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CHEMKART INDIA LIMITED

CIN: U51220MH2020PLC338631

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, TPS III, Santacruz (East), Mumbai - 400055, Maharashtra, India.	NA	Ms. Ramdulari Saini, Company Secretary & Compliance Officer	Email: investors@chemkart.com Telephone: +91 9136383828	https://chemkart.com/

THE PROMOTERS OF OUR COMPANY ARE MR. ANKIT SHAIKESH MEHTA, MS. PARUL SHAIKESH MEHTA AND MR. SHAIKESH VINODRAI MEHTA

DETAILS OF OFFER TO PUBLIC, PROMOTER/SELLING SHAREHOLDERS

TYPE	FRESH ISSUE	SIZE OF OFFER FOR SALE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIIs AND IBs
Fresh Offer & Offer for Sale	Up to 26,00,000 Equity Shares aggregating up to ₹ [●] Lakhs	Up to 6,30,000 Equity Shares aggregating up to ₹ [●] Lakhs	Up to 32,30,000 Equity Shares aggregating up to ₹ [●] Lakhs	The Offer is being made in Terms of Regulation 229 (2) and 253 (1) and 253 (2) of the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025. For details in relation to share reservation among QIBs, Non-Institutional Bidders and Individual Bidder, see "Offer Structure" beginning on page 353 of this Draft Red Herring Prospectus.

OFS: Offer for Sale

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS, AND THEIR WEIGHTED AVERAGE COST OF ACQUISITION

NAME	CATEGORY OF SHAREHOLDERS	NO. OF SHARES OFFERED	WACA PER EQUITY SHARE (IN ₹)*
Mr. Ankit Shailesh Mehta	Promoter Selling Shareholder	3,15,000 Equity Shares aggregating up to ₹ [●] Lakhs.	Nil
Ms. Parul Shailesh Mehta	Promoter Selling Shareholder	3,15,000 Equity Shares aggregating up to ₹ [●] Lakhs.	Nil

* As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares. The face value of Equity Shares is ₹10/- each. The Floor Price, Cap Price and Offer Price (determined by our Company and the selling shareholders in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of Book Building Process as stated in "Basis for Offer Price" beginning on page 138 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and bidders should not invest any funds in the offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the offer. For taking an investment decision, Bidders must rely on their own examination of our company and the offer, including the risks involved. The equity shares in the offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 31 of this Draft Red Herring Prospectus.

COMPANY'S AND PROMOTERS, SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our company and the offer, which is material in the context of the offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The selling shareholders, accepts responsibility for and confirms only the statements expressly and specifically made by them in this Draft Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Selling Shareholders assume no responsibility, as a Selling Shareholders, for any other statement in this Draft Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our company or our company's business or any other person(s).

LISTING

The equity shares offered through the Draft Red Herring Prospectus are proposed to be listed on SME Platform of BSE Limited ("BSE SME"). Our company has received "In-Principle" approval from the BSE SME for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the offer, the designated stock exchange shall be BSE Limited.

BOOK RUNNING LEAD MANAGER TO THE OFFER

Name and Logo	Contact Person	Email & Telephone
 CAPITAL ADVISORS PVT. LTD. Smart Horizon Capital Advisors Private Limited	Mr. Parth Shah	E-mail: director@shcapl.com Telephone: 022 - 28706822

REGISTRAR TO THE OFFER

Name and Logo	Contact Person	Email & Telephone
 Bigshare Services Pvt. Ltd. Bigshare Services Pvt Ltd	Mr. Sagar Pathare	E-mail: ipo@bigshareonline.com Telephone: 022 - 6263 8200

BID/OFFER PROGRAMME

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

*Our Company and the Selling Shareholders in consultation with the BRLM may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.

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

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

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CHEMKART INDIA LIMITED

Our Company was incorporated on March 06, 2020 as “Chemkart India Private Limited”, a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated March 06, 2020 issued by Deputy Registrar of Companies. Further, our Company was converted into a public limited company pursuant to a resolution passed by the Board of Directors in their meeting held on August 16, 2024 and by our Shareholders at an extra-ordinary general meeting held on August 16, 2024 and consequently the name of our Company was changed to ‘Chemkart India Limited’ and a fresh certificate of incorporation dated October 04, 2024 was issued by Assistant Registrar of Companies/Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre. The corporate identification number of our Company is U51220MH2020PLC338631. For further details on Incorporation and Registered Office of our Company, see “History and Certain Corporate Matters” beginning on page 229 of this Draft Red Herring Prospectus.

Registered Office: Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, TPS III, Santacruz (East), Mumbai - 400055, Maharashtra, India.

Telephone: + 91 9136383828; **Email:** investors@chemkart.com; **Website:** <https://chemkart.com/>;

Contact Person: Ms. Ramdulari Saini, Company Secretary and Compliance Officer;

THE PROMOTERS OF OUR COMPANY ARE MR. ANKIT SHAILESH MEHTA, MS. PARUL SHAILESH MEHTA AND MR. SHAILESH VINODRAI MEHTA

INITIAL PUBLIC OFFER OF UPTO 32,30,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE “EQUITY SHARES”) OF CHEMKART INDIA LIMITED (“OUR COMPANY” OR “CHEMKART” OR “THE ISSUER”) AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS COMPRISING OF FRESH OFFER OF UP TO 26,00,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS (“FRESH OFFER”) AND AN OFFER FOR SALE OF UP TO 6,30,000 EQUITY SHARES BY MR. ANKIT SHAILESH MEHTA AND MS. PARUL SHAILESH MEHTA (“SELLING SHAREHOLDERS”) AGGREGATING TO ₹ [●] LAKHS (“OFFER FOR SALE”) (“PUBLIC OFFER”). THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE “MARKET MAKER RESERVATION PORTION”). THE PUBLIC OFFER LESS MARKET MAKER RESERVATION PORTION I.E. NET OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET OFFER”. THE PUBLIC OFFER AND NET OFFER WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹10/- EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER, AND WILL BE ADVERTISED IN [●], ALL EDITIONS OF ENGLISH NATIONAL DAILY NEWSPAPER, [●], ALL EDITIONS OF HINDI NATIONAL DAILY NEWSPAPER AND [●], ALL EDITIONS OF THE DAILY REGIONAL NEWSPAPER (WHERE OUR REGISTERED OFFICE IS LOCATED) EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO SME PLATFORM OF BSE (“BSE SME”), FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITE IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS, AS AMENDED.

