855	24,03,12,892	27,39,63,401	31,82,56,125
b) Deferred Tax Liability	29,67,105	66,09,369	82,59,943	79,69,696
c) Minority Interest	-	-	3,00,48,844	2,99,32,067
d) Long Term Provision	66,70,841	-	-	-
<b>Total Non-Current Liabilities</b>	<b>21,59,65,801</b>	<b>24,69,22,261</b>	<b>31,22,72,188</b>	<b>35,61,57,888</b>
<b>3. Current Liabilities</b>				
a) Short Term Borrowings	10,97,81,372	10,14,53,491	17,05,20,711	17,02,28,804
b) Trade Payables	4,94,59,923	9,20,70,937	10,74,64,779	6,00,17,109
c) Other Current Liabilities	7,83,17,380	8,78,60,737	6,55,48,111	8,40,62,861
d) Short Term Provisions	1,07,84,341	64,65,387	72,05,896	57,88,001
<b>Total Current Liabilities</b>	<b>24,83,43,016</b>	<b>28,78,50,553</b>	<b>35,07,39,497</b>	<b>32,00,96,775</b>
<b>Total Equity &amp; Liability</b>	<b>91,62,29,534</b>	<b>91,71,71,242</b>	<b>97,04,45,992</b>	<b>93,73,41,799</b>
<b>4. Non-Current Assets</b>				
a) Fixed Assets				
- Tangible Assets	37,65,94,900	35,75,53,685	45,39,40,038	52,34,92,282
- Intangible Assets	-	-	6,08,897	4,48,414
- Work-In-Progress	93,39,572	-	-	-
<b>Total Fixed Assets</b>				
b) Non - current Investments	2,98,30,172	2,93,94,942	-	-
c) Deferred Tax Assets (Net)				
d) Long Term Loans and Advances	1,10,78,811	1,09,08,535	1,23,04,748	1,60,90,053
e) Other Non- current Assets	1,52,71,658	4,47,75,147	5,69,325	1,01,850
<b>Total Non-Current Assets</b>	<b>44,21,15,114</b>	<b>44,26,32,309</b>	<b>46,74,23,008</b>	<b>54,01,32,599</b>
<b>5. Current assets</b>				
a) Inventories	31,11,21,981	30,66,07,062	30,43,55,650	23,07,17,382
b) Trade Receivables	12,69,14,526	13,14,70,105	13,63,78,687.5	12,98,95,277
c) Cash and Cash Equivalents balances	6,07,243	4,88,616	13,06,814	5,19,251
d) Short Term Loans and advances	3,54,70,672	3,59,73,149	6,09,81,833	3,60,77,289
e) Other Current Assets	-	-	-	-
<b>Total Current Assets</b>	<b>47,41,14,422</b>	<b>47,45,38,932</b>	<b>50,30,22,984</b>	<b>39,72,09,200</b>
<b>Total Assets</b>	<b>91,62,29,534</b>	<b>91,71,71,242</b>	<b>97,04,45,992</b>	<b>93,73,41,799</b>

For further details, kindly refer the chapter titled "Financial statement as Restated" beginning on page 121 of this draft prospectus.

**STATEMENT OF CONSOLIDATED PROFIT & LOSS, AS RESTATED**

Particulars	6 months	For the Year ended on		
	30-09-2021	31-03-2021	31-03-2020	31-03-2019
<b>Income</b>				
Revenue from Operations	81,70,40,390	59,86,84,368	80,38,71,110	76,27,38,990
Other Income	1,45,214	34,72,004	26,61,094	14,28,624
<b>Total Revenue</b>	<b>81,71,85,604</b>	<b>60,21,56,372</b>	<b>80,65,32,204</b>	<b>76,41,67,614</b>
<b>Expenditure</b>				
Cost of Material Consumed	63,93,36,669	16,15,09,817	13,03,22,523	11,85,00,552
Purchases of Stock-in-Trade	1,17,86,951	24,39,43,418	34,93,51,228	30,61,88,219
Change in Inventories	8,94,471	(2,30,93,389)	(4,14,75,574)	(1,27,99,933)
Manufacturing Expenses	5,89,74,838	7,37,82,454	13,23,45,935	14,32,02,483
Employee Benefit Expenses	3,11,95,891	3,14,02,394	5,75,10,456	5,29,75,553
Other Expenses	58,29,378	1,27,64,779	1,27,07,672	1,08,75,518
<b>Total Expenses</b>	<b>74,80,18,198</b>	<b>50,03,09,473</b>	<b>64,07,62,239</b>	<b>61,89,42,392</b>
<b>Profit Before Interest, Depreciation and Tax</b>	<b>6,91,67,406</b>	<b>10,18,46,899</b>	<b>16,57,69,965</b>	<b>14,52,25,222</b>
Depreciation & Amortisation Expenses	2,67,44,398	3,98,35,196	6,93,97,847	7,47,77,423
<b>Profit Before Interest and Tax</b>	<b>4,24,23,008</b>	<b>6,20,11,703</b>	<b>9,63,72,118</b>	<b>7,04,47,799</b>
Financial Charges	1,66,45,538	2,94,81,934	5,35,41,938	4,25,89,657
<b>Profit before Taxation</b>	<b>2,57,77,471</b>	<b>3,25,29,769</b>	<b>4,28,30,180</b>	<b>2,78,58,141</b>
Provision for Taxation	1,03,16,675	64,15,387	71,08,196	57,08,001
Provision for Deferred Tax	(36,42,264)	(6,32,334)	2,90,247	2,91,074
<b>Total</b>	<b>66,74,411</b>	<b>57,83,053</b>	<b>73,98,443</b>	<b>59,99,075</b>
<b>Profit After Tax but Before Extra-ordinary Items</b>	<b>1,91,03,059</b>	<b>2,67,46,716</b>	<b>3,54,31,736</b>	<b>2,18,59,066</b>
Extraordinary Items	-	-	-	-
Profit Attributable to Minority Shareholders	-	-	27,71,628	14,70,237
<b>Net Profit after adjustments</b>	<b>1,91,03,059</b>	<b>2,67,46,716</b>	<b>3,26,60,108</b>	<b>2,03,88,829</b>
<b>Net Profit Transferred to Balance Sheet</b>	<b>1,91,03,059</b>	<b>2,67,46,716</b>	<b>3,26,60,108</b>	<b>2,03,88,829</b>

For further details, kindly refer the chapter titled “Financial statement as Restated” beginning on page 121 of this draft prospectus.

<b>STATEMENT OF CONSOLIDATED CASH FLOW, AS RESTATED</b>				
<b>PARTICULARS</b>	<b>6 months</b>	<b>For the Year ended on</b>		
	<b>30-09-2021</b>	<b>31-03-2021</b>	<b>31-03-2020</b>	<b>31-03-2019</b>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit Before Tax as per Profit & Loss A/c	2,57,77,471	3,25,29,769	4,28,30,180	2,78,58,141
Adjusted for:				
a. Depreciation	2,67,44,398	3,98,35,196	6,93,97,847	7,47,77,423
b. Interest Expenses & Finance Cost	1,66,45,538	2,94,81,934	5,35,41,938	4,25,89,657
c. Other Adjustments	4,35,231	24,09,740	1,08,71,729	(27,70,501)
d. Interest & Other Income	1,45,214	(34,72,004)	(26,61,094)	(14,28,624)
<b>Operating profit before working capital changes</b>				
Adjusted for:				
a. Decrease /(Increase) in Inventories	(45,14,919)	(4,94,40,539)	(7,36,38,268)	(3,63,83,767)
b. Decrease / (Increase) in trade receivable	45,55,580	(7,32,82,621)	(64,83,410)	(6,58,54,892)
b. Decrease / (Increase) in Current Investments		-	-	-
c. (Increase) / Decrease in short term loans and advances	5,02,477	85,38,992	(2,49,04,544)	(78,56,092)
d. Increase / (Decrease) in Trade Payables	(4,26,11,015)	(28,34,061)	4,74,47,670	3,33,94,867
e. Increase / (Decrease) in other current liabilities	(95,93,357)	3,47,02,953	(1,84,97,050)	3,50,57,252
f. (Increase) / Decrease in Other Current Assets	-	-	-	-
g. Increase / (Decrease) in short term Provisions	4,67,666	-	-	-
<b>Cash generated from operations</b>				
Net Income Tax (Paid)/Refund	(64,15,386)	(65,22,249)	(57,08,001)	(38,67,915)
<b>Net Cash Generated/(Used) From Operating Activities (A)</b>	<b>1,21,38,897</b>	<b>1,19,47,109</b>	<b>9,21,96,997</b>	<b>9,55,15,549</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
a. (Purchase) Sale of Fixed Assets	(2,83,80,789)	1,57,38,812	6,95,52,244	(5,82,51,005)
b. (Purchase) / Sale of non-current investment	(4,35,230)	67,80,558	-	-
c. (Increase) / Decrease in Long term loans and advances	(1,70,276)	(4,42,585)	37,85,305	(19,19,485)
d. Increase / (Decrease) in Long Term Provisions	66,70,841			-
e. (Increase) / Decrease in Other Non-Current Assets	2,95,03,489	(4,42,75,147)	(4,67,475)	11,92,218
f. (Increase) in Misc. Expenses	(2,67,44,398)	(3,98,35,196)	(6,93,97,847)	(7,47,77,423)
g. Interest & Other Income	(1,45,214)	34,72,004	26,61,094	14,28,624
<b>Net Cash Generated/(Used) From Investing Activities (B)</b>	<b>(1,97,01,578)</b>	<b>(5,85,61,554)</b>	<b>61,33,321</b>	<b>(13,23,27,071)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
a. Interest & Finance Cost	(1,66,45,538)	(2,94,81,934)	(5,35,41,938)	(4,25,89,657)
b. Proceeds from share issued	28,40,000	29,19,200		
c. (Repayments) / proceeds of long-term borrowings	(3,39,85,037)	3,63,53,061	(4,42,92,724)	1,75,43,782
d. (Repayments) / proceeds of short-term borrowings	83,27,881	(84,94,715)	2,91,906	6,16,81,735
e. Proceeds from share premium	4,71,44,000	4,52,47,600		
<b>Net Cash Generated/(Used) From Financing Activities (C)</b>	<b>76,81,306</b>	<b>4,65,43,212</b>	<b>(9,75,42,756)</b>	<b>3,66,35,860</b>
<b>Net Increase / (Decrease) in cash and cash equivalents</b>	<b>1,18,625</b>	<b>(71,233)</b>	<b>7,87,562</b>	<b>(1,75,662)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>4,88,616</b>	<b>5,59,849</b>	<b>5,19,251</b>	<b>6,94,913</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>6,07,241</b>	<b>4,88,616</b>	<b>13,06,814</b>	<b>5,19,251</b>

For further details, kindly refer the chapter titled “Financial statement as Restated” beginning on page 121 of this draft prospectus.



## SECTION V: GENERAL INFORMATION

Our Company was originally incorporated as “*Swaraj Suiting Private Limited*” on June 9, 2003 vide certificate of incorporation bearing Corporate Identity No. U18101RJ2003PTC018359 under the provisions of Companies Act, 1956 issued by the Registrar of Companies, Rajasthan, Jaipur. Subsequently, the company was converted into Public Limited Company vide a fresh certificate of incorporation issued by ROC-Jaipur, consequent upon conversion from Private Limited to Public Company dated September 2, 2020 in the name of “*Swaraj Suiting Limited*”. The Corporate Identification Number of our Company changed to U18101RJ2003PLC018359. For further details, please refer to section titled “*Our History and Certain Corporate Matters*” beginning on page no 98 of the Draft Prospectus.

Brief of Company and Issue Information	
<b>Registered &amp; Corporate Office</b>	<b>Swaraj Suiting Limited</b> F-483 To F-487, RIICO Growth Centre Hamirgarh-311025, Bhilwara, Rajasthan, India <b>Contact Person:</b> Mr. Rahul Kumar Verma <b>Contact No:</b> +91 96606 30663 <b>Email ID:</b> <a href="mailto:cs@swarajsuiting.com">cs@swarajsuiting.com</a> <b>Website:</b> <a href="http://www.swarajsuiting.com">www.swarajsuiting.com</a>
<b>Factory Office</b>	<b>Factory at Bhilwara</b> <b>Swaraj Suiting Limited</b> F-483 To F-487, RIICO Growth Centre Hamirgarh-311025, Bhilwara, Rajasthan, India  G1-475 To G1-476, RIICO Growth Centre Hamirgarh-311025, Bhilwara, Rajasthan, India  <b>Factory at Neemuch (Madhya Pradesh) - Proposed</b> <b>Swaraj Suiting Limited</b> B-24 to B-41, Jhanjharwada Industrial Area, Vill: Dhamaniya, District Neemuch, M.P. - 458441
<b>Date of Incorporation</b>	June 9, 2003
<b>Corporate Identification Number</b>	U18101RJ2003PLC018359
<b>Company Category</b>	Company Limited by Shares
<b>Company Subcategory</b>	Non-Government Company
<b>Address of Registrar of Companies</b>	<b>Registrar of Companies, Jaipur</b> G/6-7, Second Floor Residency Area, Jaipur, Rajasthan - 302001, India.
<b>Designated Stock Exchange<sup>^</sup></b>	National Stock Exchange of India Limited, SME EMERGE Platform of NSE (“NSE EMERGE”) <b>Address:</b> Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400051
<b>Company Secretary and Compliance Officer</b>	<b>Mr. Rahul Kumar Verma</b> <b>Swaraj Suiting Limited</b> F-483 To F-487, RIICO Growth Centre Hamirgarh-311025, Bhilwara, Rajasthan, India <b>Contact No:</b> +91 96606 30663 <b>Email ID:</b> <a href="mailto:cs@swarajsuiting.com">cs@swarajsuiting.com</a>
<b>Chief Financial Officer</b>	<b>Mr. Prakash Chandra Jain</b> <b>Swaraj Suiting Limited</b> F-483 To F-487, RIICO Growth Centre Hamirgarh-311025, Bhilwara, Rajasthan <b>Contact No:</b> +91 94134 85033 <b>Email ID:</b> <a href="mailto:prakash@swarajsuiting.com">prakash@swarajsuiting.com</a>
<b>Peer Review / Statutory Auditor of the company</b>	<b>M/s. S.K. Toshniwal and Co.,</b> Chartered Accountants, Shop No. 20, Badal Textile Market, Pur Road, Bhilwara, Rajasthan – 311001, India. <b>Contact Person:</b> Mr. Sunil Kumar Toshniwal <b>Contact No:</b> +91 98291 21039 <b>E-mail ID:</b> <a href="mailto:sktoshniwal@gmail.com">sktoshniwal@gmail.com</a> <b>Designation:</b> Partner <b>Membership No:</b> 078136 <b>Firm Registration No:</b> 008852C <b>Peer Review Certificate No:</b> 018286 valid till June 30, 2024



^ In compliance with Regulation 230(1)(a) of SEBI (ICDR) Regulation, 2018, we have made an application to NSE on the EMERGE Platform only for listing of our equity shares.

### Board of Directors of Our Company

Our Company's Board comprises of the following Directors:

Sl. No.	Name of the Director	DIN	Current Designation	Age	Address
1	Mr. Mohammed Sabir Khan	00561917	Managing Director	48 Years	B-333, R.K. Colony, Bhilwara-311001, Rajasthan
2	Mrs. Samar Khan	01124399	Whole Time Director	43 Years	B-333, R.K. Colony, Bhilwara-311001, Rajasthan
3	Mr. Nasir Khan	07775998	Whole Time Director	24 Years	B-333, R.K. Colony, Bhilwara-311001, Rajasthan
4	Mrs. Amreen Sheikh	09027151	Independent Director	30 Years	306, Behind Solankitakij, Shastri Nagar, Bhilwara, Rajasthan-311001
5	Mrs. Annie Zuberi	08849178	Independent Director	36 Years	K-7-A, Fatah Tiba, Adarsh Nagar, Jawahar Nagar, Jaipur-302004, Rajasthan
6	Mr. Ramesh Agarwal	01407724	Independent Director	54 Years	18, Kamla Enclave, Chittor Road, Bhilwara-311001, Rajasthan

For further details of the Board of Directors, please refer to the Section titled **"Our Management"** beginning on page no 102 of this draft prospectus.

### Details of Key Intermediaries pertaining to this Issue and our Company:

LEAD MANAGER		REGISTRAR TO THE ISSUE		
<b>FINSHORE MANAGEMENT SERVICES LIMITED</b> 'Anandlok', Block-A, 2 <sup>nd</sup> Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal <b>Contact Person:</b> Mr. S. Ramakrishna Iyengar <b>Telephone:</b> +91 – 33 – 22895101 <b>Email:</b> <a href="mailto:ramakrishna@finshoregroup.com">ramakrishna@finshoregroup.com</a> ; <b>Investor Grievance Email:</b> <a href="mailto:info@finshoregroup.com">info@finshoregroup.com</a> ; <b>Website:</b> <a href="http://www.finshoregroup.com">www.finshoregroup.com</a> ; <b>SEBI Registration No:</b> INM000012185 <b>CIN No:</b> U74900WB2011PLC169377		<b>BIGSHARE SERVICES PRIVATE LIMITED</b> 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059 <b>Contact Person:</b> Mr. Swapnil kate <b>Tel. No:</b> 022-62638200; <b>Fax No:</b> 022-62638280; <b>E-mail:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> ; <b>Investor Grievance Email:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> ; <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> ; <b>SEBI Registration No:</b> INR000001385 <b>CIN No:</b> U99999MH1994PTC076534		
BANKER TO THE ISSUE AND SPONSOR BANK		LEGAL ADVISOR TO THE ISSUE		
[•]		<b>J MUKHERJEE &amp; ASSOCIATES</b> D-1, MMS Chambers, 1 <sup>st</sup> Floor, 4A Council House Street, Kolkata-700001, West Bengal, India <b>Telephone:</b> +91 9830640366 <b>Email ID:</b> <a href="mailto:jmukherjeeandassociates@gmail.com">jmukherjeeandassociates@gmail.com</a> <b>Contact Person:</b> Mr. Jayabrata Mukherjee		
BANKER TO THE COMPANY				
<b>BANK OF BARODA</b> SME Branch, First Floor, Near Pansal Circle, Pur Road, Bhilwara – 311001, Rajasthan <b>Contact Person:</b> Mr. Bal Kishan <b>Contact No:</b> 01482-294277 <b>Email ID:</b> <a href="mailto:smebranch.bhilwara@bankofbaroda.com">smebranch.bhilwara@bankofbaroda.com</a>		<b>STATE BANK OF INDIA</b> Industrial Estate, Near Pansal Circle, Pur Road, Bhilwara – 311001, Rajasthan <b>Contact Person:</b> Mr. Anand Mathur <b>Contact No:</b> 01482-240361 <b>Email ID:</b> <a href="mailto:sbi.31093@sbi.co.in">sbi.31093@sbi.co.in</a>		<b>UNION BANK</b> 15/251, Rajendra Marg, Bhilwara – 311001, Rajasthan <b>Contact Person:</b> Mr. Pankaj Verma <b>Contact No:</b> 01482-220685 <b>Email ID:</b> <a href="mailto:bhilwara@unionbankofindia.com">bbhilwara@unionbankofindia.com</a>

Note: Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc. For all Issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same.



*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.*

#### **Statement of Inter Se Allocation of Responsibilities**

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

#### **Self-Certified Syndicate Banks ("SCSBs")**

The lists of banks that have been notified by SEBI to act as SCSB for the ASBA process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details of the Designated Branches which shall collect Application Forms, please refer to the above-mentioned SEBI link.

#### **Issuer Banks for UPI**

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Issuer Bank for UPI mechanism are provided on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

#### **Registered Brokers**

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) as updated from time to time.

#### **Brokers to This Issue**

All brokers registered with SEBI and members of the Recognised Stock Exchange can act as brokers to the Offer.

#### **Registrar to Issue and Share Transfer Agents**

The list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of Stock Exchange at National Stock Exchange of India Limited, as updated from time to time.

#### **Collecting Depository Participants**

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at National Stock Exchange of India Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

#### **Credit Rating**

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

#### **Trustees**

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

#### **Debenture Trustees**

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

#### **IPO Grading**

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

#### **Monitoring Agency**

As per regulation 262(1) of the SEBI ICDR Regulations 2018, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs.10,000 Lakhs. Since the Issue size is only of ₹1068.48 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

### Appraising Entity

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

### Filing of Draft Prospectus/Prospectus with the SEBI/ROC

In terms of Regulation 246(1) of the SEBI (ICDR) Regulations, 2018, a copy of the Prospectus shall be filed with the Board (SEBI) through the Lead Manager, immediately upon filing of the offer document with the Registrar of Companies. However, as per Regulation 246(2) of the SEBI (ICDR) Regulations, 2018, the Board (SEBI) shall not issue any observation on the offer document.

In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, 2018, a copy of Prospectus shall also be furnished to the Board in a soft copy.

A copy of the Prospectus shall be filed electronically with the SEBI through the SEBI intermediary portal at <https://siportal.sebi.gov.in> in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by the SEBI and with the Designated Stock Exchanges.

A copy of the Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 would be delivered for filing to the **Registrar of Companies – Jaipur**.

### Issue Programme

Issue Opening Date	●
Issue Closing Date	●
Finalisation of Basis of Allotment with NSE EMERGE	●
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	●
Credit of Equity Shares to demat accounts of the Allottees	●
Commencement of trading of the Equity Shares on NSE EMERGE	●

### 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 draft prospectus in relation to the (a) Peer review Auditors' reports on the restated Audited financial statements; and (b) Statement of Tax Benefits by the Peer review Auditors and such consent has not been withdrawn as on the date of this draft prospectus.

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

There has been no change in the auditors of our Company during the last 3 years.

### Underwriter

In terms of Regulation 260 (1) of the SEBI (ICDR) Regulations, 2018, the initial public offer shall be underwritten for hundred per cent (100%) of the offer and shall not be restricted up to the minimum subscription level and as per sub regulation (2) The lead manager(s) shall underwrite at least fifteen per cent of the issue size on their own account(s).

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

Name, Address, Telephone, and Email of the Underwriter	Indicated number of Equity Shares to be Underwritten	Amount Underwritten	% of the total Issue Size Underwritten
<b>Finshore Management Services Limited</b> Anandlok, Block-A, 2nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, India <b>Contact Person:</b> Mr. S. Ramakrishna Iyengar <b>Tel No:</b> +91-33-22895101 <b>Email:</b> ramakrishna@finshoregroup.com <b>Investor Grievance Email:</b> info@finshoregroup.com <b>Website:</b> www.finshoregroup.com <b>SEBI Registration No:</b> INM000012185	19,08,000 Equity Shares*	₹1068.48 Lakhs	100.00%

\*Includes 96,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker vide their agreement dated [●] in order to comply with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.

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

### Details of Market Making Arrangement for This Issue

Our Company and the Lead Manager has entered into Market Making Agreement dated [●] with the following Market Maker to fulfil the obligations of Market Making for this Issue:

<b>Name</b>	[●]
<b>Address</b>	[●]
<b>Contact Person</b>	[●]
<b>Telephone</b>	[●]
<b>E-mail</b>	[●]
<b>Website</b>	[●]
<b>SEBI Registration No</b>	[●]
<b>CIN</b>	[●]

[●] Limited, registered with National Stock Exchange of India Limited, will act as the market maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified in SEBI (ICDR) Regulations as amended from time to time.

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

- *In terms of regulation 261(1) of SEBI ICDR Regulations 2018, the Market Making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI ICDR Regulations and the circulars issued by the NSE and SEBI regarding this matter from time to time.*
- *In terms of regulation 261(2) of SEBI ICDR Regulations 2018, The market maker or issuer, in consultation with the lead manager(s) may enter into agreements with the nominated investors for receiving or delivering the specified securities in market making, subject to the prior approval of the NSE EMERGE.*
- *In terms of regulation 261(3) of SEBI ICDR Regulations 2018, Following is a summary of the key details pertaining to the Market Making arrangement*
  1. The Market Maker “[●] Limited” shall be required to provide a two-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
  2. The 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 NSE EMERGE and SEBI from time to time.
  3. The Market Maker is required to comply with SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012 and SEBI ICDR Regulations and relevant Exchange Circulars requirement for Market Makers on SME platform.
  4. The minimum depth of the quote shall be Rs.1.00 Lakh. However, the investors with holdings of value less than Rs. 1.00 Lakh shall be allowed to offer their holding to the Market Maker 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.
  5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
  6. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on NSE EMERGE (in this case currently the minimum trading lot size is 2,000 equity shares; however, the same may be changed by the NSE EMERGE from time to time).
  7. The shares of the Company will be traded in Trade for Trade Segment for the first 10 days from commencement of trading (as per SEBI Circular no: CIR/MRD/DP/ 02/2012 dated January 20, 2012) on EMERGE Platform of NSE and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
  8. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the National Stock Exchange of India Limited.
  9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior

approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

10. In terms of regulation 261(6) of SEBI ICDR Regulations 2018, Market Maker shall not buy the Equity Shares from the Promoters or Persons belonging to promoter group of **Swaraj Suiting Limited** or any person who has acquired shares from such promoter or person belonging to promoter group, during the compulsory market making period.
11. In terms of regulation 261(7) of SEBI ICDR Regulations 2018, The Promoters' holding of **Swaraj Suiting Limited** shall not be eligible for offering to the Market Maker during the Compulsory Market Making Period. However, the promoters' holding of **Swaraj Suiting Limited** which is not locked-in as per the SEBI (ICDR) Regulations, 2018 as amended, can be traded with prior permission of the EMERGE Platform of NSE, in the manner specified by SEBI from time to time.
12. The Lead Manager may be represented on the Board of the Issuer Company in compliance with Regulation 261 (8) of SEBI (ICDR) Regulations, 2018.
13. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of **Swaraj Suiting Limited** via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.
14. **Risk containment measures and monitoring for Market Maker:** NSE EMERGE 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.
15. **Punitive Action in case of default by Market Maker(s):** 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 they are 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.

The Market Maker(s) shall have the right to terminate said arrangement by giving 3 (three) months' notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the relevant laws and regulations applicable at that particular point of time.

16. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction
17. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the issue size and as follows:

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



18. All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.
19. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 crores, the applicable price bands for the first day shall be:
- i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- *In terms of regulation 261(4) of SEBI ICDR Regulations 2018, The specified securities being bought or sold in the process of market making may be transferred to or from the nominated investors with whom the lead manager(s) and the issuer have entered into an agreement for market making: Provided that the inventory of the market maker, as on the date of allotment of the specified securities, shall be at least five per cent. of the specified securities proposed to be listed on NSE EMERGE.*
- *In terms of regulation 261(5) of SEBI ICDR Regulations 2018, The market maker shall buy the entire shareholding of a shareholder of the issuer in one lot, where the value of such shareholding is less than the minimum contract size allowed for trading on the NSE EMERGE: Provided that market maker shall not sell in lots less than the minimum contract size allowed for trading on the NSE EMERGE.*

**SECTION VI: CAPITAL STRUCTURE**

Our Equity Share capital before the Issue and after giving effect to the Issue, as at the date of this draft prospectus, is set forth below:

(Rs. in Lakhs except share data)

No.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price
A.	<b>Authorized Share Capital</b>		
	1,15,00,000 Equity Shares of ₹10/- each	1,150.00	--
B.	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Offer <sup>(1)</sup></b>		
	52,92,130 Equity Shares of ₹10/- each	529.21	--
C.	<b>Present issue in terms of the draft prospectus <sup>(2)</sup></b>		
	19,08,000 Equity Shares of ₹10/- each for cash at a price of ₹56/- per share	190.80	1068.48
<b>Which Comprises of</b>			
D.	<b>Reservation for Market Maker portion</b>		
	96,000 Shares of ₹10/- each for cash at a price a ₹56/- per Equity Share	9.60	53.76
E.	<b>Net Issue to the Public</b>		
	18,12,000 Equity Shares of ₹10/- each for cash at a price a ₹56/- per Equity Share, <b>out of which:</b>	181.20	1014.72
	9,08,000 Equity Shares of ₹10/- each for cash at a price a ₹56/- per Equity Share will be available for allocation for allotment to Retail Individual Investors of <b>up to ₹2.00 lakhs</b>	90.80	508.48
	9,04,000 Equity Shares of ₹10/- each for cash at a price a ₹56/- per Equity Share will be available for allocation for allotment to Other Investors of <b>above ₹2.00 lakhs</b>	90.40	506.24
F.	<b>Paid up Equity capital after the Issue</b>		
	72,00,130 Equity Shares of ₹10/- each	720.01	
	<b>Securities Premium Account</b>		
G.	Before the Issue	2514.27	
	After the Issue	3391.95	

<sup>(1)</sup> Our Company has only one class of share, i.e., Equity Shares having face value of ₹10/- each and there are no partly paid-up Equity Shares or preference shares or convertible securities outstanding for conversion as on the date of this draft prospectus.

<sup>(2)</sup> The present Issue of **19,08,000** Equity Shares in terms of draft prospectus has been authorized pursuant to a resolution of our Board of Directors dated **December 27, 2021** and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General meeting of the members held on **January 07, 2022**.



**Details of changes in Authorized Share Capital of our Company since incorporation:**

Sr. No.	Date of Shareholders approval	EGM/AGM/ Postal Ballot	Authorised Share Capital (Rs.)	Details of change
1	09-06-2003	Incorporation	5,00,000	Incorporate with an Authorised Share Capital of Rs. 5,00,000 comprising of 50000 Equity Shares of Rs. 10/- each.
2	04-10-2003	EOGM	39,00,000	Increase in Authorised Share Capital from Rs. 5,00,000/- comprising of 50000 Equity Shares of Rs. 10/- each to Rs. 39,00,000/- comprising of 3,90,000 Equity Shares of Rs. 10/- each.
3	14-10-2003	EOGM	39,50,000	Increase in Authorised Share Capital from Rs. 39,00,000/- comprising of 390000 Equity Shares of Rs. 10/- each to Rs. 39,50,000/- comprising of 3,95,000 Equity Shares of Rs. 10/- each.
4	09-04-2005	EOGM	68,25,000	Increase in Authorised Share Capital from Rs. 39,50,000/- comprising of 395,000 Equity Shares of Rs. 10/- each to Rs. 68,25,000/- comprising of 6,82,500 Equity Shares of Rs. 10/- each.
5	31-03-2007	EOGM	75,25,000	Increase in Authorised Share Capital from Rs. 68,25,000/- comprising of 6,82,500 Equity Shares of Rs. 10/- each to Rs. 75,25,000/- comprising of 7,52,500 Equity Shares of Rs. 10/- each.
6	23-03-2009	EOGM	78,25,000	Increase in Authorised Share Capital from Rs. 75,25,000/- comprising of 7,52,500 Equity Shares of Rs. 10/- each to Rs. 78,25,000/- comprising of 7,82,500 Equity Shares of Rs. 10/- each.
7	27-02-2012	EOGM	1,18,25,000	Increase in Authorised Share Capital from Rs. 78,25,000/- comprising of 7,82,500 Equity Shares of Rs. 10/- each to Rs. 1,18,25,000/- comprising of 11,82,500 Equity Shares of Rs. 10/- each.
8	04-06-2015	EOGM	1,48,25,000	Increase in Authorised Share Capital from Rs. 1,18,25,000/- comprising of 11,82,500 Equity Shares of Rs. 10/- each to Rs. 1,48,25,000/- comprising of 14,82,500 Equity Shares of Rs. 10/- each.
9	22-09-2016	EOGM	1,88,25,000	Increase in Authorised Share Capital from Rs. 1,48,25,000/- comprising of 14,82,500 Equity Shares of Rs. 10/- each to Rs. 1,88,25,000/- comprising of 18,82,500 Equity Shares of Rs. 10/- each.
10	26-07-2017	EOGM	1,95,00,000	Increase in Authorised Share Capital from Rs. 1,88,25,000/- comprising of 18,82,500 Equity Shares of Rs. 10/- each to Rs. 1,95,00,000/- comprising of 19,50,000 Equity Shares of Rs. 10/- each.
11	25-01-2021	EOGM	11,50,00,000	Increase in Authorised Share Capital from Rs. 1,95,00,000/- comprising of 19,50,000 Equity Shares of Rs. 10/- each to Rs. 11,50,00,000/- comprising of 1,15,00,000 Equity Shares of Rs. 10/- each.

## Notes to Capital Structure

### Share capital history of our Company

#### (a) Equity shares capital history of our Company:

The following is the history of the equity share capital of our Company:

Date of Allotment	No. of Equity Shares	Face Value (In ₹)	Issue Price (In ₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Capital (in ₹)	Cumulative Share Premium (in ₹)
09-06-2003	10,000	10.00	10.00	Cash	Subscription to MOA <sup>(1)</sup>	10,000	1,00,000	-
16-10-2003	3,85,000	10.00	20.00	Cash	Further Allotment <sup>(2)</sup>	3,95,000	39,50,000	38,50,000
13-04-2005	2,11,050	10.00	30.00	Cash	Further Allotment <sup>(3)</sup>	6,06,050	60,60,500	80,71,000
31-03-2006	14,160	10.00	30.00	Cash	Further Allotment <sup>(4)</sup>	6,20,210	62,02,100	83,54,200
31-03-2007	90,170	10.00	30.00	Cash	Further Allotment <sup>(5)</sup>	7,10,380	71,03,800	1,01,57,600
11-10-2007	40,000	10.00	40.00	Cash	Further Allotment <sup>(6)</sup>	7,50,380	75,03,800	1,13,57,600
23-06-2009	32,000	10.00	40.00	Cash	Further Allotment <sup>(7)</sup>	7,82,380	78,23,800	1,23,17,600
31-03-2012	3,90,750	10.00	200.00	Cash	Further Allotment <sup>(8)</sup>	11,73,130	1,17,31,300	8,65,60,100
10-06-2015	1,50,000	10.00	100.00	Cash	Right Issue <sup>(9)</sup>	13,23,130	1,32,31,300	10,00,60,100
30-06-2015	1,50,000	10.00	100.00	Cash	Right Issue <sup>(10)</sup>	14,73,130	1,47,31,300	11,35,60,100
25-07-2017	3,38,500	10.00	117.60	Cash	Right Issue <sup>(11)</sup>	18,11,630	1,81,16,300	14,99,82,700
11-08-2017	1,26,715	10.00	117.60	Cash	Right Issue <sup>(12)</sup>	19,38,345	1,93,83,450	16,36,17,234
23-03-2021	1,46,920	10.00	165.00	Cash	Right Issue <sup>(13)</sup>	20,85,265	2,08,52,650	18,63,89,834
30-03-2021	1,45,000	10.00	165.00	Cash	Right Issue <sup>(14)</sup>	22,30,265	2,23,02,650	20,88,64,834
28-09-2021	2,84,000	10.00	176.00	Cash	Right Issue <sup>(15)</sup>	25,14,265	2,51,42,650	25,60,08,834
29-11-2021	1,31,800	10.00	176.00	Cash	Right Issue <sup>(16)</sup>	26,46,065	2,64,60,650	27,78,87,634
27-12-2021	26,46,065	10.00	10.00	Nil	Bonus Issue <sup>(17)</sup>	52,92,130	5,29,21,300	25,14,26,984

<sup>(1)</sup> Allotment on Initial subscription to the Memorandum of Association dated 9/06/2003

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Mohammed Sabir Khan	10.00	10.00	Subscription to MOA	5,000
2	Samar Khan	10.00	10.00	Subscription to MOA	5,000

<sup>(2)</sup> Further on 16/10/2003 Company has allotted 3,85,000 Equity Shares of the value ₹10/- each at an issue price of ₹20 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Mohammad Sabir	10.00	20.00	Further Allotment	1,47,500
2	Samar Khan	10.00	20.00	Further Allotment	47,500
3	Alim Khan Parihar	10.00	20.00	Further Allotment	15,000
4	Raj Kumar Chechani	10.00	20.00	Further Allotment	15,000
5	Dinesh Kumar Chechani	10.00	20.00	Further Allotment	12,500
6	Bheru Singh Purawat	10.00	20.00	Further Allotment	12,500
7	Devi Singh Rawat	10.00	20.00	Further Allotment	12,500
8	Ismail Mohammad	10.00	20.00	Further Allotment	12,500
9	Govind Ram Meena	10.00	20.00	Further Allotment	12,500
10	Arif Hussain	10.00	20.00	Further Allotment	12,500
11	Seema Jain	10.00	20.00	Further Allotment	12,500
12	Salim Mohammad	10.00	20.00	Further Allotment	12,500
13	Praveen Bhadada	10.00	20.00	Further Allotment	11,250
14	Bali Bai Kacholiya	10.00	20.00	Further Allotment	7,500
15	Vibha Bhadada	10.00	20.00	Further Allotment	7,500
16	Roshan Lal Bhadada	10.00	20.00	Further Allotment	6,250
17	Shikha Bhadada	10.00	20.00	Further Allotment	6,000
18	Kanta Devi	10.00	20.00	Further Allotment	5,000
19	Rohit Lakhotiya (HUF)	10.00	20.00	Further Allotment	5,000



20	Manish Bhadada	10.00	20.00	Further Allotment	4,000
21	Praveen Bhadada (HUF)	10.00	20.00	Further Allotment	4,000
22	Roshan Lal Bhadada (HUF)	10.00	20.00	Further Allotment	3,500
<b>Total</b>					<b>3,85,000</b>

(3) Further on 13/04/2005 Company has allotted 2,11,050 Equity Shares of the value ₹10/- each at an issue price of ₹30 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Pradeep Mehra	10.00	30.00	Further Allotment	15,650
2	Dhoot Borewell Pvt Ltd.	10.00	30.00	Further Allotment	20,000
3	Alfa Suitings Private Limited	10.00	30.00	Further Allotment	22,500
4	Chechani Sarees Pvt Ltd.	10.00	30.00	Further Allotment	15,500
5	Kanchan Suitings Private Limited	10.00	30.00	Further Allotment	16,000
6	Shanta Agarwal	10.00	30.00	Further Allotment	11,800
7	Balu Lal Tailor	10.00	30.00	Further Allotment	16,000
8	Sneh Textiles Private Limited	10.00	30.00	Further Allotment	16,800
9	Laxmi Synthetic and Packaging Pvt Ltd.	10.00	30.00	Further Allotment	17,000
10	Raja Ram Somani	10.00	30.00	Further Allotment	6,000
11	Dilip Kumar Patwari	10.00	30.00	Further Allotment	7,000
12	Amit Agarwal	10.00	30.00	Further Allotment	3,500
13	Bansi Lal Kacholiya	10.00	30.00	Further Allotment	6,000
14	Anandi Lal Agarwal	10.00	30.00	Further Allotment	5,650
15	H.S. Builders Private Limited	10.00	30.00	Further Allotment	22,000
16	Mohammad Sabir	10.00	30.00	Further Allotment	9,650
<b>Total</b>					<b>2,11,050</b>

(4) Further on 31/03/2006 Company has allotted 14,160 Equity Shares of the value ₹10/- each at an issue price of ₹30 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Dilip Kumar Patwari	10.00	30.00	Further Allotment	6,660
2	Rajesh Agarwal	10.00	30.00	Further Allotment	7,500
<b>Total</b>					<b>14,160</b>

(5) Further on 31/03/2007 Company has allotted 90,170 Equity Shares of the value ₹10/- each at an issue price of ₹30 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Chechani Sarees Pvt Ltd	10.00	30.00	Further Allotment	2,466
2	Jagetia Marbles Pvt Ltd.	10.00	30.00	Further Allotment	13,300
3	Kanchan Suitings Private Limited	10.00	30.00	Further Allotment	2,490
4	Kothari Polytex Private Limited	10.00	30.00	Further Allotment	2,415
5	Laxmi Synthetic and Packaging Pvt Ltd	10.00	30.00	Further Allotment	19,000
6	Subhash Agarwal	10.00	30.00	Further Allotment	10,500
7	Visaka Synthetic Private Limited	10.00	30.00	Further Allotment	33,000
8	Anil Kumar Sen	10.00	30.00	Further Allotment	3,666
9	Dilip Kumar Patwari	10.00	30.00	Further Allotment	3,333
<b>Total</b>					<b>90,170</b>

(6) Further on 11/10/2007 Company has allotted 40,000 Equity Shares of the value ₹10/- each at an issue price of ₹40 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Sopia Textiles Private Limited	10.00	40.00	Further Allotment	12,500
2	Visaka Synthetic Private Limited	10.00	40.00	Further Allotment	12,500
3	Khushi Synthetics Private Limited	10.00	40.00	Further Allotment	15,000
<b>Total</b>					<b>40,000</b>



(7) Further on 23/06/2009 Company has allotted 32,000 Equity Shares of the value ₹10/- each at an issue price of ₹40 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Dilip Kumar Patwari	10.00	40.00	Further Allotment	12,500
2	Ram Pyari Tailor	10.00	40.00	Further Allotment	7,500
3	Sandeep Synthetics Private Limited	10.00	40.00	Further Allotment	12,000
<b>Total</b>					<b>32,000</b>

(8) Further on 31/03/2012 Company has allotted 3,90,750 Equity Shares of the value ₹10/- each at an issue price of ₹40 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Ahinsa Business Venture Private Limited	10.00	40.00	Further Allotment	1,82,750
2	Gannet Vintrade Private Limited	10.00	40.00	Further Allotment	16,000
3	Haven Vincom Private Limited	10.00	40.00	Further Allotment	8,750
4	Satyaman Texpark Private Limited	10.00	40.00	Further Allotment	1,83,250
<b>Total</b>					<b>3,90,750</b>

(9) Further on 10/06/2015 Company has allotted 1,50,000 Equity Shares of the value ₹10/- each at an issue price of ₹100 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Mohammad Sabir	10.00	100.00	Right Issue	1,50,000
<b>Total</b>					<b>1,50,000</b>

(10) Further on 30/06/2015 Company has allotted 1,50,000 Equity Shares of the value ₹10/- each at an issue price of ₹100 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Abdul Rajjak Khan	10.00	100.00	Right Issue	50,000
2	Divine Suiting Private Limited	10.00	100.00	Right Issue	1,00,000
<b>Total</b>					<b>1,50,000</b>

(11) Further on 25/07/2017 Company has allotted 3,38,500 Equity Shares of the value ₹10/- each at an issue price of ₹117.60 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Divine Suiting Private Limited	10.00	117.60	Right Issue	3,13,000
2	Sneh Textiles Private Limited	10.00	117.60	Right Issue	8,500
3	Prahladka Multiventures Private Limited	10.00	117.60	Right Issue	17,000
<b>Total</b>					<b>3,38,500</b>

(12) Further on 11/08/2017 Company has allotted 1,26,715 Equity Shares of the value ₹10/- each at an issue price of ₹117.60 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Divine Suiting Private Limited	10.00	117.60	Right Issue	19,000
2	Samar Khan	10.00	117.60	Right Issue	42,500
3	Mohammad Sabir	10.00	117.60	Right Issue	65,215
<b>Total</b>					<b>1,26,715</b>



- (13) Further on 23/03/2021 Company has allotted 1,46,920 Equity Shares of the value ₹10/- each at an issue price of ₹165 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Mohammed Sabir Khan	10.00	165.00	Right Issue	78,970
2	Divine Suiting Private Limited	10.00	165.00	Right Issue	58,100
3	Gomoto Textiles Private Limited	10.00	165.00	Right Issue	9,850
<b>Total</b>					<b>1,46,920</b>

- (14) Further on 30/03/2021 Company has allotted 1,45,000 Equity Shares of the value ₹10/- each at an issue price of ₹165 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Divine Suiting Private Limited	10.00	165.00	Right Issue	1,30,500
2	Gomoto Textiles Private Limited	10.00	165.00	Right Issue	14,500
<b>Total</b>					<b>1,45,000</b>

- (15) Further on 28/09/2021 Company has allotted 2,84,000 Equity Shares of the value ₹10/- each at an issue price of ₹176 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Jamuna Synthetics Private Limited	10.00	176.00	Right Issue	2,84,000
<b>Total</b>					<b>2,84,000</b>

- (16) Further on 29/11/2021 Company has allotted 1,31,800 Equity Shares of the value ₹10/- each at an issue price of ₹176 as per the details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Jamuna Synthetics Private Limited	10.00	176.00	Right Issue	1,31,800
<b>Total</b>					<b>1,31,800</b>

- (17) Further on 27/12/2021 Company has allotted 26,46,065 Equity Shares as Bonus Share in the ratio of 1:1 i.e., 1 (one) New Equity Shares for every 1(one) share held by the existing shareholder on as per details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Mohammed Sabir Khan	10.00	-	Bonus Issue	6,56,460
2	Samar Khan	10.00	-	Bonus Issue	92,100
3	Sakina Textile Private Limited	10.00	-	Bonus Issue	3,77,730
4	Divine Suiting Private Limited	10.00	-	Bonus Issue	6,20,600
5	Zahida Parihar	10.00	-	Bonus Issue	3,550
6	Vinod Jangid	10.00	-	Bonus Issue	3,450
7	Shabnam Khan	10.00	-	Bonus Issue	3,550
8	Sirajuddin Sheikh	10.00	-	Bonus Issue	3,550
9	Shabana Akhlaque Madani	10.00	-	Bonus Issue	3,550
10	Gomoto Textiles Private Limited	10.00	-	Bonus Issue	4,51,850
11	Jamuna Synthetics Private Limited	10.00	-	Bonus Issue	4,29,675
<b>Total</b>					<b>26,46,065</b>

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

**(b) Equity shares issued for consideration other than cash:**

As on the date of this draft prospectus, Our Company has not issued Equity shares for consideration other than cash except as mentioned below.

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the Allottee	Benefit accruing to the company
27-12-2021	26,46,065	-	Nil	Bonus Share	#	Capitalization of reserves

#For list of allottees, see note 17 of paragraph titled "Equity Share Capital History of our Company" mentioned above.

**(c) Revaluation of our assets:**

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

**(d) If shares have been issued in terms of any scheme approved under Sections 391- 394 of the Companies Act or under section 230-234 of the Companies Act, 2013:**

Our Company has not issued any Equity Shares in terms of any scheme approved under Sections 391- 394 of the Companies Act or under section 230-234 of the Companies Act, 2013.

**(e) If shares have been issued under one or more employee stock option schemes:**

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this draft prospectus.

**(f) Issue of Equity Shares in the last one year below the Issue Price:**

Our company has issued equity shares at a price lower than the issue price of Rs. 56/- each during the preceding one year from the date of this draft prospectus as per below mentioned details.

Date of Allotment	No. of Equity Shares	Face Value (In ₹)	Issue Price (In ₹)	Nature of Consideration	Nature of Allotment
27-12-2021	26,46,065	10.00	-	Nil	Bonus Shares

**(g) Shareholding Pattern of our Company:**

The table below presents the current shareholding pattern of our Company as on the date of this draft prospectus.

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (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) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)#	
								No of Voting Rights					Total as a % of (A+B+C)	No (a)	As a % of total Shares held (b)	No (a)		As a % of total Shares held (Sb)
								Class: X	Class: y	Total								
A1	Promoter	2	14,97,120	-	-	14,97,120	28.29%	14,97,120	-	14,97,120	28.29%	-	28.29%	-	-	-	-	14,97,120
A2	Promoter Group	7	37,81,010	-	-	37,81,010	71.45%	37,81,010	-	37,81,010	71.45%	-	71.45%	-	-	-	-	37,81,010
B	Public	2	14,000	-	-	14,000	0.26%	14,000	-	14,000	0.26%	-	0.26%	-	-	-	-	14,000
C	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		11	52,92,130	-	-	52,92,130	100%	52,92,130	-	52,92,130	100%	-	100%	-	-	-	-	52,92,130

As on date of this draft prospectus, 1 Equity share holds 1 vote.

As on date, we have only one class of Equity Shares of face value of Rs. 10/- each.

All Pre-IPO equity shares of our company will be locked-in as per regulations of SEBI ICDR prior to listing of shares on EMERGE Platform of NSE.

In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, all specified securities held by promoters are dematerialized.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of National Stock Exchange of India Limited before commencement of trading of such Equity Share.



- (i) List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on the date of the draft prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Mr. Mohammed Sabir Khan	13,12,920	24.81%
2	Mrs. Samar Khan	1,84,200	3.48%
3	Divine Suiting Private Limited	12,41,200	23.45%
4	Gomoto Textiles Private Limited	9,03,700	17.08%
5	Jamuna Synthetics Private Limited	8,59,350	16.24%
6	Sakina Textile Private Limited	7,55,460	14.28%
<b>Total</b>		<b>52,56,830</b>	<b>99.33%</b>

- (ii) List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 10 days before the date of the draft prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Mr. Mohammed Sabir Khan	13,12,920	24.81%
2	Mrs. Samar Khan	1,84,200	3.48%
3	Divine Suiting Private Limited	12,41,200	23.45%
4	Gomoto Textiles Private Limited	9,03,700	17.08%
5	Jamuna Synthetics Private Limited	8,59,350	16.24%
6	Sakina Textile Private Limited	7,55,460	14.28%
<b>Total</b>		<b>52,56,830</b>	<b>99.33%</b>

- (iii) List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 1 (one) year before the date of the draft prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Mr. Mohammed Sabir Khan	5,77,490	29.79%
2	Mrs. Samar Khan	92,100	4.75%
3	Divine Suiting Private Limited	4,32,000	22.29%
4	Gomoto Textiles Private Limited	4,27,500	22.05%
5	Sakina Textile Private Limited	3,77,730	19.49%
<b>Total</b>		<b>19,06,820</b>	<b>98.37%</b>

- (iv) List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 2 (two) year before the date of the draft prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Mr. Mohammed Sabir Khan	5,77,490	29.79%
2	Mrs. Samar Khan	92,100	4.75%
3	Divine Suiting Private Limited	4,32,000	22.29%
4	Gomoto Textiles Private Limited	4,27,500	22.05%
5	Sakina Textile Private Limited	3,77,730	19.49%
<b>Total</b>		<b>19,06,820</b>	<b>98.37%</b>

- (h) **Proposal or intention to alter our capital structure within a period of 6 months from the date of opening of the Issue:**

Our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the Issue by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise. 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 opening of the Issue 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 may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company after obtaining relevant approvals.



**(i) The Details of Shareholding of Promoter's and Promoter Group of Our Company;**

**Capital Build-up of our Promoter's in our Company:** The current promoters of our Company are Mr. Mohammed Sabir Khan, Mrs. Samar Khan and Mr. Nasir Khan.

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company. As on the date of this draft prospectus, our Promoters collectively hold 14,97,120 Equity Shares, which constitutes approximately 28.29% of the pre-IPO issued, subscribed and paid-up Equity Share capital of our Company and approximately 20.79% of the post-IPO issued, subscribed and paid-up Equity Share capital assuming full allotment of the shares offered in IPO. The Details are as under:

Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
	Number of Shares	Percentage holding	Number of Shares	Percentage holding
<b>Promoters</b>				
Mr. Mohammed Sabir Khan	13,12,920	24.81%	13,12,920	18.23%
Mrs. Samar Khan	1,84,200	3.48%	1,84,200	2.56%
Mr. Nasir Khan	-	-	-	-
<b>Total Promoters Shareholding</b>	<b>14,97,120</b>	<b>28.29%</b>	<b>14,97,120</b>	<b>20.79%</b>

All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself. Further, none of the Equity Shares held by our Promoters are subject to any pledge.

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

**i) Mr. Mohammed Sabir Khan**

Date of Allotment/ Acquisition/Sale	Number of Equity Shares	Face Value	Issue/Transfer Price per Equity Share	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Pledge
09-06-2003	5,000	10.00	10.00	Cash	Subscription to MoA	0.09%	0.07%	No
16-10-2003	1,47,500	10.00	20.00	Cash	Further Allotment	2.79%	2.05%	No
13-04-2005	9,650	10.00	30.00	Cash	Further Allotment	0.18%	0.13%	No
31-03-2006	-1,04,950	10.00	10.00	Cash	Transfer	-1.98%	-1.46%	No
31-03-2006	3,04,950	10.00	1.00	Cash	Transfer	5.76%	4.24%	No
31-03-2014	-4	10.00	100.00	Cash	Transfer	0.00%	0.00%	No
31-03-2015	4	10.00	100.00	Cash	Transfer	0.00%	0.00%	No
10-06-2015	1,50,000	10.00	100.00	Cash	Right Issue	2.83%	2.08%	No
11-08-2017	65,215	10.00	117.60	Cash	Right Issue	1.23%	0.91%	No
15-08-2017	-49,875	10.00	120.00	Cash	Transfer	-0.94%	-0.69%	No
31-03-2020	50,000	10.00	-	Nil	Gift	0.94%	0.69%	No
23-03-2021	78,970	10.00	165.00	Cash	Right Issue	1.49%	1.10%	No
27-12-2021	6,56,460	10.00	-	Nil	Bonus Issue	12.40%	9.12%	No
<b>TOTAL</b>	<b>13,12,920</b>					<b>24.81%</b>	<b>18.23%</b>	

**ii) Mrs. Samar Khan**

Date of Allotment/ Acquisition/Sale	Number of Equity Shares	Face Value	Issue/Transfer Price per Equity Share	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Pledge
09-06-2003	5,000	10.00	10.00	Cash	Subscription to MoA	0.09%	0.07%	No
16-10-2003	47,500	10.00	20.00	Cash	Further Allotment	0.90%	0.66%	No
31-03-2006	-25,000	10.00	10.00	Cash	Transfer	-0.47%	-0.35%	No
25-07-2017	22,100	10.00	-	-	Transfer	0.42%	0.31%	No
11-08-2017	42,500	10.00	117.60	Cash	Right Issue	0.80%	0.59%	No
27-12-2021	92,100	10.00	-	Nil	Bonus Issue	1.74%	1.28%	No
<b>TOTAL</b>	<b>1,84,200</b>					<b>3.48%</b>	<b>2.56%</b>	

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

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	Mohammed Sabir Khan	13,12,920	24.57
2	Samar Khan	1,84,200	31.21

*Note: All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares and there are no partly paid-up Equity Shares as on the date of filing of this draft prospectus.*

- (j) *As on date of this draft prospectus, our Company has 11 (Eleven) shareholders only.*
- (k) *The aggregate shareholding of the Promoters and Promoter Group and of the directors of the promoters, where the promoter is a body corporate:*

Our Promoters doesn't include any Body corporates. The Aggregate shareholding of the Promoters & Promoter Group are as under:

Sr. No.	Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Shares	Percentage holding	No. of Shares	Percentage holding
	<b>Promoters</b>				
1	Mr. Mohammed Sabir Khan	13,12,920	24.81%	13,12,920	18.23%
2	Mrs. Samar Khan	1,84,200	3.48%	1,84,200	2.56%
	Mr. Nasir Khan	-	0.00%	-	0.00%
	<b>Total Promoters Shareholding (A)</b>	<b>14,97,120</b>	<b>28.29%</b>	<b>14,97,120</b>	<b>20.79%</b>
	<b>Promoter Group</b>				
3	Divine Suiting Private Limited	12,41,200	23.45%	12,41,200	17.24%
4	Gomoto Textiles Private Limited	9,03,700	17.08%	9,03,700	12.55%
5	Jamuna Synthetics Private Limited	8,59,350	16.24%	8,59,350	11.94%
6	Sakina Textile Private Limited	7,55,460	14.28%	7,55,460	10.49%
7	Zahida Parihar	7,100	0.13%	7,100	0.10%
8	Shabnam Khan	7,100	0.13%	7,100	0.10%
9	Shabana Akhlaque Madani	7,100	0.13%	7,100	0.10%
	<b>Total Promoters Group Shareholding (B)</b>	<b>37,81,010</b>	<b>71.45%</b>	<b>37,81,010</b>	<b>52.51%</b>
	<b>Total Promoters &amp; Promoters Group (A+B)</b>	<b>52,78,130</b>	<b>99.74%</b>	<b>52,78,130</b>	<b>73.31%</b>

- There are no financing arrangements whereby the promoter group, the directors of the company which is a promoter of the issuer, 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 in the six months immediately preceding the date of filing of the offer document.