In case of any revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional working days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholders in consultation with the Book Running Lead Manager for reasons to be recorded in writing extend the Bid/Offer Period for a minimum of one working Day, subject to the Bid/Offer Period not exceeding 10 working Days. Any revision in the Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange by issuing a press release and also by indicating the change on the website of the Book Running Lead Manager and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks (“SCSBs”), other Designated Intermediaries and the Sponsor Banks, as applicable.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE OFFER PRICE IS [●] TIMES OF THE FACE VALUE

This offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 (1) and 253 (2) of the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, wherein not more than 50.00% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”), provided that our Company and the selling shareholders in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis (“Anchor Investor Portion”). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (“Net QIB Portion”). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, states that not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of shares in non-institutional investors’ category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI (ICDR) (Amendment) Regulations, 2025. All Potential Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self-Certified Syndicate Banks (“SCSBs”) or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, please refer to the chapter titled “Offer Procedure” on page 358 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10/- each. The Floor Price, Cap Price and Offer Price (determined by our Company and the selling shareholders in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in “Basis for Offer Price” beginning on page 138 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the offer, including the risks involved. The equity shares in the offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 31 of this Draft Red Herring Prospectus.

COMPANY’S AND PROMOTERS, SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our company and the offer, which is material in the context of the offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The selling shareholders assume no responsibility, as a selling shareholder, for any other statement in this Draft Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our company or our company’s business or any other person(s).

LISTING

The equity shares offered through the Draft Red Herring Prospectus are proposed to be listed on SME Platform of BSE Limited (“BSE SME”). Our company has received “In-Principle” approval from the BSE SME for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the offer, the designated stock exchange shall be BSE Limited.

BOOK RUNNING LEAD MANAGER TO THE OFFER

REGISTRAR TO THE OFFER

SMART HORIZON
CAPITAL ADVISORS PVT. LTD.

Bigshare Services Pvt. Ltd.

Smart Horizon Capital Advisors Private Limited
(Formerly Known as Shreni Capital Advisors Private Limited)
B/908, Western Edge II, Kanakia Space, Behind Metro Mall, Off Western Express Highway,
Magathane, Borivali East, Mumbai - 400066, Maharashtra, India.
Tel No: 022 - 28706822
Investor Grievance E-mail: investor@shcapl.com
Email: director@shcapl.com
Website: www.shcapl.com
Contact Person: Mr. Parth Shah
SEBI Registration No.: INM000013183

BIGSHARE SERVICES PRIVATE LIMITED
S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East,
Mumbai – 400093, Maharashtra, India
Tel: 022 - 6263 8200
E-mail: ipo@bigshareonline.com
Investor grievance e-mail: investor@bigshareonline.com
Website: www.bigshareonline.com
Contact Person: Mr. Sagar Pathare
SEBI Registration No.: INR000001385

OFFER PROGRAMME

ANCHOR INVESTOR BID/ OFFER PERIOD: [●] *

BID/OFFER OPENS ON: [●] *

BID/OFFER CLOSES ON: [●] **†

*Our Company and the Selling Shareholders may in consultation with the BRLM may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/

Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.

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

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

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TABLE OF CONTENTS

SECTION I – GENERAL	1
DEFINITIONS AND ABBREVIATIONS.....	1
PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA.....	18
FORWARD LOOKING STATEMENTS	20
SECTION II - SUMMARY OF OFFER DOCUMENT.....	22
SECTION III – RISK FACTORS	31
SECTION IV – INTRODUCTION	71
THE OFFER	71
SUMMARY OF FINANCIAL INFORMATION	73
GENERAL INFORMATION	77
CAPITAL STRUCTURE.....	86
SECTION V – PARTICULARS OF THE OFFER.....	98
OBJECTS OF THE OFFER.....	98
BASIS FOR OFFER PRICE	138
STATEMENT OF POSSIBLE TAX BENEFITS	145
SECTION VI – ABOUT THE COMPANY	148
INDUSTRY OVERVIEW	148
OUR BUSINESS	178
KEY INDUSTRY REGULATIONS AND POLICIES	220
HISTORY AND CERTAIN CORPORATE MATTERS.....	229
OUR MANAGEMENT	236
OUR PROMOTERS AND PROMOTER GROUP	252
OUR GROUP COMPANIES.....	258
DIVIDEND POLICY	260
SECTION VII – FINANCIAL INFORMATION.....	261
RESTATED FINANCIAL INFORMATION	261
OTHER FINANCIAL INFORMATION	293
CAPITALISATION STATEMENT.....	295
FINANCIAL INDEBTEDNESS.....	296
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.....	298
SECTION VIII – LEGAL AND OTHER INFORMATION.....	313
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS	313
GOVERNMENT AND OTHER STATUTORY APPROVALS.....	319
OTHER REGULATORY AND STATUTORY DISCLOSURES	330
SECTION IX – OFFER INFORMATION	343
TERMS OF THE OFFER	343
OFFER STRUCTURE	353
OFFER PROCEDURE.....	358
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES.....	382
SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION	383
SECTION XI – OTHER INFORMATION	417
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	417
DECLARATION	419

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislations, acts, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies shall be to such legislations, acts, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

The words and expressions used in this Draft Red Herring Prospectus, but not defined herein shall have the meaning ascribed to such terms under the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, SEBI Listing Regulations, the Companies Act, the SCRA, and the Depositories Act and the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document (as defined below). In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

The terms not defined herein but used in “Basis for Offer Price”, “Statement of Possible Tax Benefits”, “Industry Overview”, “Key Industry Regulations and Policies”, “History and Certain Corporate Matters”, “Restated Financial Information”, “Our Group Companies”, “Outstanding Litigations and Material Developments”, “Offer Procedure” and “Main Provisions of the Articles of Association” beginning on pages 138, 145, 148, 220, 229, 261, 258, 313, 358 and 383 respectively, shall have the meanings ascribed to such terms in these respective section

GENERAL TERMS

Term	Description
“Chemkart India Limited / Chemkart / The Company / Our Company / The Issuer”	Chemkart India Limited, a company incorporated in India under the Companies Act, 2013 having its Registered Office at Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, TPS III, Santacruz (East), Mumbai - 400055, Maharashtra, India.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries on a consolidated basis.
“you”, “your” or “yours”	Prospective investors in this Offer