**(l) Promoter's Contribution:**

**(i) Details of Promoter's Contribution Locked-in of Equity Shares for Three (3) Years**

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company.

Further, in terms of Regulation 238(a) of SEBI ICDR Regulations, minimum promoter's contribution will be locked-in for a period of three years from the date of Allotment or date of commencement of commercial production, whichever is later and the Equity Shares held by Promoter of our Company in excess of minimum promoter's contribution will be locked-in for a period of one year from the date of Allotment.

As on the date of this draft prospectus, our Promoters collectively hold 14,97,120 Equity Shares constituting 20.79% of the Post offer issued, subscribed and paid-up Equity Share capital of our Company, which are eligible for the Promoter's Contribution margin.

An aggregate of minimum 20.00% of the post-issue capital, held by our Promoters shall be considered as Promoter's Contribution ("Minimum Promoter's Contribution") and locked-in for a period of three years from the date of allotment. The lock-in of the 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.

Our Promoters have granted their consents to include such number of Equity Shares held by them as may constitute minimum 20.00% of the post-issue Equity Share Capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this draft prospectus until the completion of the lock-in period specified above.

***The details of lock-in of shares for 3 (three) years are as under:***

Sr. No.	Name of the Promoter Shareholder	Number of Shares held	Number of Shares held for lock-in	Post-IPO Share Locked in (In%)	Lock in Period
1	Mr. Mohammed Sabir Khan	13,12,920	13,12,920	18.23%	3 Years
2	Mrs. Samar Khan	1,84,200	1,84,200	2.56%	3 Years
<b>Total</b>		<b>14,97,120</b>	<b>14,97,120</b>	<b>20.79%</b>	

14,97,120 Pre-IPO equity shares of our company held by Our Promoter will be locked-in for 3 (three) years as mentioned above prior to listing of shares.

In terms of Regulation 237 of SEBI ICDR Regulations, our Company confirms that none of the Equity Shares forming part of minimum promoter's contribution –

- Are acquired by our Promoter during preceding three financial years;
  - For consideration other than cash and where revaluation of assets or capitalization of intangible assets was involved; or
  - Through bonus issue of Equity Shares made by utilizing the revaluation reserves or unrealized gain or through bonus issue against equity shares which are ineligible for minimum promoter's contribution;
- Are pledged by our Promoter with any creditor;
- Consist of Equity Shares acquired by our Promoter during preceding one year at a price lower than the Issue Price.

Our Company was incorporated under the Companies Act, 1956 and was not incorporated by converting the partnership firm(s) or LLP(s).

The Promoters have severally confirmed that the Equity Shares are eligible in terms of Regulation 237 of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares are free from any lien, encumbrance or third-party rights. The Promoters have also severally confirmed that they are the legal and beneficial owners of the Equity. All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares. Our Promoters have confirmed to our Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed of by them for such purpose.

**(ii) Details of Equity Shares Locked-in for one (1) year**

In excess of minimum 20% of the post-Issue shareholding of our Company held by the Promoter (locked in for three years as specified above), the balance pre-issue share capital of our Company held by promoters shall be locked in for a period of one year from the date of Allotment in this Issue as provided in clause 238(b) of SEBI (ICDR) Regulations 2018.

Further, in terms of Regulation 239 of SEBI ICDR Regulations, entire pre-Issue equity shares capital of our Company held by persons other than our Promoter will be locked-in for a period of one year from the date of Allotment in the Issue.

***The details of lock-in of shares for 1 (one) year are as under:***

Name of Shareholders	Category	No of Shares Held	Lock-in for 3 Years	Lock-in for 1 Years
Mr. Mohammed Sabir Khan	Promoter	13,12,920	13,12,920	-
Mrs. Samar Khan	Promoter	1,84,200	1,84,200	-
Sakina Textile Private Limited	Promoter Group	7,55,460	-	7,55,460
Divine Suiting Private Limited	Promoter Group	12,41,200	-	12,41,200
Zahida Parihar	Promoter Group	7,100	-	7,100
Shabnam Khan	Promoter Group	7,100	-	7,100
Shabana Akhlaque Madani	Promoter Group	7,100	-	7,100
Gomoto Textiles Private Limited	Promoter Group	9,03,700	-	9,03,700
Jamuna Synthetics Private Limited	Promoter Group	8,59,350	-	8,59,350
Vinod Jangid	Public	6,900	-	6,900
Sirajuddin Sheikh	Public	7,100	-	7,100
<b>Total</b>		<b>52,92,130</b>	<b>14,97,120</b>	<b>37,95,010</b>

**(iii) Other requirements in respect of lock-in**

➤ **Inscription or recording of non-transferability:**

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

➤ **Pledge of Locked-in Equity Shares**

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoter, as specified above, can be pledged with any scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company as collateral security for loans granted by such scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company, subject to fulfilment of following conditions:

- i. In respect of Equity Shares which are locked in for a period of one year, the pledge of the Equity Shares is one of the terms of the sanction of the loan;
- ii. In respect of Equity Shares which are locked in for a period of three years, the loan has been granted by such scheduled commercial bank or public financial institution or systemically important non-banking finance company or housing finance company to our Company or our Subsidiary (ies) for the purpose of financing one or more of the objects of the Issue and the pledge of the Equity Shares is one of the terms of the sanction of the loan.

➤ **Transfer of Locked-in Equity Shares**

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

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

**(iv) Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this draft prospectus:**

There is no other Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this draft prospectus except as mentioned in this chapter and draft prospectus.

- (m) Our Company, its Directors, Promoters or the Lead Manager have not entered into any buy-back or standby arrangements for the purchase of the Equity Shares of our Company.
- (n) The Equity Shares issued pursuant to this Issue shall be fully paid-up.
- (o) The Lead Manager and its associates do not hold any Equity Shares in our Company as on the date of filing this draft prospectus.
- (p) There are no options granted or equity shares issued under any scheme of employee stock option or employee stock purchase of issuer, in the preceding three years (separately for each year) and on a cumulative basis for all options or equity shares issued prior to the date of the draft prospectus.
- (q) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this draft prospectus.

**Other miscellaneous disclosures:**

1. None of the Equity Shares of our Company are subject to any pledge as on the date of this draft prospectus.
2. None of the shareholding of the Promoters & Promoter Group is subject to lock-in as on date of this draft prospectus.
3. Except as disclosed in the chapter titled **“Our Management”** beginning on page 102 of this draft prospectus, none of our directors or Key Managerial Personnel holds any Equity Shares in our Company.
4. None of our Promoters, Promoter Group, our directors and their relatives has entered into any financing arrangements or financed the purchase of the Equity shares of our Company by any other person during the period of six (6) months immediately preceding the date of filing of the draft prospectus.
5. We hereby confirm that there will be no further issue of capital whether by the way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the draft prospectus until the Equity shares offered have been listed or application money unblocked on account of failure of issue.
6. Our Company undertakes that there shall be only one (1) denomination for the Equity Shares of our Company, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as specified by SEBI from time to time.
7. Our Company has not issued Equity Shares out of Revaluation Reserves.
8. Our Company shall comply with such disclosures and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
9. Our Company has not made any public issue of any kind or class of securities of our Company within the immediately preceding two (2) years prior to filing this draft prospectus.
10. Our Company has not raised any bridge loan against the proceeds of this issue.
11. Our Company, Directors, Promoters or members of our Promoter Group shall not make any payments, direct or indirect, discounts, commissions, allowances or otherwise under this Issue except as disclosed in this draft prospectus.
12. Our Company has not revalued its assets since incorporation.
13. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net 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 Promoter and subject to three (3) years lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
14. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
15. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of SEBI (ICDR) Regulations.
16. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
17. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
18. There are no Equity Shares against which depository receipts have been issued.
19. Other than the Equity Shares, there is no other class of securities issued by our Company.
20. This issue is being made through Fixed Price method.

21. This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:

(a) Minimum 50% to the Retail individual investors; and

(b) remaining to:

- i. individual applicants other than retail individual investors; and
- ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;

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

**Explanation:** For the purpose of Regulation 253, sub-Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.

22. *Our Promoters and members of our Promoter Group will not participate in the Issue.*

**SECTION VII: PARTICULARS OF THE ISSUE****OBJECTS OF THE ISSUE**

The Issue includes a fresh Issue of **19,08,000** Equity Shares of our Company having face value of Rs. 10/- each at an Issue Price of ₹56/- per Equity Share aggregating to ₹1068.48 Lakhs. Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on Stock Exchange.

**The Objects of the Issue are:**

- A. To meet the working capital requirements for our new expansion of production capacity at Neemuch, Madhya Pradesh.
- B. To meet the Issue Expenses
- C. General Corporate Purposes

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. It will also make future financing easier and affordable in case of expansion or diversification of the business. Further, listing attracts interest of institutional investors as well as foreign institutional investors.

The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

**Requirement of Funds**

The following table summarizes the requirement of funds:

(Rs. In Lakhs)

Sr. No.	Particulars	Estimated Amount	% of total issue size	Amount to be financed from Issue Proceeds
A	Working capital requirements for New Factory at Neemuch, Madhya Pradesh	955.00	89.38%	955.00
B	Issue related expenses	50.00	4.68%	50.00
C	General corporate purposes	63.48	5.94%	63.48
	<b>Total IPO Proceeds</b>	<b>1068.48</b>	<b>100.00%</b>	<b>1068.48</b>
	Less: Issue Related Expenses	50.00	4.68%	50.00
	<b>Net Issue Proceeds</b>	<b>1018.48</b>	<b>95.32%</b>	<b>1018.48</b>

The issue proceeds are estimated to be utilized in the FY 2021-22 itself.

**Details breakup of the Use of the Proceeds****A. Working Capital Requirement and basis of estimation:**

Our company is presently, primarily engaged in the Manufacturing of Grey Fabric involving Cotton and Synthetic, Trading of Yarn, Grey fabric and Finished fabric and Weaving on Job work basis.

Our existing manufacturing unit is located at F-483 to F-487, G1-475 to 476, RIICO Growth Centre, Hamirgarh, Bhilwara, Rajasthan - 311025 which is also our Registered Office. In this unit, we have installed 123 Airjet looms which translates into 1.50 million meters of cotton & synthetic fabric per month translating into 225 Lakh Meters Per Annum (LMPA).

As an expansion plan, our Company is in advanced stages of setting up a project in the district of Neemuch, Madhya Pradesh (MP), which is both the backward and forward integration of its existing activity. The commencement of commercial production shall be between March - April, 2022. This unit will manufacture premium quality denim fabric and tap new markets. The new manufacturing unit in MP is a denim processing plant with annual capacity of converting approximately 21.75 million metric meters of denim fabric.

Total Estimated Cost of the project is Rs. 71.37 Crores, details are as under:

(Rs. In Lakhs)

Particulars	Estimated Amount
Land & Site Development	425.00
Factory Building	832.00
Plant & machinery	4,394.00
Misc Fixed Assets	106.00
Preliminary & Preoperative Expenses	425.00
Margin Money for Working Capital	955.00
<b>Total Estimated Project Cost</b>	<b>7,137.00</b>



## Means of Finance for the above project

(Rs. In Lakhs)

<b>Particulars</b>	<b>Proposed Amount</b>	<b>Fund raised upto 10/02/2022*</b>
Term Loan from Bank	4,300.00	2,192.31
Unsecured Loan	537.00	266.97
Equity Contribution	2,300.00	1,213.48
Sundry Creditor (Due for Payment)	-	39.75
<b>Total</b>	<b>7,137.00</b>	<b>3,712.51</b>

\* As certified by Statutory Auditor of the Company i.e., M/s. S. K. Toshniwal & Co., Chartered Accountants vide their Certificate dated February 11, 2022

The Term loan of Rs. 4,300.00 Lakhs has already been sanctioned by the Consortium of three lender bankers, Bank of Baroda (Lead Banker) (Rs. 1,600.00 lakhs), United Bank of India (Rs. 1,500.00 lakhs) and State Bank of India (Rs. 1,200.00 lakhs) vide their sanction letter dated 04/10/2021, 31/07/2021 and 03/01/2022 respectively.

As per the management estimates, the working capital requirement for the proposed project in the initial year is estimated at Rs. 2949.57 lakhs. The company has already increased their working capital limit by 1400.00 Lakhs and Rs. 955.00 Lakhs required as margin money for working capital is proposed to be sourced through IPO as equity contribution. The balance of Rs. 594.57 Lakhs will be sourced through internal accrual.

As the company plans to commence the plant between March - April 2022, the requirement of WC margin (proceed of the IPO) will be within the March 2022 so that we can source the raw materials in advance to start the factory.

## Details of estimation of working capital requirement for the new project are as follows:

(Rs. In Lakhs)

<b>Particulars</b>	<b>2022-23</b>	<b>2023-24</b>
	<b>(Estimation)</b>	<b>(Projected)</b>
Cash & Bank Balance	39.70	44.03
Sundry Debtors	1,411.23	1,499.43
Inventory	2,677.30	2,843.02
Other Consumable Spares	58.73	62.40
Other Current Assets	204.54	404.80
<b>Total Current Assets</b>	<b>4,391.50</b>	<b>4,853.68</b>
Working Capital Loan from Bank	1,400.00	1,400.00
Term Loan liability repayable due within 1 years	600.00	640.00
Sundry Creditors	737.39	239.72
Other Current Liabilities	104.54	254.80
<b>Total Current Liabilities</b>	<b>2,841.93</b>	<b>2,534.52</b>
<b>Working Capital Gap</b>	<b>1,549.57</b>	<b>2,319.16</b>
<b>Source of Working Capital</b>		
Proceeds from IPO	955.00	-
Internal Accrual	594.57	2,319.16
<b>Total</b>	<b>1,549.57</b>	<b>2,319.16</b>

## Assumption on working capital requirement:

We have estimated our working capital requirement based on the following holding periods which are as per industry standard:

<b>Particulars</b>	<b>Operational Cycle (No of Days)</b>
Raw Material	15
Stores, Spares & Consumables	30
Packing Materials	40
Fuels	30
W. I. P	20
Finished Goods	15
Sundry Debtor	21

### B. General Corporate Purpose:

The Net Proceeds will be first utilized towards the Objects as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount being raised by our Company through this issue, in compliance with the Chapter IX, Regulation 230 (2) of SEBI ICDR Regulations, 2018. Our Company intends to deploy the balance Net Proceeds i.e., Rs. 63.48 Lakhs, which is 5.94% of the amount being raised by our company through this issue, towards general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- (i) Strategic initiatives
- (ii) brand building and strengthening of marketing activities; and
- (iii) ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the balance Net Proceeds for general corporate purposes, as mentioned above.

### C. Issue Related Expense:

The expenses for this Issue include issue management fees, underwriting fees, selling commission, registrar fees, legal advisor fees, printing and distribution expenses, issue related advertisement expenses, depository charges and listing fees, statutory expenses etc. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Activity	Estimated Expenses (Rs. In Lakhs)	% of Total Issue Expenses	% of the Total Issue Size
Lead Manager Fees including other intermediaries Fees	28.25	56.50%	2.64%
Regulators Including Stock Exchanges	15.75	31.50%	1.47%
Advertising and Marketing Expenses	5.00	10.00%	0.47%
Printing and distribution of Issue Stationary	1.00	2.00%	0.09%
<b>Total</b>	<b>50.00</b>	<b>100.00%</b>	<b>4.68%</b>

#### Note:

- **ASBA Bankers:** The SCSBs will be entitled to selling commission of 0.01% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price) for the forms directly procured by them and uploaded on the electronic system of the stock exchange by them on the portion of Retail Individual Bidders and Non-Institutional Bidders. No other fees/commission shall be payable on the application forms directly procured by them.

*The SCSBs would be entitled to processing fees of 0.01% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price), for processing the application forms procured by other intermediaries and submitted to SCSBs for processing.*

- **SYNDICATE ASBA:** Other intermediaries will be entitled to procurement fees of ₹10/- (plus GST) per valid application form for the forms directly procured by them and submitted to SCSBs for processing by them on the portion of Retail Individual Bidders and Non-Institutional Bidders.
- **Issuer banks for UPI Mechanism** as registered with SEBI would be entitled to a processing fee of ₹10/- (plus GST) per valid application form made by the Retail Individual Bidders using the UPI mechanism for processing.
- The payment towards commission and processing fees will be completed within 30 days from the date of receipt of final invoice from the respective entities.

### **Means of Finance:**

We propose to meet the requirement of funds for the stated objects of the Issue from the IPO Proceeds and internal accruals. Accordingly, we confirm that we are in compliance with the requirements under Regulation 230(1)(e) of the SEBI ICDR Regulations and Clause 9(C) of Part A of Schedule VI of the SEBI (ICDR) Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals).

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below. In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail re-scheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013 / Companies Act, 1956.

### **Appraisal by Appraising Fund:**

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 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 variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

### **Shortfall of Funds**

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

### **Bridge Financing Facilities**

As on the date of this draft prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

### **Interim Use of Proceeds**

Pending utilization for the purposes described above, our Company intends to invest the funds in with 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.

### **Monitoring Utilization of Funds**

As the Issue size is less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly 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 stated in this draft prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business and for working capital requirements.

**Variation in Objects**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half- yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (“Postal Ballot Notice”) shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

**Other Confirmations**

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

## BASIS FOR ISSUE PRICE

The Issue Price of ₹56/- per Equity Share has been determined by our Company, in consultation with the Lead Manager and justified by our Company, on the basis of an assessment of market demand for the Equity Shares through the Fixed Price Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Share of our Company is ₹10/- and Issue Price is ₹56/- which is 5.6 times the face value. Investors should also refer “*Our Business*”, “*Risk Factors*” and “*Financial Statements as Restated*” beginning on page no. 74, 19 and 121 respectively, of this draft prospectus, to have an informed view before making an investment decision.

### QUALITATIVE FACTORS:

Some of the qualitative factors, which form the basis for computing the price, are –

- Established and proven track record;
- Leveraging the experience of our Promoters;
- Experienced management team and a motivated and efficient work force;
- Cordial relations with our customers
- Quality Assurance & Control
- Strategically located manufacturing facility

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to Section titled, “*Our Business*”, beginning on page no. 74 of this draft prospectus.

### QUANTITATIVE FACTORS:

The information presented in this section is derived from our Company’s Restated Consolidated Financial Statements for the Six months period ended September 30, 2021 and financial year ended on 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2020 and 31<sup>st</sup> March 2019 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. For details, refer chapter titled “*Financial Statements as Restated*” beginning on page no 121 of this draft prospectus. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### 1. Basic & Diluted Earnings per share (EPS) as adjusted for changes in capital for last 3 years:

##### Earnings Per Share as per the Company’s Restated Consolidated Financial Information

Particulars	Basic & Diluted EPS (Rs.)		Weight
	With retrospective Effect #	As per Restated	
Year ended March 31, 2019	5.64	11.28	1
Year ended March 31, 2020	9.14	18.28	2
Year ended March 31, 2021	6.00	11.99	3
<b>Weighted Average</b>	<b>6.98</b>	<b>13.97</b>	--
<b>For the period ended September 30, 2021 (Not Annualised)</b>	<b>3.80</b>	<b>7.60</b>	

a. **Basic & Diluted EPS:** EPS has been calculated as PAT/Weighted average no. of shares outstanding for particular period/year in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share' issued by ICAI.

b. **Weighted average:** Aggregate of weights i.e. [(EPS x Weight) for each year] / [Total of weights]

# The company has allotted 26,46,065 Equity Shares as Bonus Share in the ratio of 1:1 i.e., 1 (one) share for every 1(one) share held on December 27, 2021. As per Accounting Standard 20 (AS - 20), In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equities shares outstanding before the event is adjusted for the proportionate change in the number of equities shares outstanding as if the event had occurred at the beginning of the earliest period reported.

Accordingly, the EPS has been shown separately giving retrospective effect of Bonus allotment. (For further details, please refer chapter “*Capital Structure*” and “*Financial statement as Restated*” beginning from page no. 40 and 121 respectively of this draft prospectus.)



2. Price to Earning (P/E) Ratio in relation to the Issue Price of ₹56/- per equity share of face value of Rs. 10/- each

Particulars	P/E Ratio	
	With retrospective Effect	As per Restated
P/E ratio based on the Basic & Diluted EPS as on March 31, 2021	9.34	4.67
P/E ratio based on the Weighted Average EPS as above	8.02	4.01
P/E ratio based on the Basic & Diluted EPS For the period ended September 30, 2021 ( <i>Not annualised</i> )	14.74	7.37

3. Average Return on Net Worth (RoNW) for last 3 years as per the Company's Restated Consolidated Financial Information

Particulars	RONW in %	Weight
Year ended March 31, 2019	8.37	1
Year ended March 31, 2020	11.52	2
Year ended March 31, 2021	6.99	3
<b>Weighted Average</b>	<b>8.73</b>	
<b>For the period ended September 30, 2021 (Not Annualised)</b>	<b>4.23</b>	

**Weighted average:** Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. [(Return on Net Worth x Weight) for each year] / [Total of weights]

**Note:** Net worth has been computed by aggregating share capital and reserves and surplus as per the audited restated consolidated financial information. Revaluation reserve or miscellaneous expenditure (to the extent not written off) is not considered for calculating Reserve & Surplus.

4. Net Assets Value as per the Company's Restated Consolidated Financial Information:

Particulars	Amount (In ₹)
Net Asset Value per Equity Share as of March 31, 2021	171.46
Net Asset Value per Equity Share as of March 31, 2021 (After considering Bonus impact on retrospective effect)	85.73
<b>For the period ended September 30, 2021 (Not Annualised)</b>	<b>179.74</b>
<b>For the period ended September 30, 2021 (Not Annualised)</b> (After considering Bonus impact on retrospective effect)	<b>89.87</b>
<b>Net Asset Value per Equity Share after the Issue</b>	<b>80.83</b>
<b>Issue Price per equity share</b>	<b>56.00</b>

**Note:** Net Asset Value per equity share represents "total assets less total liability (excluding deferred tax) as per the restated financial information as divided by the number of equities shares outstanding as at the end of year/period."

5. Comparison with other listed companies/Industry peers:

We believe that none of the listed companies in India offer products or services across the various business segments in which we operate. Hence a strict comparison is not possible.

Name of the Company	Face Value	EPS	NAV Per Equity Share	P/E Ratio	RONW (in %)

Industry average P/E ratio based on above mentioned 4 comparable company is 24.30

^ Based on full completed financial year ended on March 31, 2021 after considering retrospective Bonus Impact.

\*Source: Capitaline.

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of ₹56/- per equity share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the "Risk Factors" beginning on page no 19 of this draft prospectus and Financials of the company as set out in the "Financial Statements as Restated" beginning on page no 121 of this draft prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs. 10/- per share and the Issue Price is 5.6 times of the face value i.e., ₹56/- per share.

## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
The Board of Directors  
SWARAJ SUITING LIMITED  
F-483 to F-487, RIICO Growth Centre,  
Hamirgarh, Bhilwara 311025 Rajasthan

Dear Sirs,

**Sub: Statement of possible Special tax benefit ('the Statement') available to Swaraj Suiting Limited 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 *Swaraj Suiting 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 Gift Tax Act, 1958, presently in force in India. 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 Shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable have been/would be met.

**The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.**

**No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.**

We shall not be liable to Company for 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 of intentional misconduct.

The enclosed Annexure is intended solely for your information and for inclusion in the Draft Prospectus/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 S.K. Toshniwal and Co.  
Chartered Accountants  
Firm's Registration Number 008852C

S/d-  
CA Sunil Kumar Toshniwal  
Partner  
Membership No.: 078136  
Place of Signature: Bhilwara  
Date: 05.02.2022  
UDIN No: 22078136ACCXJT8676

### **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 Shareholders of the company are 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 S.K. Toshniwal and Co.  
Chartered Accountants  
Firm's Registration Number 008852C

**S/d-**

**CA Sunil Kumar Toshniwal**

Partner

Membership No.: 078136

Place of Signature: Bhilwara

Date: 05.02.2022

UDIN No: 22078136ACCXJT8676

**SECTION VIII: ABOUT THE COMPANY AND THE INDUSTRY****INDUSTRY OVERVIEW**

*Unless noted otherwise, the information in this section is obtained or extracted from “www.ibef.org” and also extracted from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.*

**OVERVIEW OF INDIAN ECONOMY****Introduction**

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.

**Market size**

India's gross domestic product (GDP) at current prices stood at Rs. 51.23 lakh crore (US\$ 694.93 billion) in the first quarter of FY22, as per the provisional estimates of gross domestic product for the first quarter of 2021-22. India is the fourth-largest unicorn base in the world with over 21 unicorns collectively valued at US\$ 73.2 billion, as per the Hurun Global Unicorn List. By 2025, India is expected to have ~100 unicorns by 2025 and will create ~1.1 million direct jobs according to the Nasscom-Zinnov report 'Indian Tech Start-up'. India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030's, for productivity and economic growth according to McKinsey Global Institute. Net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. According to data from the Department of Economic Affairs, as of August 27, 2021, foreign exchange reserves in India reached US\$ 633.5 billion mark.

**Recent Developments**

With an improvement in the economic scenario, there have been investments across various sectors of the economy. The private equity - venture capital (PE-VC) sector recorded investments worth US\$ 10.7 billion across 137 deals in August 2021, registering a 5x YoY growth. Some of the important recent developments in Indian economy are as follows:

- India's merchandise exports between April 2021 and August 2021 were estimated at US\$ 164.10 billion (a 67.33% YoY increase). Merchandise imports between April 2021 and August 2021 were estimated at US\$ 219.63 billion (an 80.89% YoY growth).
- In August 2021, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 52.3.
- The gross GST (Goods and Services Tax) revenue collection stood at Rs. 112,020 crore (US\$ 15.21 billion) in August 2021.
- According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflow in India stood at US\$ 547.2 billion between April 2000 and June 2021.
- India's Index of Industrial Production (IIP) for July 2021 stood at 131.4 against 122.6 for June 2021.
- Consumer Food Price Index (CFPI) – Combined inflation was 3.11 in August 2021 against 3.96 in July 2021.
- Consumer Price Index (CPI) – Combined inflation was 5.30 in August 2021 against 5.59 in July 2021.
- Foreign portfolio investors (FPIs) invested US\$ 2.5 billion in India in August 2021.

**Government Initiatives**

The first Union Budget of the third decade of 21st century was presented by Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman in the Parliament on February 1, 2020. The budget aimed at energising the Indian economy through a combination of short-term, medium-term and long-term measures.

In the Union Budget 2021-22, capital expenditure for FY22 is likely to increase to increase by 34.5% at Rs. 5.5 lakh crore (US\$ 75.81 billion) over FY21 (BE) to boost the economy.

Increased government expenditure is expected to attract private investments, with production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded and measured policy support is anticipated to boost the Indian economy.



In September 2021, Prime Minister Mr. Narendra Modi approved the production-linked incentive (PLI) scheme in the textiles sector—for man-made fibre (MMF) apparel, MMF fabrics and 10 segments/products of technical textiles—at an estimated outlay of Rs. 10,683 crore (US\$ 1.45 billion).

In September 2021, the government approved a production-linked incentive (PLI) scheme for automobile and drone industries with an outlay of Rs. 26,058 crore (US\$ 3.54 billion) to boost the country's manufacturing capabilities.

In September 2021, Union Cabinet approved major reforms in the telecom sector, which is expected to boost employment, growth, competition and consumer interests. Key reforms include rationalisation of adjusted gross revenue, rationalisation of bank guarantees (BGs) and encouragement to spectrum sharing.

In September 2021, the government announced plans to release Rs. 56,027 crore (US\$ 7.62 billion) under various export promotion schemes to boost exports.

In August 2021, the Indian government approved Deep Ocean Mission (DOM) with a budget outlay of Rs. 4,077 crore (US\$ 553.82 million) over the next five years.

In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).

The Union Cabinet approved the production linked incentive (PLI) scheme for white goods (air conditioners and LED lights) with a budgetary outlay of Rs. 6,238 crore (US\$ 848.96 million) and the 'National Programme on High Efficiency Solar PV (Photo Voltaic) Modules' with an outlay of Rs. 4,500 crore (US\$ 612.43 million).

In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.

To boost the overall audit quality, transparency and add value to businesses, in April 2021, the RBI issued a notice on new norms to appoint statutory and central auditors for commercial banks, large urban co-operatives and large non-banks and housing finance firms.

In May 2021, the Government of India has allocated Rs. 2,250 crore (US\$ 306.80 million) for development of the horticulture sector in 2021-22.

In November 2020, the Government of India announced Rs. 2.65 lakh crore (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.

Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, launched Make in India initiative with an aim to boost country's manufacturing sector and increase purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the Government are listed below:

- By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, NITI Aayog and Cisco collaborated to encourage women's entrepreneurship in India.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In June 2021, RBI Governor, Mr. Shaktikanta Das announced the policy repo rate unchanged at 4%. He also announced various measures including Rs. 15,000 crore (US\$ 2.05 billion) liquidity support to contact-intensive sectors such as tourism and hospitality.
- In June 2021, Finance Ministers of G-7 countries, including the US, the UK, Japan, Italy, Germany, France and Canada, attained a historic contract on taxing multinational firms as per which the minimum global tax rate would be at least 15%. The move is expected to benefit India to increase foreign direct investments in the country.

- In June 2021, the Indian government signed a US\$ 32 million loan with World Bank for improving healthcare services in Mizoram.
- In May 2021, the Government of India (GoI) and European Investment Bank (EIB) signed the finance contract for second tranche of EUR 150 million (US\$ 182.30 million) for Pune Metro Rail project.
- According to an official source, as of September 15, 2021, 52 companies have filed applications under the Rs. 5,866 crore (US\$ 796.19 million) production-linked incentive scheme for the white goods (air conditioners and LED lights) sector.
- In May 2021, Union Cabinet has approved the signing of memorandum of understanding (MoU) on migration and mobility partnership between the Government of India, the United Kingdom of Great Britain and Northern Ireland.
- In April 2021, Minister for Railways and Commerce & Industry and Consumer Affairs, Food & Public Distribution, Mr. Piyush Goyal, launched 'DGFT Trade Facilitation' app to provide instant access to exporters/importers anytime and anywhere.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is going to increase public health spending to 2.5% of the GDP by 2025.
- For implementation of Agriculture Export Policy, Government approved an outlay Rs. 2.068 billion (US\$ 29.59 million) for 2019, aimed at doubling farmers income by 2022.

### **Road Ahead**

As per the data published in a Department of Economic Affairs report, in the first quarter of FY22, India's output recorded a 20.1% YoY growth, recovering >90% of the pre-pandemic output in the first quarter of FY20. India's real gross value added (GVA) also recorded an 18.8% YoY increase in the first quarter of FY22, posting a recovery of >92% of its corresponding pre-pandemic level (in the first quarter of FY20). Also, in FY21, India recorded a current account surplus at 0.9% of the GDP. The growth in the economic recovery is due to the government's continued efforts to accelerate vaccination coverage among citizens. This also provided an optimistic outlook to further revive industrial activities.

As per RBI's revised estimates of July 2021, the real GDP growth of the country is estimated at 21.4% for the first quarter of FY22. The increase in the tax collection, along with government's budget support to states, strengthened the overall growth of the Indian economy.

India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030, which is currently 30% and have plans to increase its renewable energy capacity from 175 gigawatt (GW) by 2022. In line with this, in May 2021, India, along with the UK, jointly launched a 'Roadmap 2030' to collaborate and combat climate change by 2030.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report. It is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by 2040 as per a report by PricewaterhouseCoopers.

*Note: Conversion rate used for September 2021 is Rs. 1 = US\$ 0.014*

### **ECONOMY SURVEY 2021-22**

#### **Economic Survey 2020- 21**

Ms. Nirmala Sitharaman, Union Minister for Finance presented the Economic Survey 2021-22 in the Parliament on January 31, 2022. The key highlights of the Economic Survey 2021-22 are as follows:

#### **Widespread Vaccine Coverage**

- Vaccination has had a crucial role in reducing the number of deaths, restoring confidence in the economy, and decreasing the effects of the second wave on India's economy.
- On the 16th of January 2022, India completed one year of its COVID-19 vaccination effort, administering more than 1.56 billion doses of vaccine.
- There are almost 880 million people in India (93% of the adult population) who have received the first dose and 660 million people (70% of the adult population) who are fully vaccinated.
- Between May 2021 and January 2021, the daily vaccination rate on average has grown fourfold from 1.93 million to 7.54 million.

#### **Sector Reforms:**

- Instead of relying on demand management, India has been concentrating on reforms on the supply-side, such as:
  - Deregulation of numerous sectors
  - Simplification of processes
  - Removal of legacy issues like 'retrospective tax'
  - Privatisation

- These are a few of the major reforms in different sectors:
  - Over a four-year period from 2021-22 to 2024-25, the Central Government's key assets have a total monetisation potential of Rs. 6 lakh crore (US\$ 80.39 billion).
  - In the telecom industry, 100% FDI via the automated route is permissible.
  - Setting up of Production Linked Incentive (PLI) schemes for 13 sectors including Automobile, Telecom and pharmaceuticals drugs.
  - Increasing private sector engagement in conventional satellite communication and remote sensing industries by liberalising them.
  - The automatic route increased FDI in the defence sector by 74%, while the government route increased it by 100%.
  - Deposit insurance has been enhanced per depositor per bank from 'Rs. 1 lakh (US\$ 1339.30)' to 'Rs. 5 lakh (US\$ 6696.51)'. As a result, 98.1 % accounts were completely secured by the end of March 2021, and 50.9 % deposits were guaranteed.

#### **Current State of the Economy:**

- Following a contraction of 7.3% in 2020-21, the Indian economy is expected to grow by 9.2% in real terms in 2021-22 (according to initial advanced projections).
- GDP is expected to grow in real terms by 8-8.5% in 2022-23.
- The coming year is expected to see an increase in private sector investment with the financial system in strong shape to support the country's economic recovery.
- The projection is equivalent to the World Bank's and Asian Development Bank's recent predictions of 8.7% and 7.5% real GDP growth for 2022-23, respectively.
- According to the IMF's latest World Economic Outlook projections, India's real GDP will grow at 9% in 2021-22 and 2022-23, and 7.1% in 2023-2024, making it the world's fastest growing major economy for all three years.
- In 2021-22, agriculture and allied industries are predicted to grow by 3.9%, industry by 11.8%, and services by 8.2%.
- In 2021-22, demand for consumption is expected to increase by 7.0%, Gross Fixed Capital Formation (GFCF) by 15%, exports by 16.5%, and imports by 29.4%.
- Indicators of macroeconomic stability imply that the Indian economy is well positioned to meet the challenges of 2022-23.
- In 2022-23, a combination of large foreign exchange reserves, continued foreign direct investment, and expanding export revenues will provide an effective cushion against a potential global liquidity withdrawal.
- The "second wave's" economic effect was significantly less than the full lockdown in 2020-21, but the health consequences were far more severe.
- The Indian government's unique reaction included safety-nets to soften the impact on vulnerable sectors of society and the business sector, a major increase in capital investment to promote growth, and supply-side reforms to ensure long-term expansion.
- In a climate of severe unpredictability, the government's flexible and multi-layered reaction is based in part of an "Agile" framework that employs feedback loops and the usage of 80 High Frequency Indicators (HFIs).

#### **Fiscal Developments:**

- From April to November 2021, the Central Government's revenue receipts increased by 67.2% (YoY), compared to a 9.6% increase predicted in the 2021-22 Budget Estimates (over 2020-21 Provisional Actuals).
- In terms of YoY growth, gross tax revenue increased by more than 50% from April to November 2021. This is also a strong performance when compared to pre-pandemic levels in 2019-2020.
- Capex increased by 13.5% (YoY) from April to November 2021, with a heavy focus on infrastructure-intensive sectors.
- Continued tax collection and a targeted expenditure approach has helped to keep the budget deficit for April to November 2021 at 46.2% of BE.
- The Central Government debt has increased from 49.1% of GDP in 2019-20 to 59.3% of GDP in 2020-21 as an outcome of increased borrowings for COVID-19, but it is expected to decline as the economy recovers.

#### **External Sectors**

- After China, Japan, and Switzerland, India was the world's fourth largest FX reserve holding as of the end of November 2021.
- In the first half of 2021-22, foreign exchange reserves surpassed US\$ 600 billion, reaching US\$ 633.6 billion as of December 31, 2021.
- Despite dismal tourism income, there was a large increase in net services, with both receipts and payments surpassing pre-pandemic levels.
- During the current fiscal year, India's merchandise exports and imports rebounded rapidly, surpassing pre-COVID levels.
- Net capital flows increased to US\$ 65.6 billion in the first half of 2021-22, owing to ongoing foreign investment inflows, a resurgence in net external commercial borrowings, increased banking capital, and additional special drawing rights (SDR) allocation.
- India's external debt increased to US\$ 593.1 billion at the end of September 2021, up from US\$ 556.8 billion in 2020-21, as a result of the IMF's increased Special Drawing Right (SDR) allocation and greater commercial borrowings.

### **Monetary Management and Financial Intermediation**

- Indian markets outperformed counterparts among key developing market economies from April to December 2021.
- On October 18, 2021, the Sensex and Nifty reached new highs of 61,766 and 18,477, respectively.
- The system's liquidity remained in surplus.
- In 2021-22, the repo rate was maintained at 4%.
- To provide additional liquidity, the RBI implemented several initiatives such as the G-Sec Acquisition Program and Special Long-Term Repo Operations.
- The commercial banking system has handled the economic blow of the epidemic well.
- In 2021-22, YoY bank credit growth increased steadily, from 5.3% in April 2021 to 9.2% on December 31, 2021.
- Scheduled Commercial Banks (SCBs) had a Gross Non-Performing Advances ratio of 6.9% at the end of September 2021, down from 11.2% at the end of 2017-18.

### **Prices and Inflation**

- The average headline CPI-Combined inflation reduced to 5.2% in 2021-22 (April- December) from 6.6% in 2020-21 to 5.2% in 2021-22 (April-December).
- Food inflation eased, resulting in a decrease in retail inflation.
- Food Inflation averaged 2.9% in 2021-22 (April to December), compared to 9.1% the previous year.
- Throughout the year, effective supply-side management kept the prices of most important commodities under control.
- To keep the price of pulses and edible oils from rising too high, proactive measures were implemented.
- The reduction in national excise and subsequent reductions in Value Added Tax by most states helped to bring down the price of gasoline and diesel.
- Wholesale inflation, as measured by the Wholesale Price Index (WPI), increased to 12.5% in 2021-22. (April to December). This has been attributed to: Previous year's low base, increase in economic activity, sharp rise in the price of crude oil and other imported commodities on the worldwide market, and high freight costs.
- Difference between CPI-C and WPI Inflation: The difference rose to 9.6% points in May 2020. However, this year's disparity reversed, with retail inflation sliding 8.0% points behind wholesale inflation in December 2021.
- This difference can be explained by factors such as: Variations related to the base effect, differences in the scope and coverage of the two indices, price collections, items covered, commodity weights, and the WPI being more sensitive to cost-push inflation driven by imported inputs.
- As the base impact in WPI gradually fades, the disparity between CPI-C and WPI is likely to shrink.

### **Sustainable Development and Climate Change**

- India's total score on the NITI Aayog SDG India Index and Dashboard improved to 66 in 2020-21 up from 60 in 2019-20 and 57 in 2018-19.
- The number of Front Runners (scores 65-99) increased from 10 states in 2019-20 to 22 in 2020-21.
- In the NITI Aayog North-Eastern Region District SDG Index 2021-22, 64 districts were Front Runners and 39 districts were Performers in North East India.
- India possesses the tenth largest forest area in the world.
- From 2010 to 2020, India placed third in the world in terms of increasing forest acreage.
- Accounting for 2% of the world's total forest area, the forests covered 24% of India's total geographical, in 2020.
- The Plastic Waste Management Amendment Rules, 2021, were notified in August 2021, with the goal of eliminating single-use plastic by 2022.
- Notification on Extended Producer Responsibility for plastic packaging was drafted.
- The compliance rate of Grossly Polluting Industries (GPIs) in the Ganga main stem and its tributaries increased from 39% in 2017 to 81% in 2020.
- As a result, wastewater discharge has decreased from 349.13 million litres per day (MLD) in 2017 to 280.20 MLD in 2020.
- As part of the national declaration presented at the 26th Conference of Parties (COP 26) in Glasgow in November 2021, the Prime Minister declared aggressive targets to be met by 2030 to allow for further emissions reductions.
- The need of launching the one-word movement 'LIFE' (Lifestyle for Environment), which promotes thoughtful and purposeful consumption over mindless and destructive consumption, was emphasized.

### **Agriculture and Food Management:**

- Agriculture has witnessed strong growth in the last two years, accounting for 18.8% of the country's Gross Value Added (GVA) in 2021-22, with growth of 3.6% in 2020-21 and 3.9% in 2021-22.
- Crop diversity is aided by the Minimum Support Price (MSP) policy.
- In the most recent Situation Assessment Survey (SAS), net earnings from crop output grew by 22.6% as compared to the 2014 SAS Report.
- Agriculture's allied areas, including as animal husbandry, dairying, and fisheries, are rapidly developing as high-growth sectors and important drivers of total growth in the agricultural sector.
- Over the five years ending in 2019-20, the livestock sector grew at a CAGR of 8.15%. It has been a consistent source of revenue for farming households, contributing for around 15% of their monthly income on average.

- Food processing is made easier by the government through infrastructure development, subsidised transportation, and support for the formalisation of micro food businesses.
- India has one of the world's largest food management programmes.
- Through programmes such as the PM Gareeb Kalyan Yojana (PMGKY), the government has expanded the coverage of the food security network.

### **Industry and Infrastructure:**

- During April-November 2021, the Index of Industrial Production (IIP) increased by 17.4% YoY, compared to a contraction of 15.3% in April-November 2020.
- The Indian railways' capital spending grew to Rs. 155,181 crores (US\$ 20.78 billion) in 2020-21, up from an average yearly of Rs. 45,980 crores (US\$ 6.15 billion) between 2009-14, and it is expected to rise to Rs. 215,058 crores (US\$ 28.80 billion) in 2021-22, a five-fold increase over the 2014 figure.
- The amount of road construction per day grew by 30.4% in 2020-21, from 28 kms per day in 2019-20 to 36.5 kms per day in 2020-21.
- Despite the pandemic, the net profit to sales ratio of large corporations reached an all-time high of 10.6% in the July-September quarter of 2021-22 (according to RBI Study).
- The introduction of the Production Linked Incentive (PLI) plan, massive infrastructure boosts - both physical and digital, as well as steps to minimise transaction costs and increase ease of doing business— all will help to speed up the recovery of the economy.

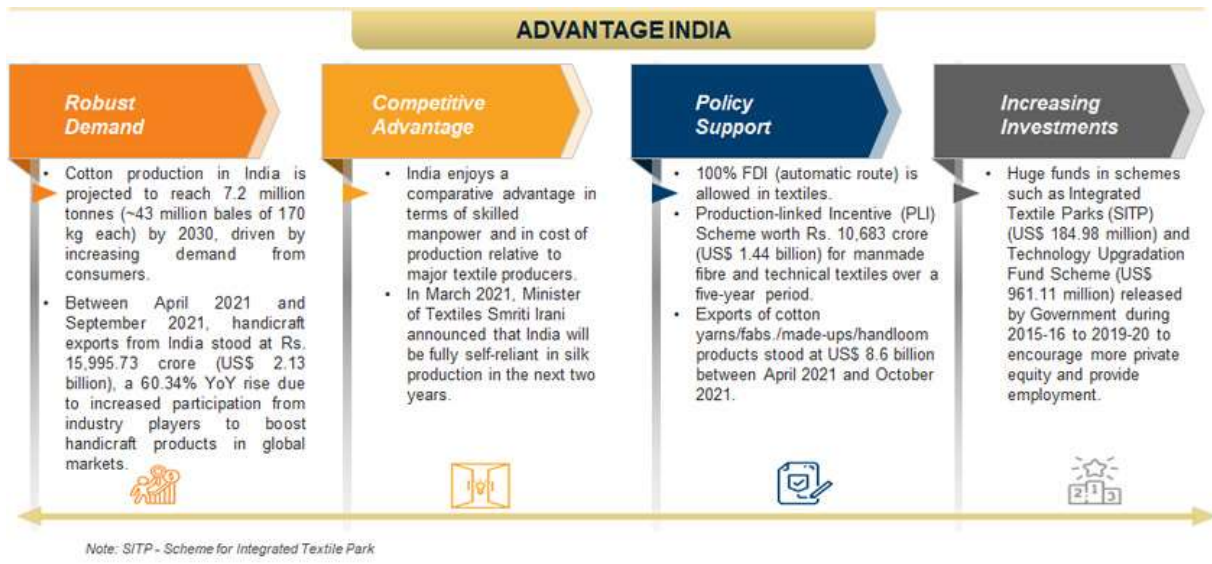
### **Services**

- In the July-September quarter of 2021-22, the GVA of services surpassed the pre-pandemic level; nevertheless, the GVA of contact intensive sectors such as commerce, transportation, and others remained below the pre-pandemic level.
- In 2021-22, the whole service sector GVA is predicted to expand by 8.2%.
- Rail freight crossed its pre-pandemic level between April-December 2021, while air freight and port traffic virtually reached pre-pandemic levels, and domestic air and rail passenger traffic is gradually increasing — indicating that the second wave's impact was far more subdued than the first wave's.
- The service sector received over US\$ 16.7 billion in FDI in the first half of 2021-22, accounting for about 54% of total FDI inflows into India.
- Revenue from IT-BPM services reached US\$ 194 billion in 2020-21, with 138,000 new people hired during that time.
- The removal of telecom rules in the IT-BPO industry and the opening up of the space sector to private companies are two major government changes.
- In the January-March quarter of 2020-21, services exports surpassed pre-pandemic levels, and in the first half of 2021-22, they climbed by 21.6%, boosted by global demand for software and IT services exports.
- After the United States and China, India has become the world's third largest start-up ecosystem. From 733 in 2016-17, the number of new recognized start-ups climbed to over 14000 in 2021-22.
- In 2021, 44 Indian start-ups earned unicorn status, bringing the total number of unicorns to 83, the majority of which will be in the services sector.

### **Social Infrastructure and Employment**

- As of January 16, 2022, 1.57 billion doses of COVID-19 vaccinations have been provided, with 913.9 million first doses and 660.5 million second doses.
- With the recovery of the economy, employment statistics in the last quarter of 2020-21 returned to pre-pandemic levels.
- According to data from the quarterly Periodic Labour Force Survey (PFLS) up to March 2021, employment in the pandemic-affected urban sector has nearly restored to pre-pandemic levels.
- According to Employees Provident Fund Organisation (EPFO) data, job formalisation continued throughout the second COVID wave, with the negative impact of COVID on work formalisation being substantially smaller than during the first COVID wave.
- The proportion of GDP spent on social services (health, education, and others) by the Centre and States climbed from 6.2% in 2014-15 to 8.6% in 2021-22 (BE).
- According to the National Family Health Survey 5:
  - The total fertility rate (TFR) decreased from 2.2 in 2015-16 to 2 in 2019-21.
  - Infant Mortality Rate (IMR), under-five mortality rate, and institutional births all improved in 2019-21 over 2015-16.
- 83 districts have been designated as 'Har Ghar Jal' districts under the Jal Jeevan Mission (JJM).
- Funding for the Mahatma Gandhi National Rural Employment Guarantee Scheme (MNREGS) has been increased to create a cushion for unorganised labour in rural regions throughout the epidemic.

## OVERVIEW OF INDIAN TEXTILE INDUSTRY



### Introduction

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, while the capital-intensive sophisticated mills sector on the other end. The decentralised power looms/ hosiery and knitting sector forms the largest component in 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 wide variety of products suitable for different market segments, both within India and across the world.

### Market Size

India's Textiles industry has around 4.5 crore employed workers including 35.22 lakh handloom workers across the country. The industry contributed 7% to the industry output (by value) in 2018-19. The Indian textiles and apparel industry contributed 2% to the GDP, 12% to export earnings and held 5% of the global trade in textiles and apparel in 2018-19. 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\$ 22.89 billion between April 2021 and October 2021.

The Indian textiles market is expected to be worth >US\$ 209 billion by 2029. Cotton production is expected to reach 37.10 million bales and consumption is expected to reach 114 million bales in FY21—13% growth over the previous year. The production of raw cotton in India is estimated to have reached 35.4 million bales in FY20<sup>^</sup>. During FY19, production of fibre in India stood at 1.44 million tonnes (MT) and reached 2.40 MT in FY21 (till January 2021), while that for yarn, the production stood at 4,762 million kgs during same period. India's home textile exports grew at a healthy rate of 9% in FY21 despite the pandemic.

### Investments and Key Developments

The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US\$ 3.75 billion from April 2000 to March 2021. In May 2021, Indo Count Industries Ltd. (ICIL), announced an investment of Rs. 200 crore (US\$ 26.9 million) to expand its production capacity. The production-linked incentive (PLI) scheme for man-made fibre and technical textiles will help boost manufacturing, increase exports and attract investments into the sector.

Companies in home textile are using technology to optimise the value chain. For example, in October 2021, Welspun India introduced Wel-Trak 2.0—an upgraded, patented end-to-end traceability technology—to track textile raw materials throughout the supply chain. Home textile companies in India are also leveraging strategic partnerships to strengthen their business operations and foothold in the country.

In October 2021, Welspun India collaborated with DuPont Biomaterials to introduce a home textile range and strengthen the company's sustainable textiles business.

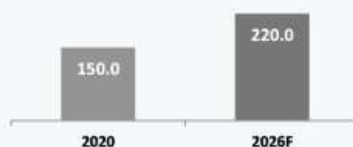


# TEXTILES AND APPAREL



## MARKET SIZE

Textiles and Apparel Industry (US\$ billion)



Key Facts as of FY20



Contributes 2% to India's GDP



Employs over 45 million people

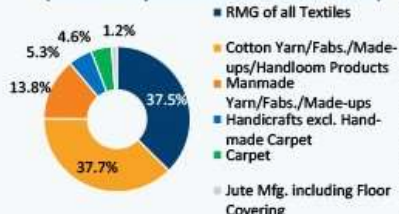


Contributes 12% to India's export earnings



## SECTOR COMPOSITION

Share of India's textile exports (Between April 2021 and October 2021)



Fabric Production in FY20\* (million square metre)

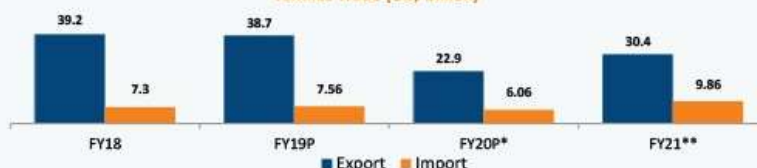


Note: \* - until January 2020



## KEY TRENDS

Textiles Trade (US\$ billion)



Note: \* - till November 2019; \*\*Export for FY21 and Imports until February 2021, imports include textile yarn fabric and made-up articles; Exports include RMG of all textiles, cotton yarn/fabs./made-ups/handloom products, man-made yarn/fabs./made-ups, handicrafts excl. handmade carpets, carpets, jute mfg. including floor coverings



## GOVERNMENT INITIATIVES



National Textile Policy



Khadi App Store



Pradhan Mantri Fasal Bima Yojana

Note: SAATHI - Sustainable and Accelerated Adoption of efficient Textile technologies to Help small Industries



## ADVANTAGE INDIA

- **Robust demand:** Cotton production in India is projected to reach 7.2 million tonnes (~43 million bales of 170 kg each) by 2030, driven by increasing demand from consumers. Exports of cotton yarns/fabs./made-ups/handloom products stood at US\$ 8.6 billion between April 2021 and October 2021.
- **Competitive advantage:** Abundant availability of raw materials such as cotton, wool, silk and jute.
- **Policy support:** In October 2021, the government approved a scheme worth Rs. 4,445 crore (US\$ 594.26 million) to establish seven integrated mega textile parks and boost textile manufacturing in the country.
- **Increasing Investments:** Huge funds in schemes such as Integrated Textile Parks (ITP) (US\$ 184.98 million) and Technology Upgradation Fund Scheme (TUS) (US\$ 961.11 million) released by Government during 2015-16 to 2019-20 to encourage more private equity and provide employment.

### Government Initiatives

Indian government has come up with several export promotion policies for the textiles sector. It has also allowed 100% FDI in the sector under the automatic route. The Rs. 10,683 crore (US\$ 1.44 billion) PLI scheme is expected to be a major booster for the textile manufacturers. The scheme proposes to incentivise MMF (man-made fibre) Apparel, MMF Fabrics and 10 segments of Technical Textiles products.

Other Initiatives taken by Government of India are:

- The Indian government has notified uniform goods and services tax rate at 12% on man-made fabrics (MMF), MMF yarns, MMF fabrics and apparel, which will come into effect from January 1, 2022.
- Union textile minister Mr. Piyush Goyal announced a mega handloom cluster in Manipur and a handloom and handicraft village at Moirang in Bishnupur. The mega cluster will be set up at an estimated cost of Rs.30 crore (US\$ 4.03 million) under the National Handloom Development Programme (NHDP).
- In October 2021, Union Minister for Commerce and Industry, Textiles, Consumer Affairs, Food & Public Distribution, Mr. Piyush Goyal, announced the creation of 100 textile machinery champions in the country and to promote it in the global market. Through this, the government aims to make India a global player in textiles machinery.
- In October 2021, the Ministry of Textiles approved continuation of the comprehensive handicrafts cluster development scheme with a total outlay of Rs. 160 crore (US\$ 21.39 million). Through this scheme, the government aims to support domestic SMEs and local artisans.
- In October 2021, the government introduced SAMARTH training at 75 training centers across the country, to accelerate the scheme's coverage among artisans.
- The government allocated funds worth Rs. 17,822 crore (US\$ 2.38 billion) between FY16 and FY22 for the 'Amended Technology Up-gradation Fund Scheme' (A-TUFS), to boost the Indian textile industry and enable ease of doing business.
- Techtextil India, a trade fair focused on technical textiles, nonwovens and composites will be held from 25<sup>th</sup> to 27<sup>th</sup> November 2021 in Mumbai. Tamil Nadu government signed up for Techtextil India 2021 to strengthen indigenous textile production and attract textile investments into the State. The State government will be promoting technical textile policies through both physical and virtual segments of the hybrid fair organised by the Messe Frankfurt Trade Fairs India
- In August 2021, Minister of State (MoS), Ministry of Petroleum & Natural Gas and Labour & Employment, Mr. Rameswar Teli launched ONGC-supported Assam handloom project 'Ujjwal Abahan' through the virtual platform. The project will support and train >100 artisans of Bhatiapar of Sivasagar, Assam in Hathkharga handicraft.
- In August 2021, Flipkart and Himachal Pradesh State Handicrafts and Handloom Corporation Ltd. (HPSHHCL) signed a memorandum of understanding (MoU) to help the state's master craftsmen, weavers and artisans showcase their hallmark products on e-commerce platforms.
- In August 2021, Union 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 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) in three years. He also announced that a committee will be constituted consisting of all weavers, trainer equipment makers, marketing experts and other stake holders to recommend ways and means to achieve these objectives and enhance overall progress of the handloom sector.
- 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 will help boost exports and enhance competitiveness in the labour-intensive textiles sector.
- In April 2021, Union Minister Smriti Irani has assured strong support from the Textile Ministry to reduce industry's dependence on imported machine tools by partnering with engineering organisations for machinery production. She also stated that the PLI scheme for the textile industry is almost ready. The scheme aims to develop Man Made Fiber (MMF) apparel and technical textiles industry by providing incentive from 3-15% on stipulated incremental turnover for five years.
- To support the handloom weavers/weaver entrepreneurs, the Weaver MUDRA Scheme was launched to provide margin money assistance at 20% of the loan amount subject to a maximum of Rs. 10,000 (US\$ 134.22) per weaver. The loan is provided at an interest rate of 6% with credit guarantee of three years.
- Gorakhpur is on track to become a major garment manufacturing centre, boosting the economy in eastern Uttar Pradesh. The Gorakhpur Industrial Development Authority (GIDA) will provide four acres of land for construction of a flattened factory and will enable accessible to entrepreneurs.
- In March 2021, The Ministry of Textiles favoured limited deal for the India-UK free trade agreement that could boost the garments sector.
  - In 2020-21, the UK is India's fourteenth largest trading partner, accounting for US\$ 8.7 billion in exports and US\$ 6.7 billion in imports.
  - Under the proposed trade agreement, the Textile Ministry expects more market access for the Indian textiles and clothing sector in order to achieve its full potential.
- In March 2021, under the ongoing sub-mission on agroforestry (SMAF) scheme, the Ministry of Agriculture and Farmers Welfare signed a memorandum of understanding (MoU) with the Central Silk Board, under the Ministry of Textiles, on a convergence model to implement agroforestry in the silk sector.
- In March 2021, toys were identified as one of the 24 primary sectors listed under the self-reliant India initiative. The Department for Promotion of Industry and Internal Trade (DPIIT) has developed a 'National Action Plan' for toys that calls on several central ministries, including textiles, MSME, I&B, Education, DPIIT (under the Ministry of Commerce) and other departments, to nurture and promote the industry.
- Effective 01 January 2021, to boost exports, government have extended the benefit of the Scheme for Remission of Duties and Taxes on Exported Products (RoDTEP) to all exported goods

- To support the handloom and handicrafts sector, the government has taken steps to onboard weavers/artisans on Government e-Marketplace (GeM), provide a wider market and enable them to sell their products directly to various government departments and organisations. As of December 31, 2020, 171,167 weavers/artisans/handloom entities have been registered on the GeM portal.
- Defence Research and Development Organisation (DRDO) is helping the Indian textile industry to produce yarns and eliminate dependence on import of Chinese and other foreign clothing for military uniforms. Indian defense sector has expressed support towards the Indian technical textile sector.
- In March 2021, while addressing the 9th edition of TECHNOTEX 2021 organized by FICCI, General Bipin Rawat, Chief of Defence Staff appreciated the innovations in Indian technical textile and stated that the armed forces will rather reduce imports and instead procure technical textiles from Indian industries as a part of the Atmanirbhar Bharat initiative.
- In October 2020, the Cabinet Committee on Economic Affairs chaired by Mr. Narendra Modi approved mandatory packaging of 100% food grains and 20% sugar in jute bags. Under the Jute Packaging Materials (Compulsory Use in Packing Commodities) Act, 1987, the government is required to consider and provide for the compulsory use of jute packaging materials for supply.
- On September 2, 2020, the Union Cabinet approved signing an MOU between textile committee, India and M/s Nissenken Quality Evaluation Centre, Japan, for improving quality and testing Indian textiles and clothing for the Japanese market. This India-Japan pact on cooperation in textiles will facilitate Indian exporters to meet the requirements of Japanese importers as per the latter's technical regulations.
- Under Union Budget 2020-21, a National Technical Textiles Mission is proposed for a period from 2020-21 to 2023-24 at an estimated outlay of Rs. 1,480 crore (US\$ 211.76 million).
- In 2020, New Textiles Policy 2020 is expected to be released by the Ministry of Textiles.
- The Directorate General of Foreign Trade (DGFT) has revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of Textiles Industry - readymade garments and made-ups - from 2% to 4%.
- The Government of India has taken several measures including Amended Technology Up-gradation Fund Scheme (ATUFS), estimated to create employment for 35 lakh people and enable investment worth Rs. 95,000 crore (US\$ 14.17 billion) by 2022.
- Integrated Wool Development Programme (IWDP) was approved by Government of India to provide support to the wool sector, starting from wool rearer to end consumer, with an aim to enhance quality and increase production during 2017-18 and 2019-20.

### Achievements

Following are the achievements of the Government in the past four years:

- In June 2021, KVIC recorded a 7.71% growth in gross annual turnover to Rs. 95,741.74 crore (US\$ 12.85 billion) from Rs. 88,887 crore (US\$ 11.93 billion) in FY20.
- In CY2020, Cotton Corporation of India made a record procurement of ~ 151 lakh bales under MSP operations, which is ~ 290% higher than 38.43 lakh bales procured during the corresponding period last year.
- I-ATUFS, a web-based claims monitoring and tracking mechanism was launched on April 21, 2016. 381 new block level clusters were sanctioned.
- Under the Scheme for Integrated Textile Parks (SITP), 59 textile parks were sanctioned, out of which, 22 have been completed.
- Employment increased to 45 million in FY19 from 8.03 in FY15.
- Exports of readymade garments (of all textiles) was worth US\$ 1.19 billion as of December 2020.

### Road Ahead

India is working on major initiatives, to boost its technical textile industry. Owing to the pandemic, the demand for technical textiles in the form of PPE suits and equipment is on rise. Government is supporting the sector through funding and machinery sponsoring. Top players in the sector are attaining sustainability in their products by manufacturing textiles that use natural recyclable materials. The future for the Indian textiles industry looks promising, buoyed by strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market.

**Note:** Conversion rate used in October 2021, Rs. 1 = US\$ 0.013

**References:** Ministry of Textiles, Indian Textile Journal, Department of Industrial Policy and Promotion, Press Information Bureau

**Note:** ^ - According to 4th Advanced Estimates, CY - Calendar Year

**Disclaimer:** This information has been collected through secondary research and we are not responsible for any errors in the same.

## OUR BUSINESS

Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “**Forward Looking Statements**” on page 13 for a discussion of the risks and uncertainties related to those statements. Capacity and other related information pertaining to the manufacturing facility are the Managements estimates. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with “**Risk Factors**”, “**Industry Overview**”, “**Financial statement as Restated**” and “**Government and Other Approvals**” on pages 19, 64, 121 and 167, respectively, as well as other information contained in this Draft Prospectus.

Unless the context otherwise requires, in relation to business operations, in this section of this Draft Prospectus, all references to “we”, “us”, “our” and “our Company” are to “Swaraj Suiting Limited”.

### OVERVIEW

Our Company was set up in the year 2003 and was initially engaged in the manufacture of cotton/synthetic fabrics but later shifted to trading in synthetic fabrics in 2009 by selling off its Sulzer weaving looms to an associate concern, Swaraj Sulz Private Limited. Our Company re-entered into manufacturing of Cotton and Synthetic fabrics in 2011 and commenced commercial operations in January 2013.

Our Promoters Mohammed Sabir Khan, Samar Khan and Nasir Khan have a combined experience of more than 25 years in Textile Industry and have sound knowledge of production process, marketing, finance and all kind of other commercial activities related to the textile industry.

Our company is presently, primarily engaged in the Manufacturing of Grey Fabric involving Cotton and Synthetic, Trading of Yarn, Grey fabric and Finished fabric and Weaving on Job work basis.

Our existing manufacturing unit is located at F-483 to F-487, G1-475 to 476, RIICO Growth Centre, Hamirgarh, Bhilwara, Rajasthan - 311025 which is also our Registered Office. In this unit, we have installed 123 Airjet looms which translates into 1.50 million meters of cotton & synthetic fabric per month translating into 225 Lakh Meters Per Annum (LMPA). Our Company has strategically planned the vertical integration of its operations to the next level of supply chain, aiming to lower production costs and increase the efficiency of the company.

In view of this, our Company is in advanced stages of setting up a project in the district of Neemuch, Madhya Pradesh (MP), which is both the backward and forward integration of its existing activity. The commencement of commercial production shall be between March - April, 2022. This unit will manufacture premium quality denim fabric and tap new markets. The new manufacturing unit in MP is a denim processing plant with annual capacity of converting approximately 21.75 million metric meters of denim fabric. Total Cost of the project is Rs. 71.37 Crores, which is funded by Banks in the form of Term Loan to the extent of Rs. 43.00 Crores, Rs.18.82 crores will be sourced through Promoter’s contribution including internal accruals and unsecured loans and balance Rs.9.55 crores will be for Working Capital which will be funded by the issue proceeds.

Our Company operates under the following verticals:

1. Manufacturing of Grey Fabric
2. Weaving on Job Work basis
3. Trading of Finished Fabric, Grey Fabric and Yarn.

(Rs. In Lakhs)				
Particulars	For the period ended September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Revenue from Operations*				
Manufacturing				
- Grey Fabric	7,580.64	1,330.60	12.40	395.45
Trading				
- Finished Fabric	204.88	2,323.25	2,215.33	1,822.48
- Yarn	7.72	284.55	1.76	27.72
- Grey Fabric	-	555.90	1081.23	627.13
Sale of Services				
- Job Weaving	377.16	1,492.54	2,507.56	2,717.85
Total	8,170.40	5,986.84	5,818.28	5,590.18

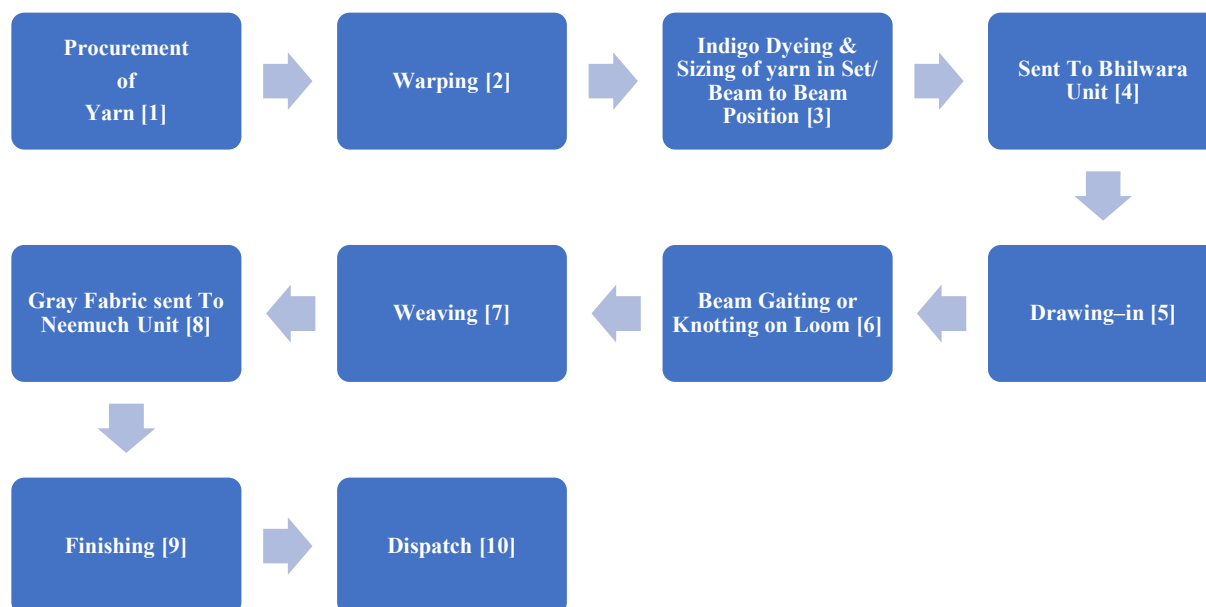
\* As certified by Statutory Auditor of the Company i.e., M/s. S. K. Toshniwal & Co., Chartered Accountants vide their Certificate dated February 14, 2022 based on standalone restated financial statement.

Our products are sold majorly in the state of Rajasthan, Gujarat, Madhya Pradesh & Maharashtra.

Our Company now proposes to commence manufacturing of Denim Fabric from Yarn at Madhya Pradesh unit. in order to take advantage of the growing market and to expand the business activity in the Denim Fabric.

Our infrastructure spans a large area involving 15036.38 sq. mtr. and segregated into various departments that includes Dyeing unit, Finishing unit, Storage unit, quality control lab, testing and packaging. We have hired good team for carrying out business activities and handling each department. Moreover, our infrastructure is equipped with various equipment and other necessary things. We stringently test our products before their delivery to the clients to ensure defect-free and fine finish.

The coordinated activities of the Bhilwara unit and Madhya Pradesh Unit are depicted below:

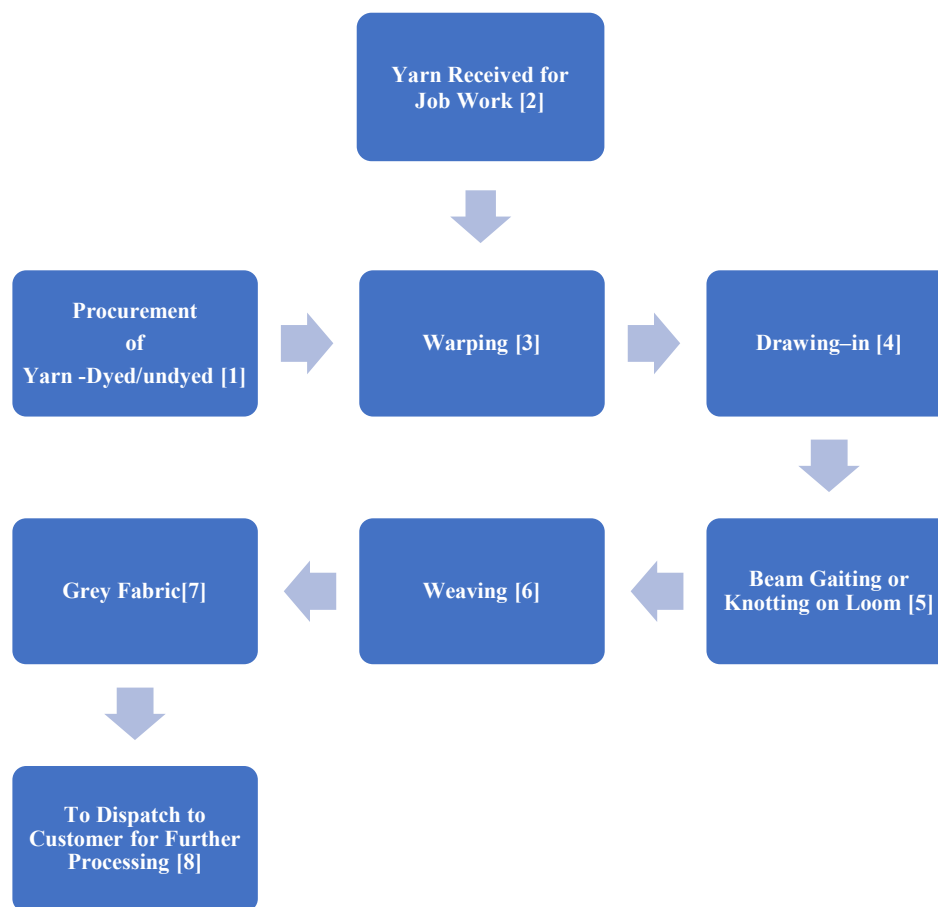


- [1]: Procurement of Yarn at MP unit.
- [2]: Warping at MP unit
- [3]: Indigo Dyeing & Sizing of yarn in Set/ Beam to Beam Position at MP unit

The above is a backward integration for the Bhilwara unit [4]

- [5,6,7]: Drawing-in, Beam Gaiting or Knotting on Loom, weaving respectively will be undertaken in Bhilwara unit
- [8]: post the above there will be forward integration at MP unit
- [9,10]: Finishing and Dispatch will be at MP unit

## Present Manufacturing activities at Bhilwara Unit



Presently, in the above activities,

- Indigo Dyeing & Sizing of yarn in Set/ Beam is not done
- [8]Post manufacturing of Grey fabric[7], it is sold to customers or to job workers for further processing
- [9] Weaving as a separate activity is undertaken on Job work basis, wherein the Job worker does the Yarn purchase and final output as per customer requirement is undertaken by the Job worker.

### Our Financial Highlights:

The financial highlights of our company as per restated standalone financial statement are as mentioned below:

Particulars	For the period ended September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Revenue from Operations	8170.40	5986.84	5818.28	5590.18
Net Profit after Tax	191.03	267.47	326.60	203.89
Net Worth	4482.66	3791.79	3050.75	2602.68
Secured Borrowing from Bank/FI	3478.99	3834.88	3252.87	3828.52

### OUR PRODUCT PORTFOLIO

Presently we are dealing in:

#### 1. Finished Fabrics:

- Trading of Finished Fabrics
- Conversion of Grey Fabric into Finished Fabrics on outsourcing contract basis

## 2. Grey Fabrics

- *Manufacturing of Grey Fabrics from Dyed Yarn (at our in-house manufacturing facility in Bhilwara)*

Grey fabric is also known as Greige fabric and the term grey does not indicate the colour of the fabric but the finish. This fabric is unprocessed or unfinished which hasn't been dyed, bleached and processed. It can be used in the making of upholstery, home linen, clothes, garments and more. Another common term for grey fabric is raw fabric.

- *Trading of Grey Fabrics*

## 3. Job Weaving

- *Manufacturing of Yarn to Grey Fabrics on Job Contract basis (here only weaving is done at our in-house manufacturing facility)*

## 4. Yarn

- *Trading of Yarn*

### Proposed Products (Backward and Forward Integration):

The below mentioned activities are proposed at our new manufacturing facility situated at Neemuch, Madhya Pradesh

## 5. Indigo Yarn dying, sizing & Finished Denim Fabric:

- *Manufacturing of Denim Fabric*

Denim is a type of cotton twill textile known for its use in blue jeans and other clothing. Denim fabric became popular at first among people of western countries and then gradually all over the world. Now fashion is incomplete without denim. But, consumer's need for new products is unlimited. So, to meet this essential demand, the fabric designers and manufacturers were obliged to produce different types of denim at present, multiple derivatives of denim are available. Also new types of denim products are being developed. The diversification of denim has gone so far that some denims are event based. They are being produced on plain-based weave design. Denim is comparatively heavy fabric composed of higher linear density yarn both in warp and weft. This fabric is not very soft to handle. Different fancy yarn-slub yarn, thick-thin yarns are used in the diversification of denim. Lycra (elastomeric fiber) yarn is also introduced in the diversified denim. Diversification is also done by the change of Ends per Inch (EPI), Picks per Inch (PPI) and count. Different yarn count may be used in consecutive insertion for diversification. For increasing the agreed level of denim throughout the world, diversification is the most important factor. Denim is very popular among the teenagers as well as older people. Denim's popularity is also on the rise. It is stronger and more expensive than jeans, and though the two fabrics were very similar in some ways, they did have one major difference: denim was made of one coloured thread and one white thread; jean was woven of two threads of the same colour. Denim is no longer a cotton product. Denim comes with either polyamide, lycra, polypropylene or with polyester and especial bonding with a 100% nylon net for a more active look. Two way stretch fabrics and special coatings or rubberized effects continue to be a strong trend.

### OUR BUSINESS PROCESS

#### 1. Manufacturing Facility at Bhilwara, Rajasthan

- **Procurement of Dyed Yarn / Un-dyed Yarn**

The raw material required by this facility is Dyed yarn/ Un-Dyed yarn, which is purchased through agents or directly through textile mills located in nearby regions of the factory. The industrial town of Bhilwara is a famous hub for textiles in India. There are numerous spindles and rotors in the spinning mills in the district.

- **Warping**

Warping is the preparation of yarn to weave fabric. The warp yarn is required to be fed into a sheet form to the weaving machines. At warping, the individual cones are put into the creel (the number of cones depends upon fabric construction) and yarn from individual cones is pulled together in sheet form, and are parallelly wound

onto a barrel called warping beams (for Direct warping) or on weaving beams (for Sectional Warping). The objective of warping process is to convert the yarn packages into a warper's beam having desired width and containing requisite number of ends.

- **Drawing-in**

The drawing-in process comes just after the preparation of the weaver's beam. The weaver's beam is obtained from sectional warping or sizing. The drawing-in process mainly consists of two processes. The first process is called drafting and the second process is called denting. Drafting is the process of passing the end through the eye of heald wire or harness according to the draft (sequence of drafting the ends) is called drafting. Denting is the process of passing the ends through the dents of reed according to the denting order of the fabric to be woven.

- **Beam Gaiting or Knotting on Loom**

The drawn weavers' beams are fixed on weaving machines, threads are tied and heald shafts are coupled. This operation is called Beam Gaiting. If undrawn warp threads are directly knotted to the threads of finished beams, it is called Knotting. These operations are essential because normally weavers beam can carry only certain length of warp sheet on it and when so woven, whole length is converted to the fabric by weaving machine. Further warp length is required to be fed which can be done by knotting or gaiting other beams on weaving machine.

- **Weaving**

Weaving is interlacing two sets of yarns, i.e., warp and weft yarns and making it into fabric. One set is called warp thread which is in sheet form, the other one is called weft thread which is inserted between two layers of warp sheet by means of a suitable carrier i.e., Shuttle, Projectile, Rapier, Air current, Water current, etc.

The different types of technologies available for weaving machines are briefly explained as below:

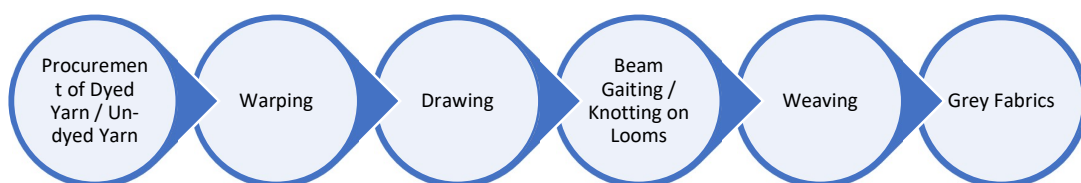
- Conventional Shuttle Weaving System by Ordinary Looms or Automatic Looms.
- Shuttle less Weaving System by Airjet / Waterjet / Rapier / Projectile

- At Bhilwara we have Airjet Looms for weaving process :-

These types of looms adopt the latest development in Weaving Technology where weft insertion is done with the help of compressed air. A very high weft insertion rate up to 1800 metre per minute is achieved. Compared to rapier and projectile looms, these looms are less versatile but are economical and are used in mass textile production unit like denim.

- **Grey Fabrics**

The finally woven fabric or Grey Fabric, as it is popularly called, wound on a cloth roll is taken out from weaving machines at certain intervals and checked on inspection machines for possibilities of any weaving fault. If such faults are seen anywhere in fabric during inspection, certain corrective steps are taken at weaving, warping, sizing, etc. so that they can be minimized in subsequent product. This is a quality control exercise.



## 2. Manufacturing Facilities at Neemuch, Madhya Pradesh (yet to be operationalized)

Our Company is setting up a project in the state of Madhya Pradesh, which is both the backward and forward integration of its existing business.

### • Procurement of Yarn

The raw material required by the company is Yarn, which is purchased through agents or directly through textile mills located in nearby regions of the factory.

### • Warping

Warping is the preparation of yarn to weave fabric. The warp yarn is required to be fed into a sheet form to the weaving machines. At warping, the individual cones are put into the creel (the number of cones depends upon fabric construction) and yarn from individual cones is pulled together in sheet form, and are parallelly wound onto a barrel called warping beams (for Direct warping) or on weaving beams (for Sectional Warping). The objective of warping process is to convert the yarn packages into a warper's beam having desired width and containing requisite number of ends.

### • Indigo Dying & Sizing of yarn in Set/ Beam to Beam Position

The dyeing for Denim Fabric happens at the sizing stage. Generally, there are two most popular methods of dyeing Denim Fabric. They are:

- ☐ **Rope Dyeing**
- ☐ **Sheet Dyeing**

A company can adopt any of the methods. In countries like India Sheet Dyeing Method is commonly used for manufacture of its Denim Fabrics, which has following advantages over Rope Dyeing Method:

- The technology is less capital intensive.
- The technology is a proven one.
- The cost of production is lower.
- The process time is lower.
- The Sheet Dyeing machines are very easy to operate.
- The only defect in Sheet dyeing is that there is a problem of center to selvedge shade variation.
- And that's we are also adopting sheet Dyeing process in our Unit

#### ***Sheet Dyeing Process***

This process eliminates a few intermediate processes of the rope dyeing. The yarn sheet is washed with chemicals such as caustic and washing soda and after squeezing the excess water; the yarn sheet is allowed to pass through Dyeing Troughs one time for oxidation and development of dyed yarn. After dyeing, the dyed yarn is washed again with fresh water for two-three times and finally squeezed before allowing it to pass through six drying cylinders. The dyed yarn enters the starching device and sizing is done. After sizing, the sized warp beam goes for weaving. After weaving, the woven Denim Fabrics goes for various finishing processes consisting of brushing, singeing, washing, impregnation for dressing and drying. Brushing and singeing should eliminate impurities and help to even the surface of the fabric. Dressing regulates the hand and rigidity of the fabric while compressive shrinking regulates its dimensional stability.

A company can adopt any of the methods. In countries like India Sheet Dyeing Method is commonly used for manufacture of its Denim Fabrics, which has following advantages over Rope Dyeing Method:

It is a preparatory process of weaving denim fabric that comes after warping. It is a very important and critical preparatory process. The object of Sizing is to improve the strength of yarn by chemically binding the fibres with each other and also improve upon its friction resistance capacity by chemically coating the surface of yarn/fibres. The quality of the sizing process directly influences the performance of the loom and the quality of the fabric to be woven. In this process, the warp sheet gets immersed in the paste of adhesive and binder, then the warp is squeezed properly to eliminate the excess amount of adhesive. Now the warp is dried and the ends are separated from each other. After this the warp ends are wound on the weaver's beam. Weaver's beam will be transferred to Bhilwara Unit for further weaving process and after the Weaving process, Gray Fabric again will be transferred to Neemuch Unit for final finish of Denim and cotton fabric.

- **Finishing**

- **Denim Fabric**

Denim Fabrics is then finished by either wet finishing machine or foam finishing machine. The Fabric also be sent for Singeing or other specific machines as per customer requirement. Finishing of grey denim fabric normally carried out after weaving. It takes an important role in fabric properties, appearance, softness and residual fabric shrinkage. The finishing of denim fabric is carried out for several purposes. Finishing of denim fabric can be varied according to the specific requirement of customer. The finishing process may vary from harsh hand (loom state), soft hand (desizing) and sulphur over dyeing.

Another fashion trend of denim finishing is soft or washed down denim in place of stiff and harsh denim. To achieve the soft feel in finished denim fabric, the fabric is subject to a desizing and washing processes. The range normally consisting of a desize saturator, a steamer and several wash boxes. The processes, in most of the cases are tied with the brushing and singeing and other operations.

- **Dispatch/Delivery**

Rolls and sets so formed and packed as per buyers' requirements are then sent for final despatches.

### **Infrastructure Facilities for Raw Material**

The existing unit of the company is located in Bhilwara (Rajasthan) and is sourcing its raw material, i.e. Yarn from various nearby places and having requisite capacity of Warehouse to store the Raw Material.

We have a Warehouse of 40,000 sq. ft. (approx.) at manufacturing facility located at Bhilwara, Rajasthan and around 35,000 sq. ft. (approx.) is proposed at our manufacturing facility situated at Neemuch, Madhya Pradesh for storing of Raw Material as well as Finished Products.

### **Our Major Customers:**

The following is the breakup of the top five and top ten customers/suppliers of our Company for the Fiscal 2021, 2020 and 2019 are as follows:

*₹ in lakhs*

Particulars	Fiscal 2021		Fiscal 2020		Fiscal 2019	
	Amount	In %	Amount	In %	Amount	In %
Top 5 Customer	2971.54	49.63	3635.19	45.22	3345.31	43.86
Top 10 Customers	4429.33	73.98	5312.24	66.08	4312.06	56.53
Top 5 Suppliers	2180.00	50.51	793.25	15.49	806.62	18.01
Top 10 Suppliers	3606.84	83.57	3373.39	65.88	1965.83	43.90

### **OUR COMPETITIVE STRENGTHS**

#### **Location of the Factory (Production Unit)**

Our Registered Office and factory is situated at well-developed industrial area, with all the infrastructure facilities and both skilled and unskilled manpower are available at competitive cost. Moreover, our factory location is well connected to Bus Station, State and National Highways. All infrastructure facilities like availability of skilled labour, raw material, technology; Communication, electricity, transportation etc. are easily available due to extensive industrialization in the area. The production facility of our Company is located in the close vicinity of the textile hub i.e., the Industrial town of Bhilwara, which is a famous hub for textiles in India. Hence, we are having easy access to National and state highway, resulting in easy transportation of goods, so production and procurement, becomes hassle free.

The new plant is located in Industrial belt of western Madhya Pradesh. It is situated in well-developed industrial area, with all the infrastructure facilities. Also, availability of Skilled Manpower spare parts, etc. are easily available and at competitive cost. Also, there is number of incentives granted to large and medium enterprises by the State Government as per the New Industrial Policy Framework for the State of Madhya Pradesh.

### **Strong Promoters, Experienced management team and Well-defined organizational structure**

We have qualified and experienced management team which has substantially contributed to the growth of our business operations. Our Company is managed by a team of experienced and professional personnel with exposure in various aspects of Textile industry and possess knowledge of core aspects of nitty gritty of the business. Our Promoters have combined experience of more than 25 years in Textile Industry. Our promoters are the guiding force behind the operational and financial decision of our company. We believe that the experience of our promoters and management team has resulted into improved product quality and increased profitability which give us a competitive edge. Our Human Resources Policies are aimed towards recruiting talented employees, facilitating their integration into our organization culture and encouraging the development of their skills and expertise for becoming the next generation leaders. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner.

### **Strong supplier base for sourcing of raw materials/ products**

Our Company has developed a robust supply chain for the sourcing of a wide variety of products that we offer to our customers. While, we do not have any long-term contracts with any of our raw material suppliers / products, however, we have maintained good relationships with our major suppliers. We believe our good relationships with our suppliers enable us to obtain good quality products within the prescribed timelines. We continually strive to maintain strong relationships with our suppliers in order to derive better insight into the markets for our raw materials, which helps us to manage our raw material supply chain, resulting in greater predictability of supply and, consequently, a greater ability to meet production schedules and achieve on-time delivery for our customers. We have successfully leveraged the past experience of our management in maintaining effective supplier relationship ensuring uninterrupted supply chain management.

### **Smooth flow of operations**

Over the year, we have developed a wide clientele base and this was done with our valued based relationship approach. Our existing relationships help us to get repeat businesses from our customers. This has helped us to maintain a long-term working relationship with our customers and improve our customer retention strategy. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and increasing our business.

### **Quality Assurance and Standards**

Our Company believes in quality assurance in our process and products. We are specific about the quality of products manufactured by us and intensive care is taken to determine the standard of each. We are committed to maintain quality at all steps of the processing chain upto dispatch of finished products. Our dedicated team ensures the compliance with good practices. A highly efficient lab is proposed to be set up in the new unit in Madhya Pradesh to test and run the quality check analysis. We give prime focus to providing quality products to our customers and follows high quality standards.

### **Customer Centric Business Model**

Our company focus on attaining highest level of customer satisfaction. Understanding the consumer is one of the most important skills required to be successful in this business. The progress to be achieved by us will be largely due to our ability to address and exceed customer satisfaction.

### **Client relationship**

We have client relationship in the market from where we get orders on continuous basis. For fabric manufacturers, the customer profile is an indication of their operational strength as well as the timeliness in receipt of their payments. We are a major supplier of denim fabric to some known brands in the Industry. Regular repeat orders from large textile companies highlights our adherence to international best practices for manufacturing and various compliances as well as consistency in quality and delivery of the products. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and growing our business.

### **ISO Certifications**

Our Quality Management System (ISO 9001:2005) certificates issued by Brit Qualis Certification (UK) Limited shows our good quality of services and good strength.

### **Rating**

Brickwork Ratings has assigned the ratings of the bank facilities sanctioned to our Company at long-term rating BWR BBB- (Stable) and short-term ratings BWR A3.

## **Scalable Business Model**

Our business model is customer centric and order driven. Given India's rise as manufacturer and multiple initiatives taken by Government of India to promote manufacturing in India and our locational advantage of being situated in Bhilwara, development of new markets both domestically and internationally, we believe our business model is scalable and can achieve greater heights.

## **OUR BUSINESS STRATEGY**

### **Introduction of High Value Product**

Currently, we are manufacturing various types of Fabric ranging from 9 to 14 Oz/sqyd. with Open End/ Ring Spun Yarns, Slub Yarns, Multi Count, Cottons and Polyester Spandex, moving forward, we intend to manufacture high value Denim textile which are below 9 Oz/sqyd. which will enable us to have higher margins.

### **Increasing Geographical Presences**

Currently, we are operating in 4 states viz. Rajasthan, Gujarat, Madhya Pradesh & Maharashtra through our Dealer Network. In future, we intend to enter and capture new market in Bangalore, Chennai, Ludhiana & Exports Markets which will increase our geographical presence thereby increasing our customer base.

### **Reduction of Debt**

One of our Business Strategy is to reduce our debt burden and consequently high interest cost for improved and thereby having better operating results in the coming years.

### **Backward Integration**

Currently, we are purchasing cotton yarn and synthetic yarn from outside parties for weaving of Denim fabric. In future we intend to enter into spinning of yarns which will enable us to meet our raw material requirement internally thereby reducing our dependence on outsiders and thereby becoming fully integrated ranging from fibre to fabric.

### **Direct Selling to Brands**

Moving forward, we intend to tap new market and further sell directly to brands in addition to our authorized dealers. Direct Selling to India's top brands will enhance our reputation as well as improve our margins.

## **SWOT ANALYSIS**

### **Strengths:**

- **Experience of Promoters**

The Promoters of our company have already been engaged in manufacturing of cotton & synthetic fabric since more than 25 years which has enabled us to establish relations with customers & suppliers. Our promoters have experience in the market which is an added advantage for new manufacturing unit. Our team has vast experience in the field of textiles and fabrics which will help our management to take suitable decisions by experienced promoters which may strengthen the value proposition.

- **Location**

The present location of the plant in the Industrial belt of Rajasthan at Bhilwarais known for availability of Yarn, Skilled Manpower spare parts, etc. and at competitive cost.

The Proposed plant is to be located in the Industrial belt of western Madhya Pradesh. It is situated in well-developed industrial area, with all the infrastructure facilities. Also, availability of Skilled Manpower spare parts, etc. are easily available and at competitive cost. Also, there is number of incentives granted to large and medium enterprise by state Government as per the New Industrial Policy Framework for the State of Madhya Pradesh.

- The project site is strategically located with proximity to ready huge markets, especially, of the east and north-eastern parts of the country and neighbouring countries and will have great logistical advantage;
- Proximity to required raw material
- The site being in an industrial area, has all the benefits of being situated in a place, particularly boasting of an uninterrupted, consistent, and high quality power supply and also supply of water
- The site is well connected to other major cities of the state.

- Connectivity:
  - Nearest Airport – Udaipur situated at 135 Kms & Air Strip Neemuch
  - Nearest Bus Stand – Neemuch situated at 11 Kms
  - Nearest Railway Station – Neemuch situated at 11 Kms
  - Nearby Major Industrial Area – Dewas, Ujjain & Pithampur

- **Favourable Policy**

Our Management believes the proposed project of our company is eligible for capital investment subsidy under A-TUFS Scheme and is also be eligible to claim benefits under Industrial Promotion Policy & Investment Promotion Assistance being granted by Government of Madhya Pradesh. Apart from the above, our company believes is also eligible for claiming capital investment subsidy of upto Rs. 1 crore for setting-up of Effluent Treatment Plant under the project. Brief details of the aforesaid schemes are given in the coming paragraphs.

- **Competitiveness**

Our Company have a competitive edge over the competitors due to its vast marketing tie-ups. Thus, it is better equipped to face stiff competition from other competitors.

**Weakness:**

- **Exposure to Customer Concentration Risk**

Major percentage of the revenue comes from the top ten customers, resulting in high customer concentration risk. However, the risk is mitigated by focusing new clientele and adopt the approach of appointing direct selling agents all over India-

- **Manufacturing Plant**

The project is sensitive to drop in Revenue (Selling price) and increase in Raw Material cost and so should have adequate cushion in case of adverse movement in any of the variables. Our Company believes with over decades of experience and hands on experience in this industry gives an edge over others to overcome this aspect.

**Opportunity:**

- Abundant Raw Material availability that helps industry to control costs and reduces the lead time across the operation.
- Huge potential of growth in domestic as well as international markets for denim fabric.
- Emerging Retail Industry and Malls provide huge opportunities for textile industry.
- Several initiatives of the government like Make in India, ATUFS etc. are encouraging huge investments in this segment and providing conducive environment for growth.
- The proposed factory site is well connected to rest of India via road, rail, port and air.

**Threat:**

- **Prevalent over-capacity in domestic denim industry pressurises realisations**

The denim industry has witnessed significant cyclicity in the past, wherein there have been periods of excess capacity in the market as well as periods with tight demand-supply situations. Over the last four to five years, denim demand has increased steadily and several Indian denim players have increased their capacity under the prevailing government incentive scheme. However, with several capacity additions in the recent past, denim supply has exceeded the demand growth, exposing our Company to an over-supply situation in the domestic market

## **CAPACITY & CAPACITY UTILIZATION**

*Manufacturing Facility situated at Bhilwara, Rajasthan*

Particulars	F.Y. 2020-21	F.Y. 2019-20	F.Y. 2018-19
Installed Capacity (Crore Meters/Annum)*	2.25	2.25	2.25
Actual Capacity Utilization (Crore Meters/Annum)#	1.05	1.54	1.64
% of Utilization	60^	88	93

\* as per Consent Order issued by Rajasthan State Pollution Control Board vide Consent Order No. CTE-54278 dated August 31, 2026

# as certified by the Management of the Company vide their Certificate dated November 01, 2021

^ Utilization Capacity reduced due to significant disturbance and slowdown on the domestic as well as global market caused by Global Pandemic Covid-19

*Proposed Manufacturing Facility at Neemuch, Madhya Pradesh*

Capacity Utilization of manufacturing Facility situated at Neemuch, Madhya Pradesh cannot be determined as it is in process of installation. However, the proposed installed capacity shall be 320 lac meters per annum, for which Consent to Establish has been obtained from M. P. Pollution Control Board.

## **PLANT & MACHINERY:**

Manufacturing Facility situated at Bhilwara, Rajasthan

Name of Major Machinery	Quantity
Air Jet Looms	123
Compressors	3
Refriger Dryer	6
Filter	2
Rotary Screw Compressor	1
Refrigeration Dryer	2
Compressed Air Filter	4
D.G.Set	1
Transformer	1
Electric Panel	5
Batching	119
Electric CTBT	2
Humidification Plant	3
Solar Panel	350 Kw
Knot master	2
Stabilizer	3
Nik	1

Apart from above, installation of plant & machinery is in progress at the Factory situated at Neemuch, Madhya Pradesh.

## **TECHNOLOGY**

Our Company has an installed capacity of 123 Airjet looms which translates into 1.50 million meters of cotton & synthetic fabric per month translating into 225 Lakh Meters Per Annum (LMPA).

Airjet loom is one kind of shuttle less loom. Normally, air jet loom uses a jet of air for propelling the filling yarn through the weaving shed. It requires uniform filling yarn. They are suitable to use with medium weight yarns.

## **UTILITIES LIKE RAW MATERIAL, WATER ETC.**

- **Power**

All our units have adequate power supply to carry out manufacturing operations.

Manufacturing Facility at Bhilwara, Rajasthan: The unit receives power from Ajmer Vidyut Vitran Nigam Limited and has been sanctioned 2000 KVA Power.

Manufacturing Facility at Neemuch, Madhya Pradesh: The unit now receives temporary power and also, we have applied to Madhya Pradesh Power Transmission Company Limited for sanctioned load of 700 KVA Power.

- **Water**

All our units have adequate water supply to carry out manufacturing operations.

Manufacturing Facility at Bhilwara, Rajasthan: The unit avails water through Tankers and R.O. Suppliers.

Manufacturing Facility at Neemuch, Madhya Pradesh: The unit has already received approval of 1,00,000 litres per day from M. P. Audyogik Kendra Vikas Nigam (Indore) Limited

## **HUMAN RESOURCE**

An effective and efficient human resource are a key to the success of any organization and our company has been well focused in adopting the best standards in the industry which not only gives us the benefit of attracting good talent but gives us an edge towards providing best qualitative services to our customers. Our manpower is a mix of experienced and young talent pool of resources which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans. Our dedicated staff members are the backbone of our successes and none of the milestones would have been possible without immense contribution and dedication on their part. The details of department wise number of employees are given herein below:

Sl. No.	Department	No. of Employees
1	Executive Director	03
2	Senior Managerial Team / Key Managerial Personnel	07
3	Administrative Staff	18
4	Skilled Workers	76
5	Semi-Skilled Workers	87
6	Unskilled Workers	64
	<b>Total</b>	<b>255</b>


## **COMPETITION**

We operate in a highly competitive market and there are large numbers of players in organized sector. Our competition depends on the products being offered by various companies in the organized segment besides several other factors like quality, price, and timely delivery. Competition emerges not only from small but also from big regional and National and international players who have substantially large capital base and resources than we do and offer broader range products. Our experience in this business has enabled us to provide quality products in response to customer's demand for best quality. Moreover, there are minimal entry barriers in this industry and any expansion in capacity of existing producers would further intensify competition. Internationally there is competition from Asian peers such as China, Bangladesh and Vietnam who are lower cost manufacturers of denims and also enjoy more favourable duty structure on exports.

## **INTELLECTUAL PROPERTY RIGHTS**



We regard our intellectual property as one of the most important factors in contributing to our success, and our intellectual property rights include trademarks associated with our businesses and other rights arising from confidentiality agreements relating to our database, website content and technology.

Our company is using trademark logo which is owned by Swaraj Suiting Limited. Our Company's logo is registered under the Trade Mark Act as per below details.

Sr. No.	Logo	Class	Trademark Type	Owner of Trademark	Application No.	Date of application	Status
1		35 <sup>^</sup>	Wordmark	Swaraj Suiting Private Limited	3958283	September 28, 2018	Registered

<sup>^</sup> The Logo is registered under category Advertising; Business management; Business administration; Office functions under Class 35

The following applications are under process:

Sr. No.	Logo	Class	Trademark Type	Owner of Trademark	Application No.	Date of application	Status
1		24 <sup>*</sup>	Wordmark: Swaraj Suiting – Weaving the Future	Swaraj Suiting Private Limited	4074155	February 01, 2019	Objected
2		24 <sup>#</sup>	Wordmark: Swaraj Denim	Swaraj Suiting Limited	4820261	January 14, 2021	Objected

<sup>\*</sup> The Logo is applied under Textiles and substitutes for textiles; Household linen; Curtains of textile or plastic under Class 24

<sup>#</sup> The Logo is applied under Textiles and substitutes for textiles; Household linen; Curtains of textile or plastic, Fabric under class 24

## **PROPERTY**

Details of Agreement	Address of property	Consideration	Tenure	Purpose
Lease Deed dated March 31, 2021 executed between MP Industrial Development Corporation Limited ("Lessor") and Swaraj Suiting Private Limited ("Lessee")	Plot No. B-25, B-33, B-34, B-36, B-38, B-30, B-29, B-28, B-31, B-27, B-26, B-24, B-35, B-37, B-39, B-40, B-32 & B-41 in Industrial Area Jhanjharwada centre at Neemuch comprising of an area measuring 29,653 sq. mtr. Situated in the village Jhanjharwada of Tehsil of the District Neemuch, M.P.	Premium: Rs. 41,04,725/- Annual Lease Rent: Rs. 82,094/- Annual Maintenance Charges: Rs. 237224/- (@Rs. 8/- per sq. mt. Development Charges: Rs. 3,70,66,250/-	99 years commencing from March 31, 2021 and ending on March 31, 2120	Manufacturing of Textiles
Lease Deed dated January 19, 2022 executed between UIT, Bhilwara ("Lessor") and Swaraj Suiting Private Limited ("Lessee")	Freehold Property bearing Plot No. 470/1, 1509/470, 1511/470 measuring about 3023.44 sq. yd. (27211.00 sq. ft.) situated in village Billia Khurd	Annual Lease Rent: Rs. 37,920/-	Freehold	Vacant



Details of Agreement	Address of property	Consideration	Tenure	Purpose
Lease Deed dated June 12, 2014 between Rajasthan State Industrial Development & Investment Corporation Limited ("Lessor") and Swaraj Suiting Private Limited ("Lessee")	Plot F-483 in Industrial Growth Centre, Hamirgarh, Bhilwara – 311025, Rajasthan measuring about 1950 sq. mtr.	Value of Land: Rs. 17,95,950/- (Rs. 921/- per sq. mtr.) Annual/one time Rent: Rs. 146/-	99 years commencing from 31 <sup>st</sup> March 2011 till 30 <sup>th</sup> March, 2121	Manufacturing of Textiles and Registered Office
Lease Deed dated May 24, 2011 between Rajasthan State Industrial Development & Investment Corporation Limited ("Lessor") and Swaraj Suiting Private Limited ("Lessee")	Plot F-484 in Industrial Growth Centre, Hamirgarh, Bhilwara – 311025, Rajasthan measuring about 1950 sq. mtr.	Value of Land: Rs. 17,55,000/- (Rs. 900/- per sq. mtr.) Annual/one time Rent: Rs. 237/- per 4000 sq. mtr.	99 years commencing from 31 <sup>st</sup> March 2011 till 30 <sup>th</sup> March, 2121	
Lease Deed dated May 24, 2011 between Rajasthan State Industrial Development & Investment Corporation Limited ("Lessor") and Swaraj Suiting Private Limited ("Lessee")	Plot F-485 in Industrial Growth Centre, Hamirgarh, Bhilwara – 311025, Rajasthan measuring about 1950 sq. mtr.	Value of Land: Rs. 23,61,450/- (Rs. 1,211/- per sq. mtr.) Annual/one time Rent: Rs. 237/- per 4000 sq. mtr.	99 years commencing from 31 <sup>st</sup> March 2011 till 30 <sup>th</sup> March, 2121	
Lease Deed dated May 24, 2011 between Rajasthan State Industrial Development & Investment Corporation Limited ("Lessor") and Swaraj Suiting Private Limited ("Lessee")	Plot F-486 in Industrial Growth Centre, Hamirgarh, Bhilwara – 311025, Rajasthan measuring about 1950 sq. mtr.	Value of Land: Rs. 24,00,450/- (Rs. 1,231/- per sq. mtr.) Annual/one time Rent: Rs. 237/- per 4000 sq. mtr.	99 years commencing from 31 <sup>st</sup> March 2011 till 30 <sup>th</sup> March, 2121	
Lease Deed dated November 08, 2011 between Rajasthan State Industrial Development & Investment Corporation Limited ("Lessor") and Swaraj Suiting Private Limited ("Lessee")	Plot F-487 in Industrial Growth Centre, Hamirgarh, Bhilwara – 311025, Rajasthan measuring about 1950 sq. mtr.	Value of Land: Rs. 24,00,450/- (Rs. 1,231/- per sq. mtr.) Annual/one time Rent: Rs. 116/-	99 years commencing from 31 <sup>st</sup> March 2011 till 30 <sup>th</sup> March, 2121	
Lease Deed dated December 29, 2016 between Rajasthan State Industrial Development & Investment Corporation Limited ("Lessor") and Swaraj Suiting Private Limited ("Lessee")	Plot G1-475 in Industrial Area Growth Centre, Hamirgarh, Bhilwara – 311025, Rajasthan measuring about 1000 sq. mtr.	Value of Land: Rs. 16,77,000/- (Rs. 1,677/- per sq. mtr.) Premium and annual/one time rent: Rs. 100/	99 years commencing from 27 <sup>th</sup> October, 2015 till 26 <sup>th</sup> October, 2115	Manufacturing of Textiles
Lease Deed dated December 29, 2016 between Rajasthan State Industrial Development & Investment Corporation Limited ("Lessor") and Swaraj Suiting Private Limited ("Lessee")	Plot G1-476 in Industrial Area Growth Centre, Hamirgarh, Bhilwara – 311025, Rajasthan measuring about 1000 sq. mtr.	Value of Land: Rs. 15,77,000/- (Rs. 1,577/- per sq. mtr.) Premium and annual/one time rent: Rs. 100/	99 years commencing from 27 <sup>th</sup> October, 2015 till 26 <sup>th</sup> October, 2115	



Details of Agreement	Address of property	Consideration	Tenure	Purpose
Allotment Letter dated December 8, 2017 issued by Rajasthan State Industrial Development & Investment Corporation Limited (RIICO)	Plot G1-477 in Industrial Area Growth Centre, Hamirgarh, Bhilwara – 311025, Rajasthan measuring about 1000 sq. mtr.	Value of Land: Rs. 22,21,000/- (Rs. 2,221/- per sq. mtr.) Premium and annual/one time rent: Rs. 100/	Lease Deed is not executed till date	Vacant
Allotment Letter dated February 11, 2022 issued by MP Industrial Development Corporation Limited	Undeveloped land measuring about 15.240 Ha at Village Soniyana, Tehsil Jiran, Dist: Neemuch, M.P.	Rs. 66,96,693/-	Lease Deed is not executed till date	Vacant

### INSURANCE

Policy No	Type of Policy	Policy Period	Nature of Coverage	Policy Issuing Office	Total Sum Assured (Rs. in Lac)
000000002 6650018	Burglary Insurance	From: 30/01/2022 To: 29/01/2023	Stocks: Rs. 30.00 Cr. Plant & Machinery: Rs. 41.75 Cr. Furniture & Fixtures: Rs. 0.30 Cr. Electrical Installation: Rs. 2.50 Cr.	SBI General Insurance Company Limited	7,455.00
000000002 6565951	Standard Fire & Special Perils Insurance	From: 30/01/2022 To: 29/01/2023	Stocks: Rs. 30.00 Cr. Plant & Machinery: Rs. 41.75 Cr. Furniture & Fixtures: Rs. 0.30 Cr. Electrical Installation: Rs. 2.50 Cr. Buildings: Rs. 6.00 Cr. Others: Rs. 1.00 Cr.	SBI General Insurance Company Limited	8,155.00
000000002 6663948	Consequential Loss (Fire) Policy	From: 30/01/2022 To: 29/01/2023	Weaving Mills	SBI General Insurance Company Limited	700.00
33080031200 100016864	Commercial Vehicle Package Policy	From: 19/03/2021 To: 18/06/2022	TATA LPT 912 Reg. No.: RJ-06-GB-3189	The New India Assurance Co. Ltd.	4.80
33080031200 100017058	Commercial Vehicle Package Policy	From: 25/03/2021 To: 24/03/2022	TATA LPT 912 Reg. No.: RJ-06-GB-3190	The New India Assurance Co. Ltd.	4.80
80166438	India First Life Cash Back Plan	From: 13/01/2021 To: 13/01/2030	Life Assured Name: Mrs. Samar Khan	India First Life Insurance Company Limited	9.51
80060595	India First Life Cash Back Plan	From: 13/01/2021 To: 13/01/2030	Life Assured Name: Mr. Nasir Khan	India First Life Insurance Company Limited	24.34
33080031212 000006612	Private Car Bundled Policy	From: 11/09/2021 To: 10/09/2022	Toyota Fortuner Reg. No.: RJ-06-UC-0077	The New India Assurance Co. Ltd.	26.02
3804003121 10004584	Private Car Package Policy	From: 07/12/2021 To: 06/12/2022	Mercedes-B/C Class Reg. No.: HR-26-BG-0077	The New India Assurance Co. Ltd.	2.00
242400/31/ 2022/2697	Private Car Package Policy	From: 05/09/2021 To: 04/09/2022	Mercedes E220D Reg. No.: RJ-06-CF-0008	The Oriental Insurance Company Limited	37.93
38040031216 260002842	Two-Wheeler Package Policy	From: 16/11/2021 To: 15/11/2022	Honda Activa Reg. No.: RJ-06-AS-0077	National Insurance	0.17



Policy No	Type of Policy	Policy Period	Nature of Coverage	Policy Issuing Office	Total Sum Assured (Rs. in Lac)
				Company Limited	
33080031210 100000960	Private Car Package Policy	From: 06/05/2021 To: 05/05/2022	VOLKSWAGEN/POLO Reg. No.: RJ-06-CB-0077	The New India Assurance Co. Ltd.	2.90
33080031210 300004196	Private Car Enhancement Cover Policy	From: 19/07/2021 To: 18/07/2022	Maruti Dzire Reg. No.: RJ-06-CD-3608	The New India Assurance Co. Ltd.	4.50
3804003121 10004261	Private Car Package Policy	From: 20/11/2021 To: 19/11/2022	Tata Motor - ACE Gold Reg. No.: RJ-06-FA-0110	The New India Assurance Co. Ltd.	0.92
38040031216 260002841	Two-Wheeler Package Policy	From: 17/11/2021 To: 16/11/2022	Hero HF Deluxe Reg. No.: RJ-06-MS-3303	The New India Assurance Co. Ltd.	0.19

### **COLLABORATIONS, ANY PERFORMANCE GUARANTEE OR ASSISTANCE IN MARKETING BY THE COLLABORATORS**

Our success lies in the strength of our relationship with our customers who have been associated with our company for continues period. We get the orders from our customers who are domestic as well as overseas based. Our Promoter Directors through their experience and good relations with customers owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company.