COMPANY RELATED TERMS

Term	Description
“Articles of Association” or “AoA” or “Articles”	Articles of Association of our Company, as amended, from time to time
“Audit Committee”	The Audit Committee of our Company, constituted on January 13, 2025 in accordance with Section 177 of the Companies Act, 2013, as described in “Our Management” beginning on page 236 of this Draft Red Herring Prospectus
“Auditors” or “Statutory Auditors”	The Statutory Auditors of our Company, currently being M/s. Mehta & Associates, Chartered Accountants, having their office at 301 A, Rahul Apartment, S.V. Road, Andheri (W), Mumbai 400058, Maharashtra, India.
“Bankers to the Company”	The Bankers to our Company, currently being ICICI Bank Limited, office at Capital Market Division, 5th Floor, HT Parekh Marg Churchgate, Mumbai 400020
“Board” or “Board of Directors”	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “Our Management” beginning on page 236 of this Draft Red Herring Prospectus.
“Chairman” or “Chairperson”	The Chairman of Board of Directors of our Company being Mr. Ankit Shailesh Mehta.
“CIN”	Corporate Identification Number of our Company i.e. U51220MH2020PLC338631
“Chief Financial Officer” or “CFO”	The Chief Financial Officer of our Company being Mr. Basavaraj Shankar Dalawai.
“Companies Act / Act”	The Companies Act, 1956 and Companies Act, 2013 and amendments thereto.
“Committee(s)”	Duly constituted committee(s) of our Board of Directors, as described in “Our Management – Committees of the Board” on page 244.

Term	Description
“Company Secretary and Compliance Officer”	The Company Secretary and Compliance Officer of our Company being Ms. Ramdulari Saini.
Corporate Social Responsibility committee (“CSR Committee”)	The Corporate Social Responsibility Committee of our Company constituted on January 13, 2025 in accordance with Section 135 of the Companies Act, 2013, as described in “Our Management” beginning on page 236 of this Draft Red Herring Prospectus
“DIN”	Directors Identification Number.
“Director(s)/ our Directors”	The Director(s) of our Company, unless otherwise specified.
“Equity Shares”	Equity Shares of our Company of Face Value of ₹10/- each fully paid-up
“Equity Shareholders”	Persons/ Entities holding Equity Shares of Our Company.
“Executive Directors”	Executive Directors are the Managing Director and other than Non-Executive Directors of the Company.
“Group Companies”	Group companies of our Company in accordance with the SEBI ICDR Regulations. For details, see “Our Group Companies” beginning on page 258
“Independent Director(s)”	Independent Directors on the Board, and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “Our Management” beginning on page 236 of this Draft Red Herring Prospectus
“ISIN”	International Securities Identification Number. In this case being INE0VWL01017.
“Key Managerial Personnel/ KMP”	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, as described in “Our Management – Key Managerial Personnel of our Company” on page 249.
“Key Performance Indicators” or “KPIs”	Key financial and operational performance indicators of our Company, as included in “Basis for Offer Price” beginning on page 138.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on March 11, 2025 in accordance with the requirements of the SEBI (ICDR) Regulations, 2018 read with SEBI ICDR (Amendment) Regulation, 2025.
“MD” or “Managing Director”	The Managing Director of our Company, namely, Mr. Ankit Shailesh Mehta.
“Memorandum of Association” or “MoA”	The Memorandum of Association of our Company, as amended from time to time
“Nomination and Remuneration Committee”	The Nomination and Remuneration Committee of our Company, constituted on January 13, 2025 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “Our Management” beginning on page 236 of this Draft Red Herring Prospectus
“Non-Executive Directors”	A Director not being an Executive Director or an Independent Director, as set out in “Our Management” beginning on page 236.
“Promoters”	Shall mean promoters of our Company i.e., Mr. Ankit Shailesh Mehta, Ms. Parul Shailesh Mehta and Mr. Shailesh Vinodrai Mehta. For further details, please refer to section titled “Our Promoters and Promoter Group” beginning on page 252 of this Draft Red Herring Prospectus.
“Promoter Group”	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled “Our Promoters and Promoter Group” beginning on page 252 of this Draft Red Herring Prospectus.
“Peer Review Auditors”	Auditor having a valid Peer Review certificate in our case being M/s. Bagaria & Co LLP, Chartered Accountants, having their office located at 701 Stanford, Junction of S V Road & C D Burfiwala Marg, Andheri West, Mumbai, Maharashtra 400058, India.
“Registered Office”	The Registered Office of our Company situated at Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, TPS III, Santacruz (East), Mumbai, Maharashtra 400055, India.
“Registrar of Companies” or “RoC”	Registrar of Companies, Mumbai, Maharashtra, situated at 100, Everest, Marine Drive, Mumbai – 400002, Maharashtra, India.
“Restated Financial Information”	Collectively, Restated Consolidated Financial Information/ Restated Consolidated Summary Statement/ Restated Consolidated Financial Statement of our company
“Restated Consolidated Financial Information”	Restated Consolidated Financial Statements of our Company for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, March 31, 2023

Term	Description
	and March 31, 2022 (prepared in accordance with the Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with requirements of Companies Act, 2013, as amended, the SEBI ICDR Regulations as amended and Guidance Note on “Reports in Company Prospectuses (Revised 2019) issued by ICAI, as amended) which comprises the restated summary statement of assets & liabilities, the restated summary statement of profit and loss and restated summary statement of cash flows along with all the schedules and notes thereto
“Selling Shareholder(s)”	Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta
“Shareholder(s)”	Equity shareholder(s) of our Company from time to time
“Stakeholders Relationship Committee”	The Stakeholders’ Relationship Committee of our Company, constituted on January 13, 2025 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “Our Management” beginning on page 236 of this Draft Red Herring Prospectus
“Senior Management Personnel”	Senior management personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in “ <i>Our Management – Senior Management Personnel of our Company</i> ” on page 249.
“Subsidiaries” or “ERMPL and VBPL”	The Subsidiaries of our Company, namely, Easy Raw Materials Private Limited (ERMPL) and Vinstar Biotech Private Limited (VBPL), for further details see <i>History and Certain Corporate Matters</i> ” on page 229.