The existing network of agents & dealers of our Company, which is already well established all over the country, shall be used for selling the company's finished products and hence no difficulty is envisaged on the marketing front.

For the new unit at Madhya Pradesh, our Company is in discussion with entities for acting as distribution agents. Our company is hopeful of finalizing some of them in near future.

### **Export & Export Obligations:**

As on 30/09/2021, our company has Export Obligation (EO) \$14,51,516 (Rs. 10.86 Crores) pending on account of import duty saved under EPCG Scheme. Details are as mentioned below:

License No. & Date	Duty Saved amount (as per License)	Duty Saved Amount (Actual)	EO in \$ as per License	EO in \$ in respect to Actual Duty Saved	50% 6 years	EO to be completed			
						6 years	\$	2 years	\$
1330003495 Dt. 25/07/2012	1411163	1411163	200342	200342.61	100171	25/07/2018	100171	25/07/2020	100171
1330005675 Dt. 29/11/2017	29662017	29662017	2702689	2702689.47	1351345	13/10/2021 (4 year)	1351345	29/11/2023	1351345
<b>Total</b>	<b>31073180</b>	<b>31073180</b>	<b>2903032</b>	<b>2903032</b>	<b>1451516</b>		<b>1451516</b>		<b>1451516</b>

*The licenses obligation period has been extended upto 25.07.2022*

*However, as certified by Statutory Auditor of the Company i.e., Ms. S. K. Toshniwal & Co., Chartered Accountants vide their Certificate dated February 17, 2022, there is no export obligation pending of the company as on date. The export obligation has been meet out by third party export, but EODC (Export Obligation Discharge Certificate) is pending.*

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable.*

*The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local bye-laws. The following is an overview of the important laws, regulations and policies which are relevant to our business in India. Certain information detailed in this chapter has been obtained from publications available in the public domain. The description of law, regulations and policies set out below are not exhaustive, and are only intended to provide general information to bidders and is neither designed nor intended to be a substitute for professional legal advice.*

*In addition to what has been specified in this draft prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labor laws and other miscellaneous laws 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. For details of government approvals obtained by us, see the chapter titled “Government and Other Approvals” beginning on page no 167 of this draft prospectus.*

Depending upon the nature of the activities undertaken by our Company the following are the various regulations applicable to our company

### APPROVALS

For the purpose of the business undertaken by our Company, our Company 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 Approvals” beginning on page number 167 of this draft prospectus.

### INDUSTRY RELATED LAW:

#### **National Textile Policy, 2000**

The National Textile Policy, 2000 (“NTP 2000”) aims at facilitating the growth of the textile industry in order to attain and sustain a pre-eminent global standing in the manufacture and export of clothing. It also aims at equipping the textile industry with the ability to withstand pressure of import penetration and maintain dominant presence in the domestic market. The industry aims at developing a strong and vibrant textile industry that can produce quality products at acceptable prices. This objective is sought to be achieved by liberalising controls and regulations so that the different segments of the textile industry are enabled to perform in a greater competitive environment. Major thrust areas of NTP 2000 include technology upgradation, enhancement of productivity, increase in exports and innovating marketing strategies, product diversification along with quality consciousness, among others. Additionally, certain sector specific initiatives envisaged under the NTP 2000 include raw materials, clothing, export and knitting.

#### **Production-Linked Incentive Scheme in Textiles Products**

In November 2020, the Union Cabinet approved the introduction of the Production-Linked Incentive Scheme in Textiles Products to enhance India’s Manufacturing Capabilities as well as Exports. An amount of ₹10,683 crore has been approved as an outlay for a period of 5 years. This initiative will be implemented by the Ministry of Textile and is expected to cover forty product categories under man-made fibre.

#### **The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”):**

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

***The Industrial Relations Code, 2020:***

The new Code passed by the Parliament replaces and Consolidates three labour legislations, being The Industrial Disputes Act, 1947, The Trade Unions Act, 1926, and The Industrial Employment (Standing Orders) Act, 1946. It aims at consolidating and amending the laws relating to trade unions, conditions of employment in industrial establishments, investigation and settlement of industrial disputes. While it retains several provisions from the existing legal framework regarding retrenchment, lay-off, closure, industrial disputes, trade union recognition, etc., new requirements have been introduced to simplify as well as add more structure to the existing regulations.

***The Code on Wages, 2019:***

The new Code replaces the following four laws: (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. Under the Act, the Central Government shall determine wage-related provisions in railways, mines, oil fields, etc., while the State Government is empowered to take such decisions in relation to other employments.

***The Code on Social Security, 2020:***

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers. In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

***The Occupational Safety, Health and Working Conditions Code, 2020:***

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation 104 of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Public Liability Insurance Act, 1991 ("PLI Act")
- Industrial (Development and Regulation) Act, 1951 ("IDRA")
- Industrial Disputes Act, 1947 ("ID Act")
- Payment of Bonus Act, 1965 ("POB Act")
- Payment of Gratuity Act, 1972.
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Equal Remuneration Act, 1976 ("ER Act")
- Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 ("WCA")
- Maternity Benefit Act, 1961 ("Maternity Act")
- Industrial Employment Standing Orders Act, 1946
- The Employees Compensation Act, 1923 ("EC Act") and the rules framed thereunder
- Minimum Wages Act, 1948 ("MWA") and the rules framed thereunder

***Legal Metrology Act, 2009 (“Legal Metrology Act”):***

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

***International Commercial Terms (“Incoterms”)***

Incoterms are standard trade definitions most commonly used in international sales contracts. Devised and published by the International Chamber of Commerce (“ICC”), they are at the heart of world trade. ICC introduced the first version of Incoterms in 1936. Most contracts made after January 01, 2000 will refer to the latest edition of Incoterms, which came into force on that date. The correct reference is “Incoterms 2000”. Unless the parties decide otherwise, earlier versions of Incoterms - like Incoterms 1990 - are still binding if incorporated in contracts that are unfulfilled and are dated before January 01, 2000. The latest version of Incoterms is designed to bring Incoterms in line with the latest developments in commercial practice. Correct use of Incoterms goes a long way to providing the legal certainty upon which mutual confidence between business partners must be based. Among the best-known Incoterms are EXW (Ex works), FOB (Free on Board), CIF (Cost, Insurance and Freight), DDU (Delivered Duty Unpaid), and CPT (Carriage Paid To).

***Public Liability Insurance Act, 1991 (“PLIA”)***

The purpose of PLIA is to provide through insurance, immediate relief to persons affected due to accident while handling hazardous substance by the owners on a no fault liability basis. Where death or injury to any person (other than a workman) or damage to any property has resulted from an accident, the PLIA mandates that the owner is liable to give relief to such person as specified by the PLIA. The PLIA requires the owner to take out insurance policies before he starts handling any hazardous substance whereby he is insured against liability to give such relief.

***Prevention of Black Marketing and Maintenance of Supplies Act, 1980:***

Prevention of Black Marketing and Maintenance of Supplies Act, 1980. It is an Act for detention in certain cases or the purpose of prevention of black marketing and maintenance of supplies of commodities essential to the community and for matters concerned therewith.

***Bureau of Indian Standards Act, 2016 (the “BIS Act”)***

BIS Act was notified on March 22, 2016 and came into effect from October 12, 2017. The BIS Act establishes the Bureau of Indian Standards (BIS) as the National Standards Body of India. The BIS Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. The BIS Act also allows multiple type of simplified conformity assessment schemes including self-declaration of conformity against a standard which will give simplified options to manufacturers to adhere to the standards and get certificate of conformity. The BIS Act enables the Central Government to appoint any authority/agency, in addition to the BIS, to verify the conformity of products and services to a standard and issue certificate of conformity. Further, there is also a provision for repair or recall, including product liability of the products bearing standard mark but not conforming to the relevant Indian Standard.

***Consumer Protection Act, 2019***

The Consumer Protection Act, 2019, along with the Consumer Protection (E-Commerce) Rules, 2020 (“COPRA”) has superseded Consumer Protection Act, 1986 and came into force on July 20, 2020 and July 23, 2020, respectively. The COPRA has been promulgated to provide for the protection of consumers’ interests, to establish authorities for timely and effective administration, to settle consumers’ disputes and other connected matters. It provides for establishment of the Central Consumer Protection Council to render advice on the promotion and protection of consumers’ rights and the Central Consumer Protection Authority to regulate matters relating to violation of rights of consumers, unfair trade practices, and false or misleading advertisements which are prejudicial to the interests of public and consumers. The Consumer Disputes Redressal Commissions at the district, state, and national levels are also established under the COPRA. The COPRA also governs the online sale of goods, services, digital products by entities which own, operate, or manage digital or electronic facility or platform for electronic commerce, all models of e-commerce (including marketplace or inventory based), and all e-commerce sellers. It lays down the duties and liabilities of E-Commerce entities and e-commerce sellers.

## ENVIRONMENTAL REGULATIONS:

Our Company is subject to Indian laws and regulations concerning environmental protection. The principal environmental regulations applicable to industries in India are the Water (Prevention and Control of Pollution) Act, 1974, the Water Access Act, 1977, the Air (Prevention and Control of Pollution) Act, 1981, the Environment Protection Act, 1986 and the Hazardous Wastes (Management and Handling) Rules, 1989. Further, environmental regulations require a company to file an Environmental Impact Assessment (EIA) with the State Pollution Control Board (PCB) and the Ministry of Environment and Forests (MEF) before undertaking a project entailing the construction, development or modification of any plant, system or structure. If the PCB approves the project, the matter is referred to the MEF for its final determination. The estimated impact that a particular project might have on the environment is carefully evaluated before granting clearances. When granting clearance, conditions may be imposed and the approving authorities may direct variations to the proposed project.

### ***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 also 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.

### ***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.

### ***The Water (Prevention and Control of Pollution) Cess Act, 1977 ("Water Pollution Cess Act")***

The Water Pollution Cess Act has been enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain industries to augment the resources of the central pollution control board and state pollution control boards. The Water Pollution Cess Act also provides for a rebate to the extent of 25% of the cess payable, in favour of persons who, being liable to cess under the Water Pollution Cess Act, install any plant for the treatment of sewage or effluents. However, this rebate is not applicable to persons consuming water in excess of the maximum prescribed quantity or who fail to comply with the provisions of section 25 of the Water Act or who fail to adhere to standards laid down by the Central Government under the Environment Act.

### ***The Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008:***

The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008, as amended (**Hazardous Wastes Rules**), which superseded the Hazardous Wastes (Management and Handling) Rules, 1989, state that the occupier will be responsible for safe and environmentally sound handling of hazardous wastes generated in his establishment. The hazardous wastes generated in the establishment of the occupier should be sent or sold to a recycle or re-processor or re-user registered or authorized under the Hazardous Wastes Rules or should be disposed of in an authorized disposal facility. The Ministry of Environment and Forests has been empowered to deal with the trans-boundary movement of hazardous wastes and to grant permission for transit of hazardous wastes through any part of India. No import of hazardous waste is permitted in India. The State Government, occupier, operator of a facility or any association of the occupier will be individually or jointly or severally responsible for, and identify sites for, establishing the facility for treatment, storage and disposal of hazardous wastes for the State Government.

### ***Plastic Waste Management Rules, 2016***

The Ministry of Environment, Forest and Climate Change published the Plastic Waste Management Rules, 2016 with an aim to increase minimum thickness of plastic carry bags from 40 to 50 microns and stipulate minimum thickness of 50 micron for plastic sheets. It also aims at facilitating collection and recycling of plastic waste and delegates responsibility to the waste generators for waste segregation and disposal. The recently notified Plastic Waste Management (Amendment) Rules, 2018 also prescribes a central registration system for the registration of the producer/importer/brand owner.

## INTELLECTUAL PROPERTY LEGISLATIONS:

In-general the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- Indian Copyright Act, 1957
- The Trademarks Act, 1999
- Designs Act, 2000

### ***Indian Patents Act, 1970:***

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

### ***The Copyright Act, 1957:***

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematography films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

### ***Designs Act, 2000***

The Designs Act, 2000 along with the Design Rules, 2001 (“Design Laws”) govern design protection in India. The Design Laws were enacted to protect new or original designs from getting misappropriated. A design can only be registered under one specific class. The registered proprietor of the design shall have a copyright in the design for ten years which is extendable for another five years. The Design Laws permit the proprietor to file a suit for recovery of damage and as well as an injunction in the event of piracy of a registered design.

### ***Trademarks Act, 1999 (“TM Act”):***

The Trademarks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

## **FOREIGN INVESTMENT LAWS:**

Foreign investment in India is governed by the provisions of FEMA along with the rules, regulations and notifications made by RBI thereunder, and the Consolidated FDI Policy (“Consolidated FDI Policy”) issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”) from time to time.

In terms of applicable regulations notified under FEMA and the SEBI (Foreign Portfolio Investors) Regulations, 2014 (“SEBI FPI Regulations”), investments by Foreign Portfolio Investors (“FPIs”) in the capital of an Indian company under the SEBI FPI Regulations are subject to certain limits individual holding limits of 10% of the capital of the company per FPI and the aggregate holding limit of 24% of the capital of the company. However, the aggregate limit for FPI investment in a company can be increased up to the applicable sectoral cap by passing a resolution of the company’s board of directors, followed by a special resolution by the shareholders and prior intimation to the RBI.

### ***Foreign Trade (Development and Regulation) Act, 1992***

The Development and Regulation of foreign trade by facilitating imports and exports from and to India. The Import-Export Code number and license to import or export includes a customs clearance permit and any other permission issued or granted under this act. The Export and Import policy, provision for development and regulation of foreign trade shall be made by the Central Government by publishing an order. The Central Government may also appoint Director General of Foreign Trade (“DGFT”) for the purpose of Export-Import Policy formulation.

If any person makes any contravention to any law or commits economic offense or imports/exports in a manner prejudicial to the trade relations of India or to the interest of other person engaged in imports or exports then there shall be no Import Export Code number granted by Director-General to such person and if in case granted shall stand cancelled or suspended. Provision of search and seizure of Code of Criminal Procedure, 1973 shall apply to every search and seizure made under this Act. In case of appeals in a case the order made by the appellate authority shall be considered to be final. The powers of the civil court under Code of Civil Procedure, 1908 shall vest in him.

The EXIM Policy is a set of guidelines and instructions established by the DGFT in matters related to the export and import of goods in India. This policy is regulated under the said act. DGFT is the main governing body in matters related to the EXIM Policy. The Act shall provide development and regulation of foreign trade by facilitating imports into, and augmenting exports from India. Trade Policy is prepared and announced by the Central Government (Ministry of Commerce).

### ***Foreign Exchange Management Act, 1999 and regulations there under***

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) and the rules and regulations promulgated there under. FEMA aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such manner as

may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 ("FEM Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. The RBI, in exercise of its power under FEMA, has notified the Foreign Exchange Management (Export of Goods & Services) Regulations, 2015 which deals with exports, the declaration to be filed, the realization of export value, etc. The RBI amended these Regulations by introducing the Foreign Exchange Management (Export of Goods and Services) (Amendment) Regulations, 2021 (the "Amendment Regulations") through a notification dated January 08th, 2021 to introduce certain exemptions related to the aviation sector through the Amendment Regulations. In exercise of the powers conferred by section 47 of the Foreign Exchange Management Act, 1999 (42 of 1999) and consequent to the Foreign Exchange Management (Non-Debt Instrument) Rules, 2019, the Reserve Bank has notified the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instrument) Regulations, 2019 ("Principle Regulations") relating to mode of payment and reporting requirements for investment in India by a person resident outside India. The RBI has notified the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) (Amendment) Regulations, 2020 whereby amendment has been made to Regulation 3.1 of the Principle Regulations which deals with the Mode of Payment and Remittance of sale proceeds in which Schedule II and Schedule VII was substituted. The RBI, also notified the Foreign Exchange Management (Foreign currency accounts by a person resident in India) Regulations, 2015 to regulate opening and maintenance of foreign currency accounts in and outside India by a person resident in India. The RBI passed a notification dated February 27th, 2019 amending the regulations by passing the Foreign Exchange Management (Foreign Currency Accounts by a person resident in India) (Amendment) Regulations, 2019 amending regulation applicable to authorized dealers.

### ***The Foreign Direct Investment***

The Government of India has from time to time made policy pronouncements on Foreign Direct Investments ("FDI") through press notes and press releases. The Department for Promotion of Industry and Internal Trade ("DPIIT") issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "FDI Policy"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

## **GENERAL CORPORATE COMPLIANCE:**

### ***The Companies Act 1956 and the Companies Act, 2013:***

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One-Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

***Shops and Commercial Establishments Act:***

The Company has its registered office in Rajasthan, India. Accordingly, the provisions of the Rajasthan Shops and Establishments Act, 1959 and MP Shops and Establishments Act, 1958 are applicable to the Company. The provisions of the Act regulate the Conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

**EMPLOYMENT AND LABOUR LAWS:**

***Employees Deposit Linked Insurance Scheme, 1976:***

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

***The Employees Pension Scheme, 1995:***

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

***The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:***

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

**TAX RELATED LEGISLATIONS**

***Goods and Service Tax (GST):***

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act, 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise– goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cess relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

## OTHER LAWS

### ***Municipality Laws:***

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

### ***Police Laws:***

The State Legislatures in India are empowered to enact laws in relation to public order and police under Entries 1 and 2 of the State List (List II) to the Constitution of India. Pursuant to the same the respective States of India have enacted laws regulating the same along with prescribing penalties for non-compliance.

### ***Approvals from Local Authorities:***

Setting up of a Factory or Manufacturing/Housing unit/Establishments entails the requisite Planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents from the state Pollution Control Board(s), the relevant state Electricity Board(s), the State Excise Authorities, Sales Tax, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

### ***The Indian Contract Act, 1872:***

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

### ***Transfer of Property Act, 1882:***

The transfer of property is governed by the Transfer of Property Act, 1882 ("T.P. Act"). The T.P. 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.

### ***Registration Act, 1908:***

The Registration Act, 1908 ("Registration Act") has been enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. 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 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. Section 18 of the Registration Act provides for non-compulsory registration of documents as enumerated in the provision.

## OUR HISTORY AND CERTAIN CORPORATE MATTERS

### History and Background

Our Company was incorporated as “Swaraj Suiting Private Limited” at Jaipur on 9<sup>th</sup> June, 2003 under the provisions of Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Jaipur. Consequent upon the conversion of our Company from Private Limited Company to Public Limited Company, the name of our Company was changed to “Swaraj Suiting Limited” and fresh Certificate of Incorporation consequent up on the conversion from Private Limited Company to Public Limited Company dated 22<sup>nd</sup> September, 2020 was issued by the Registrar of Companies, RoC, Jaipur. The Corporate Identification Number of our Company is U18101RJ2003PLC018359.

The company was set-up in the year 2003 by Mr. Mohammad Sabir Khan along with his wife and since inception is engaged in the textile industry. Initially, the company was engaged in the manufacture of cotton /synthetic fabrics but later shifted to trading in synthetic fabrics in 2009 by selling off its Sulzer weaving looms to an associate concern, M/s Swaraj Sulz Private Limited. The Company re-entered into manufacturing of synthetic fabrics in 2011 and commenced commercial operations in January 2013.

### Changes in Registered Office of the Company since incorporation

Date	Details of Registered Office	Reason for Change
<i>At Incorporation</i>	<i>B-33, R. K. Colony, Bhilwara, Rajasthan</i>	<i>----</i>
<i>May 30, 2012</i>	<i>B-333, R. K. Colony, Bhilwara, Rajasthan – 311001</i>	<i>For Business Convenience</i>
<i>March 01, 2019</i>	<i>F-483 TO F-487, RIICO Growth Centre, Hamirgarh, Bhilwara, Rajasthan – 311025</i>	<i>For Business Convenience</i>

### Main Objects of our Company:

The Main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

- To carry on the business of spinners, weavers, manufacturers, producers, ginners, pressers, packers, balers, liners, cleaners, processors, doublers, combers, wool combers, worsted spinners, woolen spinners, knitters, printers, dyers, bleachers, calenderers, sellers, buyers, traders, brokers, stockists, importers, exporters, mercerisers, distributors, barterers, shippers and dealers in all kind of threads, fabric/cloth, yarn, fibres, jeans, suitings, shirtings, sarees, dress materials, readymade garments of all fabrics including waste cotton, linen, hemp, jute, wool, polyester, acrylics, silk artificial silk, rayon, manmade synthetic fibres, fibres, staple synthetics yarn and any other fibrous material, allied products, by-products and to treat and utilize any waste arising from any such manufacturing, production or process.*
- To carry on the business of manufacturers, processors, producers, jobbers including doing the job work for others and getting the job work done from others, designers, distributors, stockists, importers and exporters, buyers, sellers and dealers of all or any of the products of fabrics and textiles, industrial fabrics, non woven fabrics, sheets, types, ropes, cords, twines, canvas, territowels, durries, newer, parachute, carpets, rugs, blankets, namdas, tarpaulins, lines, worsted stuff and other products as are prepared or manufactured from nylon, polyester, acrylic and natural fibres and intermediates of all types, grades and formulations and including specifically plastics, polyesterfibres, polyacrylonitrile, polyvinylacetate, polypropylene, nylon and rayon.*

### Amendments to the Memorandum of Association and Article of Association of our Company

Since the incorporation of our Company, the following changes have been made to the Memorandum of Association and Article of Association:

Date of Amendment / Shareholders' Resolution	Nature of Amendment
<i>At Incorporation</i>	<i>Authorized Capital with Rs. 5,00,000/- divided into 50,000 Equity Shares of Rs. 10/- each</i>
<i>October 04, 2003</i>	<i>Increase in the authorized share capital of the Company from Rs. 5,00,000/- divided into 50,000 Equity Shares of Rs. 10/- each to Rs. 39,00,000/- divided into 3,90,000 Equity Shares of Rs. 10/- each</i>
<i>October 14, 2003</i>	<i>Increase in the authorized share capital of the Company from Rs. 39,00,000/- divided into 3,90,000 Equity Shares of Rs. 10/- each to Rs. 39,50,000/- divided into 3,95,000 Equity Shares of Rs. 10/- each</i>



April 09, 2005	Increase in the authorized share capital of the Company from Rs. 39,50,000/- divided into 3,95,000 Equity Shares of Rs. 10/- each to Rs. 68,25,000/- divided into 6,82,500 Equity Shares of Rs. 10/- each
March 31, 2007	Increase in authorized share capital of the company from Rs. 68,25,000/- divided into 6,82,500 Equity Shares of Rs. 10/- each to Rs. 75,25,000/- divided into 7,52,500 Equity Shares of Rs. 10/- each
March 23, 2009	Increase in the authorized share capital of the Company from Rs. 75,25,000/- divided into 7,52,500 Equity Shares of Rs. 10/- each to Rs. 78,25,000/- divided into 7,82,500 Equity Shares of Rs. 10/- each
February 27, 2012	Increase in the authorized share capital of the Company from Rs. 78,25,000/- divided into 7,82,500 Equity Shares of Rs. 10/- each to Rs. 1,18,25,000/- divided into 11,82,500 Equity Shares of Rs. 10/- each
June 04, 2015	Increase in the authorized share capital of the Company from Rs. 1,18,25,000/- divided into 11,82,500 Equity Shares of Rs. 10/- each to Rs. 1,48,25,000/- divided into 14,82,500 Equity Shares of Rs. 10/- each
September 22, 2016	Increase in the authorized share capital of the Company from Rs. 1,48,25,000/- divided into 14,82,500 Equity Shares of Rs. 10/- each to Rs. 1,88,25,000/- divided into 18,82,500 Equity Shares of Rs. 10/- each
July 26, 2017	Increase in the authorized share capital of the Company from Rs. 1,88,25,000/- divided into 18,82,500 Equity Shares of Rs. 10/- each to Rs. 1,95,00,000/- divided into 19,50,000 Equity Shares of Rs. 10/- each
September 18, 2020	- Company converted from Private to Public - Company adopted New MOA & AOA according to Public Company
January 25, 2021	Increase in the authorized share capital of the Company from Rs. 1,95,00,000/- divided into 19,50,000 Equity Shares of Rs. 10/- each to Rs. 11,50,00,000/- divided into 1,15,00,000 Equity Shares of Rs. 10/- each

#### Key Milestones of the Company

Year	Details
2003	• Incorporation of our Company <b>“Swaraj Suiting Private Limited”</b> at Jaipur
2012	• Set up Textile Manufacturing Facility at Bhilwara, Rajasthan
2015	• Awarded for Latest Technology by Bhilwara Textile Trade Federation
2018	• Registered as MSME under the Industry Classification Category of Manufacturing of Textiles
2019	• Crossed Turnover of Rs. 50.00 Crores
	• Company obtained ISO Certification
2020	• The Private Limited got converted into Public Limited and name changed to <b>“Swaraj Suiting Limited”</b>
2021	• Started setting up our new Manufacturing Facility at Neemuch, Madhya Pradesh for manufacturing of Finished Fabric (Denim Fabric)
	• Registration cum Membership by The Synthetic & Rayon Textiles Export Promotion Council
	• Company achieved the highest Turnover of Amount Rs 100.00 cr within 9 months i.e as on December 2022 during the year 2021-22

#### Capital raising (Debt / Equity)

Except as set out in the sections titled **“Capital Structure”** and **“Financial Indebtedness”** beginning on page no 40 and 141 respectively of this prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

## **Holding/Subsidiary/Associate/Joint Ventures of the Company**

Our company does not have any subsidiary or Joint Venture Company as on date of this draft Prospectus. However, we have one Associate Company, details mentioned below:

- ***Modway Suiting Private Limited (formerly Cyan Textile Private Limited)***

### ***Corporate Information:***

Modway Suiting Private Limited (formerly Cyan Textile Private Limited) was incorporated on November 11, 1986 vide certificate of incorporation bearing Corporate Identity No. U18108RJ1986PTC003788 under the provisions of Companies Act, 1956 issued by ROC-Jaipur. The registered office of Modway Suiting Private Limited (formerly Cyan Textile Private Limited) is situated at 470, Industrial Area, Biliya Khurd, Pur Road, Bhilwara, Rajasthan – 311001.

### ***Nature of Business:***

Modway Suiting Private Limited (formerly Cyan Textile Private Limited) is engaged in the business of manufacturing of Textiles.

### ***Capital Structure and Shareholding***

As on the date of this Prospectus, our Company holds 41.06% shareholding of Modway Suiting Private Limited (formerly Cyan Textile Private Limited). Our company was holding 54.09% shareholding of Modway Suiting Private Limited (formerly Cyan Textile Private Limited) till August 26, 2020 and from August 27, 2020, it became the Associate of our company.

## **Injunction or restraining order**

Our Company is not operating under any injunction or restraining order.

## **Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks**

There are no defaults or rescheduling of borrowings with financial institutions/ banks, conversion of loans into equity in relation to our Company.

## **Details regarding past performance of the company.**

For details in relation to our past financial performance in the previous 3 (three) financial years, please refer to section title “***Financial Statements as restated***” beginning on page no. 121 of this prospectus.

## **Details regarding acquisition of business /undertakings, mergers, amalgamation, revaluation of assets etc.**

Except as mentioned in chapter “***Our History and Certain Corporate Matters***” beginning on page no. 98 there are no mergers, amalgamation, revaluation of assets etc. with respect to our Company as on the date of this prospectus.

## **Changes in the activities of our Company during the last five (5) years**

Except as mentioned in chapter “***Our History and Certain Corporate Matters***” beginning on page no. 98 there have been no changes in the activity of our Company during the last five (5) years preceding as on the date of this prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

## **Revaluation of Assets**

Our Company has not revalued its assets as on the date of this prospectus.

## **Shareholders of our Company**

As on the date of this prospectus, our Company has 11 (Eleven) shareholders. For further details in relation to the current shareholding pattern, please refer to section titled “***Capital Structure***” beginning on page no. 40 of this prospectus.

## **Collaboration Agreements**

Our Company has not entered into any Collaboration Agreements as on the date of this prospectus.

**Shareholders Agreements**

Our Company has not entered into any shareholders agreement as on the date of this prospectus.

**Non-Compete Agreement**

Our Company has not entered into any Non-compete Agreement as on the date of this prospectus.

**Strategic Partners**

Our Company does not have any strategic partners as on the date of this prospectus.

**Financial Partners**

Our Company does not have any financial partners as on the date of this prospectus except loan taken from Banks, details of which are given in the “*Financial Indebtedness*” Chapter in Page no 141 of this draft prospectus.

## OUR MANAGEMENT

### Board of Directors

As per the Articles of Association, our Company is required to have not less than 3 (Three) directors and not more than 15 (Fifteen) Directors. Currently, our Company has 6 (Six) Directors on our Board. The detailed composition are as follows:

Sl. No.	Name of the Director	DIN	Current Designation	Date of Joining#
1	Mr. Mohammed Sabir Khan	00561917	Managing Director	09-06-2003
2	Mrs. Samar Khan	01124399	Whole Time Director	09-06-2003
3	Mr. Nasir Khan	07775998	Whole Time Director	01-01-2019
4	Mrs. Amreen Sheikh	09027151	Independent Director	05-10-2021
5	Mrs. Annie Zuberi	08849178	Independent Director	05-10-2021
6	Mr. Ramesh Agarwal	01407724	Independent Director	05-10-2021

# Original date of appointment as per MCA database.

The following table sets forth details regarding the Board of Directors as on the date of this draft prospectus:

Sl. No.	Particulars	Details
1	Name of the Director	<b>Mr. Mohammed Sabir Khan</b>
	Father's Name	Lt. Hafiz Mohammed Khan
	Residential Address	B-333, R.K. Colony, Bhilwara-311001, Rajasthan
	Date of Birth	05-07-1974
	Age	48 Years
	Designation	Managing Director
	DIN	00561917
	Occupation	Business
	Nationality	Indian
	Qualification	B. Com (Hons)
	No. of Years of Experience	22 Years approx.
	Date of Appointment	09-06-2003, designation changed to managing Director with effect from 01-01-2021
	Terms of Appointment	01-01-2021 to 31-12-2023
	Directorship in other companies	1. Sakina Textile Private Limited 2. Divine Suiting Private Limited 3. Modway Suiting Private Limited

Sl. No.	Particulars	Details
2	Name of the Director	<b>Mrs. Samar Khan</b>
	Father's Name	Alim Khan Parihar
	Residential Address	B-333, R.K. Colony, Bhilwara-311001, Rajasthan
	Date of Birth	13-05-1979
	Age	43 Years
	Designation	Whole Time Executive Director
	DIN	01124399
	Occupation	Business
	Nationality	Indian
	Qualification	Under Graduate
	No. of Years of Experience	18 Years approx.
	Date of Appointment	09-06-2003, Designation changed to whole time director with effect from 01-01-2021
	Terms of Appointment	01-01-2021 to 31-12-2023
	Directorship in other companies	1. Sakina Textile Private Limited 2. Divine Suiting Private Limited

Sl. No.	Particulars	Details
3	Name of the Director	<b>Mr. Nasir Khan</b>
	Father's Name	Mohammed Sabir Khan
	Residential Address	B-333, R.K. Colony, Bhilwara-311001, Rajasthan
	Date of Birth	01-02-1998
	Age	24 Years
	Designation	Whole Time Executive Director
	DIN	07775998
	Occupation	Business
	Nationality	Indian
	Qualification	Under Graduate
	No. of Years of Experience	4 years approx.
	Date of Appointment	09-06-2003, Designation changed to whole time director with effect from 01-01-2021
	Terms of Appointment	01-01-2021 to 31-12-2023
	Directorship in other companies	1. Modway Suiting Private Limited 2. Filter Production LLP (Designated Partner)

Sl. No.	Particulars	Details
4	Name of the Director	<b>Mrs. Amreen Sheikh</b>
	Father's Name	Talib Hussain Sheikh
	Residential Address	306, Behind Solankitakij, Shastri Nagar, Bhilwara-Rajasthan-311001
	Date of Birth	30-05-1992
	Age	30 Years
	Designation	Independent Director
	DIN	09027151
	Occupation	Service
	Nationality	Indian
	Qualification	M.Com in Business Administration
	No. of Years of Experience	3 years
	Date of Appointment	05-10-2021
	Terms of Appointment	05-10-2021 TO 04-10-2026
	Directorship in other companies	Nil

Sl. No.	Particulars	Details
5	Name of the Director	<b>Mrs. Annie Zuberi</b>
	Father's Name	Mohammad Zakir Zuberi
	Residential Address	K-7-A, Fatah Tiba, Adarsh Nagar, Jawahar Nagar, Jaipur-302004, Rajasthan
	Date of Birth	30-05-1986
	Age	36 Years
	Designation	Independent Director
	DIN	08849178
	Occupation	Business
	Nationality	Indian
	Qualification	Master in Arts
	No. of Years of Experience	2 Years
	Date of Appointment	05-10-2021
	Terms of Appointment	05-10-2021 TO 04-10-2026
	Directorship in other companies	Zuberi Engineering Construction Private Limited

Sl. No.	Particulars	Details
5	Name of the Director	<b>Mr. Ramesh Agarwal</b>
	Father's Name	Gopal Chand Agarwal
	Residential Address	18, Kamla Enclave, Chittor Road, Bhilwara - 311001, RAJASTHAN
	Date of Birth	18-03-1968
	Age	54 Years
	Designation	Independent Director
	DIN	01407724
	Occupation	Business
	Nationality	Indian
	Qualification	B. Com
	No. of Years of Experience	25 Years approx
	Date of Appointment	05-10-2021
	Terms of Appointment	05-10-2021 TO 04-10-2022
	Directorship in other companies	1. Suraj Dyeing and Printing Limited 2. Gomur Fabrics Private Limited 3. Suraj Universal Limited 4. Leoni Motors India Limited 5. Gridfree Solar Energy Limited 6. GFPL Solar LLP (Designated Partner)

#### Brief Biographies of the Directors:

- Mr. Mohammed Sabir Khan**, s/o Sh. Hafiz Mohammed Khan is 48 years of age. He is the Founder Promoter of the company since incorporation. He is a B. Com (Hons) Graduate from MLV Govt (Autonomous) College, Bhilwara and has vast industrial experience of more than 22 years in the textile industry. He plays an important role in the Company as a Managing Director and is responsible for its future growth. He is having a strong network in the market and is good at management skills. Swaraj Suiting Limited was the idea conceived by Mr. Mohammed Sabir Khan and he is the mastermind and the propeller of the upcoming expansion project of the company as well. He has also assisted the Board in making business strategies, formation of policies, technological upgradation plan and new product development. Apart from Swaraj Suiting Limited, he has also promoted some other companies and engaged in the capacity of Director also. He is also the secretary of the Synthetic Weaving Mills Association.
- Mrs. Samar Khan**, w/o Sh. Mohammed Sabir Khan is 43 years of age. She is the Promoter Director of the company since incorporation. Soon after marriage, she assisted her husband in the business. She has gained over 18 years of working experience and is responsible for looking into the office administration matters and managing internal affairs of the business. Apart from Swaraj Suiting Limited, she has also promoted some other companies and engaged in the capacity of Director also. She became whole time director in this company since January 01, 2021.
- Mr. Nasir Khan**, s/o Sh. Mohammed Sabir Khan is 24 years of age. He is the Promoter and Whole Time Director. He joined his father in the family business in 2018. Apart from Swaraj Suiting Limited, he is also engaged in some other companies in the capacity of Director/Designated Partner. He is looking after the day-to-day affairs of the Company since his joining, specifically towards financial and marketing aspects of the business.
- Mrs. Amreen Sheikh**, w/o Shri Arman Khan is 30 years of age, is the Independent Director of our Company since October 2021. She has completed M.Com. in Business Administration from M.D.S. University, Ajmer, Rajasthan in 2015. She is also a qualified Company Secretary since 2020. She has gained 3 years of experience to work as an assistant in few Chartered Accountants firms based in Bhilwara. She has expertise and experience in Accounts, Direct Tax, Indirect Tax and Secretarial matters.
- Mrs. Annie Zuberi**, w/o Shri Mohsin Khan is 36 years of age, is the Independent Director of our Company since October 2021. She holds the degree in Masters in Arts from University of Rajasthan. She has above one year experience as the Director in M/s Zuberi Engineering Construction Private Limited.
- Mr. Ramesh Agarwal**, s/o Sh. Gopal Chand Agarwal is 53 years of age, is the Independent Director of our Company. He is a B. Com graduate and engaged in own business in textile and Solar Energy industry. He has vast industrial experience of more than 25 years in textile industry. Currently he is held the Directorship in 5 Companies out of which two is Public Limited Company

### Family Relationships between the Directors

None of the directors of our Company have family relationship except for the ones mentioned below:

Sr. No.	Name of the director	Related to	Relationship
1.	Mr. Mohammed Sabir Khan	Mrs. Samar Khan	Spouse
2.	Mr. Mohammed Sabir Khan	Mr. Nasir Khan	Father
3.	Mrs. Samar Khan	Mr. Nasir Khan	Mother

### Arrangements with major Shareholders, Customers, Suppliers or Others

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a Senior Management as on the date of this draft prospectus.

### Service Contracts

Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

### Common directorships of the Directors in listed companies whose shares have been/were suspended from being traded on any of the Stock Exchange during his/her tenors for a period beginning from five (5) years prior to the date of this draft prospectus

None of the Directors are/were directors of any company whose shares were suspended from being trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years or to the extent applicable.

### Director's association with the Securities Market

None of the Directors of our Company are associated with securities market.

### Common directorships of the Directors in listed companies that have been/were delisted from stock exchanges in India

None of the Directors are/were directors of any entity whose shares were delisted from any Stock Exchange(s). Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.

### Borrowing Powers of the Board

The Articles, subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The Board of Director vide the special resolution passed at their Extra Ordinary General Meeting dated January 25, 2021, allowed to borrow and that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 300.00 crores (Rs. Three hundred Crores only).

### Policy on Disclosures and Internal Procedure for Prevention of Insider Trading:

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the EMERGE Platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

### Policy for Determination of Materiality & Materiality of Related Party Transactions and on Dealing with Related Party Transactions:

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on EMERGE Platform of NSE. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the EMERGE Platform of NSE.

### Remuneration to Executive Directors

The compensation payable to Executive Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 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).

### Payment or benefit to Non-Executive Directors of Our Company

Apart from the remuneration to Executive Directors, if any as provided, our Non-Executive Directors are entitled to be paid a sitting fee up to the limits prescribed by the Companies Act, 2013 and the Rules made there under and actual travel, boarding and lodging expenses for attending the Board or committee meetings. They may also be paid commissions and any other amounts as may be decided by the Board in accordance with the provisions of the Articles, the Companies Act and any other applicable Indian laws and regulations.



The details of the shareholding of our directors as on the date of this draft prospectus are as follows:

Sl. No.	Name of the Director Shareholder	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Mr. Mohammed Sabir Khan	13,12,920	24.81%	18.23%
2	Mrs. Samar Khan	1,84,200	3.48%	2.56%
	<b>Total</b>	<b>14,97,120</b>	<b>28.29%</b>	<b>20.79%</b>

#### Interest of our Directors

Our Directors may be deemed to be interested to the extent of their remunerations paid to them for services rendered and with the reimbursement of expenses payable to them as mentioned above. For further details, please refer to section titled **“Our Promoters and Promoter Group”** beginning on page no. 113 of this draft prospectus.

Further, none of our Directors have any interest in any property acquired by our Company within two (2) years of the date of this draft prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building. Further, except as disclosed under sub-section **“Shareholding of Directors in our Company”** above, none of our Directors hold any Equity Shares, Preference Shares or any other form of securities in our Company. Our directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Other than as stated above and except as stated in the sections titled **“Financial Information as Restated”** and **“Our Promoters and Promoter Group”** beginning on pages 121 and 113 respectively of this draft prospectus, our Directors do not have any other interest in the business of our Company.

None of the relatives of our directors have been appointed to a place or office of profit in our Company other than mentioned elsewhere in the Draft prospectus. For further details, please refer to section titled **“Our Management – Remuneration to Executive Directors”** beginning on page 102 of this draft prospectus.

Our directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue. Some of the directors also hold directorships in Promoter Group and Group Entities of our Company.

Our directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. Except as stated in this section **“Our Management”** or the section titled **“Annexure IX – Related Party Transactions under Restated Financial Statement”** beginning on page no 102 and 139 respectively of this draft prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in the business of our Company.

Changes in the Board of Directors of our Company in the last three (3) years or to the extent applicable are as follows:

Name of Director	Date of appointment	Date of Change of Designation	Date of cessation	Reason
Mr. Mohammed Sabir Khan	09/06/2003	01/01/2021	--	Redesignation as a Managing Director
Mrs. Samar Khan	09/06/2003	01/01/2021	--	Redesignation as a Whole Time Director
Mr. Nasir Khan	01/01/2019	01/01/2021	--	Redesignation as a Whole Time Director
Mrs. Amreen Sheikh	05/10/2021	--	--	Appointed as Independent Director
Mrs. Annie Zuberi	05/10/2021	--	--	Appointed as Independent Director
Mr. Ramesh Agarwal	05/10/2021	--	--	Appointed as Independent Director

#### Other Confirmations:

- None of our Directors are on the RBI List of wilful defaulters or a fraudulent borrower as on the date of this draft prospectus.
- None of our Promoters or Directors of our Company are a fugitive economic offender.
- Further, none of our directors are or were directors of any listed company whose shares (a) have been or were suspended from trading on any of the stock exchanges during the five years prior to the date of filing this draft prospectus or (b) delisted from the stock exchanges.
- None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- 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.
- In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence etc. except as mentioned in this Draft Prospectus.



## Corporate Governance

The provisions of the Listing Regulations with respect to corporate governance will also be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, the SEBI (ICDR) Regulations and the Companies Act, 2013 in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, to the extent applicable. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act and the SEBI (LODR) Regulations, to the extent applicable our Board of Directors consists of 6 (Six) Directors (including one-woman Director).

Sl. No.	Name of the Director	DIN	Designation
1	Mr. Mohammed Sabir Khan	00561917	Managing Director
2	Mrs. Samar Khan	01124399	Whole Time Director
3	Mr. Nasir Khan	07775998	Whole Time Director
4	Mrs. Amreen Sheikh	09027151	Independent Director
5	Mrs. Annie Zuberi	08849178	Independent Director
6	Mr. Ramesh Agarwal	01407724	Independent Director

## COMMITTEES OF OUR BOARD

Our Board has constituted the following committees including those for compliance with corporate governance requirements:

### ○ *Audit Committee*

*As per section 177 of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority: Provided that majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statement.*

Our Audit Committee was constituted pursuant to a resolution of our Board Meeting dated October 07, 2021. The Audit Committee comprises of:

Name of Director	Status in Committee	Nature of Directorship
Mrs. Amreen Sheikh	Chairperson	Independent Director
Mrs. Annie Zuberi	Members	Independent Director
Mr. Mohammed Sabir Khan	Members	Managing Director

The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations.

### A. *Powers of Audit Committee:* The Audit Committee shall have powers, including the following:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

### B. *Role of Audit Committee:* The role of the Audit Committee shall include the following:

- oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;



- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the draft prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- discussion with internal auditors of any significant findings and follow up there on;
- 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;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.]
- monitoring the end use of funds raised through public offers and related matters.
- carrying out any other function as is mentioned in the terms of reference of the audit committee.

Further, the Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations: (a) half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); (b) annual statement of funds utilized for purposes other than those stated in the draft prospectus/notice in terms of Regulation 32(7).

As required under Regulation 18 of the SEBI (LODR) Regulations, the Audit Committee shall meet at least four times in a year, and not more than one hundred and twenty days shall elapse between two meetings. The quorum of the meeting shall be either two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

#### ○ **Stakeholders' Relationship Committee**

***As per section 178 (5) of the Companies Act, 2013, The Board of Directors of a Company which consists of more than one thousand shareholders, debenture-holders, deposit-holders and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non-executive director and such other members as may be decided by the Board***

Our Stakeholders' Relationship Committee was constituted pursuant to a resolution of our Board Meeting dated October 07, 2021. The Stakeholders' Relationship Committee comprises of:

Name of Director	Status in Committee	Nature of Directorship
Mrs. Annie Zuberi	Chairperson	Independent Director
Mrs. Amreen Sheikh	Members	Independent Director
Mr. Mohammed Sabir Khan	Members	Managing Director
Mr. Nasir Khan	Members	Whole time Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

### **Role of the Stakeholders Relationship Committee**

- 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;
- Review of measures taken for effective exercise of voting rights by shareholders;
- 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;
- 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; and
- To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time.”

As required under Regulation 20 of the SEBI (LODR) Regulations, the Stakeholders’ Relationship Committee shall meet at least once in a year.

### ○ **Nomination and Remuneration Committee**

*As per section 178 (1) of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors: Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.*

Our Nomination and Remuneration Committee was constituted pursuant to a resolution of our Board Meeting dated October 7, 2021. The Nomination and Remuneration Committee comprises of:

<b>Name of Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Mrs. Annie Zuberi	Chairperson	Independent Director
Mrs. Amreen Sheikh	Members	Independent Director
Mr. Ramesh Agarwal	Members	Independent Director
Mr. Mohammed Sabir Khan	Members	Managing Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

### **Role of the Nomination and Remuneration Committee**

The scope, functions and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Set forth below are the role of our Nomination and Remuneration Committee.

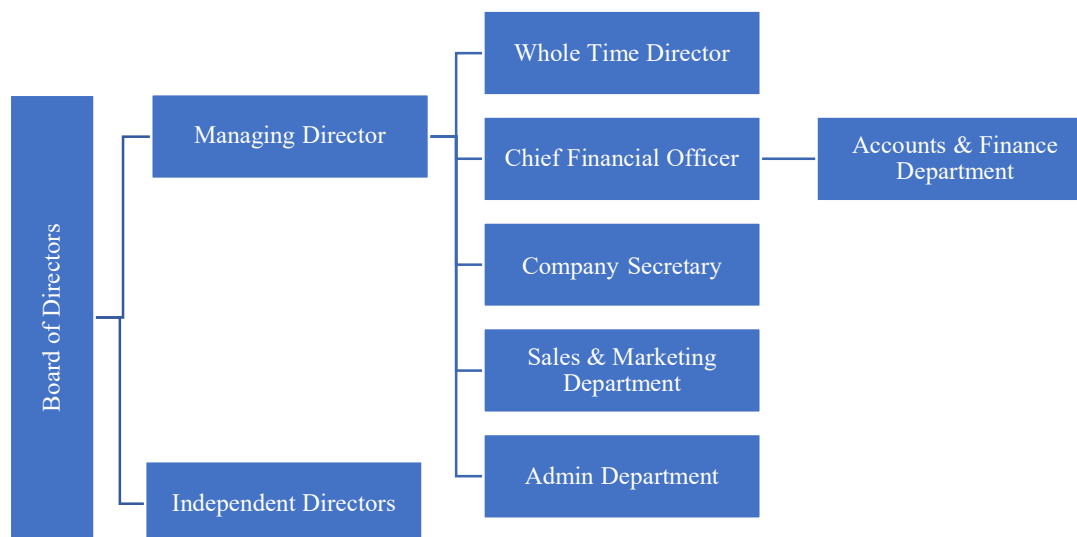
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- To recommend to the Board all remuneration, in whatever form, payable to senior management.

### ○ **Corporate Social Responsibility Committee:**

*As per section 135 (1) of the Companies Act, 2013, Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.*

The Corporate Social Responsibility committee is not applicable to our company till the date of this draft prospectus. We will comply with the requirement as and when the CSR is applicable to us.

## Management Organizational Structure:



## Our Key Managerial Personnel

The details of the Key Managerial Personnel as on the date of this draft prospectus are set out below. All the Key Managerial Personnel's are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

1. **Mr. Mohammed Sabir Khan, Promoter & Managing Director**, for details please refer section titled **"Our Management"** beginning at page no 102 of this Draft Prospectus.
2. **Mrs. Samar Khan, Promoter & Wholetime Director**, for details please refer section titled **"Our Management"** beginning at page no 102 of this Draft Prospectus.
3. **Mr. Nasir Khan, Promoter & Wholetime Director**, for details please refer section titled **"Our Management"** beginning at page no 102 of this Draft Prospectus.
4. **Mr. Prakash Chandra Jain**, s/o Shri Roop Chand Khameshra, 54 years of age, is the Chief Financial Officer of our Company from January 01, 2021. He heads the accounts and financial reporting channels of our Company. He holds a degree in Bachelors in Commerce from M.D.S. University, Ajmer, Rajasthan. He has rich experience of approximately 30 years in accounts filed. He was appointed as Accounts Officer of the Company on 01.03.2016 and his designation was changed to Chief Financial Officer on January 01, 2021.
5. **Mr. Rahul Kumar Verma**, s/o Shri Suresh Chandra, 29 years of age, is the qualified member of the Institute of Company Secretaries of India. He is the Company Secretary cum Compliance Officer of our Company from January 01, 2021. He heads secretarial and compliance departments of our company. He holds degree in Bachelors in Commerce, Masters in Commerce (Economic Administration & Financial Management) and Bachelors in Law from M.D.S. University, Ajmer, Rajasthan. In addition, he holds Diploma in Labour Laws from M.L.S. University, Udaipur, Rajasthan. He has around four and half years' experience to serve as a Company Secretary in textile Industry. He is also served as the Chairman of Bhilwara Chapter of NIRC of ICSI for the year of 2020.

## Status of Key Management Personnel in our Company

All our key managerial personnel are permanent employees of our Company. The term of office of our key managerial personnel is until the attainment of 70 years of age.

### Shareholding of Key Management Personnel in our Company

The details of the shareholding of our Key Management Personnel as on the date of this draft prospectus are as follows: -

Sl. No.	Name of the Director Shareholder	Designation	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Mr. Mohammed Sabir Khan	Managing Director	13,12,920	24.81%	18.23%
2	Mrs. Samar Khan	Wholetime Director	1,84,200	3.48%	2.56%
3	Mr. Nasir Khan	Wholetime Director	Nil	Nil	Nil
<b>Total</b>			<b>14,97,120</b>	<b>28.29%</b>	<b>20.79%</b>

### Bonus or profit-sharing plan of the Key Managerial Personnel

Our Company does not have a performance linked bonus or a profit-sharing plan for the Key Management Personnel. However, our Company pays incentive to all its employees based on their performance including the Key Managerial Personnel's of our Company.

### Interests of Key Management Personnel

Except as mentioned above in this draft prospectus, the Key Management Personnel do not have any interest in our Company, other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

### Payment of Benefits to Officers of our Company (non-salary related)

Except as disclosed in this draft prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled **"Financial Information as Restated"** beginning on page no 121 of this draft prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

### Relationship amongst the Key Managerial Personnel of our Company

There is no family relationship amongst the Key Managerial Personnel of our Company.

### Relationship between the Directors and Key Managerial Personnel

There are no family relationships between the Directors and Key Managerial Personnel of our Company except as mentioned below:

Sr. No.	Name of the director	Related to	Relationship
1.	Mr. Mohammed Sabir Khan	Mrs. Samar Khan	Spouse
2.	Mr. Mohammed Sabir Khan	Mr. Nasir Khan	Father
3.	Mrs. Samar Khan	Mr. Nasir Khan	Mother

### Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

### Details of Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

### Employee Stock Option or Employee Stock Purchase

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this draft prospectus.

### Loans availed by Directors / Key Managerial Personnel of our Company

None of the Directors or Key Managerial Personnels have availed loan from our Company which is outstanding as on the date of this draft prospectus.

### Changes in Our Company's Key Managerial Personnel during the last three (3) years

The changes in the Key Managerial Personnel of our Company in the last three (3) years are as follows:


Name of Director	Date of appointment	Date of Change of Designation	Date of cessation	Reason
Mr. Mohammed Sabir Khan	09/06/2003	01/01/2021	--	Redesignation as a Managing Director
Mrs. Samar Khan	09/06/2003	01/01/2021	--	Redesignation as a Whole Time Director
Mr. Nasir Khan	01/01/2019	01/01/2021	--	Redesignation as a Whole Time Director
Mr. Rahul Kumar Verma	01/01/2021	--	--	Appointed as Company Secretary of the company
Mr. Prakash Chandra Jain	01/01/2021	--	--	Appointed as CFO of the company


## OUR PROMOTERS AND PROMOTER GROUP

### 1. Our Promoters:

Our Promoters are (i) Mr. Mohammed Sabir Khan (ii) Mrs. Samar Khan and (iii) Mr. Nasir Khan. As on the date of this draft prospectus, our Promoters jointly hold 14,97,120 Equity Shares which in aggregate, almost constitutes 24.81% of the pre issued paid-up Equity Share capital of our Company.