OFFER RELATED TERMS

Term	Description
“Abridged Prospectus”	A memorandum containing such salient features of a Prospectus as may be specified by the SEBI in this regard
“Acknowledgement Slip”	The slip or document to be issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
“Allot” or “Allotment” or “Allotted”	Unless the context otherwise requires, allotment (in case of the Fresh Issue) or transfer (in case of the Offer for Sale), of the Equity Shares by the Company and the Selling Shareholders, respectively pursuant to the Offer to in each case to successful Bidders.
“Allotment Advice”	A note or advice or intimation of Allotment sent to each of the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
“Allottee”	A successful Bidder to whom the Equity Shares are Allotted
“Anchor Investor(s)”	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200.00 Lakhs
“Anchor Investor Allocation Price”	The price at which Equity Shares will be allocated to the Anchor Investors during the Anchor Investor Bid Period in terms of the Red Herring Prospectus and the Prospectus, which will be determined by our Company and Selling Shareholders, in consultation with the Book Running Lead Manager
“Anchor Investor Application Form”	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus and the Prospectus
“Anchor Investor Bidding Date” or “Anchor Investor Bid/Offer Period”	The day, being one Working Day prior to the Bid / Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
“Anchor Investor Offer Price”	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be determined by our Company and Selling Shareholders, in consultation with the Book Running Lead Manager

Term	Description
“Anchor Investor Pay-in Date”	With respect to Anchor Investor(s), the Anchor Investor Bid/Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
“Anchor Investor Portion”	Up to 60% of the QIB Portion which may be allocated by our Company and Selling Shareholders, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis by our Company and Selling Shareholders, in consultation with the Book Running Lead Manager in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations
“Application Supported by Blocked Amount” or “ASBA”	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism
“ASBA Account”	A bank account maintained by an ASBA Bidder with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidders linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidders Bidding through the UPI Mechanism
“ASBA Bid”	A Bid made by an ASBA Bidder
“ASBA Bidders”	All Bidders except Anchor Investors
“ASBA Form”	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
“Banker(s) to the Offer”	Collectively, the Escrow Collection Bank, Refund Bank, Public Offer Account Bank and Sponsor Bank(s)
“Basis of Allotment”	The basis on which Equity Shares will be Allotted to successful Bidders under the Offer. For details, see “Offer Procedure” beginning on page 358.
“Bid Amount”	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of IBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Offer
“Bid cum Application Form”	Anchor Investor Application Form or the ASBA Form, as the context requires
“Bid Lot”	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
“Bid(s)”	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the
“Bid/Offer Closing Date”	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation In case of any revisions, the revised Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s). Our Company and Selling Shareholders, in consultation with the Book

Term	Description
	Running Lead Manager, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations
“Bid/Offer Opening Date”	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation In case of any revision, the revised Bid/ Offer Opening Date will also be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s)
“Bid/Offer Period”	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations, provided that such period shall be kept open for a minimum of three Working Days. Our Company and Selling Shareholders, in consultation with the Book Running Lead Manager, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations
“Bidder” or “Applicant”	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
“Bidding Centres”	The centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
“Book Building Process”	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
“Book Running Lead Manager” or “BRLM”	The Book Running Lead Manager to the Offer namely, Smart Horizon Capital Advisors Private Limited (<i>Formerly Known as Shreni Capital Advisors Private Limited</i>)
“Broker Centres”	Broker centres notified by the Stock Exchange where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such broker centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchange (www.bseindia.com)
“Cap Price”	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price
“Cash Escrow and Sponsor Bank Agreement”	The cash escrow and sponsor bank agreement to be entered into between our Company, the Selling Shareholders, the Book Running Lead Manager, the Registrar to the Offer and the Banker(s) to the Offer for, <i>inter alia</i> , collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from the Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars
“Client ID”	The client identification number maintained with one of the Depositories in relation to demat account
“Collecting Depository Participant” or “CDP”	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 as per the list available on the respective websites of the Stock Exchanges, as updated from time to time

Term	Description
“Confirmation of Allocation Note” or “CAN”	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, on or after the Anchor Investor Bid/Offer Period
“Cut-off Price”	The Offer Price finalised by our Company and Selling Shareholders, in consultation with the Book Running Lead Manager and selling shareholders which shall be any price within the Price Band. Only Individual Bidders Bidding in the Individual Portion are entitled to Bid at the Cut off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
“Demographic Details”	The demographic details of the Bidders including the Bidders’ address, name of the Bidders’ father or husband, investor status, occupation, bank account details, PAN and UPI ID, where applicable
“Designated Branches”	Such branches of the SCSBs which shall collect the ASBA Forms from relevant Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , or at such other website as may be prescribed by SEBI from time to time
“Designated CDP Locations”	Such locations of the CDPs where relevant ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs eligible to accept ASBA Forms are available on the websites of the Stock Exchange (www.bseindia.com)
“Designated Date”	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI Bidders using UPI Mechanism, instruction issued through the Sponsor Bank(s)) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares will be Allotted in the Offer
“Designated Intermediary(ies)”	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to IBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by IBs Bidding in the individual Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
“Designated Market Maker”	[●] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations
“Designated RTA Locations”	Such locations of the RTAs where relevant ASBA Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the websites of the Stock Exchange (www.bseindia.com)
“Designated Stock Exchange”	BSE Limited (SME Exchange) (“BSE SME”)
“Draft Red Herring Prospectus” or “DRHP”	This Draft Red Herring Prospectus dated March 21, 2025 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the

Term	Description
	Equity Shares will be Allotted and the size of the offer, including any addenda or corrigenda thereto
“Eligible FPI(s)”	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares
“Eligible NRI(s)”	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
“Escrow Account(s)”	The ‘no-lien’ and ‘non-interest bearing’ account(s) opened with the Escrow Collection Bank and in whose favour the Bidders (excluding the ASBA Bidders) will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
“Escrow Collection Bank(s)”	Bank(s), which are clearing members and registered with SEBI as a banker to an offer under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being, [●]
“First Bidder” or “Sole Bidder”	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appears as the first holder of the beneficiary account held in joint names
“Floor Price”	The lower end of the Price Band, subject to any revision thereto, not being less than the face value of the Equity Shares at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
“Fraudulent Borrower”	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
“Fresh Issue”	Fresh Issue of up to 26,00,000 Equity Shares aggregating up to ₹[●] Lakhs by our Company
“Fugitive Economic Offender”	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
“General Information Document” or “GID”	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, suitably modified and updated pursuant to, among others, the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Manager
“Gross Proceeds”	The gross proceeds of the Fresh Issue which will be available to our Company
“Individual Portion”	The portion of the Net Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares, who applies for minimum application size.
“Individual Bidder(s)” or “Individual Investor(s)” or “II(s)” or “IB(s)”	minimum application size shall be two lots per application, such that the minimum application size shall be above ₹ 2 lakhs. (including HUFs applying through their Karta) and Eligible NRIs
“Market Maker Reservation Portion”	The Reserved portion of up to [●] Equity shares of ₹10/- each at an Offer Price of ₹ [●] aggregating to ₹[●] Lakhs for Designated Market Maker in the Public Issue of our Company
“Market Making Agreement”	The agreement dated [●] entered amongst our Company and Selling Shareholders, Designated Market Maker and the Book Running Lead Manager, pursuant to the requirements of the SEBI ICDR Regulations, based on which certain market making arrangements are agreed to in relation to the Offer
“Materiality Policy”	The policy adopted by our Board on March 11, 2025, for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
“Mobile Applications”	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by IIs to submit Bids using the UPI Mechanism
“Monitoring Agency”	[●], being a credit rating agency registered with SEBI.
“Monitoring Agency Agreement”	The agreement dated [●] to be entered into between our Company and the monitoring agency, pursuant to the requirements of the SEBI ICDR Regulations.

Term	Description
“Mutual Fund Portion”	5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
“Net Offer”	The Offer less than Market Maker Reservation Portion.
“Net Proceeds”	Proceeds from the Fresh Issue less our Company’s share of the Offer expenses. For further details, see “ <i>Objects of the Offer</i> ” beginning on page 98.
“Mutual Funds”	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
“Net QIB Portion”	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
“Non-Institutional Bidders” or “NIBs”	All Bidders that are not QIBs or IBs and who have Bid for Equity Shares, for more than two lots (but not including NRIs other than Eligible NRIs)
“Non-Institutional Portion”	being not less than 15% of the Net Offer comprising of [●] Equity Shares which shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion.
“Non-Resident”	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
“Non-Resident Indians” or “NRI(s)”	A non-resident Indian as defined under the FEMA Rules
“Offer”	The Initial Public Offer of up to 32,30,000 Equity Shares of face value of ₹10/- each for cash at a price of ₹[●] per Equity shares (including premium of ₹[●] per Equity Share) aggregating to ₹[●] Lakhs
“Offer for Sale”	Offer for Sale of up to 6,30,000 Equity Shares aggregating up to ₹[●] Lakhs by the Selling Shareholders
“Offer Agreement”	The offer agreement dated December 26, 2024 entered into between our Company, the Selling Shareholders, and the Book Running Lead Manager, pursuant to which certain arrangements are agreed upon in relation to the Offer
“Offer Price”	The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price and discount (if any) will be decided by our Company and Selling Shareholders, in consultation with the Book Running Lead Manager, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus
“Offer Proceeds”	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders in proportion to the respective portion of the Offered Shares. For further information about use of the Offer Proceeds, see “ <i>Objects of the Offer</i> ” beginning on page 98.
“Offered Shares”	Up to 6,30,000 Equity Shares aggregating up to ₹[●] Lakhs offered by the Selling Shareholders in the Offer for Sale
“Price Band”	The price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company and Selling Shareholders, in consultation with the Book Running Lead Manager, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), and all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation at least two Working Days prior to the Bid/Offer Opening Date and shall be available to the Stock Exchange for the purpose of uploading on their respective websites

Term	Description
“Pricing Date”	The date on which our Company and Selling Shareholders, in consultation with the Book Running Lead Manager, will finalise the Offer Price
“Promoters Contribution”	Aggregate of 20% of the post-offer Equity Share capital of our Company that is eligible to form part of the minimum promoters’ contribution, as required under the provisions of the SEBI ICDR Regulations and amendments thereto, held by our Promoters, which shall be locked-in for a period of 3 years from the date of Allotment
“Prospectus”	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is
“Public Announcement”	The Draft Red Herring Prospectus filed with BSE will be made public for comments, if any, for a period of at least twenty-one days from the date of filing the Draft Red Herring Prospectus, by hosting it on our Company’s website, BSE SME’s website and Book Running Lead Manager’s website. Our Company will, within two working days of filing the Draft Red Herring Prospectus with BSE SME Exchange, make a public announcement in all editions of [●] (a widely circulated English national daily newspaper), and all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), disclosing the fact of filing of the Draft Red Herring Prospectus with BSE SME and inviting the public to provide their comments to the BSE SME Exchange, our Company or the Book Running Lead Manager(s) in respect of the disclosures made in this Draft Red Herring Prospectus.
“Public Offer Account(s)”	The ‘no-lien’ and ‘non-interest bearing’ bank account to be opened, in accordance with Section 40(3) of the Companies Act, with the Public Offer Account Bank to receive monies from the Escrow Account and the ASBA Accounts on the Designated Date
“Public Offer Account Bank(s)”	Bank(s) which are a clearing member and registered with SEBI as a banker to an offer, and with whom the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being [●]
“QIBs” or “QIB Bidders” or “Qualified Institutional Buyers”	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
“QIB Portion”	The portion of the Net Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer consisting of [●] Equity Shares, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company and Selling Shareholders in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price
“Red Herring Prospectus” or “RHP”	The Red Herring Prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid / Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
“Refund Account(s)”	The ‘no-lien’ and ‘non-interest bearing’ account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made
“Refund Bank(s)”	The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
“Registered Brokers”	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular no. CIR/CFD/14/2012 dated October 4, 2012 and the UPI Circulars, issued by SEBI

Term	Description
“Registrar Agreement “	Registrar agreement dated January 07, 2025 entered into between our Company, the Selling Shareholders and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
“Registrar to the Offer” or “Registrar”	Bigshare Services Private Limited
“Resident Indian”	A person resident in India, as defined under FEMA
“Revision Form”	The form used by Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Individual Bidders, (subject to the minimum application size above ₹ 2.00 Lakhs) can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/Offer Closing Date
“RTAs” or “Registrar and Share Transfer Agents”	The registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and available on the websites of the Stock Exchange at www.bseindia.com
“SCORES”	SEBI Complaints Redress System
“Self-Certified Syndicate Bank(s)” or “SCSB(s)”	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 , or such other website as may be prescribed by SEBI from time to time. In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time. In accordance with SEBI RTA Master Circular, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 respectively, as updated from time to time
“Share Escrow Agent”	The share escrow agent to be appointed pursuant to the Share Escrow Agreement namely, [●]
“Share Escrow Agreement”	Share escrow agreement to be entered into between our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders for the purposes of credit of such Equity Shares to the demat accounts of the Allottees in accordance with the Basis of Allotment
“Specified Locations”	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
“Sponsor Banks”	Bankers to the Offer registered with SEBI, appointed by our Company to act as a conduit between the Stock Exchange and NPCI in order to push the mandate collect requests and / or payment instructions of the UPI Bidders using the UPI Mechanism, and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●]