#### (i) Details of Individual Promoters of our Company

	<p><b>Mr. Mohammed Sabir Khan</b>, aged 48 years, is the Founder Promoter and Managing Director of the company. He is in the Board as Director since incorporation. For further personal details, please also refer to section titled <b><i>“Our Management”</i></b> and <b><i>“Group Entities of our Company”</i></b> beginning on page 102 and 117 respectively of this draft prospectus.</p>
<b>Name of Promoter</b>	Mr. Mohammed Sabir Khan
<b>Father’s Name</b>	Lt. Hafiz Mohammed Khan
<b>Date of Birth</b>	05-07-1974
<b>Age</b>	48 Years
<b>Qualification</b>	B. Com (Hons)
<b>Occupation</b>	Business
<b>Nationality</b>	Indian
<b>Address</b>	B-333, R.K. COLONY, BHILWARA-311001, RAJASTHAN
<b>DIN</b>	00561917
<b>Permanent Account No.</b>	ABSPS1001J
<b>Aadhar Card No.</b>	2153 1458 7940
<b>Driving License No.</b>	RJ06 20010064986
<b>Election Card No.</b>	RJ/20/153/340111
<b>Passport No.</b>	U3931647
<b>Directorship in other companies</b>	1. Sakina Textile Private Limited 2. Divine Suiting Private Limited 3. Modway Suiting Private Limited

	<p><b>Mrs. Samar Khan</b>, aged 43 years, is the Founder Promoter and Wholetime Director of our Company. She is the wife of our Managing Director. She was in the Board as Director since incorporation. For further personal details, please also refer to section titled <b><i>“Our Management”</i></b> and <b><i>“Group Entities of our Company”</i></b> beginning on page 102 and 117 respectively of this draft prospectus.</p>
<b>Name of Promoter</b>	Mrs. Samar Khan
<b>Father’s Name</b>	Alim Khan Parihar
<b>Date of Birth</b>	13-05-1979
<b>Age</b>	43 Years
<b>Qualification</b>	Under Graduate
<b>Occupation</b>	Business



<b>Nationality</b>	Indian
<b>Address</b>	B-333, R.K. COLONY, BHILWARA-311001, RAJASTHAN
<b>DIN</b>	01124399
<b>Permanent Account No.</b>	AKAPK2753N
<b>Aadhar Card No.</b>	9227 1392 5054
<b>Driving License No.</b>	N. A.
<b>Election Card No.</b>	XIU/0236356
<b>Passport No.</b>	U3931648
<b>Directorship in other companies</b>	1. Sakina Textile Private Limited 2. Divine Suiting Private Limited

	<p><b>Mr. Nasir Khan</b>, aged 24 years, is one of the Promoter and Wholetime Director of our Company. He is the son of our Managing Director. He was in the Board as Director since 2019. For further personal details, please also refer to section titled <b>“Our Management”</b> and <b>“Group Entities of our Company”</b> beginning on page 102 and 117 respectively of this draft prospectus.</p>
<b>Name of Promoter</b>	Mr. Nasir Khan
<b>Father's Name</b>	Mr. Mohammed Sabir Khan
<b>Date of Birth</b>	01-02-1998
<b>Age</b>	24 Years
<b>Qualification</b>	Under Graduate
<b>Occupation</b>	Business
<b>Nationality</b>	Indian
<b>Address</b>	B-333, R.K. COLONY, BHILWARA-311001, RAJASTHAN
<b>DIN</b>	07775998
<b>Permanent Account No.</b>	EKBPK1565B
<b>Aadhar Card No.</b>	4920 8035 7387
<b>Driving License No.</b>	RJ06 20150007407
<b>Election Card No.</b>	XIU/1601178
<b>Passport No.</b>	M4017907
<b>Directorship in other companies</b>	1. Modway Suiting Private Limited 2. Filter Production LLP (Designated Partner)

*Our Company confirms that it will submit the details of the PAN, Bank Account Number, Passport and Aadhar Card of our Promoters to NSE separately at the time of filing the draft prospectus.*

## (ii) Details of Body Corporate Promoters of our Company:

We don't have any Body Corporate Promoters.

## **Other Information related to Our Company:**

### ***Interests of our Promoters:***

Our Promoters are interested in our Company to the extent of their respective Equity shareholding in our Company and any dividend distribution that may be made by our Company in the future. For details pertaining to our Promoters' shareholding, please refer to section titled "**Capital Structure**" beginning on page 40 of this draft prospectus. Further, our promoters may also be interested to the extent they are Directors on our Board. For further information on remuneration to the Executive Directors, please refer to section titled "**Our Management**" beginning on page 102 of this draft prospectus.

Except as disclosed in this draft prospectus, our Promoters have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested, and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

None of our Promoters or Group Entities have any interest in any property acquired by our Company within two (2) years of the date of this draft prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building or supply of machinery.

### ***Interest of Promoters in Sales and Purchases:***

There are no sales/purchases between our Company and our Group Entity other than as stated in the section titled "**Annexure IX – Related Party Transactions under Restated Financial Statement**" beginning on page no. 139 of this draft prospectus.

### ***Confirmations:***

Our Company hereby confirms that:

- None of our Promoters have been declared as a wilful defaulter or a fraudulent borrower by the RBI or any other governmental authority and there are no violations of securities laws committed by the Promoters in the past nor any pending against them.
- None of our Promoters, Promoter Group or Directors or persons in control of our Company or bodies corporate forming part of our Promoter Group have been (i) prohibited from accessing the capital markets 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.

### ***Payment or benefits to the Promoters in the last two (2) years:***

No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to section titled "**Annexure IX – Related Party Transactions under Restated Financial Statement**" beginning on page no. 139 of this draft prospectus.

### ***Disassociation by the Promoters from entities in last three (3) years:***

None of our promoters has been disassociated from any of the entity in last 3 years.

### ***Litigation details pertaining to our Promoters:***

For details on litigations and disputes pending against the Promoters and defaults made by our Promoters please refer to section titled "**Outstanding Litigations and Material Developments**" beginning on page no. 163 of this draft prospectus.

## 2. Our Promoter Groups:

In compliance with SEBI Guideline, “**Promoter Group**” pursuant to the regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we confirm that following persons are part of promoter group:

### A) The promoters;

1) Mr. Mohammed Sabir Khan, 2) Mrs. Samar Khan and 3) Mr. Nasir Khan

### B) Natural persons i.e., an immediate relative of the promoter (i.e., any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);

Relationship	Name of the Promoters		
	Mr. Mohammed Sabir Khan	Mrs. Samar Khan	Mr. Nasir Khan
<b>Father</b>	Late Hafiz Mohammed Khan	Alm Khan Parihar	Mohammed Sabir Khan
<b>Mother</b>	Late Sakina Khan	Zahida Parihar	Samar Khan
<b>Brother</b>	Late Mohammed Ayub, Mohammed Yakub, Zakir Hussain	Mohammed Suhail	Nil
<b>Sister</b>	Hanifa Khan	Shabana Akhlaque Madani, Kamar Farooqi	Aliya Khan
<b>Spouse</b>	Samar Khan	Mohammed Sabir Khan	Nil
<b>Son</b>	Nasir Khan	Nasir Khan	Nil
<b>Daughter</b>	Aliya Khan	Aliya Khan	Nil
<b>Spouse's Father</b>	Alm Khan Parihar	Late Hafiz Mohammed Khan	Nil
<b>Spouse's Mother</b>	Zahida Parihar	Late Sakina Khan	Nil
<b>Spouse's Brother</b>	Mohammed Suhail	1. Late Mohammed Ayub 2. Mohammed Yakub 3. Zakir Hussain	Nil
<b>Spouse's Sister</b>	Shabana Akhlaque Madani, Kamar Farooqi	Hanifa Khan	Nil

### C) In case promoter is a body corporate: Not Applicable

Nature of Relationship	Entity
Subsidiary or holding company of Promoter Company.	Nil
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	Nil

### D) In case the promoter is an individual:

Nature of Relationship	Entity
Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives is a member.	1. Sakina Textile Private Limited 2. Divine Suiting Private Limited 3. Ahinsa Business Venture Private Limited 4. Satyaman Texpark Private Limited 5. Jamuna Synthetics Private Limited 6. Shivganga Suitings Private Limited 7. Modway Suiting Private Limited (Formerly known as Cyan Textile Private Limited)
Any Body corporate in which Body Corporate as provided above holds 20% or more of the equity share capital.	1. Swaraj Sulz Private Limited 2. Swaraj Processors Private Limited 3. Gomoto Textiles Private Limited
Any Hindu Undivided Family or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than twenty percent of total capital.	1. Filter Production LLP

### E) All persons whose shareholding is aggregated under the heading "shareholding of the promoter group":

Sl. No.	Name of shareholders under promoter group
1	Divine Suiting Private Limited
2	Gomoto Textiles Private Limited
3	Jamuna Synthetics Private Limited
4	Sakina Textile Private Limited
5	Zahida Parihar
6	Shabnam Khan
7	Shabana Akhlaque Madani

## GROUP ENTITIES OF OUR COMPANY

In compliance with SEBI Guideline, “**Group Companies/Entities**” pursuant to the regulation 2(1)(t) of SEBI (ICDR) Regulations, 2018, shall include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

Based on the above, the following are Group Entities of the Issuer Company (Companies which are no longer associated with our Company have not been disclosed as Group Companies.): -

- A. Modway Suiting Private Limited (*Formerly known as Cyan Textile Private Limited*)
- B. Swaraj Sulz Private Limited
- C. Divine Suiting Private Limited
- D. Gomoto Textiles Private Limited

*The brief details are as under:*

### A) Modway Suiting Private Limited (*Formerly known as Cyan Textile Private Limited*)

<b>Name of the Company</b>	<b>Modway Suiting Private Limited</b> <b>(Formerly known as Cyan Textile Private Limited)</b>
<b>Category</b>	Unlisted Private Company
<b>Name of Director</b>	1. Mr. Mohammed Sabir Khan 2. Mr. Nasir Khan
<b>Date of Incorporation</b>	11/11/1986
<b>CIN</b>	U18108RJ1986PTC003788
<b>Registered Office Address</b>	470, Industrial Area, Biliya Khurd, Pur Road, Bhilwara – 311001, Rajasthan, India

### B) Swaraj Sulz Private Limited

<b>Name of the Company</b>	<b>Swaraj Sulz Private Limited</b>
<b>Category</b>	Unlisted Private Company
<b>Name of Director</b>	1. Mr. Rameez Raja 2. Mr. Zuber Khan
<b>Date of Incorporation</b>	05/01/2009
<b>CIN</b>	U17119RJ2009PTC028069
<b>Registered Office Address</b>	B-333, R K Colony, Bhilwara – 311001, Rajasthan, India

### C) Divine Suiting Private Limited

<b>Name of the Company</b>	<b>Divine Suiting Private Limited</b>
<b>Category</b>	Unlisted Private Company
<b>Name of Director</b>	1. Mr. Mohammed Sabir Khan 2. Mrs. Samar Khan
<b>Date of Incorporation</b>	01/08/2011
<b>CIN</b>	U17110RJ2011PTC036037
<b>Registered Office Address</b>	F-483 to F-487, RIICO Growth Centre, Hamirgarh, Bhilwara - 311025 Rajasthan

#### D) Gomoto Textiles Private Limited

<b>Name of the Company</b>	<b>Gomoto Textiles Private Limited</b>
<b>Category</b>	Unlisted Private Company
<b>Name of Director</b>	1. Mr. Alim Khan Parihar 2. Mohammad Suhail
<b>Date of Incorporation</b>	17/02/2009
<b>CIN</b>	U17120RJ2009PTC055669
<b>Registered Office Address</b>	House No: 8, Jyoti Nagar, Bhilwara – 311001, Rajasthan, India

#### ***Audited Financial Statements***

The details of the Reserves (excluding revaluation reserves), Sales, Profit/(Loss) after tax, Basic Earnings Per Share, Diluted Earnings Per Share and Net Asset Value Per Share derived from the Audited Financial Statements of all the above-mentioned 4 (Four) Group Companies for financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 in terms of the SEBI ICDR Regulations are available on its website at <https://www.swarajsuiting.com/>

#### ***Common Pursuits among Group Entities with our Company***

Some of Our Group Company deals in manufacturing/trading of some of the products that are similar to our Company's products. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and in circumstances where our respective interests diverge.

#### ***The related business transactions within the group and their significance on the financial performance of the issuer***

For details pertaining to business transactions, of our Company with our Group Companies, please refer "***Annexure IX – Related Party Transactions under Restated Financial Statement***" beginning on page no. 139 of this Draft Prospectus.

#### ***Any pending litigation involving the group company which has a material impact on the issuer.***

There has been no material litigation in the group companies, which may directly or indirectly affect our Company other than as mentioned in the section titled "***Outstanding Litigations and material Development***" beginning on page no. 163 of this Draft Prospectus.

## RELATED PARTY TRANSACTIONS

For details on related party transactions (As per the requirement under Accounting Standard 18 “Related Party Disclosure” issued by ICAI) of our Company during the restated audit period as mentioned in this draft prospectus i.e., as at and for the six months period ended on September 30, 2021 and for the financial year ended on 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2020 and 31<sup>st</sup> March 2019 please refer to Section titled, “***Annexure IX – Related Party Transactions under Restated Financial Statement***”, beginning on page 139 of this draft prospectus.

## **DIVIDEND POLICY**

Our Company does not have any formal dividend policy for the equity shares. Our Company can pay Final dividends upon a recommendation by Board of Directors and approval by majority of the members at the Annual General Meeting subject to the provisions of the Articles of Association and the Companies Act, 2013. The Members of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The Articles of Association of our Company also gives the discretion to Board of Directors to declare and pay interim dividends.

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 which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. The declaration and payment of dividend will depend on a number of factors, including but not limited to the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions, contractual obligations and restrictions, restrictive covenants under the loan and other financing arrangements to finance the various projects of our Company and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares for the period covered in Restatement of Accounts as per our Restated Financial Statements.



## SECTION IX: FINANCIAL INFORMATION AS RESTATED

### Independent Auditor's Examination report on Restated Consolidated Financial Information of Swaraj Suiting Limited

To,  
The Board of Directors  
**SWARAJ SUITING LIMITED**  
F-483 to F-487, RIICO Growth Centre,  
Hamirgarh, Bhilwara 311025 Rajasthan

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of “**Swaraj Suiting Limited**” (the “**Company**” or the “**Issuer**”) and its associates/subsidiaries “**Cyan Textile Private Limited**” (the Company and its associates/subsidiaries together referred to as the “**Group**”), comprising the **Restated Consolidated Statement of Assets and Liabilities** as at September 30, 2021, March 31, 2021, 2020 and 2019, the **Restated Consolidated Statements of Profit and Loss** and the **Restated Consolidated Cash Flow Statement** for the six month period ended September 30, 2021 and for the years ended March 31, 2021, 2020 and 2019, the **Summary Statement of Significant Accounting Policies**, and other explanatory information (collectively, the “**Restated Consolidated Financial Information**”), as approved by the Board of Directors of the Company at their meeting held on **05.02.2022** for the purpose of inclusion in the Draft Prospectus/ Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares (“**IPO**”) in **SME platform of National Stock Exchange of India Limited (“NSE EMERGE”)**.
2. These restated Summary Statement have been prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “**Act**”)
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“**ICAI**”), as amended from time to time (the “**Guidance Note**”).
3. The Company’s Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India, Registrar of Companies, Rajasthan and the National Stock Exchange of India Limited in connection with the proposed **SME IPO**. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in **Annexure IV** to the Restated Consolidated Financial Information. The respective Board of Directors of the companies included in the group and its associates responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group and its associates complies with the Act, ICDR Regulations and the Guidance Note.
4. We have examined such Restated Consolidated Financial Information taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 22.01.2022 in connection with the proposed IPO of equity shares of **Swaraj Suiting Limited** on SME platform of National Stock Exchange of India Limited (“**NSE EMERGE**”);
  - b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.



5. These Restated Consolidated Financial Information have been compiled by the management from the Audited Consolidated Financial Statements of the Company for the six month period ended on September 30, 2021, and financial years ended on March 31, 2021, March 31, 2020 and March 31, 2019, which has been approved by the Board of Directors.
- a) We have audited the special purpose Consolidated financial statements of the company as at and for the six month period ended on September 30, 2021 prepared by the company in accordance with Accounting Standard (Indian GAAP) for the limited purpose of complying with the requirement of Restated Audited Financial statements in the offer documents should not be more than six months old from the issue opening date as required by ICDR Regulations in relation to the proposed IPO. We have issued our report dated 04.01.2022 on this special purpose which have been approved by the Board of Directors.
  - b) Audited consolidated financial statement and reports issued by us dated 28.07.2021, 27.08.2020, and 02.09.2019, of the Company as at and for the years ended March 31, 2021, 2020 and 2019 prepared in accordance with the Accounting Standards (Indian GAAP) which have been approved by the Board of Directors.
6. Based on our examination and according to the information and explanations given to us, we report that:
- a) The **“Restated Consolidated Summary Statement of Assets and Liabilities”** as set out in **Annexure I** to this report, of the Company as at and for the six month period ended on September 30, 2021, and as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 are prepared by the Company and approved by the Board of Directors. These Restated Consolidated 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 These fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - b) The **“Restated Consolidated Summary Statement of Profit and Loss”** as set out in **Annexure II** to this report, of the Company as at and for the six month period ended on September 30, 2021, and as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 are prepared by the Company and approved by the Board of Directors. These Restated Consolidated 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 Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - c) The **“Restated Consolidated Summary Statement of Cash Flow”** as set out in **Annexure III** to this report, of the Company as at and for the six month period ended on September 30, 2021, and as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 are prepared by the Company and approved by the Board of Directors. These Restated Consolidated 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 Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - d) The Restated Consolidated Summary Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
  - e) The Restated Consolidated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
  - f) The Restated Consolidated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;
  - g) Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;
  - h) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the six month period ended on September 30, 2021, and as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 which would require adjustments in this Restated Consolidated Financial Statements of the Company;
  - i) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure IV** to this report;
  - j) Adjustments in Restated Consolidated Summary Statements have been made in accordance with the correct accounting policies, which includes the impact of provision of gratuity made on actuarial valuation basis in the Restated Consolidated Summary Statements;

- k) There was no change in accounting policies, which needs to be adjusted in the Restated Consolidated Summary Statements
- l) There are no revaluation reserves, which need to be disclosed separately in the Restated Consolidated Financial Statements;
- m) the company has not proposed any dividend in past effective for the said period.
7. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for the six month period ended on September 30, 2021, and as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 proposed to be included in the Draft Prospectus/Prospectus.

<b>Annexure No.</b>	<b>Particulars</b>
<b>I</b>	<b>Restated Statement of Assets &amp; Liabilities</b>
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 Borrowings
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 Fixed Assets& Depreciations
I.11	Restated Statement of Non-Current Investment
I.12	Restated Statement of Long-Term Loans and Advances
I.13	Restated Statement of Other Non-Current Assets
I.14	Restated Statement of Inventories
I.15	Restated Statement of Trade Receivable
I.16	Restated Statement of Cash & Cash Equivalent
I.17	Restated Statement of Short-Term Loans and Advances
I.18	Restated Statement of Other Current Assets
<b>II</b>	<b>Restated Statement of Profit &amp; Loss</b>
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 Purchase of Stock in Trade
II.5	Restated Statement of Changes in Inventories
II.6	Restated Manufacturing Expenses
II.7	Restated Statement of Employees Benefit Expenses
II.8	Restated Statement of Other Expenses
II.9	Restated Statement of Financial Charges
II.10	Restated Statement of Provision for Taxation
<b>Other Annexures:</b>	
III	Cash Flow Statement
IV	Statement of Significant Accounting Policies
V	Notes to the Re-stated Financial Statements
VI	Statement of Accounting & Other Ratios, As Restated
VII	Statement of Capitalization, As Restated
VIII	Statement of Tax Shelter, As Restated

IX	Statement of Related Parties & Transactions
X	Statement of Dividends
XI	Changes in the Significant Accounting Policies
XII	Contingent Liabilities

8. We, M/s. S.K. Toshniwal and Company, 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 which is valid till 30.06.2024
9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 5 above.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India, the stock exchanges and Registrar of Companies, Rajasthan in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For S.K. Toshniwal and Co.**

Chartered Accountants

Firm’s Registration Number 008852C

S/d-

**CA Sunil Kumar Toshniwal**

Partner

Membership No.: 078136

Place of Signature: Bhilwara

Date: 05.02.2022

UDIN No: 22078136ACCUQA5956



ANNEXURE - I					
STATEMENT OF CONSOLIDATED ASSETS & LIABILITIES, AS RESTATED					
Particulars	Note No.	6 months	As on		
		30-09-2021	31-03-2021	31-03-2020	31-03-2019
<b>Equity &amp; Liabilities</b>					
<b>1. Shareholders Fund</b>					
a) Share capital	I.1	2,51,42,650	2,23,02,650	1,93,83,450	1,93,83,450
b) Reserves and surplus	I.2	42,67,78,067	36,00,95,778	28,80,50,858	24,17,03,686
<b>Total Shareholder's Fund</b>		<b>45,19,20,717</b>	<b>38,23,98,428</b>	<b>30,74,34,308</b>	<b>26,10,87,136</b>
<b>2. Non-Current Liabilities</b>					
a) Long Term Borrowings	I.3	20,63,27,855	24,03,12,892	27,39,63,401	31,82,56,125
b) Deferred Tax Liability	I.4	29,67,105	66,09,369	82,59,943	79,69,696
c) Minority Interest		-	-	3,00,48,844	2,99,32,067
d) Long Term Provision	I.5	66,70,841	-	-	-
<b>Total Non-Current Liabilities</b>		<b>21,59,65,801</b>	<b>24,69,22,261</b>	<b>31,22,72,188</b>	<b>35,61,57,888</b>
<b>3. Current Liabilities</b>					
a) Short Term Borrowings	I.6	10,97,81,372	10,14,53,491	17,05,20,711	17,02,28,804
b) Trade Payables	I.7	4,94,59,923	9,20,70,937	10,74,64,779	6,00,17,109
c) Other Current Liabilities	I.8	7,83,17,380	8,78,60,737	6,55,48,111	8,40,62,861
d) Short Term Provisions	I.9	1,07,84,341	64,65,387	72,05,896	57,88,001
<b>Total Current Liabilities</b>		<b>24,83,43,016</b>	<b>28,78,50,553</b>	<b>35,07,39,497</b>	<b>32,00,96,775</b>
<b>Total Equity &amp; Liability</b>		<b>91,62,29,534</b>	<b>91,71,71,242</b>	<b>97,04,45,992</b>	<b>93,73,41,799</b>
<b>4. Non-Current Assets</b>					
a) Fixed Assets					
- Tangible Assets	I.10	37,65,94,900	35,75,53,685	45,39,40,038	52,34,92,282
- Intangible Assets		-	-	6,08,897	4,48,414
- Work-In-Progress		93,39,572	-	-	-
<b>Total Fixed Assets</b>					
b) Non - current Investments	I.11	2,98,30,172	2,93,94,942	-	-
c) Deferred Tax Assets (Net)	I.4				
d) Long Term Loans and Advances	I.12	1,10,78,811	1,09,08,535	1,23,04,748	1,60,90,053
e) Other Non- current Assets	I.13	1,52,71,658	4,47,75,147	5,69,325	1,01,850
<b>Total Non-Current Assets</b>		<b>44,21,15,114</b>	<b>44,26,32,309</b>	<b>46,74,23,008</b>	<b>54,01,32,599</b>
<b>5. Current assets</b>					
a) Inventories	I.14	31,11,21,981	30,66,07,062	30,43,55,650	23,07,17,382
b) Trade Receivables	I.15	12,69,14,526	13,14,70,105	13,63,78,687.5	12,98,95,277
c) Cash and Cash Equivalents balances	I.16	6,07,243	4,88,616	13,06,814	5,19,251
d) Short Term Loans and advances	I.17	3,54,70,672	3,59,73,149	6,09,81,833	3,60,77,289
e) Other Current Assets	I.18	-	-	-	-
<b>Total Current Assets</b>		<b>47,41,14,422</b>	<b>47,45,38,932</b>	<b>50,30,22,984</b>	<b>39,72,09,200</b>
<b>Total Assets</b>		<b>91,62,29,534</b>	<b>91,71,71,242</b>	<b>97,04,45,992</b>	<b>93,73,41,799</b>
<b>Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV &amp; V respectively.</b>					



ANNEXURE - II					
STATEMENT OF CONSOLIDATED PROFIT & LOSS, AS RESTATED					
Particulars	Note No.	6 months	For the Year ended on		
		30-09-2021	31-03-2021	31-03-2020	31-03-2019
<b>Income</b>					
Revenue from Operations	II.1	81,70,40,390	59,86,84,368	80,38,71,110	76,27,38,990
Other Income	II.2	1,45,214	34,72,004	26,61,094	14,28,624
<b>Total Revenue</b>		<b>81,71,85,604</b>	<b>60,21,56,372</b>	<b>80,65,32,204</b>	<b>76,41,67,614</b>
<b>Expenditure</b>					
Cost of Material Consumed	II.3	63,93,36,669	16,15,09,817	13,03,22,523	11,85,00,552
Purchases of Stock-in-Trade	II.4	1,17,86,951	24,39,43,418	34,93,51,228	30,61,88,219
Change in Inventories	II.5	8,94,471	(2,30,93,389)	(4,14,75,574)	(1,27,99,933)
Manufacturing Expenses	II.6	5,89,74,838	7,37,82,454	13,23,45,935	14,32,02,483
Employee Benefit Expenses	II.7	3,11,95,891	3,14,02,394	5,75,10,456	5,29,75,553
Other Expenses	II.8	58,29,378	1,27,64,779	1,27,07,672	1,08,75,518
<b>Total Expenses</b>		<b>74,80,18,198</b>	<b>50,03,09,473</b>	<b>64,07,62,239</b>	<b>61,89,42,392</b>
<b>Profit Before Interest, Depreciation and Tax</b>		<b>6,91,67,406</b>	<b>10,18,46,899</b>	<b>16,57,69,965</b>	<b>14,52,25,222</b>
Depreciation & Amortisation Expenses	I.9	2,67,44,398	3,98,35,196	6,93,97,847	7,47,77,423
<b>Profit Before Interest and Tax</b>		<b>4,24,23,008</b>	<b>6,20,11,703</b>	<b>9,63,72,118</b>	<b>7,04,47,799</b>
Financial Charges	II.9	1,66,45,538	2,94,81,934	5,35,41,938	4,25,89,657
<b>Profit before Taxation</b>		<b>2,57,77,471</b>	<b>3,25,29,769</b>	<b>4,28,30,180</b>	<b>2,78,58,141</b>
Provision for Taxation	II.10	1,03,16,675	64,15,387	71,08,196	57,08,001
Provision for Deferred Tax		(36,42,264)	(6,32,334)	2,90,247	2,91,074
<b>Total</b>		<b>66,74,411</b>	<b>57,83,053</b>	<b>73,98,443</b>	<b>59,99,075</b>
<b>Profit After Tax but Before Extra-ordinary Items</b>		<b>1,91,03,059</b>	<b>2,67,46,716</b>	<b>3,54,31,736</b>	<b>2,18,59,066</b>
Extraordinary Items		-	-	-	-
Profit Attributable to Minority Shareholders		-	-	27,71,628	14,70,237
<b>Net Profit after adjustments</b>		<b>1,91,03,059</b>	<b>2,67,46,716</b>	<b>3,26,60,108</b>	<b>2,03,88,829</b>
<b>Net Profit Transferred to Balance Sheet</b>		<b>1,91,03,059</b>	<b>2,67,46,716</b>	<b>3,26,60,108</b>	<b>2,03,88,829</b>
<b>Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV &amp; V respectively.</b>					



ANNEXURE - III				
STATEMENT OF CONSOLIDATED CASH FLOW, AS RESTATED				
PARTICULARS	6 months	For the Year ended on		
	30-09-2021	31-03-2021	31-03-2020	31-03-2019
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit Before Tax as per Profit & Loss A/c	2,57,77,471	3,25,29,769	4,28,30,180	2,78,58,141
Adjusted for:				
a. Depreciation	2,67,44,398	3,98,35,196	6,93,97,847	7,47,77,423
b. Interest Expenses & Finance Cost	1,66,45,538	2,94,81,934	5,35,41,938	4,25,89,657
c. Other Adjustments	4,35,231	24,09,740	1,08,71,729	(27,70,501)
d. Interest & Other Income	1,45,214	(34,72,004)	(26,61,094)	(14,28,624)
<b>Operating profit before working capital changes</b>				
Adjusted for:				
a. Decrease /(Increase) in Inventories	(45,14,919)	(4,94,40,539)	(7,36,38,268)	(3,63,83,767)
b. Decrease / (Increase) in trade receivable	45,55,580	(7,32,82,621)	(64,83,410)	(6,58,54,892)
b. Decrease / (Increase) in Current Investments		-	-	-
c. (Increase) / Decrease in short term loans and advances	5,02,477	85,38,992	(2,49,04,544)	(78,56,092)
d. Increase / (Decrease) in Trade Payables	(4,26,11,015)	(28,34,061)	4,74,47,670	3,33,94,867
e. Increase / (Decrease) in other current liabilities	(95,93,357)	3,47,02,953	(1,84,97,050)	3,50,57,252
f. (Increase) / Decrease in Other Current Assets	-	-	-	-
g. Increase / (Decrease) in short term Provisions	4,67,666	-	-	-
<b>Cash generated from operations</b>				
Net Income Tax (Paid)/Refund	(64,15,386)	(65,22,249)	(57,08,001)	(38,67,915)
<b>Net Cash Generated/(Used) From Operating Activities (A)</b>	<b>1,21,38,897</b>	<b>1,19,47,109</b>	<b>9,21,96,997</b>	<b>9,55,15,549</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
a. (Purchase) Sale of Fixed Assets	(2,83,80,789)	1,57,38,812	6,95,52,244	(5,82,51,005)
b. (Purchase) / Sale of non-current investment	(4,35,230)	67,80,558	-	-
c. (Increase) / Decrease in Long term loans and advances	(1,70,276)	(4,42,585)	37,85,305	(19,19,485)
d. Increase / (Decrease) in Long Term Provisions	66,70,841			-
e. (Increase) / Decrease in Other Non-Current Assets	2,95,03,489	(4,42,75,147)	(4,67,475)	11,92,218
f. (Increase) in Misc. Expenses	(2,67,44,398)	(3,98,35,196)	(6,93,97,847)	(7,47,77,423)
g. Interest & Other Income	(1,45,214)	34,72,004	26,61,094	14,28,624
<b>Net Cash Generated/(Used) From Investing Activities (B)</b>	<b>(1,97,01,578)</b>	<b>(5,85,61,554)</b>	<b>61,33,321</b>	<b>(13,23,27,071)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
a. Interest & Finance Cost	(1,66,45,538)	(2,94,81,934)	(5,35,41,938)	(4,25,89,657)
b. Proceeds from share issued	28,40,000	29,19,200		
c. (Repayments) / proceeds of long-term borrowings	(3,39,85,037)	3,63,53,061	(4,42,92,724)	1,75,43,782
d. (Repayments) / proceeds of short-term borrowings	83,27,881	(84,94,715)	2,91,906	6,16,81,735
e. Proceeds from share premium	4,71,44,000	4,52,47,600		
<b>Net Cash Generated/(Used) From Financing Activities (C)</b>	<b>76,81,306</b>	<b>4,65,43,212</b>	<b>(9,75,42,756)</b>	<b>3,66,35,860</b>
<b>Net Increase / (Decrease) in cash and cash equivalents</b>	<b>1,18,625</b>	<b>(71,233)</b>	<b>7,87,562</b>	<b>(1,75,662)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>4,88,616</b>	<b>5,59,849</b>	<b>5,19,251</b>	<b>6,94,913</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>6,07,241</b>	<b>4,88,616</b>	<b>13,06,814</b>	<b>5,19,251</b>
<b>Notes:</b>				
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 Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.				



Annexure – I.1				
Restated Statement of Share Capital				
Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
<b>Authorised Capital</b>				
1,15,00,000 Equity shares of ₹10/- each (As on 30.09.2021 & 31.03.2021)				
19,50,000 Equity shares of ₹10/- each (As on 31.03.2020 & 31.03.2019)	11,50,00,000	11,50,00,000	1,95,00,000	1,95,00,000
<b>Issued, Subscribed &amp; Fully Paid-up</b>				
25,14,265 Equity shares of ₹10/- each (As on 30.09.2021)				
22,30,265 Equity shares of ₹10/- each (As on 31.03.2021)				
19,38,345 Equity shares of ₹10/- each (As on 31.03.2020 & 31.03.2019)	2,51,42,650	2,23,02,650	1,93,83,450	1,93,83,450
Note: The Company has only one class of equity shares of par value ₹10/- each. Each equity shareholder is entitled to one vote per share held, and on liquidation entitled to receive balance of net assets remaining after settlement of all debts, creditors & preferential amounts, proportionate to their respective shareholding.				
Reconciliation of No. of Shares Outstanding at the end of the year <span style="float: right;">(No. of Equity Shares)</span>				
Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Shares outstanding at the beginning of the year	22,30,265	19,38,345	19,38,345	19,38,345
Shares issued during the year	2,84,000	2,91,920	-	-
Bonus Issued during the year	-	-	-	-
<b>Share outstanding at the end of the year</b>	<b>25,14,265</b>	<b>22,30,265</b>	<b>19,38,345</b>	<b>19,38,345</b>
Details of Shareholding more than 5% of the aggregate shares in the company				
Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
No. of Shares	(In Numbers)	(In Numbers)	(In Numbers)	(In Numbers)
Ahinsa Business Venture Private Limited	-	-	-	1,82,750
Satyaman Texpark Private Limited	-	-	-	1,83,250
Jamuna Synthetics Private Limited	2,97,875	-	-	-
Gomoto Textile Private Limited	4,51,850	4,51,850	4,27,500	-
Sakina Textile Private Limited	3,77,730	3,77,730	3,77,730	3,77,730
Divine Suiting Private Limited	6,20,600	6,20,600	4,32,000	4,32,000
Mohammad Sabir	6,56,460	6,56,460	5,77,490	5,27,490
% Holding	(In Percentage)	(In Percentage)	(In Percentage)	(In Percentage)
Ahinsa Business Venture Private Limited	-	-	-	9.43
Satyaman Texpark Private Limited	-	-	-	9.45
Jamuna Synthetics Private Limited	11.85	-	-	-
Gomoto Textile Private Limited	17.97	20.26	22.05	-
Sakina Textile Private Limited	15.02	16.94	19.49	19.49
Divine Suiting Private Limited	24.68	27.83	22.29	22.29
Mohammad Sabir	26.11	29.43	29.79	27.21
Annexure – I.2				
Restated Statement of Reserve & Surplus				
Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
<b>Statement of Profit &amp; Loss</b>				
Opening balance	11,85,87,217	9,09,80,115	5,59,60,872	3,55,72,043
Add: Profit for the year	1,91,03,059	2,67,46,716	3,26,60,108	2,03,88,829
Post-acquisition profit of the year	4,35,230	8,60,386.97	23,59,134.88	8,18,800
Post-acquisition profit of previous years				
<b>Total</b>	<b>13,81,25,507</b>	<b>11,85,87,217</b>	<b>9,09,80,115</b>	<b>5,67,79,672</b>
Less: Utilised for Bonus Issue		-	-	-
<b>Balance as at the end of the year</b>	<b>13,81,25,507</b>	<b>11,85,87,217</b>	<b>9,09,80,115</b>	<b>5,67,79,672</b>
Security Premium Reserve	25,60,08,834	20,88,64,834	16,36,17,234	16,36,17,234
Revaluation Reserves		-	-	-
Other Reserves, If Any (Please Specify)		-	-	-
Capital Subsidiary	3,26,43,727	3,26,43,727	3,34,53,509	2,13,06,780
<b>Total Reserve &amp; Surplus</b>	<b>42,67,78,068</b>	<b>36,00,95,778</b>	<b>28,80,50,858</b>	<b>24,17,03,686</b>
Annexure – I.3				
Restated Statement of Long-Term Borrowings				
Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
<b>Secured Loans from Bank/FIs</b>	<b>17,29,57,466</b>	<b>20,74,15,466</b>	<b>24,23,19,961</b>	<b>28,22,13,371</b>
<b>Loan from Shareholders/Directors/Corporate</b>	<b>3,33,70,389</b>	<b>3,28,97,426</b>	<b>3,16,43,439</b>	<b>3,60,42,754</b>
Covid-19 Term Loan @ 20%			-	-
Covid-19 Term Loan @ 10%			-	-
<b>Total</b>	<b>20,63,27,855</b>	<b>24,03,12,892</b>	<b>27,39,63,401</b>	<b>31,82,56,125</b>



Annexure – I.4				
Restated Statement of Deferred Tax Liabilities/Assets				
Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Opening Balance of (DTA)/DTL	66,09,369	72,41,703	79,69,696	76,78,622
Add: Provision for the year	(36,42,264)	(6,32,334)	2,90,247	2,91,074
<b>Closing Balance of (DTA)/DTL</b>	<b>29,67,105</b>	<b>66,09,369</b>	<b>82,59,943</b>	<b>79,69,696</b>
Annexure – I.5				
Restated Statement of Long-Term Provisions				
Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Provision for Gratuity	66,70,841	-	-	-
<b>Total</b>	<b>66,70,841</b>	<b>-</b>	<b>-</b>	<b>-</b>
Annexure – I.6				
Restated Statement of Short-Term Borrowings				
Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Loan from Bank	10,97,81,372	10,14,53,491	10,99,48,206	11,02,32,264
Unsecured Loans from Related Parties		-	-	-
Working Capital loan			6,05,72,504	5,99,96,540
<b>Total</b>	<b>10,97,81,372</b>	<b>10,14,53,491</b>	<b>17,05,20,711</b>	<b>17,02,28,804</b>
Annexure – I.7				
Restated Statement of Trade Payables				
Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
MSME Creditors		-	-	-
Other Creditors	4,94,59,923	9,20,70,937	10,74,64,779	6,00,17,109
<b>Total</b>	<b>4,94,59,923</b>	<b>9,20,70,937</b>	<b>10,74,64,779</b>	<b>6,00,17,109</b>
Annexure – I.8				
Restated Statement of Other Current Liabilities				
Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Current Maturities of Bank Loan	6,51,60,356	7,46,19,505	4,15,19,263	6,74,06,165
Current Maturities of Unsecured Loans	-	24,57,686	53,91,545	30,31,405
Interest Accrued & due on term loan	-	7,77,859	22,60,650	7,96,489
Salary & wages Payable	66,98,976	40,15,292	53,68,919	46,82,406
TDS Payable	1,89,606	10,17,179	8,63,680	5,82,359
TCS Payable	-	1,95,088	-	-
Audit Fees Payable	-	-	65,000	35,000
Power Bill Payable	38,00,000	36,28,773	56,42,390	53,72,116
ESI & PF Payable	3,37,779	3,07,856	2,70,321	4,07,363
Bonus payable	8,41,500	8,41,500	14,31,484	11,05,666
Duties and Taxes for GST	12,89,163	-	17,50,858	43,443
Advance against Car Sale	-	-	-	3,00,000
Outstanding Liabilities	-	-	9,84,000	3,00,448
<b>Total</b>	<b>7,83,17,380</b>	<b>8,78,60,737</b>	<b>6,55,48,111</b>	<b>8,40,62,861</b>
Annexure – I.9				
Restated Statement of Short-Term Provision				
Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Provision for Income Tax Current Year	1,03,16,675	64,15,387	71,08,196	57,08,001
Provision for Gratuity	4,67,666	-	-	-
Provision for Audit Fees	-	50,000	97,700	80,000
<b>Total</b>	<b>1,07,84,341</b>	<b>64,65,387</b>	<b>72,05,896</b>	<b>57,88,001</b>
Annexure – I.10				
Restated Statement of Fixed Assets				
Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
<b>Tangible Assets</b>				
<b>land</b>				
Gross Block - Opening Balance	2,28,08,166	2,28,08,166	2,75,14,155	2,13,95,065
Addition during the year	4,56,14,371			66,62,796
Sale during the year				5,43,706
<b>Gross Block - Closing Balance</b>	<b>6,84,22,537</b>	<b>2,28,08,166</b>	<b>2,75,14,155</b>	<b>2,75,14,155</b>
Accumulated Depreciation - Opening Balance				
Depreciation during the year				
<b>Accumulated Depreciation - Closing Balance</b>				
<b>Net Block</b>	<b>6,84,22,537</b>	<b>2,28,08,166</b>	<b>2,75,14,155</b>	<b>2,75,14,155</b>



<b>Factory Building</b>				
Gross Block - Opening Balance	6,65,69,670	6,56,11,101	7,47,62,574	7,28,13,569
Addition during the year		9,58,569	20,000	19,49,005
Sale during the year				
<b>Gross Block - Closing Balance</b>	<b>6,65,69,670</b>	<b>6,65,69,670</b>	<b>7,47,82,574</b>	<b>7,47,62,574</b>
Accumulated Depreciation - Opening Balance	1,34,11,856	1,12,95,738	1,39,15,502	1,15,40,408
Depreciation during the year	10,69,316	21,16,118	23,92,394	23,75,094
<b>Accumulated Depreciation - Closing Balance</b>	<b>1,44,81,172</b>	<b>1,34,11,856</b>	<b>1,63,07,896</b>	<b>1,39,15,502</b>
<b>Net Block</b>	<b>5,20,88,498</b>	<b>5,31,57,814</b>	<b>5,84,74,678</b>	<b>6,08,47,072</b>
<b>Office Equipments</b>				
Gross Block - Opening Balance	23,43,182	19,84,969	21,43,909	16,03,443
Addition during the year	1,71,242	3,58,213	5,16,519	5,40,466
Sale during the year			16,053	
<b>Gross Block - Closing Balance</b>	<b>25,14,424</b>	<b>23,43,182</b>	<b>26,44,375</b>	<b>21,43,909</b>
Accumulated Depreciation - Opening Balance	10,13,909	8,04,849	12,12,124	10,51,237
Depreciation during the year	2,35,608	2,09,060	2,19,160	1,60,887
<b>Accumulated Depreciation - Closing Balance</b>	<b>12,49,517</b>	<b>10,13,909</b>	<b>14,31,284</b>	<b>12,12,124</b>
<b>Net Block</b>	<b>12,64,907</b>	<b>13,29,273</b>	<b>12,13,091</b>	<b>9,31,785</b>
<b>Vehicles</b>				
Gross Block - Opening Balance	2,92,64,733	2,53,28,036	2,65,52,859	2,00,41,760
Addition during the year		39,36,697	-	65,11,099
Sale during the year	-	-	11,77,623	
<b>Gross Block - Closing Balance</b>	<b>2,92,64,733</b>	<b>2,92,64,733</b>	<b>2,53,75,236</b>	<b>2,65,52,859</b>
Accumulated Depreciation - Opening Balance	1,59,45,042	1,32,93,847	1,15,57,686	84,26,343
Depreciation during the year	13,42,970	26,51,195	25,79,118	31,31,343
<b>Accumulated Depreciation - Closing Balance</b>	<b>1,72,88,012</b>	<b>1,59,45,042</b>	<b>1,33,38,687</b>	<b>1,15,57,686</b>
<b>Net Block</b>	<b>1,19,76,722</b>	<b>1,33,19,691</b>	<b>1,20,36,549</b>	<b>1,49,95,173</b>
<b>Plant &amp; Machinery</b>				
Gross Block - Opening Balance	52,18,76,462	52,02,15,178	60,97,68,460	50,68,10,129
Addition during the year		16,61,284	77,550	10,29,58,331
Sale during the year	-	-	5,12,907	
<b>Gross Block - Closing Balance</b>	<b>52,18,76,462</b>	<b>52,18,76,462</b>	<b>60,93,33,103</b>	<b>60,97,68,460</b>
Accumulated Depreciation - Opening Balance	29,49,91,157	26,41,79,527	22,48,84,255	16,01,18,472
Depreciation during the year	2,14,23,150	3,08,11,630	5,99,80,386	6,47,65,783
<b>Accumulated Depreciation - Closing Balance</b>	<b>31,64,14,307</b>	<b>29,49,91,157</b>	<b>28,48,64,641</b>	<b>22,48,84,255</b>
<b>Net Block</b>	<b>20,54,62,155</b>	<b>22,68,85,305</b>	<b>32,44,68,462</b>	<b>38,48,84,205</b>
<b>Electric Installation</b>				
Gross Block - Opening Balance	5,55,93,049	3,85,59,692	4,24,15,021	2,78,88,598
Addition during the year		1,70,33,358	1,15,000	1,45,26,423
Sale during the year	-	-		
<b>Gross Block - Closing Balance</b>	<b>5,55,93,049</b>	<b>5,55,93,049</b>	<b>4,25,30,021</b>	<b>4,24,15,021</b>
Accumulated Depreciation - Opening Balance	1,60,40,563	1,21,48,050	88,17,011	47,65,488
Depreciation during the year	26,16,640	38,92,513	40,21,281	40,51,523
<b>Accumulated Depreciation - Closing Balance</b>	<b>1,86,57,203</b>	<b>1,60,40,563</b>	<b>1,28,38,292</b>	<b>88,17,011</b>
<b>Net Block</b>	<b>3,69,35,846</b>	<b>3,95,52,486</b>	<b>2,96,91,729</b>	<b>3,35,98,010</b>
<b>Furniture &amp; Fittings</b>				
Gross Block - Opening Balance	4,48,322	4,28,322	8,22,696	4,49,053
Addition during the year		20,000		3,73,643
Sale during the year				
<b>Gross Block - Closing Balance</b>	<b>4,48,322</b>	<b>4,48,322</b>	<b>8,22,696</b>	<b>8,22,696</b>
Accumulated Depreciation - Opening Balance	1,51,679	1,11,829	4,47,412	4,04,156
Depreciation during the year	20,448	39,850	39,072	43,256
<b>Accumulated Depreciation - Closing Balance</b>	<b>1,72,127</b>	<b>1,51,679</b>	<b>4,86,484</b>	<b>4,47,412</b>
<b>Net Block</b>	<b>2,76,195</b>	<b>2,96,643</b>	<b>3,36,212</b>	<b>3,75,284</b>
<b>Computers, Printers &amp; Other Accessories</b>				
Gross Block - Opening Balance	11,13,202	9,84,938	12,51,789	9,04,306
Addition during the year		1,28,264	25,000	3,47,483
Sale during the year	-	-		
<b>Gross Block - Closing Balance</b>	<b>11,13,202</b>	<b>11,13,202</b>	<b>12,76,789</b>	<b>12,51,789</b>
Accumulated Depreciation - Opening Balance	9,08,895	7,94,065	9,05,191	6,55,654
Depreciation during the year	36,269	1,14,830	1,66,436	2,49,537
<b>Accumulated Depreciation - Closing Balance</b>	<b>9,45,164</b>	<b>9,08,895</b>	<b>10,71,627</b>	<b>9,05,191</b>



<b>Net Block</b>	1,68,039	2,04,307	2,05,162	3,46,598
<b>Total Net Block of Tangible Assets</b>	<b>37,65,94,898</b>	<b>35,75,53,685</b>	<b>45,39,40,038</b>	<b>52,34,92,282</b>
<b>B) Intangible Assets</b>	-	-	-	-
<b>C) Work-In-Progress</b>	<b>93,39,572</b>	-	-	-
<b>Annexure – I.11</b>				
<b>Restated Statement of Non - current Investments</b>				
<b>Particulars</b>	<b>30-09-2021</b>	<b>31-03-2021</b>	<b>31-03-2020</b>	<b>31-03-2019</b>
<b>A) Other Non-Current investments</b>				
Equity Shares of Cyan Textile Pvt Ltd	2,98,30,172	2,93,94,942	-	-
<b>Total</b>	<b>2,98,30,172</b>	<b>2,93,94,942</b>	-	-
<b>Annexure – I.12</b>				
<b>Restated Statement of Long-Term Loans &amp; Advances</b>				
<b>Particulars</b>	<b>30-09-2021</b>	<b>31-03-2021</b>	<b>31-03-2020</b>	<b>31-03-2019</b>
A) Security Deposits with Government Department	74,82,928	73,12,652	73,20,323	53,68,025
B) Fixed Deposit with Bank	35,95,883	35,95,883	31,45,628	98,90,376
C) Security Deposit AVVNL	-	-	13,23,959	8,16,837
D) Cybernetics	-	-	5,000	5,000
E) Mobile security	-	-	3,500	3,500
F) Telephone security	-	-	6,315	6,315
G) National Filling	-	-	5,00,024	-
<b>Total</b>	<b>1,10,78,811</b>	<b>1,09,08,535</b>	<b>1,23,04,748</b>	<b>1,60,90,053</b>
<b>Annexure – I.13</b>				
<b>Restated Statement of Other Non-current Assets</b>				
<b>Particulars</b>	<b>30-09-2021</b>	<b>31-03-2021</b>	<b>31-03-2020</b>	<b>31-03-2019</b>
Advance Payments for capital goods	96,85,925	4,25,81,262	-	-
Others (Preoperative Expenses)	55,85,733	21,93,885	5,69,325	1,01,850
<b>Total</b>	<b>1,52,71,658</b>	<b>4,47,75,147</b>	<b>5,69,325</b>	<b>1,01,850</b>
<b>Annexure – I.14</b>				
<b>Restated Statement of Inventories</b>				
<b>Particulars</b>	<b>30-09-2021</b>	<b>31-03-2021</b>	<b>31-03-2020</b>	<b>31-03-2019</b>
A) Raw Material [At Cost]	3,05,13,220	2,06,04,553	63,84,086	85,60,820
B) Grey Fabrics [At Cost Inclusive of Allocable O/H]	13,68,48,560	14,13,18,773	14,65,31,050	11,19,38,832
C) Finish Fabrics [At Lower of Cost or Market Value]	14,28,89,120	14,37,83,591	15,07,45,116	10,92,69,542
D) Stores & Spares [At Cost]	8,71,081	9,00,145	6,95,398	9,48,188
Work-In-Progress				
<b>Total</b>	<b>31,11,21,981</b>	<b>30,66,07,062</b>	<b>30,43,55,650</b>	<b>23,07,17,382</b>
<b>Annexure – I.15</b>				
<b>Restated Statement of Trade Receivables</b>				
<b>Particulars</b>	<b>30-09-2021</b>	<b>31-03-2021</b>	<b>31-03-2020</b>	<b>31-03-2019</b>
<b>Debts outstanding for a period exceeding six months from the date they became due for payment</b>				
Secured & Considered Good		-	-	-
Unsecured & Considered Good	8,25,144	5,26,951	-	-
<b>Other Receivables</b>				
Secured & Considered Good		-	-	-
Unsecured & Considered Good	12,60,89,382	13,09,43,154	13,63,78,688	12,98,95,277
<b>Total</b>	<b>12,69,14,526</b>	<b>13,14,70,105</b>	<b>13,63,78,688</b>	<b>12,98,95,277</b>
<b>Annexure – I.16</b>				
<b>Restated Statement of Cash and Cash Equivalents</b>				
<b>Particulars</b>	<b>30-09-2021</b>	<b>31-03-2021</b>	<b>31-03-2020</b>	<b>31-03-2019</b>
Cash In Hand	4,529	2,72,337	12,15,819	1,03,328
Balance With Bank (in Current Accounts)	6,02,714	2,16,279	90,995	4,15,924
<b>Total</b>	<b>6,07,243</b>	<b>4,88,616</b>	<b>13,06,814</b>	<b>5,19,251</b>
<b>Annexure – I.17</b>				
<b>Restated Statement of Short-Term Loans and Advances</b>				
<b>Particulars</b>	<b>30-09-2021</b>	<b>31-03-2021</b>	<b>31-03-2020</b>	<b>31-03-2019</b>
<b>Loans and Advances to others Unsecured, Considered good</b>				
TCS Receivable	6,12,687	3,50,488	-	-
TDS Receivable	30,93,103	19,25,655	68,21,275	66,05,929
TUFF Subsidy Receivable	1,12,58,447	1,12,58,447	91,68,447	69,96,985
RIPS Subsidy Receivable	77,42,101	81,81,786	68,65,885	43,30,718



Prepaid Expenses	-	2,31,094	2,31,094	1,03,500
Interest accrued on AVVNL deposit	-	4,08,225	4,84,312	30,077
Short Term Deposit with Bank	-	-	1,01,50,081	-
AVVNL Deposit Short Term				6,14,142
Advance/Loan to employees	7,90,243	1,84,699	8,64,088	1,63,839
Duties and Taxes for GST	-	14,45,390	1,27,79,911	1,50,27,766
Job Charges Receivable			21,07,458	
Advance to RIICO Ltd.			2,919	2,919
Security Deposit	-	-	-	-
Loans and Advances to others	1,19,74,091	1,19,87,365	1,15,06,363	22,01,414
<b>Total</b>	<b>3,54,70,672</b>	<b>3,59,73,149</b>	<b>6,09,81,833</b>	<b>3,60,77,289</b>

**Annexure – I.18**

**Restated Statement of Other Current Assets**

Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Income Tax Paid for last Year	-	-	-	-
Interest Receivable	-	-	-	-
TDS Receivable	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Annexure –II.1**

**Restated Statement of Revenue from operations**

Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Finish Fabrics [Net]	2,04,87,563	23,23,25,335	34,70,44,671	32,37,70,588
Grey Sales [Net]	75,80,64,180	18,86,50,421	15,72,84,245	12,48,31,373
Job Weaving Receipts	3,77,16,213	14,92,53,608	29,76,02,550	30,52,68,811
Yarn sales	7,72,434	2,84,55,004	19,39,643	88,68,218
<b>Total</b>	<b>81,70,40,390</b>	<b>59,86,84,368</b>	<b>80,38,71,110</b>	<b>76,27,38,990</b>

**Annexure –II.2**

**Restated Statement of Revenue from Other Income**

Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Other Interest Income	-	11,11,456	9,76,661	10,19,478.69
Scrap sales	1,45,214	14,32,254	16,51,014	-
Interest on Securities AVVNL	-	-	33,419	-
Insurance Claim	-	1,18,512	-	-
Revenue Recognition of Capital Subsidy	-	8,09,782	-	-
Profit/(Loss) on Sale of Fixed Assets	-	-	-	4,09,145
<b>Total</b>	<b>1,45,214</b>	<b>34,72,004</b>	<b>26,61,094</b>	<b>14,28,624</b>