Term	Description
“Stock Exchanges”	BSE Limited (SME Exchange) (“ BSE SME ”)
“Sub-Syndicate Members”	The sub-syndicate members, if any, appointed by the Book Running Lead Managers and the Syndicate Members, to collect ASBA Forms and Revision Forms
“Syndicate Agreement”	Syndicate agreement to be entered into between our Company, the Selling Shareholders and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate
“Syndicate Member(s)”	Intermediaries (other than the Book Running Lead Managers) registered with SEBI who are permitted to carry out activities as an underwriter, namely [●]
“Syndicate” or “members of the Syndicate”	The Book Running Lead Managers and the Syndicate Members
“Underwriters”	The Underwriters in this case are Smart Horizon Capital Advisors Private Limited
“Underwriting Agreement”	The Underwriting Agreement to be entered into between our Company, the Selling Shareholders and the Underwriters, on or after the Pricing Date, but prior to filing the Prospectus with the RoC
“UPI”	Unified payments interface which is an instant payment mechanism, developed by NPCI
“UPI Bidders”	Collectively, individual investors applying as (i) Individual Bidders in the Individual Portion and (ii) Non-Institutional Bidders with a Bid size of up to ₹5.00 lakhs in the Non-Institutional Portion, and applying under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹500,000 using UPI Mechanism, shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
“UPI Circulars”	SEBI circular 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 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/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (to the extent these circulars are not rescinded by the SEBI RTA Master Circular), SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
“UPI ID”	ID created on the UPI for single-window mobile payment system developed by the NPCI
“UPI Mandate Request”	A request (intimating the UPI Bidders by way of a notification on the UPI-linked mobile application and by way of an SMS on directing the UPI Bidders to such UPI mobile application) to the UPI Bidders initiated by the Sponsor Bank(s) to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
“UPI Mechanism”	Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars
“UPI PIN”	A password to authenticate a UPI transaction

Term	Description
“Wilful Defaulter”	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
“Working Day”	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars

TECHNICAL OR INDUSTRY RELATED TERMS / ABBREVIATIONS

Term	Description
AAY	Antyodaya Anna Yojana
ACC	Advanced chemical cell
AIC	Atal Incubation Centre
AIDef	AI in Defence
AIFs	Alternative Investment Funds
ASRT	Academy of Scientific Research and Technology
BGs	Bank Guarantees
BOT	Build-Operate-Transfer
CAD	Current Account Deficit
CAGR	compound annual growth rate
CAZRI	Central Arid Zone Research Institute
CEPA	Comprehensive Economic Partnership Agreement
CGSS	Credit Guarantee Scheme for Start-ups
CPI	Consumer Price Index
DII	Domestic Institutional Investors
DNTs	Denotified/Nomadic/SemiNomadic tribal communities
DoS	Department of Space
DPA	Deendayal Port Authority
DPIIT	Department for Promotion of Industry and Internal Trade
EAC	Experts' Advisory Committee
ECTA	Economic Cooperation and Trade Agreement
EPFO	The Employees' Provident Fund Organisation
ESDM	Electronics System Design and Manufacturing
ETPs	Effluent Treatment Plant
FDI	Foreign Direct Investment
FIEO	Federation of Indian Export Organisations
FII	Foreign Institutional Investors
FMCG	Fast-Moving Consumer Goods
FPI	Foreign Portfolio Investors
FRE	First Revised Estimates
FTAs	Free Trade Agreements
FY	Financial Year
GCC	Gulf Cooperation Council
GDP	Gross Domestic Product
GIS	Geographical Information Systems

G-secs	government securities
GST	Goods and Services Tax
GVA	Gross value added
HFIs	High-Frequency Indicators
HUL	Hindustan Unilever Limited
ICAR	Indian Council of Agricultural Research
ICEA	Indian Cellular and Electronics Association
IDRCL	India Debt Resolution Co. Ltd
IJS	India International Jewellery Show
IIP	Index of Industrial Production
IISR	Indian Institute of Spices Research
IMF	International Monetary Fund
IndAus ECTA	India-Australia Economic Cooperation and Trade Agreement
JETCO	Joint Economic and Trade Committee
LEI	Legal Entity Identifier
LMT	lakh metric tonnes
MFP	Mega Food Parks
MITRA	Mega Investment Textiles Parks
MMF	man-made fibre
MoSPI	Ministry of Statistics & Programme Implementation
MoU	Memorandum of Understanding
MSME	Micro, Small, and Medium Enterprises
NABARD	National Bank for Agriculture and Rural Development
NaBFID	National Bank for Financing Infrastructure and Development
NARCL	National Asset Reconstruction Company Ltd
OPEC	Organization of the Petroleum Exporting Countries
OPEC+	Organization of the Petroleum Exporting Countries plus selected nonmember countries
PECF	Pondicherry Engineering College Foundation
PE-VC	Private Equity-Venture Capital
PHH	Primary Household
PLI	productivity linked incentive
PM GatiShakti	Prime Minister GatiShakti Master Plan
PM-DevINE	Prime Minister's Development Initiative for North-East Region
PM-DevINE	Prime Minister's Development Initiative for North-East Region
PMGKAY	Pradhan Mantri Garib Kalyan Ann Yojana
PMI	Purchasing Manager Index
PM-VISHWAKARMA	Prime Minister VISHWAKARMA Scheme
PPP	Public-Private Partnership
R&D	Research and Development
RBI	Reserve Bank of India
Rs.	Indian Rupees
SDLs	State Development Loans
SEBI	Securities and Exchange Board of India
SEED	Scheme for Economic Empowerment of Denotified Tribes
SEZ	Special Economic Zone
SFPL	Sproutlife Foods

SPI	Strengthening of Pharmaceutical Industry
TCPL	Tata Consumer Products
TFP	Total Factor Productivity
TSFL	Tata SmartFoodz Limited
TTDF	Telecom Technology Development Fund
US\$	United States Dollar
USOF	Universal Service Obligation Fund
WEO	World Economic Outlook
WTO	World Trade Organization