**Annexure –II.3**

**Restated Statement of Cost of Materials Consumed**

Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Opening Stock [Yarn]	2,06,04,553	44,92,301	2,04,30,304	89,50,215
Opening Stock [Gray]	14,13,18,773	13,12,88,622	10,00,69,348	8,84,00,249
Add:- Purchases [Less: Return, Discounts, Claims and Shortage]	64,47,75,123	15,40,80,145	24,67,063	6,29,80,270
Add:- Freight , Octroi and Cartage	-	-	-	-
Add:- Grey Fabric Purchase [Net]	-	3,35,72,075	16,02,70,944	7,86,69,470
<b>TOTAL</b>	<b>80,66,98,449</b>	<b>32,34,33,143</b>	<b>28,32,37,659</b>	<b>23,90,00,204</b>
Less: Closing Stock [Yarn]	3,05,13,220	2,06,04,553	63,84,086	85,60,820
Less: Closing Stock [Grey]	13,68,48,560	14,13,18,773	14,65,31,050	11,19,38,832
<b>Cost of Material Consumed</b>	<b>63,93,36,669</b>	<b>16,15,09,817</b>	<b>13,03,22,523</b>	<b>11,85,00,552</b>

**Annexure –II.4**

**Restated Statement of Purchase of Stock in Trade**

Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Finish Fabric Purchase [Net]	1,17,86,951	24,39,43,418	34,93,51,228	30,61,88,219
<b>TOTAL</b>	<b>1,17,86,951</b>	<b>24,39,43,418</b>	<b>34,93,51,228</b>	<b>30,61,88,219</b>

**Annexure –II.5**

**Restated Statement of Change in Inventory**

Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Opening Stock				
Finished Goods	14,37,83,591	12,06,90,202	10,92,69,542	9,64,69,609
<b>TOTAL</b>	<b>14,37,83,591</b>	<b>12,06,90,202</b>	<b>10,92,69,542</b>	<b>9,64,69,609</b>
Less: Closing Stock				
Finished Goods	14,28,89,120	14,37,83,591	15,07,45,116	10,92,69,542
<b>Total</b>	<b>8,94,471</b>	<b>(2,30,93,389)</b>	<b>(4,14,75,574)</b>	<b>(1,27,99,933)</b>

### Annexure –II.6

#### Restated Statement of Manufacturing Expenses

Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Stores & Spares	33,40,164	74,16,553	86,22,909	55,77,965
Electric Expenses	2,29,228	5,12,780	4,10,953	15,72,694
Power Expenses	4,32,30,364	5,81,99,675	10,46,68,921	10,44,15,297
Oil & Lubricant	7,92,197	7,87,621	13,18,482	8,12,999
Repair & Maintenance Expenses	5,57,318	5,89,279	6,38,628	9,03,062
Transport Expenses	1,04,89,742	60,58,130	1,60,60,615	2,03,72,350
Fire and Fitting Expenses	-	12,376	40,426	1,35,594
Factory Expenses	24,143	30,485	41,556	10,11,363
Job Charges	-	1,55,000	97,000	56,29,183
Freight Cartage on stores	-	-	22,684	-
Processing charges	-	20,556	2,30,862	26,92,256
Water Expenses	3,11,682	-	-	-
Insurance	-	-	1,92,900	51,175
Diesel	-	-	-	28,546
<b>Total</b>	<b>58974837.64</b>	<b>73782454.32</b>	<b>132345934.65</b>	<b>143202483.01</b>

### Annexure –II.7

#### Restated Statement of Employees Benefit Expenses

Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Salary Paid	51,99,189	1,16,89,081	2,66,22,167	2,40,52,364
Wages Paid	1,77,26,322	1,75,20,371	2,70,81,111	2,52,08,005
Bonus & Ex gratia	-	9,33,000	14,31,484	14,95,804
Staff & Labour Welfare	1,22,525	44,970	24,392	57,984
P.F. & E.S.I. Contribution	10,09,348	12,14,972	23,51,302	21,61,396
Provision for Gratuity	71,38,507	-	-	-
<b>Total</b>	<b>3,11,95,891</b>	<b>3,14,02,394</b>	<b>5,75,10,456</b>	<b>5,29,75,553</b>

### Annexure –II.8

#### Restated Statement of Other Expenses

Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
<b>A) ADMINISTRATIVE EXPENSES</b>		-	-	-
Audit Fees	-	50,000	89,000	80,000
Stock Audit Expenses	27,000	12,000	30,000	-
Govt. License Fees	-	1,47,852	34,500	1,91,116
Legal & Consultancy	2,25,186	9,51,465	8,02,479	5,02,955
Insurance Expenses	3,79,171	19,78,112	11,55,778	6,69,438
Rates & Taxes	-	66,739	1,000	5,55,607
Telephone & Mobile Expenses	9,722	38,627	85,537	52,761
Printing & Stationery	1,90,304	2,27,568	1,74,169	2,87,847
Water Expenses	1,17,195	39,105	95,247	2,43,699
Vehicle Expenses	2,29,878	8,81,820	5,23,255	7,42,203
Computer & Printer Rep. exp.	2,54,402	1,01,928	1,13,753	2,75,365
Membership Fees	10,450	17,450	12,450	14,450
Office Rent	1,95,000	90,000	3,30,000	3,06,000
Donation exp.	1,698	1,55,500	42,300	35,910
Advertising Expenses	-	-	8,000	1,02,654
Festival Expenses	-	1,36,367	2,44,460	2,20,774
Office & General Expenses	1,22,701	66,736	79,428	82,204
Director salary a/c	36,00,000	51,30,000	54,24,000	39,00,000
Demand of income tax	-	-	-	25,714
Demand of service tax	-	-	-	6,221
GST and other late fees	3,200	18,215	17,850	15,950
ESIC Demand	-	-	8,939	-
Loss on Sale of Car	-	-	7,323	-
License Fees	-	-	43,500	-
Covid-19 Expense	-	15,00,990	1,00,000	-
Conveyance Expenses	-	-	13,998	1,60,125
Sales Tax Demand	-	-	-	65,530
Office Expenses	-	-	-	1,11,263
Provident Fund Demand	-	-	-	65,420
Miscellaneous Expense W/O	-	-	32,525	1,24,645
<b>Total</b>	<b>53,65,906</b>	<b>1,16,10,474</b>	<b>94,69,492</b>	<b>88,37,851</b>
<b>B) SELLING &amp; DISTRIBUTION EXPENSES</b>				
Job & Agency Commission	2,65,415	8,96,710	24,57,939	6,85,098
Tour & Travelling Expenses	67,868	1,52,278	2,24,587	3,39,518



Grading & Packing Expenses	68,114	1,05,317	4,48,620	8,87,447
Advertising and Sales Promotion Exp	62,075	-	-	-
Freight & Cartage (on Sale)	-	-	-	1,25,411
Rate difference	-	-	1,07,034	193
<b>Total</b>	<b>4,63,472</b>	<b>11,54,305</b>	<b>32,38,180</b>	<b>20,37,667</b>
<b>Total</b>	<b>58,29,378</b>	<b>1,27,64,779</b>	<b>1,27,07,672</b>	<b>1,08,75,518</b>

#### Annexure –II.9

##### Restated Statement of Financial Charges

Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Interest On Term Loan	1,16,87,715	1,45,64,278	2,69,08,556	2,19,55,982
Interest Paid to Bank on CC Limit	44,72,582	97,32,438	2,03,85,540	1,54,77,238
Interest On Car Loan	1,56,899	4,00,906	3,43,891	7,33,274
Interest on others	-	-	7,43,282	2,08,784
Bank Charges	1,61,208	2,31,347	4,21,553	61,007
Interest On Unsecured Loan	71,964	30,77,447	34,49,163	26,51,832
Processing & Stamping	-	11,60,901	7,87,142	10,29,861
Interest on truck loan	95,170	3,14,617	5,02,810	4,71,680
<b>Total</b>	<b>1,66,45,538</b>	<b>2,94,81,934</b>	<b>5,35,41,938</b>	<b>4,25,89,657</b>

#### Annexure –II.10

##### Restated Statement of Provision for Taxation

Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Current Tax	1,03,16,675	64,15,387	71,08,196	59,99,075
Deferred Tax	(36,42,264)	(6,32,334)	2,90,247	2,91,074
<b>Total</b>	<b>66,74,411</b>	<b>57,83,053</b>	<b>73,98,443</b>	<b>62,90,149</b>

#### Annexure IV

##### A. Background of the company:

Swaraj Suiting Limited is a company which has been in the textile sector since 2003. The company is mainly into manufacturing and trading of Grey Fabrics, Finished Fabrics and Yarns. The Company has a production capacity of more than 18 million meters of fabric per annum. They are awarded numerous times for their quality fabric and usage of the latest technology in the textile sector. They are amongst the few companies using solar energy to save the environment by having a rooftop solar plant with a capacity of more than 1 MW.

##### B. Statement of Significant Accounting Policies

###### 1.1 Basis of Preparation of Consolidated Financial Statements:

The Restated consolidated financial statements of Swaraj Suiting Limited and its associate company Cyan Textile Private Limited 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 with rule 7 of the companies (Accounts) rules 2015.

The financial statements are prepared on accrual basis under the historical cost convention and evaluated on a going concern basis. The financial statements are presented in Indian rupees.

###### 1.2 Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognized in the current and future periods.

###### 1.3 Fixed Assets:

Fixed Assets are stated at cost less depreciation. The cost of an asset comprises its purchase price and directly attributable expenses. Expenditure for addition and improvements are capitalized as and when incurred.

###### 1.4 Depreciation:

Depreciation of tangible fixed assets has been provided by Straight Line Method over the useful life of assets as mentioned in schedule II of companies Act, 2013.

### 1.5 **Revenue Recognition:**

Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is reasonably certain, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably and stated net of Goods & Services Tax, trade discounts and rebates. Interest income is recognized on time proportion basis, taking into account outstanding amount and the applicable interest rate.

### 1.6 **Taxes on Income:**

Provision for current tax is made in terms of provisions of the Income Tax Act, 1961. Minimum Alternate Tax credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

Deferred tax on account of timing difference between taxable and accounting income is provided considering the tax rates and tax laws enacted or substantively enacted by Balance sheet date, the deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

### 1.7 **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. Diluted earnings per share is calculated by dividing net profit attributable to equity Shareholders (after adjustment for diluted earnings) by average number of weighted equity shares outstanding during the year.

### 1.8 **Provisions/Contingencies:**

A provision is recognized when there is a present obligation as a result of past event, and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined (as provided/charged to the Statement of Profit and Loss) based on estimate of the amount required to settle the obligation at the Balance Sheet date and are not discounted to present value. Contingent assets are neither recognized nor disclosed in the financial statements.

### 1.9 **Borrowing Cost:**

Borrowing Cost attributable to the acquisition or construction of a qualifying asset is capitalized as part of the cost of the asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

### 1.10 **Inventory:**

The stock of Work-in-progress and finished goods has been valued at the lower of cost and net realizable value. The cost has been measured on the standard cost/moving average/FIFO basis as applicable and includes cost of materials and cost of conversion.

Merchandise received under consignment and concessionaire arrangements belong to the consignors/concessionaires and are therefore excluded from the Company's inventories.

All other inventories of stores, consumables, raw materials are valued at cost.

### 1.11 **Foreign Currency Transactions:**

There is foreign currency outward transaction in this company and Associate / Subsidiary Company (year wise transaction mention at point no VIII)

### 1.12 **Segment Information:**

Based on the principles for determination of segments given in Accounting Standard 17 "Segment Reporting" issued by accounting standard notified by Companies (Accounting Standard) Rules, 2008, the company is mainly engaged in the activity surrounded with main business of the Company hence there is no reportable segment.

### 1.13 **Impairment of Assets:**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss Account in the year in which as the asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

The Company is regularly depreciating its Fixed Assets which is rendering its balance at WDV at realisable value. Hence Fixed Assets are properly valued and depreciated; therefore, there is no requirement for treatment of impairment of assets.

The company found no indication that any asset may be impaired. Therefore, there was no need to determine impairment Loss. Other disclosure requirements as per mandatory Accounting Standard AS – 28 are not applicable in the case of the company.

**1.14 Prior Period Expenditure:**

The change in estimate due to error or omission in earlier period is treated as prior period items. Amount related to previous year arises / settled during the year have been debited / credited to respective heads as per consistent policy adopted by the company every year.

**1.15 Extra Ordinary Items:**

The income or expenses that arise from event or transactions which are clearly distinct from the ordinary activities of the Company and are not recurring in nature are treated as extra ordinary items. The extra ordinary items are disclosed in the statement of profit and loss as a part of net profit or loss for the period in a manner so as the impact of the same on current profit can be perceived.

**1.16 Impact of Covid19:**

On the basis of assessment of the impact of the outbreak of COVID-19 on business operations of the entity, the entity's management may conclude that no adjustment are required in the financial statement as it does not impact the current financial year. However, the situation with COVID-19 is still evolving. Also, some of the various preventive measures taken are still in force, leading to highly uncertain economic environment. Due to these circumstances, the management's assessment of the impact on the subsequent period is dependent upon the circumstances as they evolve.

**1.17 Employee Benefits:**

Provision for liabilities in respect to gratuity benefits is made as on 30.09.2021. It is recognized as an expense in the statement of Profit & Loss account on the basis of valuation as provided by the actuary. .

### Annexure –V

**Notes to the Re-stated Financial Statements:**
**I. 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.

**II. Material Regroupings:**

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

**III. Material Adjustments in Restated Profit & Loss Account:**

Particulars	For the FY ended			
	30-09-2021	31-03-2021	31-03-2020	31-03-2019
<b>Profit After Tax as per Books of Accounts</b>	<b>24,357,828</b>	<b>2,61,14,382</b>	<b>3,53,23,479</b>	<b>2,18,49,076</b>
Adjustment for provision of Depreciation		-	-	-
Adjustment for provision of Gratuity	(7,138,507)			
Adjustment for provision of Income Tax	(1,758,525)	-	-	-
Adjustment for provision of Deferred Tax	3,642,264	6,32,334	1,08,257	9,990
<b>Profit After Tax as per Restated</b>	<b>19,103,059</b>	<b>2,67,46,715</b>	<b>3,54,31,737</b>	<b>2,18,59,066</b>

**IV. 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 Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March, 2021 as Micro, Small or Medium enterprises. Consequently, the amount paid/payable to these parties could not be ascertainable.

There are no micro and small enterprises, as defined in the micro and small enterprises development act, 2006, to whom the company owes dues on account of principal amount together with the interest and accordingly no additional disclosures have been made. The above information regarding micro and small enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.

- V. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.
- VI. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.
- VII. 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.

**VIII. Expenditure in Foreign Currency: (Rs in Lakhs)**

Company	2020-2021	2019-2020	2018-2019
Swaraj Suiting Limited	3.33 (Capital Nature)	Nil	Nil
Cyan Textile Private Limited	Nil	Nil	839.91 (Capital Nature)

- IX. **Earnings in Foreign Exchange:** Nil
- X. **Leave Encashment [AS-15]**  
Accounting Standard (AS) – 15 issued by ICAI is Mandatory. However, the company has not made provision for leave encashment benefit on retirement of employee as the quantum of liability is not ascertainable due to the availability of leave encashment benefit and availment of leave any time during the service period.
- XI. **Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits**  
Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.
- XII. **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.
- XIII. **Examination of Books of Accounts & Contingent Liability**  
The list of books of accounts maintained is based on information provided by the assessee 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.
- XIV. **Director Personal Expenses**  
There are no direct personal expenses debited to the profit and loss account.
- XV. **Deferred Tax Asset / Liability: [AS-22]**  
The company has created Deferred Tax Asset / Liability as required by Accounting Standard (AS) - 22.



## ANNEXURE –VI

### Statement of Accounting & Other Ratios, As Restated

Particulars	30-09-2021	31-03-2021	31-03-2020	31-03-2019
Net Profit as Restated	1,91,03,059	2,67,46,716	3,54,31,736	2,18,59,066
Add: Depreciation	2,67,44,398	3,98,35,196	6,93,97,847	7,47,77,423
Add: Interest on Loan	-	11,60,901	7,87,142	10,29,861
Add: Income Tax	66,74,411	57,83,053	73,98,443	59,99,075
<b>EBITDA</b>	<b>5,25,21,868</b>	<b>7,35,25,866</b>	<b>11,30,15,169</b>	<b>10,36,65,426</b>
<b>EBITDA Margin (%)</b>	<b>6.43%</b>	<b>12.21%</b>	<b>14.01%</b>	<b>13.57%</b>
Net Worth as Restated	45,19,20,717	38,23,98,428	30,74,34,308	26,10,87,136
<b>Return on Net worth (%) as Restated</b>	<b>4.23%</b>	<b>6.99%</b>	<b>11.52%</b>	<b>8.37%</b>
Equity Share at the end of year (in Nos.)	25,14,265	22,30,265	19,38,345	19,38,345
Weighted No. of Equity Shares	25,14,265	22,30,265	19,38,345	19,38,345
<b>Basic &amp; Diluted Earnings per Equity Share as Restated</b>	<b>7.60</b>	<b>11.99</b>	<b>18.28</b>	<b>11.28</b>
<b>Net Asset Value per Equity share as Restated</b>	<b>179.74</b>	<b>171.46</b>	<b>158.61</b>	<b>134.70</b>

Note: -

EBITDA Margin = EBITDA/Total Revenues

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 / 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

Particulars	Pre-Issue	Post Issue*
	30-09-2021	
<b>Debt:</b>		
Short Term Debt	17,49,41,728	17,49,41,728
Long Term Debt	20,63,27,855	20,63,27,855
<b>Total Debt</b>	<b>38,12,69,583</b>	<b>38,12,69,583</b>
<b>Shareholders' Funds</b>		
Equity Share Capital	2,51,42,650	7,20,01,300
Reserves and Surplus	42,67,78,067	50,99,64,217
Less: Misc. Expenditure	-	-
<b>Total Shareholders' Funds</b>	<b>45,19,20,717</b>	<b>58,19,65,517</b>
<b>Long Term Debt/Shareholders' Funds</b>	<b>0.46</b>	<b>0.35</b>
<b>Total Debt/Shareholders Fund</b>	<b>0.84</b>	<b>0.66</b>

\* Assuming Full Allotment of IPO shares

## ANNEXURE –VIII

### Statement of Tax Shelter, As Restated

Particulars	CONSOLIDATED FINANCIAL STATEMENT			
	30-09-2021	31-03-2021	31-03-2020	31-03-2019
<b>Profit Before Tax as per books of accounts (A)</b>	<b>2,57,77,471</b>	<b>3,25,29,769</b>	<b>4,28,30,180</b>	<b>2,78,58,142</b>
-- Normal Tax rate	25.00%	25.00%	25.00%	25.00%
-- Minimum Alternative Tax rate	15.00%	15.00%	15.00%	18.50%
	-	-	-	-
<b>Permanent differences</b>	-	-	-	-
Other adjustments	-	-	-	-
Prior Period Item	-	-	-	-
Donation Disallowances	-	-	-	-
<b>Total (B)</b>	-	-	-	-
	-	-	-	-
<b>Timing Differences</b>	-	-	-	-
Depreciation as per Books of Accounts	2,67,44,398	3,98,35,196	6,93,97,847	7,47,77,423
Depreciation as per Income Tax	1,99,80,872	4,50,30,513	6,43,95,782	7,17,64,766
Difference between tax depreciation and book depreciation	67,63,526	(51,95,317)	50,10,687	30,12,657
Other adjustments	71,38,507	(40,41,968)	(1,47,57,072)	(2,95,840)
Foreign income included in the statement	-	-	-	-



<b>Total (C)</b>	1,39,02,033	(92,37,285)	(97,46,385)	27,16,817
<b>Net Adjustments (D = B+C)</b>	1,39,02,033	(92,37,285)	(97,46,385)	27,16,817
<b>Total Income (E = A+D)</b>	<b>3,96,79,503</b>	<b>2,32,92,484</b>	<b>3,30,83,795</b>	<b>3,05,74,959</b>
Brought forward losses set off (Depreciation)	-	-	-	-
Tax effect on the above (F)	-	-	-	-
<b>Taxable Income/ (Loss) for the year/period (E+F)</b>	<b>3,96,79,503</b>	<b>2,32,92,484</b>	<b>3,30,83,795</b>	<b>3,05,74,959</b>
Tax payable as per normal rates	99,19,880	58,23,121	82,70,949	76,43,740
Tax payable as per MAT	38,66,621	48,79,465	64,24,527	51,53,756
Tax payable as per normal rates or MAT (whichever is higher)	99,19,880	58,23,121	83,09,651	80,15,971
Add : Surcharge	-	4,07,618	5,42,237	5,35,062
Add: Cess	3,96,795	2,49,230	3,54,076	3,42,041
Total Tax (Including cess and Surcharge)	1,03,16,675	64,79,969	92,05,963	88,93,074
Less : MAT Credit	-	64,582	20,97,767	31,85,073
<b>Tax expense recognised</b>	<b>1,03,16,675</b>	<b>64,15,387</b>	<b>71,08,196</b>	<b>57,08,001</b>
<b>Tax expense recognised in P&amp;L</b>	<b>1,03,16,675</b>	<b>64,15,387</b>	<b>71,08,196</b>	<b>57,08,001</b>
Tax payable as per normal rates or MAT (whichever is higher)	<b>Income Tax</b>	<b>Income Tax</b>	<b>Both</b>	<b>Both</b>

#### 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.

<b>Name of the key managerial personnel/Entity</b>	<b>Relationship</b>
Mohammad Sabir Khan	Managing Director
Nasir Khan	Whole Time Director
Samar Khan	Whole Time Director
Prakash Chandra Jain	Chief Financial Officer
Rahul Kumar Verma	Company Secretary
Mohammad Suhail Alim Khan Parihar Zahida Panihar Shabana Akhlak Madni Aliya Khan Mohammed Yakub Seema Jain	Relative of Directors and KMP
Cyan Textile Private Limited Divine Suiting Private Limited Sakina Textiles Private Limited Gomoto Textile Private Limited Swaraj Sulz Private Limited Ahinsa Business Ventures Private Limited Satyanam Texpark Private Limited Jamuna Synthetics Private Limited Shivganga Suiting Private Limited	Company owned or significantly influenced by KMP

##### Transactions with Directors/KMP :

<b>Particulars</b>	<b>30-09-2021</b>	<b>31-03-2021</b>	<b>31-03-2020</b>	<b>31-03-2019</b>
<b>Remuneration/Salary</b>				
Mohammad Sabir Khan	12,00,000	17,25,000	15,00,000	13,20,000
Samar Khan	12,00,000	17,25,000	15,00,000	13,20,000
Nasir Khan	12,00,000	16,65,000	14,40,000	12,60,000
Rahul Kumar Verma	2,31,000	1,15,500	-	-
Prakash Chandra Jain	2,00,400	6,47,500	-	-
<b>Loan Taken</b>				
Mohammad Sabir Khan	15,50,000	10,70,000	87,25,000	46,70,000
Samar Khan		2,75,000	8,50,000	-
Nasir Khan	22,50,000	-	-	-
<b>Loan Repaid</b>				
Mohammad Sabir Khan	80,000	12,05,560	1,03,96,240	43,65,000
Samar Khan		5,25,000	6,00,000	11,25,000
Nasir Khan	25,95,000	-	-	-
<b>Transactions with Relative of Directors/KMP :</b>				
<b>Particulars</b>	<b>30-09-2021</b>	<b>31-03-2021</b>	<b>31-03-2020</b>	<b>31-03-2019</b>
<b>Remuneration/Salary paid</b>				
Aliya Khan	6,00,000	6,69,000	4,92,000	1,80,000



Shabana Akhlak Madni	2,00,000	4,00,000	-	3,36,000
Alim Khan Parihar	1,60,000	4,80,000	-	3,60,000
Zahida Panihar	2,00,000	4,80,000	-	3,60,000
Seema Jain	1,60,800	-	-	-
<b>Transactions with Associates/Sister Concern :</b>				
<b>Particulars</b>	<b>30-09-2021</b>	<b>31-03-2021</b>	<b>31-03-2020</b>	<b>31-03-2019</b>
<b>Remuneration/Salary paid</b>				
<b>Sale</b>				
Cyan Textile Private Limited	-	3,94,28,489	3,65,72,390	4,69,66,048
<b>Purchase</b>				
Swaraj Sulz Private Limited		7,77,54,949		
Divine Suiting Private Limited				6,47,000
Cyan Textile Private Limited		1,04,00,926		60,34,000
<b>Loan Taken</b>				
Gomoto Textile Private Limited		6,43,664	7,25,000	
Divine Suiting Private Limited	5,00,000	2,52,44,672		
<b>Loan Repaid</b>				
Gomoto Textile Private Limited		6,43,664	1,05,27,297	
Divine Suiting Private Limited		2,52,44,672		
<b>Interest Paid</b>				
Divine Suiting Private Limited		2,44,672		
Gomoto Textile Private Limited		11,306	2,32,808	
<b>Unsecured Loans Received</b>		-	-	-
<b>Job Charges Paid</b>				
Cyan Textile Private Limited	-	-	-	49,07,000
<b>Job Charges receivable</b>				
Cyan Textile Private Limited	58,12,547	-	-	-
<b>Sales Of investment</b>				
Gomoto Textile Private Limited	-	1,00,00,080	-	-

**ANNEXURE –X**

**Statement of Dividends**

No Dividend Paid till Date

**ANNEXURE –XI**

**Changes in the Significant Accounting Policies**

There have been no changes in the accounting policies of the company for the period covered under audit.

**ANNEXURE –XII**

**Contingent Liabilities:**

There have been no contingent liability of the company as on September 30, 2021.

## FINANCIAL INDEBTEDNESS

### STATEMENT OF FINANCIAL INDEBTNESS

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of the issuer Company, Swaraj Suiting 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 30<sup>th</sup> Sep 2021 are as mentioned below:

Nature of Borrowing	Outstanding as on March 31, 2021	Outstanding as on 30.09.2021
<b>Secured Loan</b>		
Term Loans	27,36,19,603	23,20,04,971
Working Capital Facility	10,14,53,491	10,97,81,371
-Fund Based car & vehicle loan	84,15,367	61,12,851
<b>Unsecured Loan</b>	3,53,55,112	3,33,70,388
<b>Total</b>	<b>41,88,43,573</b>	<b>38,12,69,581</b>

#### A. Secured Loans

Name of Lender	Purpose	Sanctioned Amount (Rs.)	Outstanding as on March 31, 2021	Outstanding as on 30.09.2021
State Bank of India, Industrial Estate Branch, Bhilwara	Cash Credit	110000000.00	101453491.10	109781371.78
State Bank of India, Industrial Estate Branch, Bhilwara	Term Loan (Modified Sanction Limit 35700000 vide dated 24.03.2021)	64500000.00	32327145.00	26848587.05
Bank of Baroda, SME Branch, Pur Road, Bhilwara	Term Loan	176000000.00	134336572.80	125978246.11
State Bank of India, Industrial Estate Branch, Bhilwara	CCECL	11000000.00	8560000.00	4929616.00
State Bank of India, Industrial Estate Branch, Bhilwara	GECL	41900000.00	36500000.00	36722000.00
HDFC Bank Limited, Senapati Bapat Marg, Mumbai	Auto Loan	3600000.00	32,10,308.85	2794475.87
Bank of Baroda, SME Branch, Pur Road, Bhilwara	BGECLS	27800000.00	27789232.66	27789204.65
Bank of Baroda, SME Branch, Pur Road, Bhilwara	Term Loan Solar	10500000.0	10499999.68	9737317.65
State Bank of India, Industrial Estate Branch, Bhilwara	Term Loan (Modified Sanction Limit 23800000 vide dated 24.03.2021)	160000000.0	23606653.00	0.00
HDFC Bank Limited	Auto Loan	7,50,000.00	164864.21	24698.19
ICICI CAR & VEHICLE LOAN	Auto Loan	1,26,59,000.00	5040194.00	3293677.10
BANK OF BARODA	Bank Guarantee	1,75,00,000	-	-
<b>Sub Total</b>			<b>383488461.30</b>	<b>347899194.51</b>

#### B. Unsecured Loans:

Name of Lender	Purpose	Re-Payment Terms	Outstanding as on March 31, 2021	Outstanding as on 30.09.2021
Fashion Suiting	Working Capital Loans	On Demand	50,66,575.00	5060575.00
Gomoto Textile			10,458.00	10458.00
Axis Bank Ltd.			13,63,370.00	1021616.68
Fullerton India			10,94,316.00	497784.00
Murarka Suitings			1,11,46,466.00	11000000.00
Sarvodaya India Ltd			15,19,972.00	1500000.00
Arvind Limited			1,51,53,955.00	10159955.00
Mohammad Sabir			0.00	1125000.00
Divine Suiting Pvt Ltd			0.00	500000.00
Manoj Tex Fab India Pvt Ltd			0.00	2495000.00
<b>Subtotal</b>			<b>3,53,55,112.00</b>	<b>33370388.68</b>

**A. Axis Bank**

Facility	Working Capital
Loan Limit	Rs.20 Lakh
Date of Sanction	21/11/2019
Rate of Interest	1 Year MCLR (08.25%) + spread (07.25%) =15.50 %
Re payment Terms	36 Monthly Installment, (35 Installment of Rs. 69,821/- and last one is Rs.69,837/-) Commence from 20.12.2019

**B. Fullerton**

Facility	Working Capital
Loan Limit	Rs.20,10,868/-
Date of Sanction	19.12.2019
Rate of Interest	17 %
Re payment Terms	25 Monthly Installment (01 <sup>st</sup> Installment is Rs.1,13,666/-, next 23 installment is Rs. 99,422/- and last one is Rs.99,419/-) Commence from 04.01.2020

**For S.K. Toshniwal and Co.**  
**Chartered Accountants**  
**Firm's Registration Number 008852C**

**S/d-**

**CA Sunil Kumar Toshniwal**  
**Partner**  
**Membership No.: 078136**  
**Place of Signature: Bhilwara**  
**Date: 05.02.2022**

**Details Terms of Secured Loan**

## 1. State Bank of India:

Facility	Cash Credit
Loan Limit	11 Cr.
Date of Sanction	14.07.2011
Rate of Interest	05.10%+6.65%(EBLR)=11.75% (Pricing Proposal is under process)
Re payment Terms	Repayable on Demand
Security offered	
Primary Security	<p>(1) First pari-passu charge by of Equitable Mortgage of Immovable Properties situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh, together with Building structure thereon and attached plant and machinery of the company, both present &amp; future</p> <p>(2) First pari-passu charge by of Hypothecation of entire current assets (stocks, stores, book debts etc.) and entire fixed assets (Plant &amp; Machineries &amp; Other Movable and immovable Assets) both present and future, lying at factory/ unit situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh,</p> <p>(3) Exclusive charge on Cash Margin in the form of FDR @25 % for Bank Guarantee limit of Rs. 0.49 Crs.</p>
Collateral Security	<p>i. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Commercial land &amp; Building situated at Plot No. 33, (admeasuring 69.67 sq yds), Factory area , Nagori Garden , Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>ii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Property (open plots) situated at Plot No. 115, 116 &amp; 117, Aaraji No 348/117MI, Near WITTY International School, Revenue Village: Odo Ka Khera, Bhilwara (admeasuring 1225 Sq Feet each), in the name of Mr. Mohammed Sabir Khan.</p> <p>iii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of residential land located at Khasra No. 470/1, 1509/470 and 1511/470 situated at Pur Road, Industrial Estate, Bilia khurd, Tehsil and District Bhilwara in the name of Company, admeasuring 27,680.97 sq. feet.</p> <p>iv. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential House at B-332 &amp; B-333, R.K. Colony, Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>v. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-1,2 &amp; 3/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vi. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-4,5 &amp; 6/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Industrial plot converted out of land located at Aaraji no. 423, 424, 425, 429 situated at Village-Tkhatpura, tehsil Hamirgarh, District Bhilwara admeasuring 10749 Sq. Mtr., belonging to M/s Cyan Textile Private Limited formerly known as M/s Modway Suiting Private Limited, associate concern of the company.</p> <p>viii. The BOB Consortium have Parri-Passu 1st charge by way of lien on FDRs in the name of the Company. The FDR is valued at Rs. 0.10 Crs.&amp; Rs. 0.03 Crs..</p>



	ix. The Bank of Baroda have exclusive charge by of lien on FDR of Rs.0.12 Crs. in the name of the Company.
Personal Guarantee	Mohammed Sabir Khan, Nasir Khan, Samar Khan
Corporate Guarantee	Gomoto Textile Private Limited, Sakina Textile Private Limited, Cyan Textile Private Limited, Divine Suiting Private Limited
Any Non-compliance Of sanctioned terms	-

2. State Bank of India:

Facility	Term Loan
Loan Limit	06.45 Cr.
Date of Sanction	30.06.2015
Rate of Interest	05.10%+6.65%(EBLR)=11.75% (Pricing Proposal is under process)
Re payment Terms	The repayment will be in 28 quarterly installments w.e.f. 01.04.2016. First 8 installments- Rs. 15.00 lacs each. Next 8 installments--Rs. 20.00 lacs each. Next 8 installments-Rs. 28.00 lacs each Next 3 installments-Rs. 35.00 lacs each. And, last 1 installment- Rs. 36.00 lacs.
Security offered	
Primary Security	<p>(1) First pari-passu charge by of Equitable Mortgage of Immovable Properties situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh, together with Building structure thereon and attached plant and machinery of the company, both present &amp; future</p> <p>(2) First pari-passu charge by of Hypothecation of entire current assets (stocks, stores, book debts etc.) and entire fixed assets (Plant &amp; Machineries &amp; Other Movable and immovable Assets) both present and future, lying at factory/ unit situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh,</p> <p>(3) Exclusive charge on Cash Margin in the form of FDR @25 % for Bank Guarantee limit of Rs. 0.49 Crs.</p>
Collateral Security	<p>i. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Commercial land &amp; Building situated at Plot No. 33, (admeasuring 69.67 sq yds), Factory area , Nagori Garden , Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>ii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Property (open plots) situated at Plot No. 115, 116 &amp; 117, Aaraji No 348/117MI, Near WITTY International School, Revenue Village: Odo Ka Khera, Bhilwara (admeasuring 1225 Sq Feet each), in the name of Mr. Mohammed Sabir Khan.</p> <p>iii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of residential land located at Khasra No. 470/1, 1509/470 and 1511/470 situated at Pur Road, Industrial Estate, Bilia khurd, Tehsil and District Bhilwara in the name of Company, admeasuring 27,680.97 sq. feet.</p> <p>iv. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential House at B-332 &amp; B-333, R.K. Colony, Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>v. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-1,2 &amp; 3/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p>



	<p>vi. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-4,5 &amp; 6/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Industrial plot converted out of land located at Aaraji no. 423, 424, 425, 429 situated at Village-Tkhatpura, tehsil Hamirgarh, District Bhilwara admeasuring 10749 Sq. Mtr., belonging to M/s Cyan Textile Private Limited formerly known as M/s Modway Suiting Private Limited, associate concern of the company.</p> <p>viii. The BOB Consortium have Parri-Passu 1st charge by way of lien on FDRs in the name of the Company. The FDR is valued at Rs. 0.10 Crs. &amp; Rs. 0.03 Crs..</p> <p>ix. The Bank of Baroda have exclusive charge by of lien on FDR of Rs.0.12 Crs. in the name of the Company.</p>
Personal Guarantee	Mohammed Sabir Khan, Nasir Khan, Samar Khan
Corporate Guarantee	Gomoto Textile Private Limited, Sakina Textile Private Limited, Cyan Textile Private Limited, Divine Suiting Private Limited
Any Non-compliance Of sanctioned terms	-

### 3. Bank of Baroda:

Facility	Term Loan
Loan Limit	17.60 Cr,
Date of Sanction	01.08.2017
Rate of Interest	02.00 % + BPLLR (06.85%) + SP i.e. 09.10 % p.a.
Re payment Terms	<p>Term Loan is to be repaid in 30 quarterly installments after completion of moratorium period of 18 months from the date of first disbursement.</p> <p>The term loan is to be repaid by 30 quarterly installments of which first 10 quarterly installment of Rs. 50 lac each, next 8 quarterly installments of Rs. 60 lac each and last 12 quarterly installments of Rs. 65 lac each.</p>
Security offered	
Primary Security	<p>(1) First pari-passu charge by of Equitable Mortgage of Immovable Properties situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh, together with Building structure thereon and attached plant and machinery of the company, both present &amp; future</p> <p>(2) First pari-passu charge by of Hypothecation of entire current assets (stocks, stores, book debts etc.) and entire fixed assets (Plant &amp; Machineries &amp; Other Movable and immovable Assets) both present and future, lying at factory/ unit situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh,</p> <p>(3) Exclusive charge on Cash Margin in the form of FDR @25 % for Bank Guarantee limit of Rs. 0.49 Crs.</p>
Collateral Security	<p>i. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Commercial land &amp; Building situated at Plot No. 33, (admeasuring 69.67 sq yds), Factory area , Nagori Garden , Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>ii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Property (open plots) situated at Plot No. 115, 116 &amp; 117, Aaraji No 348/117MI, Near WITTY International School, Revenue Village: Odo Ka Khera, Bhilwara (admeasuring 1225 Sq Feet each), in the name of Mr. Mohammed Sabir Khan.</p> <p>iii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of residential land located at Khasra No. 470/1, 1509/470 and 1511/470 situated at Pur Road, Industrial Estate, Bilia khurd, Tehsil and District Bhilwara in the name of Company, admeasuring 27,680.97 sq. feet.</p>



	<p>iv. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential House at B-332 &amp; B-333, R.K. Colony, Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>v. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-1,2 &amp; 3/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vi. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-4,5 &amp; 6/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Industrial plot converted out of land located at Aaraji no. 423, 424, 425, 429 situated at Village-Tkhatpura, tehsil Hamirgarh, District Bhilwara admeasuring 10749 Sq. Mtr., belonging to M/s Cyan Textile Private Limited formerly known as M/s Modway Suiting Private Limited, associate concern of the company.</p> <p>viii. The BOB Consortium have Parri-Passu 1st charge by way of lien on FDRs in the name of the Company. The FDR is valued at Rs. 0.10 Crs. &amp; Rs. 0.03 Crs..</p> <p>ix. The Bank of Baroda have exclusive charge by of lien on FDR of Rs.0.12 Crs. in the name of the Company.</p>
Personal Guarantee	Mohammed Sabir Khan, Nasir Khan, Samar Khan
Corporate Guarantee	Gomoto Textile Private Limited, Sakina Textile Private Limited, Cyan Textile Private Limited, Divine Suiting Private Limited
Any Non-compliance Of sanctioned terms	-

4. State Bank of India:

Facility	Common Covid Emergency Credit Line-CCECL
Loan Limit	01.10 Cr.
Date of Sanction	29.05.2020
Rate of Interest	6.65% p.a. (EBLR)
Re payment Terms	Repaid in 18 monthly installment starting from November, 2020
Security offered	
Primary Security	<p>(1) First pari-passu charge by of Equitable Mortgage of Immovable Properties situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh, together with Building structure thereon and attached plant and machinery of the company, both present &amp; future</p> <p>(2) First pari-passu charge by of Hypothecation of entire current assets (stocks, stores, book debts etc.) and entire fixed assets (Plant &amp; Machineries &amp; Other Movable and immovable Assets) both present and future, lying at factory/ unit situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh,</p> <p>(3) Exclusive charge on Cash Margin in the form of FDR @25 % for Bank Guarantee limit of Rs. 0.49 Crs.</p>
Collateral Security	<p>i. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Commercial land &amp; Building situated at Plot No. 33, (admeasuring 69.67 sq yds), Factory area , Nagori Garden , Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>ii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Property (open plots) situated at Plot No. 115, 116 &amp; 117, Aaraji No 348/117MI,</p>



	<p>Near WITTY International School, Revenue Village: Odo Ka Khera, Bhilwara (admeasuring 1225 Sq Feet each), in the name of Mr. Mohammed Sabir Khan.</p> <p>iii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of residential land located at Khasra No. 470/1, 1509/470 and 1511/470 situated at Pur Road, Industrial Estate, Bilia khurd, Tehsil and District Bhilwara in the name of Company, admeasuring 27,680.97 sq. feet.</p> <p>iv. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential House at B-332 &amp; B-333, R.K. Colony, Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>v. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-1,2 &amp; 3/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vi. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-4,5 &amp; 6/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Industrial plot converted out of land located at Araji no. 423, 424, 425, 429 situated at Village-Tkhatpura, tehsil Hamirgarh, District Bhilwara admeasuring 10749 Sq. Mtr., belonging to M/s Cyan Textile Private Limited formerly known as M/s Modway Suiting Private Limited, associate concern of the company.</p> <p>viii. The BOB Consortium have Parri-Passu 1st charge by way of lien on FDRs in the name of the Company. The FDR is valued at Rs. 0.10 Crs. &amp; Rs. 0.03 Crs..</p> <p>ix. The Bank of Baroda have exclusive charge by of lien on FDR of Rs.0.12 Crs. in the name of the Company.</p>
Personal Guarantee	Mohammed Sabir Khan, Nasir Khan, Samar Khan
Corporate Guarantee	Gomoto Textile Private Limited, Sakina Textile Private Limited, Cyan Textile Private Limited, Divine Suiting Private Limited
Any Non-compliance Of sanctioned terms	-

5. State Bank of India:

Facility	Guaranteed Emergency Credit Line-GECL WCTL
Loan Limit	GECL WCTL- Rs.03.65 Cr. and FITL – Rs.0.54 Cr.
Date of Sanction	07.09.2020
Rate of Interest	7.40% p.a.
Re payment Terms	Repaid in 36 monthly installment (35 monthly installment of Rs. 1013889/- and last installment Rs. 1013885). Total 48 Months including moratorium period of 12 Months.
Security offered	
Primary Security	<p>(1) First pari-passu charge by of Equitable Mortgage of Immovable Properties situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara- 311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh, together with Building structure thereon and attached plant and machinery of the company, both present &amp; future</p> <p>(2) First pari-passu charge by of Hypothecation of entire current assets (stocks, stores, book debts etc.) and entire fixed assets (Plant &amp; Machineries &amp; Other Movable and immovable Assets) both present and future, lying at factory/ unit situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara- 311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh,</p> <p>(3) Exclusive charge on Cash Margin in the form of FDR @25 % for Bank Guarantee limit</p>



	of Rs. 0.49 Crs.
Collateral Security	<p>i. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Commercial land &amp; Building situated at Plot No. 33, (admeasuring 69.67 sq yds), Factory area , Nagori Garden , Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>ii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Property (open plots) situated at Plot No. 115, 116 &amp; 117, Aaraji No 348/117MI, Near WITTY International School, Revenue Village: Odo Ka Khera, Bhilwara (admeasuring 1225 Sq Feet each), in the name of Mr. Mohammed Sabir Khan.</p> <p>iii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of residential land located at Khasra No. 470/1, 1509/470 and 1511/470 situated at Pur Road, Industrial Estate, Bilia khurd, Tehsil and District Bhilwara in the name of Company, admeasuring 27,680.97 sq. feet.</p> <p>iv. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential House at B-332 &amp; B-333, R.K. Colony, Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>v. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-1,2 &amp; 3/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vi. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-4,5 &amp; 6/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Industrial plot converted out of land located at Aaraji no. 423, 424, 425, 429 situated at Village-Tkhatpura, tehsil Hamirgarh, District Bhilwara admeasuring 10749 Sq. Mtr., belonging to M/s Cyan Textile Private Limited formerly known as M/s Modway Suiting Private Limited, associate concern of the company.</p> <p>viii. The BOB Consortium have Parri-Passu 1st charge by way of lien on FDRs in the name of the Company. The FDR is valued at Rs. 0.10 Crs. &amp; Rs. 0.03 Crs..</p> <p>ix. The Bank of Baroda have exclusive charge by of lien on FDR of Rs.0.12 Crs. in the name of the Company.</p>
Personal Guarantee	Mohammed Sabir Khan, Nasir Khan, Samar Khan
Corporate Guarantee	Gomoto Textile Private Limited, Sakina Textile Private Limited, Cyan Textile Private Limited, Divine Suiting Private Limited
Any Non-compliance Of sanctioned terms	-

#### 6. HDFC Bank

Facility	Auto Loan
Loan Limit	0.36 Cr.
Date of Sanction	16.09.2020
Rate of Interest	08.01%P.A.
Re payment Terms	48 Monthly Installment Of Rs.87,904/- Commence From 07/10/2020 and end on 07/03/2024
Security offered	
Primary Security	Hypothecation of Toyota Fortuner Car

#### 7. Bank of Baroda:

Facility	BOB Guaranteed Emergency Credit Line Scheme-BGECLS
Loan Limit	02.78 Cr.
Date of Sanction	21.10.2020
Rate of Interest	BPLLR+1 % p.a. (subject to 7.50% p.a. maximum)
Re payment Terms	Repaid in 36 monthly installment (35 monthly installment of Rs. 7,72,000/- and last installment Rs. 7,80,000/-) Total 48 Months including moratorium period of 12 Months.
Security offered	
Primary Security	(1) First pari-passu charge by of Equitable Mortgage of Immovable Properties situated at-



	<p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh, together with Building structure thereon and attached plant and machinery of the company, both present &amp; future</p> <p>(2) First pari-passu charge by of Hypothecation of entire current assets (stocks, stores, book debts etc.) and entire fixed assets (Plant &amp; Machineries &amp; Other Movable and immovable Assets) both present and future, lying at factory/ unit situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh,</p> <p>(3) Exclusive charge on Cash Margin in the form of FDR @25 % for Bank Guarantee limit of Rs. 0.49 Crs.</p>
Collateral Security	<p>i. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Commercial land &amp; Building situated at Plot No. 33, (admeasuring 69.67 sq yds), Factory area , Nagori Garden , Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>ii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Property (open plots) situated at Plot No. 115, 116 &amp; 117, Aaraji No 348/117MI, Near WITTY International School, Revenue Village: Odo Ka Khera, Bhilwara (admeasuring 1225 Sq Feet each), in the name of Mr. Mohammed Sabir Khan.</p> <p>iii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of residential land located at Khasra No. 470/1, 1509/470 and 1511/470 situated at Pur Road, Industrial Estate, Bilia khurd, Tehsil and District Bhilwara in the name of Company, admeasuring 27,680.97 sq. feet.</p> <p>iv. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential House at B-332 &amp; B-333, R.K. Colony, Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>v. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-1,2 &amp; 3/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vi. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-4,5 &amp; 6/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Industrial plot converted out of land located at Aaraji no. 423, 424, 425, 429 situated at Village-Tkhatpura, tehsil Hamirgarh, District Bhilwara admeasuring 10749 Sq. Mtr., belonging to M/s Cyan Textile Private Limited formerly known as M/s Modway Suiting Private Limited, associate concern of the company.</p> <p>viii. The BOB Consortium have Parri-Passu 1st charge by way of lien on FDRs in the name of the Company. The FDR is valued at Rs. 0.10 Crs.&amp; Rs. 0.03 Crs..</p> <p>ix. The Bank of Baroda have exclusive charge by of lien on FDR of Rs.0.12 Crs. in the name of the Company.</p>
Personal Guarantee	Mohammed Sabir Khan, Nasir Khan, Samar Khan
Corporate Guarantee	Gomoto Textile Private Limited, Sakina Textile Private Limited, Cyan Textile Private Limited, Divine Suiting Private Limited
Any Non-compliance Of sanctioned terms	-



8. Bank of Baroda:

Facility	Term Loan Installation of Solar Power Plant
Loan Limit	01.05 Cr.
Date of Sanction	13.01.2021
Rate of Interest	BRLLR+2.00 % + S.P. p.a. i.e. 09.10 %
Re payment Terms	Repaid in 28 quarterly installments (27 quarterly installments of Rs. 3,80,000/- and last installment Rs. 2,40,000/-). Repayment commenced after 3 months of disbursement.
Security offered	<p>(1) First pari-passu charge by of Equitable Mortgage of Immovable Properties situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh, together with Building structure thereon and attached plant and machinery of the company, both present &amp; future</p> <p>(2) First pari-passu charge by of Hypothecation of entire current assets (stocks, stores, book debts etc.) and entire fixed assets (Plant &amp; Machineries &amp; Other Movable and immovable Assets) both present and future, lying at factory/ unit situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh,</p> <p>(3) Exclusive charge on Cash Margin in the form of FDR @25 % for Bank Guarantee limit of Rs. 0.49 Crs.</p>
Primary Security	<p>i. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Commercial land &amp; Building situated at Plot No. 33, (admeasuring 69.67 sq yds), Factory area , Nagori Garden , Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>ii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Property (open plots) situated at Plot No. 115, 116 &amp; 117, Aaraji No 348/117MI, Near WITTY International School, Revenue Village: Odo Ka Khera, Bhilwara (admeasuring 1225 Sq Feet each), in the name of Mr. Mohammed Sabir Khan.</p> <p>iii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of residential land located at Khasra No. 470/1, 1509/470 and 1511/470 situated at Pur Road, Industrial Estate, Bilia khurd, Tehsil and District Bhilwara in the name of Company, admeasuring 27,680.97 sq. feet.</p> <p>iv. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential House at B-332 &amp; B-333, R.K. Colony, Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>v. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-1,2 &amp; 3/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vi. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-4,5 &amp; 6/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Industrial plot converted out of land located at Aaraji no. 423, 424, 425, 429 situated at Village-Tkhatpura, tehsil Hamirgarh, District Bhilwara admeasuring 10749 Sq. Mtr., belonging to M/s Cyan Textile Private Limited formerly known as M/s Modway Suiting Private Limited, associate concern of the company.</p> <p>viii. The BOB Consortium have Parri-Passu 1st charge by way of lien on FDRs in the name of the Company. The FDR is valued at Rs. 0.10 Crs. &amp; Rs. 0.03 Crs..</p> <p>ix. The Bank of Baroda have exclusive charge by of lien on FDR of Rs.0.12 Crs. in the name of the Company.</p>
Collateral Security	Mohammed Sabir Khan, Nasir Khan, Samar Khan



Personal Guarantee	Gomoto Textile Private Limited, Sakina Textile Private Limited, Cyan Textile Private Limited, Divine Suiting Private Limited
Corporate Guarantee	<p>(1) First pari-passu charge by of Equitable Mortgage of Immovable Properties situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh, together with Building structure thereon and attached plant and machinery of the company, both present &amp; future</p> <p>(2) First pari-passu charge by of Hypothecation of entire current assets (stocks, stores, book debts etc.) and entire fixed assets (Plant &amp; Machineries &amp; Other Movable and immovable Assets) both present and future, lying at factory/ unit situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh,</p> <p>(3) Exclusive charge on Cash Margin in the form of FDR @25 % for Bank Guarantee limit of Rs. 0.49 Crs.</p>
Any Non-compliance Of sanctioned terms	-

#### 9. State Bank of India

Facility	Term Loan
Loan Limit	16 Cr.
Date of Sanction	14.07.2011
Rate of Interest	01.75%+6.65%(EBLR)=8.40%
Re payment Terms	Repayable in 38 quarterly installments commencing from 15.12.2012.
Security offered	
Primary Security	<p>1. First &amp; Exclusive charge over entire current assets of the company present and future by way of hypothecation of raw materials, stock-in-process, finished goods, stores, spares, consumables &amp; book-debts and other current assets lying in factory premises or elsewhere, present &amp; future.</p> <p>2. First Charge by way of hypothecation on entire movable fixed assets (plant &amp; machinery) (both present and future) lying at Factory premises at Plot No. F-483-484-485-486, Growth Centre Hamirgarh, Bhilwara excluding EM of factory land &amp; building</p> <p>3. First charge by way of Equitable mortgage on entire immovable fixed assets present &amp; future including factory land &amp; building situated at F-483-484-485-486, RIICO Growth Centre Hamirgarh, Bhilwara (measuring 7800 Sq. Mtrs.)</p>
Collateral Security	<p>First and exclusive equitable Mortgage on-</p> <p>1. Residential House at Plot No. B-332 and part of Plot No. B-333, R.K. Colony, Bhilwara measuring 2046.80 sq ft. in the name of Sh. Mohammed Sabir Khan S/o Late Sh. Hafiz Moahmmmed Khan</p> <p>2. Industrial Land situated at Araj No. 423, 424, 425 and 429 Village Takhat Pura, Tehsil Hamirgarh, Bhilwara (Raj.) owned by M/s Modway Suitings private Limited (Currently known as Cyan Textile Private Limited) admeasuring 10749 Sq. mtr.</p> <p>3. Residential Plot No. H-4,5,6/122 Mohan Lal Sukhadiya Nagar, Bhilwara measuring 3000 sq. Ft.in the name of Sh. Mohammed Sabir Khan S/o Late Sh. Hafiz Moahmmmed Khan</p> <p>4. Residential Plot No. H-1,2,3/122 Mohan Lal Sukhadiya Nagar, Bhilwara measuring 2200 sq. Ft.in the name of Sh. Mohammed Sabir Khan S/o Late Sh. Hafiz Moahmmmed Khan</p> <p>5.Factory land &amp; building situated at Plot No. G-1 476, Industrial Area, Growth Center, Hmairgarh (Bhilwara) measuring 1000.sq. mtr in the name of company i.e. m/s Swaraj Suiting Pvt. Ltd.</p> <p>6. Second Charge over entire fixed assets of the company including factory land &amp; building situated at Plot No. F-487 and G1-475 RIICO Industrial Area, Growth Centre, Hamirgarh,</p>



	Bhilwara having estimated value of Rs. 24.75 crore and STDR of Rs.0.44 crore Total 25.19 crore (first charge with Bank of Baroda SME Bhilwara for its term loan of Rs. 17.60 crore and NFB limit of Rs. 1.75 crore)
	7) First Charge over Fixed deposit of Rs. 10.00 lacs in the name of company
Personal Guarantee	Mohammed Sabir Khan, Nasir Khan, Samar Khan
Corporate Guarantee	Cyan Textile Private Limited
Any Non-compliance Of sanctioned terms	-

10. HDFC Bank Limited :

Facility	Auto Loan
Loan Limit	Rs.07.50 Lakh
Date of Sanction	22-07-2018
Rate of Interest	09.26 % p.a.
Re payment Terms	36 Monthly Installment of Rs.23,941/- Commence from 05-09-2018
Security offered	
Primary Security	Hypothecation of the vehicle

11. ICICI Bank Limited (Part – A)

Facility	Auto Loan 05 Truck Loan
Loan Limit	Rs.72.09 Lakh
Date of Sanction	30.06.2018
Rate of Interest	8.80 % p.a.
Re payment Terms	47 Monthly Installment, (46 Installment of Rs. 36,377/- and last one is Rs.36,374/-) Commence from 01-08-2018
Security offered	
Primary Security	Hypothecation of all five vehicle

Part-B

Facility	Auto Loan
Loan Limit	Rs.54.50 lakh
Date of Sanction	31.08.2017
Rate of Interest	8.35 % p.a.
Re payment Terms	60 Monthly Installment (59 Installment is Rs.1,11,422/- and last one is Rs.1,11,407.20/-) Commence from 01/07/2017
Security offered	
Primary Security	Hypothecation of vehicle

12. Bank of Baroda

Facility	Bank Guarantee
Loan Limit	01.75 Cr,
Date of Sanction	10.08.2017
Rate of Interest	
Re payment Terms	12 Months subject to yearly review
Security offered	
Primary Security	<p>(1) First pari-passu charge by of Equitable Mortgage of Immovable Properties situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh, together with Building structure thereon and attached plant and machinery of the company, both present &amp; future</p> <p>(2) First pari-passu charge by of Hypothecation of entire current assets (stocks, stores, book debts etc.) and entire fixed assets (Plant &amp; Machineries &amp; Other Movable and immovable Assets) both present and future, lying at factory/ unit situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh,</p>



	(3) Exclusive charge on Cash Margin in the form of FDR @25 % for Bank Guarantee limit of Rs. 0.49 Crs.
Collateral Security	<p>i. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Commercial land &amp; Building situated at Plot No. 33, (admeasuring 69.67 sq yds), Factory area , Nagori Garden , Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>ii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Property (open plots) situated at Plot No. 115, 116 &amp; 117, Aaraji No 348/117MI, Near WITTY International School, Revenue Village: Odo Ka Khera, Bhilwara (admeasuring 1225 Sq Feet each), in the name of Mr. Mohammed Sabir Khan.</p> <p>iii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of residential land located at Khasra No. 470/1, 1509/470 and 1511/470 situated at Pur Road, Industrial Estate, Bilia khurd, Tehsil and District Bhilwara in the name of Company, admeasuring 27,680.97 sq. feet.</p> <p>iv. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential House at B-332 &amp; B-333, R.K. Colony, Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>v. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-1,2 &amp; 3/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vi. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-4,5 &amp; 6/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Industrial plot converted out of land located at Aaraji no. 423, 424, 425, 429 situated at Village-Tkhatpura, tehsil Hamirgarh, District Bhilwara admeasuring 10749 Sq. Mtr., belonging to M/s Cyan Textile Private Limited formerly known as M/s Modway Suiting Private Limited, associate concern of the company.</p> <p>viii. The BOB Consortium have Parri-Passu 1st charge by way of lien on FDRs in the name of the Company. The FDR is valued at Rs. 0.10 Crs. &amp; Rs. 0.03 Crs..</p> <p>ix. The Bank of Baroda have exclusive charge by of lien on FDR of Rs.0.12 Crs. in the name of the Company.</p>
Personal Guarantee	Mohammed Sabir Khan, Nasir Khan, Samar Khan
Corporate Guarantee	Gomoto Textile Private Limited, Sakina Textile Private Limited, Cyan Textile Private Limited, Divine Suiting Private Limited
Any Non-compliance Of sanctioned terms	-



**Note: - The company has got sanctioned the below facilities after the restated period 30.09.2021, (The Facilities includes for setup new plant at Neemuch, Madhya Pradesh)**

**13. Bank of Baroda:**

Facility	Auto Loan
Loan Limit	00.10 Cr.
Date of Sanction	07.10.2021
Rate of Interest	7.35 % p.a.
Re payment Terms	60 Monthly Installment of Rs.19,967/- Commence from 10/11/2021
Security offered	
Primary Security	Hypothecation of TOYOTA URBAN CRUISER Car

**14. Bank of Baroda:**

Facility	BOB Guaranteed Emergency Credit Line Scheme -BGECLS 1.0 Extension
Loan Limit	01.56 Cr.
Date of Sanction	03.11.2021
Rate of Interest	BPLLR (6.50%)+ 01% i.e at present 07.50% (Subject to Max. ROI of 07.50% p.a.)
Re payment Terms	Tenor of loans - 05 years from disbursement  Interest shall be payable monthly during the moratorium period.  Principal shall be repaid In 36 equal monthly installments Of Rs. 4,33,333.33/- after the moratorium period of 02 year is over.
Security offered	
Primary Security	(1) First pari-passu charge by of Equitable Mortgage of Immovable Properties situated at-  (a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and (b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh, together with Building structure thereon and attached plant and machinery of the company, both present & future  (2) First pari-passu charge by of Hypothecation of entire current assets (stocks, stores, book debts etc.) and entire fixed assets (Plant & Machineries & Other Movable and immovable Assets) both present and future, lying at factory/ unit situated at- (a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and (b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh,  (3) Exclusive charge on Cash Margin in the form of FDR @25 % for Bank Guarantee limit of Rs. 0.49 Crs.
Collateral Security	i. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Commercial land & Building situated at Plot No. 33, (admeasuring 69.67 sq yds), Factory area , Nagori Garden , Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.  ii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Property (open plots) situated at Plot No. 115, 116 & 117, Aaraji No 348/117MI, Near WITTY International School, Revenue Village: Odo Ka Khera, Bhilwara (admeasuring 1225 Sq Feet each), in the name of Mr. Mohammed Sabir Khan.  iii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of residential land located at Khasra No. 470/1, 1509/470 and 1511/470 situated at Pur Road, Industrial Estate, Bilia khurd, Tehsil and District Bhilwara in the name of Company, admeasuring 27,680.97 sq. feet.  iv. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential House at B-332 & B-333, R.K. Colony, Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.



	<p>v. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-1,2 &amp; 3/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vi. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-4,5 &amp; 6/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Industrial plot converted out of land located at Aaraji no. 423, 424, 425, 429 situated at Village-Tkhatpura, tehsil Hamirgarh, District Bhilwara admeasuring 10749 Sq. Mtr., belonging to M/s Cyan Textile Private Limited formerly known as M/s Modway Suiting Private Limited, associate concern of the company.</p> <p>viii. The BOB Consortium have Parri-Passu 1st charge by way of lien on FDRs in the name of the Company. The FDR is valued at Rs. 0.10 Crs. &amp; Rs. 0.03 Crs..</p> <p>ix. The Bank of Baroda have exclusive charge by of lien on FDR of Rs.0.12 Crs. in the name of the Company.</p>
Personal Guarantee	Mohammed Sabir Khan, Nasir Khan, Samar Khan
Corporate Guarantee	Gomoto Textile Private Limited, Sakina Textile Private Limited, Cyan Textile Private Limited, Divine Suiting Private Limited
Any Non-compliance Of sanctioned terms	

#### 15. State Bank of India

Facility	Guaranteed Emergency Credit Line WCTL Extension
Loan Limit	01.80 Cr.
Date of Sanction	24.11.2021
Rate of Interest	00.75%+6.65% (EBLR) =7.40%
Re payment Terms	A moratorium of 24 months from the date of first disbursement is provided, thereafter repayment in 36 equal monthly installments of Rs.5,00,000/-.
Security offered	
Primary Security	<p>(1) First pari-passu charge by of Equitable Mortgage of Immovable Properties situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh, together with Building structure thereon and attached plant and machinery of the company, both present &amp; future</p> <p>(2) First pari-passu charge by of Hypothecation of entire current assets (stocks, stores, book debts etc.) and entire fixed assets (Plant &amp; Machineries &amp; Other Movable and immovable Assets) both present and future, lying at factory/ unit situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh,</p> <p>(3) Exclusive charge on Cash Margin in the form of FDR @25 % for Bank Guarantee limit of Rs. 0.49 Crs.</p>
Collateral Security	<p>i. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Commercial land &amp; Building situated at Plot No. 33, (admeasuring 69.67 sq yds), Factory area , Nagori Garden , Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>ii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Property (open plots) situated at Plot No. 115, 116 &amp; 117, Aaraji No 348/117MI, Near WITTY International School, Revenue Village: Odo Ka Khera, Bhilwara (admeasuring 1225 Sq Feet each), in the name of Mr. Mohammed Sabir Khan.</p> <p>iii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of residential land located at Khasra No. 470/1, 1509/470 and 1511/470 situated at Pur Road,</p>



	<p>Industrial Estate, Bilia khurd, Tehsil and District Bhilwara in the name of Company, admeasuring 27,680.97 sq. feet.</p> <p>iv. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential House at B-332 &amp; B-333, R.K. Colony, Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>v. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-1,2 &amp; 3/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vi. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-4,5 &amp; 6/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Industrial plot converted out of land located at Aaraji no. 423, 424, 425, 429 situated at Village-Tkhatpura, tehsil Hamirgarh, District Bhilwara admeasuring 10749 Sq. Mtr., belonging to M/s Cyan Textile Private Limited formerly known as M/s Modway Suiting Private Limited, associate concern of the company.</p> <p>viii. The BOB Consortium have Parri-Passu 1st charge by way of lien on FDRs in the name of the Company. The FDR is valued at Rs. 0.10 Crs. &amp; Rs. 0.03 Crs..</p> <p>ix. The Bank of Baroda have exclusive charge by of lien on FDR of Rs.0.12 Crs. in the name of the Company.</p>
Personal Guarantee	Mohammed Sabir Khan, Nasir Khan, Samar Khan
Corporate Guarantee	Gomoto Textile Private Limited, Sakina Textile Private Limited, Cyan Textile Private Limited, Divine Suiting Private Limited
Any Non-compliance Of sanctioned terms	

16. Bank of Baroda (Lead Bank) Member Bank- UBI

Facility	Cash Credit under Consortium Finance
Loan Limit	14.00 Cr., (BOB 04 Cr. and UBI-10 Cr.)
Date of Sanction	BOB - 04.10.2021, UBI – 31.07.2021
Rate of Interest	07.60% Lead Bank
Re payment Terms	Repayable on Demand
Security offered	
Primary Security	<p>(1) First pari-passu charge by of Equitable Mortgage of Immovable Properties situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh, together with Building structure thereon and attached plant and machinery of the company, both present &amp; future</p> <p>(2) First pari-passu charge by of Hypothecation of entire current assets (stocks, stores, book debts etc.) and entire fixed assets (Plant &amp; Machineries &amp; Other Movable and immovable Assets) both present and future, lying at factory/ unit situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh,</p> <p>(3) Exclusive charge on Cash Margin in the form of FDR @25 % for Bank Guarantee limit of Rs. 0.49 Crs.</p>
Collateral Security	<p>i. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Commercial land &amp; Building situated at Plot No. 33, (admeasuring 69.67 sq yds), Factory area , Nagori Garden , Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>ii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Property (open plots) situated at Plot No. 115, 116 &amp; 117, Aaraji No 348/117MI,</p>



	<p>Near WITTY International School, Revenue Village: Odo Ka Khera, Bhilwara (admeasuring 1225 Sq Feet each), in the name of Mr. Mohammed Sabir Khan.</p> <p>iii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of residential land located at Khasra No. 470/1, 1509/470 and 1511/470 situated at Pur Road, Industrial Estate, Bilia khurd, Tehsil and District Bhilwara in the name of Company, admeasuring 27,680.97 sq. feet.</p> <p>iv. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential House at B-332 &amp; B-333, R.K. Colony, Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>v. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-1,2 &amp; 3/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vi. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-4,5 &amp; 6/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Industrial plot converted out of land located at Araji no. 423, 424, 425, 429 situated at Village-Tkhatpura, tehsil Hamirgarh, District Bhilwara admeasuring 10749 Sq. Mtr., belonging to M/s Cyan Textile Private Limited formerly known as M/s Modway Suiting Private Limited, associate concern of the company.</p> <p>viii. The BOB Consortium have Parri-Passu 1st charge by way of lien on FDRs in the name of the Company. The FDR is valued at Rs. 0.10 Crs. &amp; Rs. 0.03 Crs..</p> <p>ix. The Bank of Baroda have exclusive charge by of lien on FDR of Rs.0.12 Crs. in the name of the Company.</p>
Personal Guarantee	Mohammed Sabir Khan, Nasir Khan, Samar Khan
Corporate Guarantee	Gomoto Textile Private Limited, Sakina Textile Private Limited, Cyan Textile Private Limited, Divine Suiting Private Limited
Any Non-compliance Of sanctioned terms	

17. Bank of Baroda (Lead Bank) Member Bank- (SBI & UBI)

Facility	Term Loan under Consortium Finance
Loan Limit	43.00 Cr.
Date of Sanction	BOB - 04.10.2021, SBI – 30.11.2021, UBI – 31.07.2021
Rate of Interest	07.60% Lead Bank
Re payment Terms	Repayable in 26 quarterly installments starting from 31.12.2022
Security offered	Mohammed Sabir Khan, Nasir Khan, Samar Khan
Primary Security	<p>(1) First pari-passu charge by of Equitable Mortgage of Immovable Properties situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh, together with Building structure thereon and attached plant and machinery of the company, both present &amp; future</p> <p>(2) First pari-passu charge by of Hypothecation of entire current assets (stocks, stores, book debts etc.) and entire fixed assets (Plant &amp; Machineries &amp; Other Movable and immovable Assets) both present and future, lying at factory/ unit situated at-</p> <p>(a) F-483 to F-487, G1-475 - G1-476, RIICO Growth Center Hamirgarh, Bhilwara-311001, Rajasthan, and</p> <p>(b) B-21 to B-41, Industrial area, Jhanjharwada, Neemuch, Madhya Pradesh,</p> <p>(3) Exclusive charge on Cash Margin in the form of FDR @25 % for Bank Guarantee limit of Rs. 0.49 Crs.</p>



Collateral Security	<p>i. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Commercial land &amp; Building situated at Plot No. 33, (admeasuring 69.67 sq yds), Factory area , Nagori Garden , Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>ii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Property (open plots) situated at Plot No. 115, 116 &amp; 117, Aaraji No 348/117MI, Near WITTY International School, Revenue Village: Odo Ka Khera, Bhilwara (admeasuring 1225 Sq Feet each), in the name of Mr. Mohammed Sabir Khan.</p> <p>iii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of residential land located at Khasra No. 470/1, 1509/470 and 1511/470 situated at Pur Road, Industrial Estate, Bilia khurd, Tehsil and District Bhilwara in the name of Company, admeasuring 27,680.97 sq. feet.</p> <p>iv. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential House at B-332 &amp; B-333, R.K. Colony, Bhilwara in the name of Mr. Mohammed Sabir Khan and Mrs. Samar Khan.</p> <p>v. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-1,2 &amp; 3/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vi. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Residential Plots at H-4,5 &amp; 6/122 Mohan Lal Sukhadia Nagar, Bhilwara in the name of Mr. Mohammed Sabir Khan.</p> <p>vii. The BOB Consortium have Parri-Passu 1st charge by way of Equitable Mortgage of Industrial plot converted out of land located at Aaraji no. 423, 424, 425, 429 situated at Village-Tkhatpura, tehsil Hamirgarh, District Bhilwara admeasuring 10749 Sq. Mtr., belonging to M/s Cyan Textile Private Limited formerly known as M/s Modway Suiting Private Limited, associate concern of the company.</p> <p>viii. The BOB Consortium have Parri-Passu 1st charge by way of lien on FDRs in the name of the Company. The FDR is valued at Rs. 0.10 Crs.&amp; Rs. 0.03 Crs..</p> <p>ix. The Bank of Baroda have exclusive charge by of lien on FDR of Rs.0.12 Crs. in the name of the Company.</p>
Personal Guarantee	Mohammed Sabir Khan, Nasir Khan, Samar Khan
Corporate Guarantee	Gomoto Textile Private Limited, Sakina Textile Private Limited, Cyan Textile Private Limited, Divine Suiting Private Limited

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our restated consolidated financial statements for the six-month period ended on 30<sup>th</sup> September 2021 and financial year ended on 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2020 and 31<sup>st</sup> March 2019 including the notes and significant accounting policies thereto and the reports thereon, which appear elsewhere in this draft prospectus. You should also see the section titled “Risk Factors” beginning on page 19 of this draft prospectus, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated audited financial statements.*

*These financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated February 05, 2022 which is included under the section titled “Financial Information as Restated” beginning on page 121 of this draft prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.*

*This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under “Risk Factors” and “Forward Looking Statements” beginning on pages 19 and 13 respectively, and elsewhere in this draft prospectus*

*Accordingly, the degree to which the financial statements in this draft prospectus will provide meaningful information depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our F.Y. ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. Please also refer to section titled “Certain Conventions, Use of Financial, Industry and Market Data and Currency Presentation” beginning on page 11 of this draft prospectus.*

### BUSINESS OVERVIEW

*For Detailed information on our business, please refer to chapter titled “Our Business” and “Our History and Certain Corporate Matters” beginning from page no. 74 and 98 respectively of this draft prospectus.*

### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e., September 30, 2021 as disclosed in this draft prospectus and the expansion of new unit at Neemuch, Madhya Pradesh, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The company is going for expansion of new unit at Neemuch, Madhya Pradesh, which is expecting to start by the end of March – April, 2022.
2. The Board of Directors have decided to get their equity shares listed on EMERGE Platform of NSE and pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on **December 27, 2021** proposed the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
3. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra Ordinary General Meeting held on **January 07, 2022** authorized the Initial Public Offer.

### KEY FACTORS AFFECTING OUR RESULTS OF OPERATION

1. Covid-19 pandemic
2. Our dependence on limited number of customers for a significant portion of our revenues;
3. Any failure to comply with the financial and restrictive covenants under our financing arrangements;
4. Our ability to retain and hire key employees or maintain good relations with our workforce;
5. Impact of any reduction in sales of our services;
6. Rapid Technological advancement and inability to keep pace with the change;
7. Increased competition in industries/sector in which we operate;
8. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;



9. Changes in laws and regulations relating to the Sectors in which we operate;
10. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
11. Any adverse outcome in the legal proceedings in which we/our promoters may be involved;
12. Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
13. Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition and
14. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.

#### SIGNIFICANT ACCOUNTING POLICIES:

Our significant accounting policies are described in the section entitled “*Financial Statements as Restated*” beginning from page no. 121 of the draft prospectus

#### SUMMARY OF THE RESULTS OF OPERATION:

The following table sets forth select financial data from restated consolidated profit and loss accounts for the six-month period ended 30<sup>th</sup> September 2021 and financial year ended on 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2020 and 31<sup>st</sup> March 2019 and the components of which are also expressed as a percentage of total income for such periods.

(Rs. in Lakhs)

Particulars	For the year ended							
	30-09-2021	% of Total Revenue	31-03-2021	% of Total Revenue	31-03-2020	% of Total Revenue	31-03-2019	% of Total Revenue
<b>(1) Revenue</b>								
Revenue from Operations	8,170.40	99.98%	5,986.84	99.42%	8,038.71	99.67%	7,627.39	99.81%
Other Income	1.45	0.02%	34.72	0.58%	26.61	0.33%	14.29	0.19%
<b>Total Revenue (1)</b>	<b>8,171.86</b>	<b>100.00%</b>	<b>6,021.56</b>	<b>100.00%</b>	<b>8,065.32</b>	<b>100.00%</b>	<b>7,641.68</b>	<b>100.00%</b>
<b>(2) Expenses</b>								
Cost of Material Consumed	6,393.37	78.24%	1,615.10	26.82%	1,303.23	16.16%	1,185.01	15.51%
Purchases of Stock-in-Trade	117.87	1.44%	2,439.43	40.51%	3,493.51	43.32%	3,061.88	40.07%
Change in Inventories	8.94	0.11%	(230.93)	-3.84%	(414.76)	-5.14%	(128.00)	-1.68%
Manufacturing Expenses	589.75	7.22%	737.82	12.25%	1,323.46	16.41%	1,432.02	18.74%
Employee Benefit Expenses	311.96	3.82%	314.02	5.21%	575.10	7.13%	529.76	6.93%
Other Expenses	58.29	0.71%	127.65	2.12%	127.08	1.58%	108.76	1.42%
<b>Total Expenses (2)</b>	<b>7,480.18</b>	<b>91.54%</b>	<b>5,003.09</b>	<b>83.09%</b>	<b>6,407.62</b>	<b>79.45%</b>	<b>6,189.42</b>	<b>81.00%</b>
<b>(3) Profit/(Loss) before Interest, Depreciation and Tax (1-2)</b>	<b>691.67</b>	<b>8.46%</b>	<b>1,018.47</b>	<b>16.91%</b>	<b>1,657.70</b>	<b>20.55%</b>	<b>1,452.25</b>	<b>19.00%</b>
Depreciation & Amortisation Expenses	267.44	3.27%	398.35	6.62%	693.98	8.60%	747.77	9.79%
<b>(4) Profit/(Loss) before Interest and Tax</b>	<b>424.23</b>	<b>5.19%</b>	<b>620.12</b>	<b>10.30%</b>	<b>963.72</b>	<b>11.95%</b>	<b>704.48</b>	<b>9.22%</b>
Financial Charges	166.46	2.04%	294.82	4.90%	535.42	6.64%	425.90	5.57%
<b>(5) Profit/(Loss) before Tax</b>	<b>257.77</b>	<b>3.15%</b>	<b>325.30</b>	<b>5.40%</b>	<b>428.30</b>	<b>5.31%</b>	<b>278.58</b>	<b>3.65%</b>
Prior Period Items	-	-	-	-	-	-	-	-
<b>(6) Profit/(Loss) before Tax</b>	<b>257.77</b>	<b>3.15%</b>	<b>325.30</b>	<b>5.40%</b>	<b>428.30</b>	<b>5.31%</b>	<b>278.58</b>	<b>3.65%</b>
<b>Tax expense</b>								
(a) Current Tax	103.17	1.26%	64.15	1.07%	71.08	0.88%	57.08	0.75%
(b) Deferred Tax	(36.42)	-0.45%	(6.32)	-0.11%	2.90	0.04%	2.91	0.04%
<b>Total Tax Expenses</b>	<b>66.74</b>	<b>0.82%</b>	<b>57.83</b>	<b>0.96%</b>	<b>73.98</b>	<b>0.92%</b>	<b>59.99</b>	<b>0.79%</b>
<b>(7) Profit/(Loss) for the period/ year</b>	<b>191.03</b>	<b>2.34%</b>	<b>267.47</b>	<b>4.44%</b>	<b>354.32</b>	<b>4.39%</b>	<b>218.59</b>	<b>2.86%</b>

### ***FINANCIAL PERFORMANCE HIGHLIGHTS FOR THE SIX-MONTH PERIOD ENDED ON SEPTEMBER 30, 2021***

**Total Income:** Our company's total income during the 6 months period (Apr'21 to Sep'21) was ₹8171.86 Lakhs. The revenue from operation was ₹8170.405 Lakhs which is almost 99.98% of total revenue.

**Total Expenses:** Our company's total expenses excluding depreciation, Interest and tax amount during the 6 months period (Apr'21 to Sep'21) was ₹7480.18 Lakhs. The total expenditure is almost 91.54% of total revenue. The main constituent of total expenditure is Cost of material consumed which was almost 78.24% of total revenue.

**Profit after Tax:** The restated net profit after tax as per restated financials for the 6 months period (Apr'21 to Sep'21) was ₹191.03 Lakhs which is 2.34% of total revenue.

### ***COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2021 WITH FISCAL 2020***

**Total Income:** During the FY 2020-21 the revenue from operation and other income of the company decreased to ₹6021.56 Lacs as against ₹8065.53 Lacs in the FY 2019-20. The said decrease in turnover is due to the fact that the turnover of FY 2019-20 is based on consolidated financials with its subsidiary "Modway Suiting Private Limited (formerly Cyan Textile Private Limited)". However, in the FY 2020-21, the said subsidiary has become as associates due to reduction in shareholding below the holding-subsidiary relationship threshold.

As per the standalone Balance sheet, the turnover has increased to ₹6021.56 Lakhs in FY 2020-21 as against ₹5844.10 Lakhs in FY 2019-20.

**Total Expenses:** The total expenditure excluding depreciation, Interest and tax amount, for the FY 2020-21 has decreased to ₹5003.09 (83.09% of total revenue) Lacs as against ₹6407.62 Lacs (79.45% of total revenue) in the FY 2019-20. This decrease was mainly due to reason mentioned above.

As per the standalone Balance sheet, the total expenses have increased to ₹5003.09 Lakhs (83.09% of total revenue) in FY 2020-21 as against ₹4506.80 Lakhs (77.12% of total revenue) in FY 2019-20.

**Cost of Material Consumed:** The cost of Material Consumed for the FY 2020-2021 has increased to ₹1615.10 Lacs (26.82% of total revenue) as against ₹1303.23 Lacs (16.16% of total revenue) in the FY 2019-20.

**Cost of Purchase of Stock-in-Trade:** The cost of Purchase of Stock-in-Trade for the FY 2020-2021 has decreased to ₹2439.43 Lacs (40.51% of total revenue) as against ₹3493.51 Lacs (43.32% of total revenue) in the FY 2019-20.

**Cost of Manufacturing Expenses:** The cost of Manufacturing Expenses for the FY 2020-2021 has decreased to ₹737.82 Lacs (12.25% of total revenue) as against ₹1323.46 Lacs (16.41% of total revenue) in the FY 2019-20.

**Employee Benefits Expense:** The Employee Benefits Expense for the FY 2020-2021 has decreased to ₹314.02 Lacs (5.21% of total revenue) as against ₹575.10 Lacs (7.13% of total revenue) in the FY 2019-20.

**Other Expense:** The other Expense for the FY 2020-2021 has increased to ₹127.65 Lacs (2.12% of total revenue) as against ₹127.08 Lacs (1.58% of total revenue) in the FY 2019-20.

**Profit/ (Loss) After Tax:** The restated Profit after Tax for FY 2020-21 has decreased to ₹267.47 Lacs (4.44% of total revenue) as against ₹354.32 Lacs (4.39% of total revenue) in the FY 2019-20.

As per the standalone Balance sheet, the Profit after Tax has decreased to ₹267.47 Lakhs in FY 2020-21 as against ₹326.60 Lakhs in FY 2019-20.

### ***COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2020 WITH FISCAL 2019***

**Total Income:** During the FY 2019-20 the revenue from operation and other income of the company increased to ₹8065.32 Lacs as against ₹7641.68 Lacs in the FY 2018-19. The increase in turnover was mainly due to getting repeated order from existing customers and increase in volume of operational activity of the company.

**Total Expenses:** The total expenditure excluding depreciation, Interest and tax amount, for the FY 2019-20 has increased to ₹6407.62 (79.45% of total revenue) Lacs as against ₹6189.42 Lacs (81.00% of total revenue) in the FY 2018-19. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Cost of Material Consumed:** The cost of material consumed for the FY 2019-2020 has increased to ₹1303.23 Lacs (16.16% of total revenue) as against ₹1185.01 Lacs (15.51% of total revenue) in the FY 2018-19.

**Cost of Purchase of Stock-in-Trade:** The cost of Purchase of Stock-in-Trade for the FY 2019-2020 has increased to ₹1303.23 Lacs (16.16% of total revenue) as against ₹1185.01 Lacs (15.51% of total revenue) in the FY 2018-19.

**Cost of Manufacturing Expenses:** The cost of Manufacturing Expenses for the FY 2019-2020 has decreased to ₹1323.46 (16.41% of total revenue) as against ₹1432.02 Lacs (18.74% of total revenue) in the FY 2018-19.

**Employee Benefits Expense:** The Employee Benefits Expense for the FY 2019-2020 has increased to ₹575.10 Lacs as against ₹529.76 Lacs in the FY 2018-19. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Other Expense:** The other Expense for the FY 2019-2020 has increased to ₹127.08 Lacs as against ₹108.76 Lacs in the FY 2018-19. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Profit/ (Loss) After Tax:** The restated Profit after Tax for FY 2019-20 has increased to ₹354.32 Lacs as against ₹218.59 Lacs in the FY 2019-20.

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

**1. Unusual or infrequent events or transactions**

Except as described in this Draft 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.**

There are no significant economic changes that may materially affect or likely to affect income from continuing operations except the Covid-19 pandemic which is still to be controlled. However, Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

**3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 19 in the draft prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. Expected Future changes in relationship between costs and revenues**

Our Company’s future costs and revenues will be determined by demand/supply situation, Government Policies and Currency fluctuations.

**5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices**

Changes in revenue in the last financial years are as explained in the part “**Comparison of the financial performance**” of above.

**6. Total turnover of each major industry segment in which our Company operates**

The Company is mainly engaged into Textile industry. Therefore, there are no separate reportable segments.

**7. Status of any publicly announced New Products or Business Segment**

Our Company has not announced any new product other than disclosed in this draft prospectus.

**8. Seasonality of business**

Our company’s business is not seasonable in nature.

**9. Competitive conditions**

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on page 64 and 74 respectively of the draft prospectus.

**10. Details of material developments after the date of last balance sheet i.e., September 30, 2021.**

Except as mentioned in this draft prospectus, no material circumstances have arisen since the date of last financial statement until the date of filing the draft prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months.

**SECTION X: LEGAL AND OTHER INFORMATION****OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

*Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions or proceedings against our Company, our Directors, our Promoters and Entities Promoted by our Promoters before any judicial, quasi-judicial, arbitral or administrative tribunals or any disputes, tax liabilities, non-payment of statutory dues, over dues to banks/financial institutions, defaults against banks/financial institutions, defaults in dues towards instrument holders like debenture holders, fixed deposits, defaults in creation of full security as per terms of issue/ other liabilities, proceedings initiated for economic/ civil/ any other offences (including past cases where penalties may or may not have been imposed and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act, 1956 and/or paragraph (i) of Part I of Schedule V of the Companies Act, 2013) against our Company, our Directors, our Promoters and the Entities Promoted by our Promoters, except the following:*

*Further, except as stated herein, there are no outstanding litigation against any other company whose outcome could have a material adverse effect on the position of our Company. Neither our Company nor its Promoters, members of the Promoter Group, Subsidiaries, associates and Directors have been declared as wilful defaulters or a fraudulent borrower by the RBI or any other Governmental authority and, except as disclosed in this section in relation to litigation, there are no violations of securities laws committed by them in the past or pending against them.*

*Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters, its Directors or its Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business.*

Unless stated to the contrary, the information provided below is as of the date of this draft prospectus.

**I. CONTINGENT LIABILITIES OF OUR COMPANY**

NIL

**II. LITIGATION INVOLVING OUR COMPANY****A. LITIGATION AGAINST OUR COMPANY**

1. Litigation Involving Criminal/Civil matters: Nil
2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil
3. Litigation involving Tax Liabilities

**(i) Direct Tax Liabilities:**

A. Y.	Section Code	Date of Demand	Amount	Particulars
2019-2020	143(1)(a)	23-12-2021	66,980	No appeal has been preferred against the said demand. The matter is pending.

**(ii) Indirect Taxes Liabilities:** Nil

4. Other Pending Litigations: Nil

**B. CASES FILED BY OUR COMPANY**

1. Litigation Involving Criminal/Civil matters: Nil
2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil
3. Litigation involving Tax Liabilities:

**(i) Direct Tax Liabilities:** Nil

**(ii) Indirect Taxes Liabilities:** Nil

4. Other Pending Litigations: Nil

### III. LITIGATION INVOLVING OUR DIRECTORS

#### A. LITIGATION AGAINST OUR DIRECTORS

1. Litigation Involving Criminal matters: Nil
2. Litigation Involving Civil matters: Nil
3. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil
4. Litigation involving Tax Liabilities

##### (i) Direct Tax Liabilities:

Mr. Mohammed Sabir Khan:

A. Y.	Section Code	Date of Demand	Amount	Particulars
2014-15	143(1)(a)	08-03-2016	42,200	No appeal has been preferred against the said demand. The matter is pending.

Mr. Ramesh Agarwal:

A. Y.	Section Code	Date of Demand	Amount	Particulars
2011-12	147	17-12-2019	5,25,236	No appeal has been preferred against the said demand. The matter is pending.

Mr. Nasir Khan:

A. Y.	Section Code	Date of Demand	Amount	Particulars
2018-19	143(1)(B)	13-10-2020	324	No appeal has been preferred against the said demand. The matter is pending.

##### (ii) Indirect Taxes Liabilities: Nil

5. Other Pending Litigations: Nil

#### B. LITIGATION FILED BY OUR DIRECTORS

1. Litigation Involving Criminal matters: Nil
2. Litigation Involving Civil matters: Nil
3. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil
4. Litigation involving Tax Liabilities
  - (i) Direct Tax Liabilities: Nil
  - (ii) Indirect Taxes Liabilities: Nil
5. Other Pending Litigations: Nil

### IV. LITIGATION INVOLVING OUR PROMOTERS AND PROMOTER GROUP

#### A. LITIGATION AGAINST OUR PROMOTERS AND PROMOTER GROUP

There are certain outstanding demand from Income Tax department as mentioned III A (4) above

#### B. LITIGATION FILED BY OUR PROMOTERS AND PROMOTER GROUP

Nil

## V. LITIGATION INVOLVING OUR GROUP ENTITIES

1. Litigation Involving Criminal matters: Nil
2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil
3. Litigation involving Tax Liabilities

### (i) Direct Tax Liabilities:

#### Divine Suiting Private Limited:

A. Y.	Section Code	Date of Demand	Amount	Particulars
2019-20	143(1) (a)	29-03-2021	310	No appeal has been preferred against the said demand. The matter is pending.

#### Swaraj Sulz Private Limited:

A. Y.	Section Code	Date of Demand	Amount	Particulars
2019-20	143(1) (a)	24-12-2021	25,780	No appeal has been preferred against the said demand. The matter is pending.

- (ii) Indirect Taxes Liabilities: Nil

4. Other Pending Litigations: Nil

- VI. Penalties imposed in past cases for the last five years: Nil

## OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors where outstanding amount as on September 30, 2021:

Name	Amount
Total Outstanding dues to Micro and Small & Medium Enterprises (MSME)*	Nil
Total Outstanding dues to Creditors other than MSME#	Rs. 494.60 Lakhs

\* Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, is not available with us as we are in the process of Compiling the information from our vendors.

# As per restated consolidated balance sheet.

**Outstanding Litigations involving the Company or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.**

Except as described above, as on date of this draft prospectus, there are no outstanding litigations involving the Company, or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

**There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years as except mentioned in this draft prospectus.**

**Pending proceedings initiated against our Company for economic offences.**

There are no pending proceedings initiated against our Company for economic offences.

**Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous Companies enactment in the last 5 years against our Company.**

There are no inquiries, investigations etc. instituted under the Companies Act or any previous Companies enactment in the last 5 years against our Company.

**Material Fraud against our Company in the last five years**

There has been no material fraud committed against our Company in the last five years.

**Fines imposed or compounding of offences for default**

There are no fines imposed or compounding of offences for default or outstanding defaults.

**Non-Payment of Statutory Dues**

Except as disclosed in the chapter titled “*Financial Statements as Restated*” beginning on pages 121 there are have been no defaults or outstanding defaults in the payment of statutory dues payable under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees State Insurance Act, 1948.

**MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE**

Except as disclosed in Chapter titled “*Management’s Discussion & Analysis of Financial Conditions & Results of Operations*” beginning on page 159 of this draft prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.

## GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current business activities and no further major approvals from any governmental/regulatory authority, or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

### I. Approvals for the Issue

- a) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on December 27, 2021 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the Extra Ordinary General Meeting held on January 07, 2022 authorized the Issue.
- c) Our Company has received an in-principle approval from the NSE dated [●] for listing of Equity Shares issued pursuant to the Issue.
- d) The International Securities Identification Number ("ISIN") of our Company is "INE0GMR01016".

### II. Approvals pertaining to Incorporation of our Company

- a) Certificate of Incorporation bearing no. U18101RJ2003PTC018359 dated June 09, 2003 under the Companies Act, 1956 issued by Registrar of Companies, Jaipur in the name of "Swaraj Suiting Private Limited".
- b) Certificate of Incorporation bearing no. U18101RJ2003PLC018359 dated September 22, 2020 under the Companies Act, 2013 issued by Registrar of Companies, Jaipur, consequent upon conversion from Private Limited to Public Company to "Swaraj Suiting Limited".

### III. Business Related Approvals

- a) Certificate of Registration under the Employee State Insurance Act, 1948 bearing registration number 16000184440000100 dated January 06, 2011 issued by Sub-Regional Office, Employees State Insurance Corporation, Rajasthan.
- b) Intimation letter dated June 05, 2017 issued for allotment of code number RJUDR0012360000 issued by the Sub Regional Office (Udaipur), Employees Provident Fund Organization.
- c) Certificate of Importer-Exporter Code dated July 22, 2003 bearing IEC number 1304005470 issued by Office of the Joint Director General of Foreign Trade, Jaipur.
- d) Export Promotion Capital Goods (EPCG) bearing License number 1331000263 dated March 31, 2021 issued by Office of the Joint Director General of Foreign Trade, Jaipur. The Import is valid up to March 03, 2023 and EO is valid up to March 31, 2027.
- e) Export Promotion Capital Goods (EPCG) bearing License number 1331000267 dated March 31, 2021 issued by Office of the Joint Director General of Foreign Trade, Jaipur. The Import is valid up to March 03, 2023 and EO is valid up to March 31, 2027.
- f) Export Promotion Capital Goods (EPCG) bearing License number 1331000993 dated Feb 10, 2022 issued by Office of the Joint Director General of Foreign Trade, Jaipur. The Import is valid up to Feb 10, 2024 and EO is valid up to Feb 10, 2028.
- g) Udyog Aadhar Certificate dated October 29, 2018 bearing number RJ07C0016646 issued by Ministry of Micro, Small and Medium Enterprises, Government of India.

- h) Udyam Registration Certificate dated July 04, 2020 bearing reference number UDYAM-RJ-07-0000039 issued by Ministry of Micro, Small and Medium Enterprises, Government of India.
- i) Legal Entity Identifier (LEI) bearing no. 3358009UIFR6CZEEDE91 issued by Legal Entity Identifier India Limited valid till February 08, 2023.

#### IV. Tax Related Approvals

- a) Our Company's Permanent Account Number dated October 21, 2020 issued by the Income Tax Department is AAHCS2781A.
- b) Our Company's Tax Deduction Account Number dated February 12, 2021 issued by the Income Tax Department is JDHS02568G.
- c) Registration certificate of Goods and Services Tax (Rajasthan) bearing registration number 08AAHCS2781A1ZH dated July 01, 2017 (amended on April 27, 2021) issued by GST Department, CBIC.
- d) Registration certificate of Goods and Services Tax (Madhya Pradesh) bearing registration number 23AAHCS2781A1ZP dated March 15, 2021 issued by GST Department, CBIC.

#### V. Business Operation Related Approvals

As mentioned hereinabove, we require various approvals, licenses, registrations and permits to carry on our operations in India. Some of these may expire in the ordinary course of business and applications for renewal of such approvals are submitted in accordance with applicable procedures and requirements. An indicative list of the material approvals required by our Company for conducting our operations is provided below.

1. The following is the list of the business-related approvals which have been availed for our manufacturing unit situated at F-483 to F-487, G1-475 to 476, RIICO Growth Centre, Hamirgarh, Bhilwara, Rajasthan - 311025:

Sl. No.	Type of License/ Approval	Issuing Authority	Reference/Registration/ License No.	Date of Issue/ Renewal	Valid upto
1.	License for running a factory under Factories Act of 1948 and Karnataka Factory Rules of 1969	Chief Inspector of Factories and Boilers, Jaipur	RJ/30373	June 04, 2018	March 31, 2022
2.	Consent to Operate under section 25/26 of the Water (Prevention & Control of Pollution) Act, 1974 and under section 21(4) of Air (Prevention & Control of Pollution) Act, 1981	Rajasthan State Pollution Control Board	2017-18/Bhilwara/5171	March 25, 2017	February 28, 2022
3.	Consent to Operate under section 25/26 of the Water (Prevention & Control of Pollution) Act, 1974	Rajasthan State Pollution Control Board	2016-2017/Bhilwara/4496	September 01, 2016	August 31, 2026
4.	Consent to Operate under section 25/26 of the Water (Prevention & Control of Pollution) Act, 1974	Rajasthan State Pollution Control Board	2017-2018/Bhilwara/6486	May 30, 2017	November 30, 2032
5.	Sanctioned Contract Load 2000 KVA (2667 KW)	Ajmer Vidyut Vitran Nigam Ltd	110222002104	---	Valid until Cancelled
6.	Approval of Electrical Installation pertaining to 600 KVA DG Set	Rajasthan State Pollution Control Board	2016-2017/Bhilwara/4497	September 01, 2016	August 31, 2026
7.	NOC for Fire	Fire Officer, Municipal Council, Bhilwara	नपभी/अग्निशमन/2018-19/9322	August 21, 2018	Valid until Cancelled



2. The following is the list of the business-related approvals which have been availed for our manufacturing unit situated at B-24 to B-41, Jhanjharwada Industrial Area, Vill: Dhamaniya, District Neemuch, M.P. - 458441:


Sl. No.	Type of License/ Approval	Issuing Authority	Reference/Registration/ License No.	Date of Issue/ Renewal	Valid upto
1.	Consent to Establish under section 25 of the Water (Prevention & Control of Pollution) Act, 1974 and under section 21 of the Air (Prevention & Control Pollution) Act, 1981	M. P. Pollution Control Board	CTE-54278	September 25, 2021	August 31, 2026
2.	Approval for 1,00,000 litre/day Water	M. P. Audyogik Kendra Vikas Nigam (Indore) Limited	956	May 06, 2021	Valid until Cancelled

#### VI. Quality Related Approvals

Sl. No.	Type of License/ Approval	Issuing Authority	Reference/Registration/ Certificate/License No.	Date of Issue/ Renewal	Valid upto
1.	Certificate issued for Quality Management System (ISO 9001:2015) for manufacture of Cotton and Synthetic Fabric	Brit Qualis Certification (UK) Limited	BRIT02160	December 03, 2019	December 02, 2022
2.	Registration cum Membership Certificate as per provisions of Paragraph 2.56 of the Policy and Paragraph 2.93 of the Handbook	The Synthetic & Rayon Textiles Export Promotion Council	SR/MFG/25023/ 2021-22	March 19, 2021	March 31, 2026



#### VII. Intellectual Property Related Approvals

The following trademark has been registered in the name our company:

Sr. No.	Logo	Class	Trademark Type	Owner of Trademark	Application No.	Date of application	Status
1		35 <sup>^</sup>	Wordmark	Swaraj Suiting Private Limited	3958283	September 28, 2018	Registered

<sup>^</sup> The Logo is registered under category Advertising; Business management; Business administration; Office functions under Class 35

The following applications are under process:

Sr. No.	Logo	Class	Trademark Type	Owner of Trademark	Application No.	Date of application	Status
1		24 <sup>*</sup>	Wordmark: Swaraj Suiting – Weaving the Future	Swaraj Suiting Private Limited	4074155	February 01, 2019	Objected
2		24 <sup>#</sup>	Wordmark: Swaraj Denim	Swaraj Suiting Limited	4820261	January 14, 2021	Objected

<sup>\*</sup> The Logo is applied under Textiles and substitutes for textiles; Household linen; Curtains of textile or plastic under Class 24

<sup>#</sup> The Logo is applied under Textiles and substitutes for textiles; Household linen; Curtains of textile or plastic, Fabric under class 24

**VIII. Licenses/ Approvals for which applications have been made by our Company and are pending:**

Our Company has made the following applications for renewal of licenses/ approvals:

- a) Application for Consent for Emission/Continuation of Emission under Section 21 of the Air (Prevention and Control of Pollution Act, 1981) has been made by our Company to M. P. Pollution Control Board vide CCA-Fresh No. 1106699 dated February 09, 2022
- b) Application for grant/renewal of authorization for generation or collection or storage or transport or reception or recycling or reuse or recovery or pre-processing or co-processing or utilization or treatment or disposal of hazardous and other waste has been made by our Company to M. P. Pollution Control Board vide CCA-Fresh No. 1106699 dated February 09, 2022
- c) Application for consent to establish or take any step to establish any Industry, operation process or any treatment and disposal system for discharge, under section 25 or continuation or discharge under section 26 of the Water (Prevention and Control of Pollution) Act. 1974 has been made by our Company to M. P. Pollution Control Board vide CCA-Fresh No. 1106699 dated February 09, 2022
- d) Application for Sanction load of 700 KVA has been made to Madhya Pradesh Power Transmission Company Limited vide application dated January 25, 2022

*Our Company is in the process of applying for Trade License, Shop & Establishment, Factory License, Boiler License, Consent to Operate etc. to concerned state/central department/authorities/agencies etc. for operation of the proposed unit.*

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

1. The Fresh Issue of Equity Shares in terms of this draft prospectus has been authorized by a resolution by the Board of Directors passed at their meeting held on December 27, 2021 under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the members and such other authorities as may be necessary.
2. The Fresh Issue of Equity Shares in terms of this draft prospectus has been authorized by the shareholders by special resolution at the Extra Ordinary General Meeting held on January 07, 2022 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.
3. Our Company has received In-principal approval from NSE vide their letter dated [●] to use the name of NSE in this draft prospectus for listing of the Equity Shares on EMERGE Platform of NSE. National Stock Exchange of India Limited is the Designated Stock Exchange.
4. Our Board has approved this draft Prospectus through its resolution dated February 18, 2022.

### Confirmation:

- Our Company, our Promoters, Promoter Group, our directors, person(s) in control of the promoter or our Company have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.
- Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
- None of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as promoters or directors.
- None of the Directors are associated with any entities, which are engaged in securities market related business and are registered with SEBI for the same.
- There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which any of our Company, our Promoter, Directors, persons in control of our Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other regulatory or government authority.
- Neither our Company, nor our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or a fraudulent borrower by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under Section titled, ***“Outstanding Litigations and Material Developments”*** beginning on page no. 143 of this draft prospectus.
- Our Company is an ***“Unlisted Issuer”*** in terms of the SEBI (ICDR) Regulations; and this Issue is an ***“Initial Public Issue”*** in terms of the SEBI (ICDR) Regulations.

### Eligibility for the Issue

- Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:
  - Neither our company, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.
  - Neither our promoters, nor any directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by the Board
  - Neither our Promoter nor any of our directors is declared as Fugitive Economic Offender
  - Neither our Company, nor our Promoter, relatives (as defined under the Companies Act, 2013) of our Promoter nor our directors, are Wilful Defaulters or a fraudulent borrower.
- Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue face value paid-up capital will not be more than 10 crores, and can issue Equity Shares to the public and propose to list the same on the ***EMERGE Platform of National Stock Exchange of India Limited***.

**We further confirm that:**

- i. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size.
- ii. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) 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 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. 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.
- iii. In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus will be filed with the SEBI through the Lead Manager immediately upon filing of the offer document with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The SEBI shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the lead manager will also submit a due diligence certificate as per format prescribed by SEBI along with the prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, The Lead Manager and the EMERGE Platform of NSE.

Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of prospectus shall also be furnished to the SEBI in a soft copy.

- iv. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement dated [●] with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the EMERGE Platform of NSE.

**In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for EMERGE Platform of NSE, which are as under:**

❖ ***Incorporation: The Company shall be incorporated under the Companies Act, 1956/2013.***

Our Company is incorporated under the Companies Act, 1956 in India.

❖ ***Post Issue Paid up Capital: The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crores.***

The post issue paid up capital (Face Value) of the company will be ₹7.20 crores. So, the company has fulfilled the criteria of post issue paid up capital shall not be more than ₹25.00 crores.

❖ ***Net-worth: Positive Net-worth.***

As per restated standalone financial statement, the net-worth of the company is ₹4482.66 Lakhs as on September 30, 2021. Our company has positive net-worth. So, the company has fulfilled the criteria of positive net-worth of the company.

❖ ***Track Record: The company or the partnership/proprietorship/LLP Firm or the firm which have been converted into the company should have combined track record of at least 3 years***

Our company was incorporated on June 9, 2003 and having track record of more than 3 years.



- ❖ **Operating Profit (earnings before interest, depreciation and tax) from operations for atleast 2 (two) out of 3 (three) financial years:**

Our company is having operating profit, details are mentioned as below

(Rs. in Lakhs.)			
Particulars	F.Y. 2020-21	F.Y. 2019-20	F.Y. 2018-19
Total Income	6021.56	5844.10	5600.38
Operating Profit (earnings before interest, depreciation and tax)	1018.47	1337.30	1206.53

- ❖ Our company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) or No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies
- ❖ Our Company has not received any winding up petition admitted by a NCLT/Court.
- ❖ No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.

#### **Disclosure:**

We further confirm that:

- ❖ There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting Company(ies), group companies, companies promoted by the promoters/promoting companies of the Issuer Company.
- ❖ There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, promoters/promoting Company(ies), group companies, companies promoted by the promoters/promoting Company(ies) during the past three years.
- ❖ There are no litigations record against the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies).
- ❖ There are no criminal cases/investigation/offences filed against the director of the company.

*We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.*

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE ISSUE DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, FINSHORE MANAGEMENT SERVICES LIMITED HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED [●], 2022 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATION 2018 WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI ICDR REGULATION, 2018.**

**THE FILING OF THIS ISSUE DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.**

#### **DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company and the Lead Manager accept no responsibility for statements made otherwise than those contained in this draft prospectus or in the advertisements or any other material issued by or at our Company's instance and that anyone placing reliance on any other source of information would be doing so at his or her own risk.

#### **CAUTION**

The LM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the LM (Finshore Management Services Limited) and our Company on February 14, 2022 and the Underwriting Agreement dated [●] entered into between the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Market Maker, LM and our Company.

All information shall be made available by our Company and the LM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The LM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

Note: Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakh and pension funds with a minimum corpus of ₹ 2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This draft prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this draft prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in **Bhilwara, Rajasthan** only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this draft prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this draft prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

## DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NSE

“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: [●] dated [●] permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

## DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the 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 Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

## LISTING

The Equity Shares of our Company are proposed to be listed on SME EMERGE Platform of NSE. Our Company has obtained In-principle approval from NSE by way of its letter dated [●] for listing of equity shares on EMERGE Platform of NSE.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by NSE, our Company shall return through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchange rejecting the application for listing or trading without any interest.

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 Director of the Company who is officer in default shall, on and from expiry of four (4) days, be jointly and severally liable to repay such application money, with interest at the rate of fifteen per cent per annum (15% p.a.).

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 mentioned above are taken within Six (6) Working Days of the Issue Closing Date.

## FILING

The draft prospectus is being filed with National Stock Exchange of India Limited, at Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400051.

After getting in-principal approval from NSE, a copy of the prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for filing to the Registrar of Companies, Jaipur, Rajasthan.

A copy of the prospectus shall be filed with SEBI immediately upon filing of the Offer document with Registrar of Companies in term of Regulation 246 of the SEBI (ICDR) Regulations, 2018. However, SEBI shall not issue any observation on the draft prospectus/prospectus.

## IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- 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
- Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

*Shall be liable to action under Section 447 of the Companies, Act 2013.*

## CONSENTS

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Key Managerial Personnel, Our Peer Review Auditor, (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Sponsor Bank, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue to act in their respective capacities shall be obtained as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the draft prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the draft prospectus for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations 2018, **M/s. S. K. Toshniwal & Company**, Chartered Accountant, our Statutory Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on "Statement of Tax Benefits" relating to the possible tax benefits and restated financial statements as included in this draft prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this draft prospectus for filling with Roc.

## EXPERTS OPINION

Except for the reports in the Section, "**Statement of Possible Tax Benefits**" and "**Financial Statement as Restated**" on page no 62 and page no 121 of this draft prospectus from the Peer Review Auditors and Statutory Auditor respectively; our Company has not obtained any expert opinions. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act 1933.

## PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS

Except as stated under Section titled "**Capital Structure**" beginning on page no. 40 of this draft prospectus our Company has not undertaken any previous public or rights issue. Further, we are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

## UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES IN LAST 5 YEARS

Since this is the initial public Issuing of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

## PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES / SUBSIDIARIES/ ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three year except as mentioned in this draft prospectus. This is the initial public Issuing of our Company's Equity Shares

## PERFORMANCE VIS-A-VIS OBJECTS—PUBLIC/RIGHT ISSUE OF OUR COMPANY

Except as stated under Section titled "**Capital Structure**" beginning on page 40 of this draft prospectus our Company has not undertaken any previous public or rights issue.

## PERFORMANCE VIS-A-VIS OBJECTS - LAST ISSUE OF LISTED SUBSIDIARIES/LISTED PROMOTERS

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters as on date of this draft prospectus.

## **OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS ISSUED BY OUR COMPANY**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this draft prospectus.

## **OPTION TO SUBSCRIBE**

Equity Shares being issued through the draft prospectus can be applied for in dematerialized form only.

## **STOCK MARKET DATA OF THE EQUITY SHARES**

This being an initial public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Company has appointed **“Bigshare Services Private Limited”** as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company.

The Agreement dated February 14, 2022 amongst the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Applicants in ASBA account or UPI ID linked bank account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Applicant should give full details such as name of the sole/first Applicant, Application Form number, Applicant DP ID, Client ID, Bank Account No./UPI ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

## **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Mr. Rahul Kumar Verma, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

**Mr. Rahul Kumar Verma**  
*Company Secretary & Compliance Officer*  
**Swaraj Suiting Limited**  
F-483 To F-487, RIICO Growth Centre  
Hamirgarh-311025, Bhilwara, Rajasthan  
**Ph No.:** +91 96606 30663  
**Email:** cs@swarajsuiting.com  
**Website:** [www.swarajsuiting.com](http://www.swarajsuiting.com)

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)



## STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this draft prospectus and hence there are no pending investor complaints as on the date of this draft prospectus.

## DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY:

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters.