CONVENTIONAL TERMS / ABBREVIATIONS

Term	Description
“₹” or “Rs.” Or “Rupees” or “INR”	Indian Rupees
“AIFs”	Alternative Investment Funds, as defined in, and registered under the SEBI AIF Regulations
“AGM”	Annual general meeting
“AS” or “Accounting Standards”	Accounting standards issued by the ICAI
“AUM”	Asset under the Company’s management
“Bn” or “bn”	Billion
“BSE”	BSE Limited
“Category I AIF”	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
“Category I FPIs”	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
“Category II AIF”	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
“Category II FPIs”	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
“Category III AIF”	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
“CDSL”	Central Depository Services (India) Limited
“CFM”	Cubic Feet per Minute
“CIN”	Corporate Identity Number
“Civil Code”	Code of Civil Procedure, 1908
“CIRP”	Corporate Insolvency Resolution Process
“Companies Act” or “Companies Act, 2013”	Companies Act, 2013, as applicable, along with the relevant rules, regulations, clarifications and modifications made thereunder
“Consolidated FDI Policy”	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated the October 15, 2020, effective from October 15, 2020
“CrPC”	Code of Criminal Procedure, 1973
“Cu.m” or “M3”	Cubic Meter
“Depositories”	Together, NSDL and CDSL
“Depositories Act”	Depositories Act, 1996
“DIN”	Director Identification Number
“DP ID”	Depository Participant’s Identification
“DP” or “Depository Participant”	A depository participant as defined under the Depositories Act
“DPIIT”	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion)

Term	Description
“EGM”	Extraordinary general meeting
“EMI”	Equated Monthly Instalment
“ESOP Scheme”	Employee Stock Option Scheme
“ESPS Scheme”	Employee Stock Purchase Scheme
“EPS”	Earnings per equity share
“ERMPL”	Easy Raw Materials Private Limited
“Factories Act”	Factories Act, 1948
“FDA”	Food and Drug Administration
“FDI”	Foreign direct investment
“FEMA”	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
“FEMA Rules”	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
“Financial Year” or “Fiscal” or “Fiscal Year” or “FY”	Financial year shall have the same meaning as assigned to it under sub-section (41) of section 2 of the Companies Act, 2013
“FPI”	Foreign portfolio investors as defined under the SEBI FPI Regulations
“FSSAI”	Food Safety and Standards Authority of India
“FVCI”	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
“GoI” or “Government” or “Central Government”	Government of India
“GDP”	Gross domestic product
“GMP”	Good Manufacturing Practises
“GST”	Goods and services tax
“HR”	Human Resource
“HVAC”	Heating, ventilation and air conditioning
“ICAI”	The Institute of Chartered Accountants of India
“IFRS”	International Financial Reporting Standards
“Income Tax Act”	The Income-tax Act, 1961
“Ind AS”	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015
“India”	Republic of India
“Indian GAAP” or “IGAAP”	Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
“Indian Securities Laws”	Indian Securities Laws include among others the SEBI Act, SEBI FUTP Regulations, SEBI ICDR Regulations, SEBI Listing Regulations, SEBI Takeover Regulations and SEBI PIT Regulations
“IPC”	Indian Penal Code, 1860
“IPO”	Initial public offering
“IRDAI”	Insurance Regulatory and Development Authority of India
“IST”	Indian Standard Time
“IT”	Information Technology
“IT Act”	The Information Technology Act, 2000
“JNPA”	Jawaharlal Nehru Port Authority
“JNPT”	Jawaharlal Nehru Port Trust
“KL”	Kilo Litre
“KYC”	Know Your Customer
“Lit”	Litre
“LOA”	Letter of Approval
“MCA”	Ministry of Corporate Affairs, Government of India
“MLPL”	Moksha Lifecare Private Limited
“Mn” or “mn” or Mio	Million
“NACH”	National Automated Clearing House

Term		Description
“National Fund”	Investment	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India
“NAV”		Net Asset Value
“NBFC”		Non-Banking Financial Companies
“NEFT”		National Electronic Fund Transfer
“Negotiable Act”	Instruments	The Negotiable Instruments Act, 1881
“NHB”		National Housing Board
“NHB Act”		The National Housing Bank Act, 1987
“NPCI”		National Payments Corporation of India
“NRE”		Non- Resident External
“NRO”		Non-Resident Ordinary
“NSDL”		National Securities Depository Limited
“NSE”		National Stock Exchange of India Limited
“OCB” or “Overseas Corporate Body”		A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
“p.a.”		Per annum
“P/E Ratio”		Price to Earnings Ratio
“PAN”		Permanent Account Number
“PEB”		Pre-Engineered Building
“PNPL”		Profoods Nutrition Private Limited
“RBI”		Reserve Bank of India
“RBI Act”		Reserve Bank of India Act, 1934
“RCC”		Reinforced Cement Concrete
“Regulation S”		Regulation S under the U.S. Securities Act
“RTGS”		Real Time Gross Settlement
“Rule 144A”		Rule 144A under the U.S. Securities Act
“RMT”		Running Meter
“SARFAESI Act”		Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
“SAR Scheme”		Stock Appreciation Right Scheme
“SCRA”		Securities Contracts (Regulation) Act, 1956
“SCRR”		Securities Contracts (Regulation) Rules, 1957
“SEBI”		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 BTI Regulations”		Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
“SEBI FUTP Regulations”		Securities and Exchange Board of India (Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
“SEBI FPI Regulations”		Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
“SEBI FVCI Regulations”		Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
“SEBI ICDR Master Circular”		SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023
“SEBI ICDR Regulations”		Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments thereto.
“SEBI ICDR (Amendment) Regulations, 2025”		SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2025 through the SEBI Notification no. SEBI/LAD-NRO/GN/2025/233 dated March 03, 2025

Term	Description
“SEBI Listing Regulations”	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
“SEBI Merchant Bankers Regulations”	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
“SEBI Mutual Fund Regulations”	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
“SEBI RTA Master Circular”	SEBI master circular bearing reference number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024
“SEBI SBEB & SE Regulations”	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
“SEBI Takeover Regulations”	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
“SEBI VCF Regulations”	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
“SEZ”	Special Economic Zone
“SRIFIR”	Shriram Institute for Industrial Research
Sq. Ft.	Square Feet
Sq. Mt.	Square Meter
“State Government”	The government of a state in India
“Stock Exchanges”	BSE Limited
“STT”	Securities Transaction Tax
“Systemically Important NBFC” or “NBFC-SI”	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
“TAN”	Tax deduction account number
“U.S. QIBs”	“qualified institutional buyers”, as defined in Rule 144A
“U.S. Securities Act”	U.S. Securities Act of 1933, as amended
“U.S.” or “USA” or “United States”	United States of America including its territories and possessions, any State of the United States, and the District of Columbia
“USD” or “US\$”	United States Dollars
“VBPL”	Vinstar Biotech Private Limited
“VCFs”	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
“WOS”	Wholly-Owned Subsidiary

PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

CERTAIN CONVENTIONS

All references to “India” contained in this Draft Red Herring Prospectus are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable. All references to the “U.S.”, “US”, “U.S.A” or “United States” are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a ‘year’ in this Draft Red Herring Prospectus are to a calendar year.