## PRICE INFORMATION OF LAST 10 (TEN) ISSUED HANDLED BY THE LEAD MANAGER

### Statement on Price Information of Last 10 (Ten) Issues handled by Finshore Management Services Limited:

Sr. No.	Issue Name	Issue Size (₹ in Cr.)	Issue Price (In ₹)	Listing Date	Opening price on listing date (In ₹)	+/- % change in closing price, [+/- % change in closing benchmark] 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180 <sup>th</sup> calendar days from listing
1	SK International Export Ltd.	3.96	20/-	15/07/2019	19.20	-16.00 [-4.98]	-9.75 [-1.98]	0.00 [6.95]
2	Alphalogic Techsys Ltd.	6.18	84/-	05/09/2019	83.00	7.86 [2.81]	1.07 [11.00]	16.67 [4.09]
3	Tranway Technologies Ltd.	4.24	10/-	05/02/2020	11.10	50.00 [-6.49]	1.00 [-22.91]	-21.90 [-8.59]
4	ICL Organic Dairy Products Ltd.	4.08	20/-	17/02/2020	20.80	-25.00 [-25.52]	-3.25 [-24.25]	9.75 [-7.74]
5	DJ Mediaprint & Logistics Ltd.	2.40	20/-	13/04/2020	20.60	165.00 [2.22]	64.50 [19.24]	105.00 [32.00]
6	Promax Power Ltd.	1.60	10/-	12/10/2021	11.00	54.00 [0.11]	126.00 [-0.85]	N. A.
7	Dynamic Services & Security Ltd.	24.13	51/-	13/10/2021	53.00	-13.73 [-0.80]	-20.00 [-0.87]	N. A.
8	Destiny Logistics & Infra Limited	5.39	20/-	13/10/2021	20.70	-27.00 [-0.80]	-41.75 [-0.87]	N. A.
9	Timescan Logistics (India) Limited	4.81	51/-	12/01/2022	82.00	78.43 [-3.33]	N. A.	N. A.
10	DJ Mediaprint & Logistics Ltd. (FPO)	15.00	125/-	31/01/2022	241.70	N. A.	N. A.	N. A.
11	Safa Systems & Technologies Ltd.	4.00	10/-	09/02/2022	16.55	N. A.	N. A.	N. A.

Status as on 18-02-2022

1. in case where the security is not being traded on 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> day, the previous working day has been considered.
2. in case where 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> day is holiday, the previous working day has been considered for benchmark and security purpose.
3. the benchmark index is SENSEX where the securities have been listed in BSE SME and Nifty where securities have been listed in NSE Emerge.

### Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at discount - 180 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 180 <sup>th</sup> calendar day from listing day		
			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%
2018-19	8	57.68	1	1	2	1	N. A	3	3	1	2	1	N. A	1
2019-20	6	52.42	N. A	1	2	N. A	2	1	N. A	1	2	N. A	N. A	3
2020-21	1	2.40	N. A	N. A	N. A	1	N. A	N. A	N. A	N. A	N. A	1	N. A	N. A
2021-22	6	54.93	2	N. A	N. A	N. A	1	1	N. A	N. A	N. A	N. A	N. A	N. A

Including 1 FPO in FY 2021-22

Status as on 18-02-2022

## TRACK RECORD OF PAST ISSUES HANDLED BY FINSHORE MANAGEMENT SERVICES LIMITED

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: [www.finshoregroup.com](http://www.finshoregroup.com).

**SECTION XI: ISSUE INFORMATION****TERMS OF THE ISSUE**

*The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this draft prospectus, the prospectus, the abridged draft prospectus, Application Form, CAN, the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e., just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.*

**AUTHORITY FOR THE PRESENT ISSUE**

This Issue has been authorized by a resolution of the Board passed at their meeting held on **December 27, 2021** subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting held on **January 07, 2022**.

**RANKING OF EQUITY SHARES**

The Equity Shares being Issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to Section titled, ***Description of Equity Shares and Terms of the Articles of Association***, beginning on page 204 of this draft prospectus.

**OFFER FOR SALE**

In the case of offer for sale, the dividend for the entire year shall be payable to the transferees and the company has to disclose the name of the entity bearing the cost of making offer for sale along with reasons. However, the present issue does not include offer for sale and hence the said disclosure is not applicable to us.

**MODE OF PAYMENT OF DIVIDEND**

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, the provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by our Board of Directors and approved by our Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, for further details in relation to dividends, please refer to Sections titled, ***Dividend Policy*** and ***Description of Equity Shares and Terms of the Articles of Association***, beginning on page 120 and 204 respectively, of this draft prospectus.

**FACE VALUE AND ISSUE PRICE**

The face value of the share of our company is ₹10/- per equity share and the issue price is ₹56/- per equity share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the Section titled, ***Basis for Issue Price*** beginning on page 60 of this draft prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

**COMPLIANCE WITH SEBI (ICDR) REGULATIONS**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations as amended time to time. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association of our Company, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable law, including any RBI Rules and Regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, *"Description of Equity Shares and Terms of the Articles of Association"*, beginning on page 204 of this draft prospectus.

## MARKET LOT AND TRADING LOT

The trading of the Equity Shares will happen in the minimum contract size of 2,000 Equity Shares and the same may be modified by the SME Platform of National Stock Exchange of India Limited (NSE Emerge) from time to time by giving prior notice to investors at large.

Allocation and Allotment of Equity Shares through this Draft Prospectus will be done in multiples of 2,000 Equity Shares subject to a minimum Allotment of 2,000 Equity Shares to the successful Applicants in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

## MINIMUM NUMBER OF ALLOTTEES

In accordance with the Regulation 268 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 the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

## ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issuer:

1. Tripartite agreement dated February 01, 2021 between our Company, NSDL and the Registrar to the Issue.
2. Tripartite agreement dated January 29, 2021 between our Company, CDSL and the Registrar to the Issue

## JOINT HOLDERS

Where two (2) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

## NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board, elect either:

To register himself or herself as the holder of the Equity Shares; or to make such transfer of the Equity Shares, as the deceased holder could have made.



Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares 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 the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### PERIOD OF SUBSCRIPTION LIST OF PUBLIC ISSUE

ISSUE OPENS ON	[●]
ISSUE CLOSES ON	[●]

- *In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the issue shall be open after at least three working days from the date of filing the prospectus with the Registrar of Companies.*
- *In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, Except as otherwise provided in these regulations, the public issue shall be kept open for at least three working days and not more than ten working days.*
- *In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, In case of a revision in the price band, the issuer shall extend the bidding (issue) period disclosed in the red herring draft prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1) is not applicable to our company as this is fixed price issue.*
- *In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, In case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the issue period disclosed in the draft prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation 266(1).*

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 Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Issue Closing Date maybe extended in consultation with the LM, 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 Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this draft prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

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

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

#### MINIMUM SUBSCRIPTION

In accordance with Regulation 260(1) of SEBI (ICDR) Regulations, this Issue is 100% underwritten, so this issue is not restricted to any minimum subscription level.

As per section 39 of the new Companies Act, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of issue of draft prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Issue Document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond eight (8) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

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.

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of 2,000 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, 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 NSE.

#### **APPLICATION BY ELIGIBLE NRI'S, FPI'S/FII'S REGISTERED WITH SEBI, VCF'S 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.

#### **AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBs CANNOT PARTICIPATE IN THIS ISSUE.**

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 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

#### **RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING**

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the Section titled "*Capital Structure*" beginning on page 41 of this draft prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation/splitting of Equity Shares. For further details, please refer to the Section titled, "*Description of Equity Shares and Terms of the Articles of Association*", beginning on page 204 of this draft prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the LM are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this draft 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.

#### **OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM**

As per Section 29 of the Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, every company making public Issue shall issue securities only in dematerialized form only. Hence, the Equity Shares being Issued can be applied for in the dematerialized form only. Further, it has been decided by the SEBI that trading in securities of companies making an initial public Issue shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the EMERGE Platform of NSE.

## MIGRATION TO MAIN BOARD

NSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the SME Platform of NSE for a **minimum period of two years from the date of listing** and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations, 2018.

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, the migration to the Main board of NSE from the EMERGE platform of NSE on a later date shall be subject to the following:

- If the Paid up Capital of our Company is likely to increase above ₹ 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 favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which our Company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board

OR

- If the Paid-up Capital of the company is more than ₹ 10 crore but below ₹25 crore, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## MARKET MAKING

The Equity Shares offered through this Issue are proposed to be listed on the EMERGE Platform of NSE, wherein [●] Limited is the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the NSE EMERGE for a minimum period of three (3) years from the date of listing on the EMERGE Platform of NSE. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to Section titled, ***“General Information- Details of the Market Making Arrangements for this Issue”*** beginning on page 33 of this draft prospectus.

## NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as Deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

## JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in ***Jaipur, Rajasthan, India***.

The Equity Shares 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 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, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions 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.



## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations 2018, whereby, an issuer whose post issue face value capital is less than ten crore rupees, issue shares to the public and propose to list the same on the SME platform, in this case being the “NSE EMERGE”. For further details regarding the salient features and terms of such this Issue, please refer to Sections titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on pages 179 and 186, respectively, of this draft prospectus.

The present Issue of 19,08,000 Equity Shares at an issue price of ₹56/- each aggregating to ₹1068.48 Lakhs by our Company. The Issue and the Net Issue will constitute 26.50% and 25.17%, respectively of the post issue paid up equity share capital of the Issuer Company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares</b>	18,12,000 Equity Shares	96,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	94.97% of the Issue Size	5.03% of the Issue Size
<b>Basis of Allotment/ Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum allotment of 2,000 Equity Shares and further allotment in multiples of 2,000 Equity Shares each.  For further details please refer to “ <i>Basis of Allotment</i> ” under Section titled “ <i>Issue Procedure</i> ” beginning on page 186 of this draft prospectus.	Firm Allotment
<b>Mode of Application</b>	<u><b>For Other than Retail Individual Investors:</b></u> All the applicants shall make the application (Online or Physical) through ASBA process  <u><b>For Retail Individuals Investors:</b></u> Through the ASBA Process or by using UPI ID for payment	Through ASBA Process Only
<b>Mode of Allotment</b>	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
<b>Minimum Application Size</b>	<u><b>For Other than Retail Individual Investors:</b></u> 4,000 Equity Shares at Issue price of ₹56/- each so that the Application Value exceeds ₹2,00,000.  <u><b>For Retail Individuals:</b></u> 2,000 Equity Shares at Issue price of ₹56/- each.	96,000 Equity Shares @ ₹56/- each
<b>Maximum Application Size</b>	<u><b>For Other than Retail Individual Investors:</b></u> 18,12,000 Equity Shares at Issue price of ₹56/- each. (The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.)  <u><b>For Retail Individuals Investors:</b></u> 2,000 Equity Shares at Issue price of ₹56/- each.	96,000 Equity Shares @ ₹56/- each
<b>Trading Lot</b>	2,000 Equity Shares	2,000 Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Terms of Payment</b>	<b>100% at the time of application</b>	<b>100% at the time of application</b>

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations. For further details please refer to section titled “*Issue Structure*” beginning on page 184 of this Draft Prospectus.



\*Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253 (2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- Minimum fifty per cent to retail individual investors; and
- Remaining to: (i) individual applicants other than retail individual investors; and (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for; Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

**Explanation:** If the retails individual investor category is entitled to more than fifty per cent of the issue size on a proportionate basis, the retails individual investors shall be allocated that higher percentage. For further information on the Allocation of Net Offer to Public, please refer to chapter titled “**The Issue**” on page no. 29 of this Draft Prospectus.

## WITHDRAWAL OF THE ISSUE

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

In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (1) in regional newspaper where the registered office of the Company is situated.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this draft prospectus, which our Company will apply for only after Allotment.

## ISSUE PROGRAMME

Issue Opening Date	[●]
Issue Closing Date	[●]
Finalisation of Basis of Allotment with NSE EMERGE	[●]
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	[●]
Credit of Equity Shares to demat accounts of the Allottees	[●]
Commencement of trading of the Equity Shares on NSE EMERGE	[●]

**Note:** The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the EMERGE Platform of NSE are taken within 6 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the NSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the NSE EMERGE in accordance with the applicable laws.

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. On the Issue Closing Date when applications will be accepted only between 10:00 a.m. to 4:00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this draft prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday)

## ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the “**General Information Document**”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Application Form. The General Information Document is available on the websites of the Stock Exchanges and the Lead Managers. 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 Retail Individual Investors 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 Confirmation of Allocation Note (“**CAN**”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“**UPI Phase I**”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by Retail Individual Investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to **continue with the UPI Phase II till further notice**. The final reduced timeline will be made effective using the UPI Mechanism for applications by Retail Individual Investors (“**UPI Phase III**”), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time.

SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, which came into effect from May 01, 2021 had put in place measures to have a uniform policy to further streamline the processing of ASBA applications through UPI process among intermediaries/SCSBs and also provided a mechanism of compensation to investors.

However, in view of the representations received from stakeholders, SEBI vide Circular no: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 given some relaxation for the implementation timelines for the provisions of “the circular” which are as under:

- **SMS Alerts:** Para 9 of “the circular” prescribed the details to be sent by SCSB’s in SMS alerts. While SCSB’s shall continue to send SMS alerts during the actual block/debit/unblock of UPI mandate in the prescribed format, the details of total number of shares applied/allotted/non-allotted etc shall be included in SMS for Public Issues opening on/after January 01, 2022.
- **Web Portal for CUG:** For ease of doing business, Para 10 of “the circular” prescribed a web portal to be hosted by Sponsor Banks for closed user group (hereinafter referred to as “CUG”) entities. In view of the representations received from the stakeholders, it has been decided that:
  - ❖ The automated web portal shall be live and operational after due testing and mock trials with the CUG entities for Public Issues opening on or after October 01, 2021. The requisite information on this automated portal shall be updated periodically in intervals not exceeding two hours.
  - ❖ In the interim, for the Public Issues opening from the date of this circular and till the automated web portal is live and operational, the Sponsor Banks shall send the details prescribed in Para 10 of “the circular” to the e-mail address of CUG entities periodically in intervals not exceeding three hours. In case of exceptional events viz., technical issues with UPI handles/PSPs/TPAPS/SCSB’s etc, the same shall be intimated immediately to the CUG entities so as to facilitate the flow of information in the Public Issue process.



- ❖ The Stock Exchanges and Lead Managers shall facilitate providing the requisite data of CUG entities to Sponsor Bank for the development of automated web portal. Such information shall be provided to the Sponsor Bank before opening of the Public Issue.
- **Completion of Unblocks by T+4:** Para 13 of “the circular” prescribed the process and timeline for ensuring the completion of unblocks pertaining to UPI mandates on T+4 (T: Issue Closing Date). while the process of unblocking shall be completed by T+4, in view of the representations received from stakeholders, the following shall be the revised timelines:
  - ❖ The Registrar to the Issue shall provide the allotment/ revoke files to the Sponsor Bank by 8:00 PM on T+3 i.e., the day when the Basis of Allotment (BOA) has to be finalized.
  - ❖ The Sponsor Bank shall execute the online mandate revoke file for Non-Allottees/ Partial Allottees and provide pending applications for unblock, if any, to the Registrar to the Issue, not later than 5:00 PM on BOA+1.
  - ❖ Subsequent to the receipt of the pending applications for unblock from the Sponsor Bank, the Registrar to the Issue shall submit the bank-wise pending UPI applications for unblock to the SCSBs, not later than 6:30 PM on BOA+1.
  - ❖ To ensure that the unblocking is completed on T+4, the Lead Managers, on a continuous basis and before the opening of the public issue shall take up the matter with the SCSB’s at appropriate level.

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 (four) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of Rs.100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.*

*Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft 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 this Draft Prospectus. Further, our Company and the LM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.*

#### **Phased implementation of Unified Payments Interface (UPI)**

SEBI has issued the various UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by Retail Individual Investors through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Investor had the option to submit the ASBA Form with any of the Designated 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 Working Days.

**Phase II:** This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by Retail Individual Investors through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days. For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Managers.



## FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI ICDR Regulations, and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance is being offered to Other Investors including QIBs and Non-Institutional Applicants. However, in case of under-subscription in either category, unsubscribed portion shall be allocated to investors in other category subject to valid Applications being received from them at the Issue Price.

Subject to the valid Applications being received at the Issue Price, allotment to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Individual Investors Category where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Individual Investors Category, 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 Lead Manager and the Stock Exchange.

**The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges. Investors should note that the Equity Shares will be Allotted to all successful Applicants only in dematerialised form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form.**

## APPLICATION FORM

Copies of Application Forms and Abridged Prospectus will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, an electronic copy of the Application Forms and Abridged Prospectus will also be available for download on the website of the Company, Lead Manager and Stock Exchange, NSE ([www.nseindia.com](http://www.nseindia.com)), at least one day prior to the Issue Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. The Retail Individual Investors can additionally Bid through the UPI Mechanism.

All ASBA Bidders must provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of Retail Individual Investors), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected. Applications made by the Retail Individual Investors using third party bank account or using third party linked bank account UPI ID are liable for rejection. Retail Individual Investors bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Application Form and the Application Form that does not contain the UPI ID are liable to be rejected.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories applying in this issue is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)**	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)**	Blue*

\* Excluding electronic Application Form.

\*\* Application forms will also be available on the website of the NSE ([www.nseindia.com](http://www.nseindia.com)). Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

In case of ASBA Forms, Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges.

Subsequently, for ASBA Forms (other than Retail Individual Investors using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For Retail Individual Investors using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate UPI Mandate Request to Retail Individual Investors for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to Retail Individual Investors, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate Retail Individual Investors (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Issue shall provide the audit trail to the LM for analysing the same and fixing liability.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the LM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

#### WHO CAN APPLY?

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Application Form and GID for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- i. Indian nationals' resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- ii. Applications belonging to an account for the benefit of a minor (under guardianship);
- iii. 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". Application by HUFs will be considered at par with Applications from individuals;
- iv. Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- v. QIBs;
- vi. NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- vii. Qualified Foreign Investors subject to applicable law;
- viii. Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- ix. Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under the irrespective constitutions to hold and invest in equity shares;
- x. Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- xi. Insurance companies registered with IRDAI;
- xii. Mutual Funds registered with SEBI;
- xiii. FPIs other than Category III Foreign Portfolio Investor;
- xiv. Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Other Investors Category;
- xv. Scientific and/ or industrial research organizations authorised in India to invest in the Equity Shares; and
- xvi. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

#### Applications should not to be made by:

- i. Minors (except through their Guardians)
- ii. Partnership firms or their nominations
- iii. Foreign Nationals (except NRIs)
- iv. 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 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on

case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 (the “U.S. Securities Act”) or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sales occur.

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

*The information below is given for the benefit of the applicants. Our Company, and the Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company, and the Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the draft prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.*

#### **MAXIMUM AND MINIMUM APPLICATION SIZE:**

##### **1. For Retail Individual Applicants:**

The Application must be for a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs 2,00,000.

As the application price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, **they can make Application only for minimum Application size i.e., for 2,000 Equity Shares.**

##### **2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs 2,00,000 and in multiples of 2,000 Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant 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.

##### **3. Minimum Bid Lot: 2,000 Equity Shares**

#### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the Designated Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
- b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For applications where the proportionate allotment works out to less than 2,000 Equity Shares the allotment will be made as follows:
  - ii. Each successful applicant shall be allotted 2,000 Equity Shares;
  - iii. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- d) If the proportionate allotment to an applicant works out to a number that is not a multiple of 2,000 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 2,000 Equity Shares subject to a minimum allotment of 2,000 Equity Shares.



- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 2,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, upto 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.
- f) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual applicants as described below:
- As per Regulation 253(2) of the SEBI (ICDR) Regulations 2018, as the Retail Individual Investor category is entitled to minimum fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  - Remaining to Individual applicants other than retail individual investors and other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
  - The unsubscribed portion in either of the categories specified in (i) or (ii) above may be available for allocation to the applicants in the other category, if so required.

“Retail Individual Investor” means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the designated stock exchange.

The Executive Director/Managing Director of the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

#### **PARTICIPATION BY ASSOCIATES /AFFILIATES OF LM AND THE SYNDICATE MEMBERS**

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **APPLICATION BY MUTUAL FUNDS**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate 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 thereof.

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.

#### **APPLICATIONS BY ELIGIBLE NRIS**

Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Applying on a repatriation basis could make payments through the ASBA process only by blocking the funds for the amount payable on application in their NRE Account or FCNR Accounts, maintained with banks authorised by the RBI to deal in foreign exchange.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by blocking the relevant funds in their NRE or FCNR account, as the case may be. Payment for Application by non-resident Applicants applying on a repatriation basis will not be

accepted out of NRO accounts for the full Application amount, at the time of submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

#### **APPLICATIONS BY HUF**

Application by Hindu Undivided Families or HUFs should be 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”. Application by HUFs will be considered at par with Applications by individuals.

#### **APPLICATIONS BY FPI'S**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased upto the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

#### **APPLICATIONS BY BANKING COMPANIES**

In case of Applications made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the “Banking Regulation Act”), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the 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 if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank’s interest on loans/investments made to a company. The bank is required to submit a timebound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company’s paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.



#### **APPLICATIONS BY SCSB'S**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

#### **APPLICATIONS BY SEBI REGISTERED VENTURE CAPITAL FUNDS, ALTERNATIVE INVESTMENT FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI VCF Regulations and the SEBI FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only upto 33.33% of the investible funds in various prescribed instruments, including in public offerings.

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 Regulations.

All Non-Resident Applicants including Eligible NRIs, 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 / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the draft prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, category I or II AIF or FVCI, as the case may.

#### **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.

#### **APPLICATIONS BY INSURANCE COMPANIES**

In case of Applications made by Insurance Companies, 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, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations") 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 belong to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

### **APPLICATIONS BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of Applications made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, 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.

### **APPLICATIONS UNDER POWER OF ATTORNEY**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/ or bye laws, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor.

### **APPLICATIONS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Application by Systemically Important Non-Banking Financial Companies, certified copy of a) the certificate of registration issued by RBI, b) certified copy of its latest audited financial statement on a standalone basis and a net worth certificate from its statutory auditor and c) such other approval as may be required by Systemically Important Non-Banking Financial Companies are required to be attached to the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor. Systemically Important Non-Banking Financial Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

*The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this draft prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this draft prospectus.*

### **ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA)**

Applicants In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this 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 Application Form, please refer the above-mentioned SEBI link.

### **METHOD AND PROCESS OF APPLICATIONS**

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.
6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
9. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
10. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the 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 Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants 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.

#### TERMS OF PAYMENT

The entire Issue price of ₹56/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

#### PAYMENT MECHANISM

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the 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 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 Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### 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 Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the 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 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 offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the



Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6. With respect to applications by Applicants, 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 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
10	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:
  - ❖ Name of the Applicant;
  - ❖ IPO Name;
  - ❖ Application Form Number;
  - ❖ Investor Category;
  - ❖ PAN (of First Applicant, if more than one Applicant);
  - ❖ DP ID of the demat account of the Applicant;
  - ❖ Client Identification Number of the demat account of the Applicant;
  - ❖ 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 an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Draft 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 Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft 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 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 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.



## ALLOCATION OF EQUITY SHARES

- 1) The Issue is being made through the Fixed Price Process wherein 96,000 Equity Shares shall be reserved for Market Maker and 18,12,000 Equity shares (Net Issue) will be allocated on a proportionate basis to Retail Individual Applicants, and Non-Retail Applicants.
- 2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage and retail individual investors can withdraw or revise their bids till issue closure date.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

## PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation where the registered office of the Company is situated.

## ISSUANCE OF ALLOTMENT ADVICE (CAN)

- 1) Upon approval of the basis of allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.
- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

## DESIGNATED DATES

Issue Opening Date	[●]
Issue Closing Date	[●]
Finalisation of Basis of Allotment with NSE EMERGE	[●]
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	[●]
Credit of Equity Shares to demat accounts of the Allottees	[●]
Commencement of trading of the Equity Shares on NSE EMERGE	[●]

**Note:** The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the EMERGE Platform of NSE are taken within 6 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the NSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the NSE EMERGE in accordance with the applicable laws

## GENERAL INSTRUCTIONS

### Do's:

- Check if you are eligible as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals. All applicants (other than Anchor Investors) should submit their Bids through the ASBA process only;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process 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);
- Instruct your respective Banks to not release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Applications are submitted at the Collection centres only on forms bearing the stamp of the Syndicate



or Registered Broker or RTAs or DPs or SCSB (except in case of electronic forms). Ensure that your application is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the Applicant has a bank account or a UPI ID linked Bank Account, or to a Registered Broker at the Broker Centres or to RTAs or DPs at collection centres and not to our Company.

- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.
- Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e., bank account or UPI ID, as applicable) in the Application Form if you are not a Retail Individual Investor bidding using the UPI Mechanism in the Application Form and if you are a Retail Individual Investor using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Application Form.
- Submit revised Applications to the same member of the Syndicate, SCSB or Non-Syndicate Registered Broker, or RTAs or DPs as applicable, through whom the original Application was placed and obtain a revised TRS;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the draft prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- 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*;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- 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 Issue 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 GIR 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 Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not make more than one application from one bank account.
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;

**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. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA 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 Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://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 Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of ETA and



DPs centers for collecting the application shall be disclosed is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://www.nseindia.com).

#### ***Applicant'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 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 as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment 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.

#### ***Communications***

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

#### ***Disposal of Application and Application Moneys and Interest in Case of Delay***

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at the SME platform NSE EMERGE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
- Giving of Instructions for refund by unblocking of amount via ASBA not later than 4 (four) working days of the Issue Closing Date, would be ensured; and
- If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

#### ***Right to Reject Applications***

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.



## OTHER INSTRUCTIONS FOR THE APPLICANTS

### Joint Applications

In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

### Multiple Applications

An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

### IMPERSONATION:

*Attention of the application is specifically drawn to the provisions of the 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.
- d) The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending upto 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto three times of such amount."

### INVESTOR GRIEVANCE

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

### NOMINATION FACILITY TO APPLICANT

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

### GROUNDINGS FOR TECHNICAL REJECTIONS

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds:

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the individual partners and no firm as such shall be entitled to apply.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications made using a third-party bank account or using third party UPI ID linked bank account;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 2,000;
- Category not ticked;
- Multiple Applications as defined in this draft prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and draft prospectus as per the instructions in this draft prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;

- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals. Application or revision thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by NSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Failure of Retail Individual Applicants to validate the request of blocking of Application amount sent by the Sponsor Bank;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- Details of ASBA Account not provided in the Application form;
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form; etc.

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

#### **Names of entities responsible for finalizing the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchange, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

#### **Completion of Formalities for Listing & Commencement of Trading**

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 (six) Working Days of the Issue Closing Date. The Registrar to the Issue may dispatch the Allotment Advice within 6 (six) Working Days of the Issue Closing Date.

#### **SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC**

- a) The issue is 100% underwritten. Our company has entered into an Underwriting Agreement dated [●] with Lead Manager. For Further information, please refer section **“General Information”** beginning from page no 34 of this draft prospectus.
- b) A copy of prospectus will be filled with the RoC in terms of Section 26 & 32 of Companies Act, 2013.

#### **UNDERTAKINGS BY OUR COMPANY**

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
- 3) That the funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the registrar to the issue by the issuer.
- 4) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
- 5) That 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.
- 6) That no further issue of securities shall be made till the securities offered through the draft prospectus are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 19.
- 7) That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.
- 8) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where



the pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

- 9) That if the Company withdraws 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 Issuer;

#### **UTILIZATION OF ISSUE PROCEEDS**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested.
- 4) The utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 5) The details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

#### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Agreement dated February 01, 2021 between NSDL, the Company and the Registrar to the Issue;
- b) Agreement dated January 29, 2021 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. **"INE0GMR01016"**.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FEMA and various regulations made thereunder. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”) makes policy announcements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEMA. The DIPP also issues the Consolidated Foreign Direct Investment Policy from time to time. The regulatory framework pertaining to foreign investment, over a period of time, thus, consists of acts, regulations, master circulars, press notes, press releases, and clarifications among other amendments.

The current consolidated FDI policy circular of 2017, dated August 28, 2017 issued by the DIPP (“FDI Policy”) consolidates the policy framework which was in force as on August 28, 2017. All the press notes, press releases, clarifications on FDI issued by DIPP till August 27, 2017 stand rescinded as on August 28, 2017. In terms of the FDI Policy, Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route.

RBI has also issued Master Direction- Foreign Investment in India dated January 4, 2018. In terms of the Master Direction, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions.

The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this draft prospectus. Applicants are advised to make their independent investigations and ensure that Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.



## DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

(THE COMPANIES ACT 2013)  
(COMPANY LIMITED BY SHARES)

### ARTICLES OF ASSOCIATION OF

### SWARAJ SUITING LIMITED

Sr. No.	Particulars	
1.	No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	<b>Table F Applicable.</b>
	<b>Interpretation Clause</b>	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
(a)	"The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	<b>Act</b>
(b)	"These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	<b>Articles</b>
(c)	"Auditors" means and includes those persons appointed as such for the time being of the Company.	<b>Auditors</b>
(d)	"Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	<b>Capital</b>
(e)	"The Company" shall mean <b>SWARAJ SUITING LIMITED</b>	
(f)	"Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	<b>Executor or Administrator</b>
(g)	"Legal Representative" means a person who in law represents the estate of a deceased Member.	<b>Legal Representative</b>
(h)	Words importing the masculine gender also include the feminine gender.	<b>Gender</b>
(i)	"In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	<b>In Writing and Written</b>
(j)	The marginal notes here to shall not affect the construction thereof.	<b>Marginal notes</b>
(k)	"Meeting" or "General Meeting" means a meeting of members.	<b>Meeting or General Meeting</b>
(l)	"Month" means a calendar month.	<b>Month</b>
(m)	"Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	<b>Annual General Meeting</b>
(n)	"Extra-Ordinary General Meeting" means an Extra ordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof	<b>Extra-Ordinary General Meeting</b>
(o)	"National Holiday" means and includes a day declared as National Holiday by the Central Government.	<b>National Holiday</b>
(p)	"Non-retiring Directors" means a director not subject to retirement by rotation	<b>Non-retiring Directors</b>
(q)	"Office" means the registered Office for the time being of the Company.	<b>Office</b>
(r)	"Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act	<b>Ordinary and Special Resolution</b>

*New AOA adopted vide Annual General meeting dated 18<sup>th</sup> day of September, 2020*



(s)	"Person" shall be deemed to include corporations and firms as well as individuals.	<b>Person</b>
(t)	"Proxy" means an instrument whereby any person is authorized to vote for amember at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	<b>Proxy</b>
(u)	"The Register of Members" means the Register of Members to be kept pursuant toSection 88(1) (a) of the Act.	<b>Register of Members</b>
(v)	"Seal" means the common seal for the time being of the Company.	<b>Seal</b>
(w)	Words importing the Singular number include where the context admits or requires the plural number and vice versa	<b>Singular number</b>
(x)	"The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company	<b>Statutes</b>
(y)	"These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	<b>These presents</b>
(z)	"Variation" shall include abrogation; and "vary" shall include abrogate.	<b>Variation</b>
(aa)	"Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	<b>Year and Financial Year</b>
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the timebeing in force.	<b>Expressions inthe Act to bear the same meaning in Articles</b>
	<b>CAPITAL</b>	
<b>3</b>	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	<b>Authorized Capital.</b>
<b>4</b>	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company inconformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	<b>Increase of capital by the Company how carried into effect.</b>
<b>5</b>	Except so far as otherwise provided by the conditions of issue or by these Presents,any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	<b>New Capitalsame as existing capital</b>
<b>6</b>	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum,proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	<b>Non Voting Shares</b>
<b>7</b>	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	<b>Redeemable Preference Shares</b>
<b>8</b>	The holder of Preference Shares shall have a right to vote only on Resolutions,which directly affect the rights attached to his Preference Shares.	<b>Voting rights of Preference Shares</b>
<b>9</b>	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions-shall take effect:	<b>Provisions to apply on issue</b>
	(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;  (b) No such Shares shall be redeemed unless they are fully paid;	<b>of Redeemable Preference Shares</b>



	<p>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be affected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>	
10	<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	<b>Reduction of capital</b>
11	<p>Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.</p>	<b>Debentures</b>
12	<p>The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed there under.</p>	<b>Issue of Sweat Equity Shares</b>
13	<p>The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.</p>	<b>ESOP</b>
14	<p>Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.</p>	<b>Buy Back of shares</b>
15	<p>Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.</p>	<b>Consolidation, Sub-Division And Cancellation</b>
16	<p>Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.</p>	<b>Issue of Depository Receipts</b>
17	<p>Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.</p>	<b>Issue of Securities</b>
<b>MODIFICATION OF CLASS RIGHTS</b>		
18	<p>a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise</p>	<b>Modification of</b>



	is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three- fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.	<b>rights</b>
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	<b>New Issue of Shares not to affect rights attached to existing shares of that class</b>
<b>19</b>	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	<b>Shares at the disposal of the Directors.</b>
<b>20</b>	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	<b>Power to issue shares on Preferential basis.</b>
<b>21</b>	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	<b>Shares should be Numbered progressively and no share to be subdivided.</b>
<b>22</b>	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	<b>Acceptance of Shares.</b>
<b>23</b>	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	<b>Directors may allot shares as full paid-up or partly paid up</b>
<b>24</b>	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	<b>Deposit and call etc. to be a debt payable immediately.</b>
<b>25</b>	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	<b>Liability of Members.</b>
<b>26</b>	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	<b>Registration of Shares.</b>
	<b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b>	
<b>27</b>	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	<b>CERTIFICATES</b>	



28	<p>a. Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a</p>	<b>Share Certificates.</b>
	<p>person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>b. Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>c. A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose</p>	
29	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	<b>Issue of new certificates in place of those defaced, lost or destroyed.</b>
30	<p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.</p>	<b>The first named joint holder deemed Sole holder.</b>



	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	<b>Maximum number of joint holders.</b>
<b>31</b>	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	<b>Company not Bound to recognise any interest in share other than that of registered holders.</b>
<b>32</b>	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	<b>Installment on shares to be duly paid.</b>
<b>UNDERWRITING AND BROKERAGE</b>		
<b>33</b>	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	<b>Commission</b>
<b>34</b>	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	<b>Brokerage</b>
<b>CALLS</b>		
<b>35</b>	1. The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. 2. A call may be revoked or postponed at the discretion of the Board. 3. A call may be made payable by installments.	<b>Directors may make calls</b>
<b>36</b>	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	<b>Notice of Calls</b>
<b>37</b>	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	<b>Calls to date from resolution.</b>
<b>38</b>	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	<b>Calls on uniform basis.</b>
<b>39</b>	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	<b>Directors may extend time.</b>
<b>40</b>	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	<b>Calls to carry interest.</b>
<b>41</b>	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	<b>Sums deemed to be calls.</b>



42	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that	<b>Proof on trial of suit for money due on shares.</b>
	the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	
43	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	<b>Judgment, decree, partial payment motto proceed for forfeiture.</b>
44	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits. (b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.	<b>Payments in Anticipation of calls may carry interest</b>
	<b>LIEN</b>	
45	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	<b>Company to have Lien on shares.</b>
46	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	<b>As to enforcing lien by sale.</b>
47	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	<b>Application of proceeds of sale.</b>
	<b>FORFEITURE AND SURRENDER OF SHARES</b>	
48	If any Member fails to pay the whole or any part of any call or installment or any moneys	<b>If call or</b>



	due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	<b>installment not paid, notice may be given.</b>
<b>49</b>	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.  The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	<b>Terms of notice.</b>
<b>50</b>	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at anytime thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	<b>On default of payment, shares to be forfeited.</b>
<b>51</b>	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	<b>Notice of forfeiture to a Member</b>
<b>52</b>	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	<b>Forfeited shares to be property of the Company and may be sold etc.</b>
<b>53</b>	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	<b>Members still liable to pay money owing at time of forfeiture and interest.</b>
<b>54</b>	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and  all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	<b>Effect of forfeiture.</b>
<b>55</b>	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	<b>Evidence of Forfeiture.</b>
<b>56</b>	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	<b>Title of purchase and allottee of Forfeited shares.</b>
<b>57</b>	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	<b>Cancellation of share certificate in respect of forfeited shares.</b>
<b>58</b>	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of	<b>Forfeiture may be remitted.</b>



	the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	
<b>59</b>	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	<b>Validity of sale</b>
<b>60</b>	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	<b>Surrender of shares.</b>
<b>TRANSFER AND TRANSMISSION OF SHARES</b>		
<b>61</b>	a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee.  b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	<b>Execution of the instrument of shares.</b>
<b>62</b>	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof.  The instrument of transfer shall be in a common form approved by the Exchange	<b>Transfer Form.</b>
<b>63</b>	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	<b>Transfer not to be registered except on production of Instrument of transfer.</b>
<b>64</b>	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register—  (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	<b>Directors may refuse to register transfer.</b>
<b>65</b>	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	<b>Notice of refusal to be given to transferor and transferee.</b>
<b>66</b>	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	<b>No fee on transfer.</b>
<b>67</b>	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made there under close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not	<b>Closure of Register of Members or debenture holder</b>



	exceeding in the aggregate forty five a year as it may seem expedient to the Board.	<b>or other security holders.</b>
<b>68</b>	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	<b>Custody of transfer Deeds.</b>
<b>69</b>	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	<b>Application for transfer of partly paid shares.</b>
<b>70</b>	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	<b>Notice to transferee.</b>
<b>71</b>	a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.  b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters  Administration or other legal representation as the case may be, from some competent court in India.  Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate  c) Nothing in clause (a) above shall release the estate of the deceased jointholder from any liability in respect of any share which had been jointly held by him with other persons.	<b>Recognition of legal representative.</b>
<b>72</b>	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	<b>Titles of Shares of deceased Member</b>
<b>73</b>	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	<b>Notice of application when to be given</b>
<b>74</b>	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	<b>Registration of persons entitled to share otherwise than by transfer (Transmission clause).</b>



75	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	<b>Refusal to register nominee.</b>
76	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	<b>Board may require evidence of transmission.</b>
77	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the	<b>Company not liable for disregard of a notice prohibiting</b>
	Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	<b>Registration of transfer.</b>
78	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	<b>Form of transfer Outside India.</b>
79	No transfer shall be made to any minor, insolvent or person of unsound mind.	<b>No transfer to insolvent etc.</b>
<b>NOMINATION</b>		
80	<p>i. Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii. No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii. The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv. If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>	<b>Nomination</b>
81	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>i. to be registered himself as holder of the security, as the case may be; or</p> <p>ii. to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>iii. if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>iv. a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall</p>	<b>Transmission of Securities by nominee</b>



	not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.	
	Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture,	
	and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.	
	<b>DEMATERIALISATION OF SHARES</b>	
<b>82</b>	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	<b>Dematerialisation of Securities</b>
	<b>JOINT HOLDER</b>	
<b>83</b>	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	<b>Joint Holders</b>
<b>84</b>	a. The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	<b>Joint and several liabilities for all payments in respect of shares.</b>
	b. on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	<b>Title of survivors.</b>
	c. Any one of two or more joint holders of a share may give effect to receipts of any dividends or other moneys payable in respect of share; and	<b>Receipts of one sufficient.</b>
	d. only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall be deemed to be service on all the holders.	<b>Delivery of certificate and giving of notices to first named holders</b>
	<b>SHARE WARRANTS</b>	
<b>85</b>	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	<b>Power to issue share warrants</b>
<b>86</b>	a. The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.  b. Not more than one person shall be recognized as depositor of the Share warrant.  c. The Company shall, on two day's written notice, return the deposited share warrant to the depositor	<b>Deposit of share warrants</b>
<b>87</b>	a. Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.  b. The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.	<b>Privileges and disabilities of the holders of share warrant</b>
<b>88</b>	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	<b>Issue of new share warrant coupons</b>



	<b>CONVERSION OF SHARES INTO STOCK</b>	
<b>89</b>	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	<b>Conversion of shares into stock or reconversion.</b>
<b>90</b>	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	<b>Transfer of stock.</b>
<b>91</b>	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	<b>Rights of stock holders.</b>
<b>92</b>	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	<b>Regulations.</b>
	<b>BORROWING POWERS</b>	
<b>93</b>	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	<b>Power to borrow.</b>
<b>94</b>	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	<b>Issue of discount etc. or with special privileges.</b>
<b>95</b>	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charge, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture	<b>Securing payment or Repayment of Moneys borrowed.</b>
	stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	
<b>96</b>	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	<b>Bonds, Debentures etc. to be under the control of the Directors.</b>
<b>97</b>	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	<b>Mortgage of uncalled Capital.</b>
<b>98</b>	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or	<b>Indemnity maybe given.</b>



	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 in respect of such liability.	
	<b>MEETINGS OF MEMBERS</b>	
<b>99</b>	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	<b>Distinction between AGM &amp; EGM.</b>
<b>100</b>	a. The Directors may, whenever they think fit, convene an Extra- OrdinaryGeneral Meeting and they shall on requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to conveneExtra-Ordinary General Meeting of the members	<b>Extra-Ordinary General Meeting by Board and by requisition</b>
	b. If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to thatnumber or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	<b>When a Director or any two Members maycall an Extra Ordinary General Meeting</b>
<b>101</b>	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.	<b>Meeting not to transact business not mentioned in notice.</b>
<b>102</b>	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unableor unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	<b>Chairman of General Meeting</b>
<b>103</b>	No business, except the election of a Chairman, shall be discussed at any GeneralMeeting whilst the Chair is vacant.	<b>Business confined to election of Chairman whilst chair is vacant.</b>
<b>104</b>	a) The Chairperson may, with the consent of any meeting at which aquorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.	<b>Chairman with consent may adjourn meeting</b>
	b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to betransacted at an adjourned meeting.	
<b>105</b>	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	<b>Chairman's casting vote.</b>
<b>106</b>	Any poll duly demanded on the election of Chairman of the meeting or anyquestion of adjournment shall be taken at the meeting forthwith.	<b>In what case poll taken without adjournment.</b>
<b>107</b>	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	<b>Demand for poll not to prevent transaction of other business.</b>
	<b>VOTES OF MEMBERS</b>	
<b>108</b>	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	<b>Members in arrears not to vote.</b>
<b>109</b>	Subject to the provision of these Articles and without prejudice to any special privileges,	<b>Number of votes</b>



	or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub- section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	<b>each member entitled.</b>
<b>110</b>	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	<b>Casting of votes by a member entitled to more than one vote.</b>
<b>111</b>	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	<b>Vote of member of unsound mind and of minor</b>
<b>112</b>	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	<b>Postal Ballot</b>
<b>113</b>	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	<b>E-Voting</b>
<b>114</b>	a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joint holders thereof. b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	<b>Votes of joint members.</b>
<b>115</b>	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	<b>Votes may be given by proxy or by representative</b>
<b>116</b>	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	<b>Representation of a body corporate.</b>
<b>117</b>	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable. (b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	<b>Members paying money in advance.</b> <b>Members not prohibited if share not held for any specified period.</b>
<b>118</b>	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnity (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	<b>Votes in respect of shares of deceased or insolvent members.</b>
<b>119</b>	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly	<b>No votes by proxy on show of hands.</b>



	Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	
<b>120</b>	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	<b>Appointment of a Proxy.</b>
<b>121</b>	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	<b>Form of proxy.</b>
<b>122</b>	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	<b>Validity of votes given by proxy not withstanding death of a member.</b>
<b>123</b>	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	<b>Time for objections to votes.</b>
<b>124</b>	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	<b>Chairperson of the Meeting to be the judge of validity of any vote.</b>
<b>DIRECTORS</b>		
<b>125</b>	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution	<b>Number of Directors</b>
<b>126</b>	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	<b>Qualification shares.</b>
<b>127</b>	The following shall be the First Director of the Company 1. Mohammad Sabir 2. Samar Khan	<b>First Directors.</b>
<b>128</b>	(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled. (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board. (d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.	<b>Nominee Directors.</b>
<b>129</b>	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision	<b>Appointment of alternate Director.</b>



	in the Act or in these Articles for the automatic re- appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	
<b>130</b>	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	<b>Additional Director</b>
<b>131</b>	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	<b>Directors power to fill casual vacancies.</b>
<b>132</b>	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	<b>Sitting Fees.</b>
<b>133</b>	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	<b>Travelling expenses Incurred by Director on Company's business.</b>
<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>		
<b>134</b>	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	<b>Meetings of Directors.</b>
<b>135</b>	(a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. (b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	<b>Chairperson</b>
<b>136</b>	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	<b>Questions at Board meeting how decided.</b>
<b>137</b>	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	<b>Continuing directors may act notwithstanding any vacancy in the Board</b>
<b>138</b>	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	<b>Directors may appoint committee.</b>
<b>139</b>	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	<b>Committee Meeting show to be governed.</b>
<b>140</b>	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	<b>Chairperson of Committee Meetings</b>
<b>141</b>	a) A committee may meet and adjourn as it thinks fit.	<b>Meetings of the</b>



	b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	<b>Committee</b>
<b>142</b>	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	<b>Acts of Board or Committee shall be valid notwithstanding effect in appointment.</b>
	<b>CASUAL VACANCY</b>	
<b>143</b>	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	<b>Power to fill casual vacancy</b>
	<b>POWERS OF THE BOARD</b>	
<b>144</b>	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	<b>Powers of the Board</b>
<b>145</b>	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say:	<b>Certain powers of the Board</b>
	1. Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	<b>To acquire any property , rights etc.</b>
	2. Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	<b>To take on Lease.</b>
	3. To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	<b>To erect &amp; construct.</b>
	4. At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	<b>To pay for property.</b>
	5. To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	<b>To insure properties of the Company.</b>



	6. To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	<b>To open Bank accounts.</b>
	7. Subject to the provision of the act to secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	<b>To secure contracts by way of mortgage.</b>
	8. To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	<b>To accept surrender of shares.</b>
	9. To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	<b>To appoint trustees for the Company.</b>
	10. To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	<b>To conduct legal proceedings.</b>
	11. To act on behalf of the Company in all matters relating to bankruptcy and insolvency.	<b>Bankruptcy &amp; Insolvency</b>
	12. To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	<b>To issue receipts &amp; give discharge.</b>
	13. Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	<b>To invest and deal with money of the Company.</b>
	14. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	<b>To give Security by way of indemnity.</b>
	15. To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	<b>To determine signing powers.</b>
	16. To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	<b>Bonus etc. to employees.</b>
	17. To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the company or in the purchase or repayment of	<b>Transfer to Reserve Funds.</b>



	debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	
	18. To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	<b>To appoint and remove officers and other employees.</b>
	19. At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	<b>To appoint Attorneys.</b>
	20. Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	<b>To enter into contracts.</b>
	21. From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	<b>To make rules.</b>
	22. To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	<b>To effect contracts etc.</b>
	23. To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	<b>To apply &amp; obtain concessions licenses etc.</b>
	24. To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	<b>To pay commissions or interest.</b>
	25. To redeem preference shares.	<b>To redeem preference shares.</b>
	26. To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	<b>To assist charitable or benevolent institutions.</b>
	27. To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.	



	28. To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	29. To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	30. To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.	
	31. To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.	
	32. From time to time to extend the business and undertaking of the Company	
	by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.	
	33. To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.	
	34. To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.	
	35. To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.	
	36. Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.	
	37. To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.	
	<b>MANAGING AND WHOLE-TIME DIRECTORS</b>	
<b>146</b>	<p>a. Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b. A Managing Director or Joint Managing Director shall not while he continues to hold that office be subject to retirement by rotation and he shall not be 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</p>	<b>Power to appoint Managing / Whole time Directors.</b>



	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.	
<b>147</b>	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	<b>Remuneration of Managing or Whole time Director.</b>
<b>148</b>	<p>1. Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>2. The Directors may from time to time entrust to and confer upon the Managing</p>	<b>Powers and duties of Managing Director or Whole-time Director.</b>
	<p>Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>3. The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>4. The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>5. Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	
	<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</b>	
<b>149</b>	<p>a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	<b>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</b>
	<b>THE SEAL</b>	
<b>150</b>	<p>a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	<b>The seal, its custody and use.</b>
<b>151</b>	The seal of the company shall not be affixed to any instrument except by the authority of	<b>Deeds how</b>



	a resolution of the Board or of a committee of the Board authorized by it in that behalf, and in the presence of at least one director and of the secretary or such other person as the Board may appoint for the purpose; and that director and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	<b>executed.</b>
	<b>DIVIDEND AND RESERVES</b>	
<b>152</b>	1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.  2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.  3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	<b>Division of profits.</b>
<b>153</b>	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	<b>The company in General Meeting may declare Dividends.</b>
<b>154</b>	a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit. b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve	<b>Transfer to reserves</b>
<b>155</b>	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	<b>Interim Dividend.</b>
<b>156</b>	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	<b>Debts may be deducted.</b>
<b>157</b>	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	<b>Capital paid up in advance not to earn dividend.</b>
<b>158</b>	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	<b>Dividends in proportion to amount paid-up.</b>
<b>159</b>	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	<b>Retention of dividends until completion of transfer under Articles .</b>
<b>160</b>	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	<b>No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.</b>
<b>161</b>	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	<b>Effect of transfer of shares.</b>



162	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	<b>Dividend to joint holders.</b>
163	a. Any dividend, interest or other monies payable in cash in respect of shares may be paid by e-transfer /cheque or warrant sent through the post directed to the registered address / Registered Mail ID as the case may be, of the holder or, in the case of joint holders, to the registered address of register of members, or to such person and to such address as the holder or joint holders may in writing direct. b. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	<b>Dividends how remitted.</b>
164	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	<b>Notice of dividend.</b>
165	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	<b>No interest on Dividends.</b>
<b>CAPITALIZATION</b>		
166	1. The Company in General Meeting may, upon the recommendation of the Board, resolve:  a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and  b. that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	<b>Capitalization.</b>
	2. The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:  i. paying up any amounts for the time being unpaid on any shares held by such members respectively;  ii. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or  iii. partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).	
	3. A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares	
	4. The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.	
167	1) Whenever such a resolution as aforesaid shall have been passed, the Board shall a. make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and b. generally to do all acts and things required to give effect thereto.	<b>Fractional Certificates.</b>
	2) The Board shall have power - (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.	
	3) Any agreement made under such authority shall be effective and binding on all such members	
	4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.	
168	(1) The books containing the minutes of the proceedings of any General Meetings of the	<b>Inspection of</b>



	<p>Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	<b>Minutes Book of General Meetings.</b>
<b>169</b>	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>	<b>Inspection of Accounts</b>
	<b>FOREIGN REGISTER</b>	
<b>170</b>	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	<b>Foreign Register.</b>
	<b>DOCUMENTS AND SERVICE OF NOTICES</b>	
<b>171</b>	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	<b>Signing of documents &amp; notices to be served or given.</b>
<b>172</b>	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	<b>Authentication of documents and proceedings.</b>
	<b>WINDING UP</b>	
<b>173</b>	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p>	
	iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
	<b>INDEMNITY</b>	
<b>174</b>	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	<b>Directors' and others right to indemnity.</b>
<b>175</b>	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, company or corporation, with whom any moneys,	<b>Not responsible for acts of others</b>



	securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	
	<b>SECRECY</b>	
<b>176</b>	a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	<b>Secrecy</b>
	b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	<b>Access to property information etc.</b>
<b>Sl. No.</b>	<b>Signature, Name, Description Address and Occupation of the Subscribers</b>	<b>Signature, Name, Address, Description and Occupation of Witness</b>
1.	Sd/- <b>(MOHAMMD SABIR)</b> S/o Shri. Hafiz Mohammd B-333, R.K. Colony, BHILWARA – 311001 (Raj)	I witness the signature of all the subscribers  Sd/- <b>(SUNIL KUMAR TOSHNIWAL)</b> S. K. Toshniwal & Co. Chartered Accountants 86-C, Indra Market, BHILWARA-311001 (Raj.) Chartered Accountant
2.	Sd/- <b>(SAMAR KHAN)</b> W/o Sh. Mohammad Sabir B-333, R.K. Colony, BHILWARA – 311001 (Raj)	

Dated the 7th day of June, 2003

Place: Jaipur

## SECTION XII: 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 draft 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 F-483 To F-487, RIICO Growth Centre Hamirgarh-311025, Bhilwara, Rajasthan, from 10.00 am to 5.00 pm on all Working Days from the date of prospectus until the Issue Closing Date.

#### A. Material Contracts to the Issue

1. Issue Agreement dated February 14, 2022 entered into among our Company and the Lead Manager.
2. Agreement dated February 14, 2022 entered into among our Company and the Registrar to the Issue.
3. Tripartite Agreement dated February 01, 2021 entered into among our Company, NSDL and the Registrar to the Issue.
4. Tripartite Agreement dated January 29, 2021 entered into among our Company, CDSL and the Registrar to the Issue.
5. Banker to the Issue Agreement [●] among our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Market Making Agreement dated [●] between our Company, the Lead Manager and the Market Maker.
7. Underwriting Agreement dated [●] between our Company and the Lead Manager.

#### B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of Incorporations of our Company dated June 9, 2003 and September 22, 2021 issued by Registrar of Companies.
3. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated December 27, 2021 and January 07, 2022 respectively, authorizing the Issue and other related matters.
4. Copies of Audited Financial Statements of our Company as at and for the Six months period ended on September 30, 2021 and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019.
5. Peer Review Auditors Report dated February 05, 2022 on Restated Financial Statements of our Company as at and for the six months period ended on September 30, 2021 and for the financial year ended March 31, 2021, March 31, 2020 and March 31, 2019.
6. Copy of Statement of tax benefits dated February 05, 2022 from the Statutory Auditor included in this draft prospectus.
7. Consents of Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Legal Advisor to the Issue, Banker to the Issue, Sponsor Bank, Lead Manager, Registrar to the Issue, Underwriter and Market Maker to include their names in the draft prospectus to act in their respective capacities.
8. In-principle listing approval dated [●] from the National Stock Exchange of India Limited for listing the Equity Shares on the EMERGE Platform of NSE.
9. Due Diligence certificate dated [●] submitted to SEBI after filing the prospectus with RoC.

Any of the contracts or documents mentioned in this draft 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 and other relevant statutes.

## 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 draft 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 draft prospectus are true and correct.

### SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
<b>Mr. Mohammed Sabir Khan</b> DIN: 00561917 Designation: Managing Director	Sd/-
<b>Mrs. Samar Khan</b> DIN: 01124399 Designation: Whole Time Director	Sd/-
<b>Mr. Nasir Khan</b> DIN: 07775998 Designation: Whole Time Director	Sd/-
<b>Mrs. Amreen Sheikh</b> DIN: 09027151 Designation: Independent Director	Sd/-
<b>Mrs. Annie Zuberi</b> DIN: 08849178 Designation: Independent Director	Sd/-
<b>Mr. Ramesh Agarwal</b> DIN: 01407724 Designation: Independent Director	Sd/-

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER	SIGNED BY THE CHIEF FINANCIAL OFFICER
Sd/-  <b>Mr. Rahul Kumar Verma</b>	Sd/-  <b>Mr. Prakash Chandra Jain</b>

**Dated:** February 18, 2022

**Place:** Jaipur, Rajasthan