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

FINANCIAL DATA

Unless stated otherwise or the context otherwise requires, the financial information in this Draft Red Herring Prospectus is derived from the Restated Financial Information. The Restated Financial Information of our Company comprises of the Restated Consolidated Financial Information of our company.

The Restated consolidated financial information of our Company and its Subsidiaries comprising of the restated consolidated statement of assets and liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and, the restated consolidated statement of cash flows for the period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, and notes to the restated consolidated financial information, prepared in accordance with the requirements of Section 26 of the Companies Act 2013; Paragraph (A) of Clause 11 (I) of Part A of Schedule VI of the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Draft Red Herring Prospectus to a particular FY, Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

There are significant differences between Ind AS, Generally Accepted Accounting Principles in the United States of America (the “U.S. GAAP”) and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, IGAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited. For risks relating to significant differences between Ind AS and other accounting principles, see *“Risk Factors – Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors assessments of Our Company's financial condition. Our failure to successfully adopt IFRS may have an adverse effect on the price of our Equity Shares. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.”* on page 18.

Unless the context otherwise indicates, any percentage amounts, as set forth in “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 31, 178 and 298 respectively, of this Draft Red Herring Prospectus, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the “Restated Financial Information” of our Company as beginning on page 261 of this Draft Red Herring Prospectus.

CURRENCY AND UNITS OF PRESENTATION

All references to “Rupees”, “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “US Dollars” or “USD” are to United States Dollars, the official currency of the United States of America.

All references to the word “Lakh” or “Lac”, means “One hundred thousand” and the word “Million/Mio” means “Ten Lakhs” and the word “Crore” means “Ten Million/Mio” and the word “Billion” means “One thousand Million”.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Restated Financial Information in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

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

INDUSTRY AND MARKET DATA

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

Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by the Book Running Lead Manager or any of their affiliates or advisors. Data from these sources may also not be comparable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” beginning on pages 31. Accordingly, investment decisions should not be based solely on such information.

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

EXCHANGE RATES

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate or at all.

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

Currency	Exchange Rate as at September 30, 2024	Exchange Rate as on March 31, 2024	Exchange Rate as on March 31, 2023	Exchange Rate as on March 31, 2022
1 USD	83.78	83.37	82.22	75.81

Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day has been disclosed. The reference rates are rounded off to two decimal places.

Source: www.rbi.org.in/scripts/referenceratearchive.aspx

FORWARD LOOKING STATEMENTS

All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward-looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

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

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India, 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, regulations, taxes, changes in competition in our industry and incidents of any natural calamities and/or acts of violence.

- (i) Disruption in the stock market in India or Globally.
- (ii) Failure to comply with laws and regulations prescribed by authorities of the jurisdictions in which we operate;
- (iii) General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- (iv) Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
- (v) Disruption in the network connection and Internet services;
- (vi) Recession in the market;
- (vii) Changes in laws and regulations relating to the industries in which we operate;
- (viii) Our ability to successfully implement our growth strategy and expansion plans;
- (ix) Our ability to meet our capital expenditure requirements;
- (x) Our ability to attract, retain and manage skilled qualified personnel;
- (xi) Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
- (xii) Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- (xiii) The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition;

(xiv) Any adverse outcome in the legal proceedings in which we are involved;

(xv) Our ability to expand our geographical area of operation;

For further discussions of factors that could cause our actual results to differ, please refer the section titled “*Risk Factors*” and chapter titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 31, 178, and 298 of this Draft Red Herring Prospectus, respectively. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect the current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, the Directors, the Book Running Lead Manager, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

SECTION II - SUMMARY OF OFFER DOCUMENT

The following is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Red Herring Prospectus, when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Restated Financial Information”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Main Provisions of The Articles Of Association” on pages 31, 71, 86, 98, 148, 178, 252, 261, 298, 313, 358 and 383, respectively.

SUMMARY OF OUR BUSINESS

We are a one stop destination for various nutritional, Health and sports supplement products, which are largely biased towards the food products providing health benefits in addition to their nutritional values, reflecting our ability in catering to nutritional as well as health needs of the end customers. Our company is based in Mumbai, offering diverse range of captivated nutritional supplements and components. We offer products across seven product categories, i.e. Amino Acids, Health Supplement, Herbal Extract, Nucleotide, Protein, Sports Nutrition, and Vitamin. Thus, positioning us favorably to adapt to the growing awareness with respect to the needs of nutrition in the food products.

For more details, please refer chapter titled “Our Business” beginning on page 178 of this Draft Red Herring Prospectus.

SUMMARY OF OUR INDUSTRY

This industry blends nutrition and pharmaceuticals, focusing on products that provide health benefits beyond basic nutrition. Our company mainly belongs to nutraceutical industry, specializes in a diverse array of captivating nutritional supplements and components designed to meet evolving health needs. We offer products across seven distinct categories: Glycine, Creatine Monohydrate 200Mesh, Inositol, L-Arginine, L-Glutamine, L-Carnitine, N-Acetyl L-Cysteine, Taurine, L-Glutathione, Whey Protein Concentrate. This comprehensive portfolio positions us strategically to respond to the increasing awareness and demand for nutritional solutions in food products. Our commitment to quality and innovation allows us to not only keep pace but also lead in meeting the dynamic nutritional needs of consumers, empowering them to achieve optimal health and wellness.

For more details, please refer chapter titled “Industry Overview” beginning on page 148 of this Draft Red Herring Prospectus.

OUR PROMOTERS

The promoters of our company are Mr. Ankit Shailesh Mehta, Ms. Parul Shailesh Mehta and Mr. Shailesh Vinodrai Mehta.

For detailed profile of our Promoters, please see chapter titled “Our Promoters and Promoter Group” beginning on page 252 of this Draft Red Herring Prospectus.

BOARD OF DIRECTORS

As on the date of this Draft Red Herring Prospectus, the Board of Directors of our Company comprises of the following:

Name	Designation
Mr. Ankit Shailesh Mehta	Chairman and Managing Director
Ms. Parul Shailesh Mehta	Executive Director
Mr. Shailesh Vinodrai Mehta	Executive Director
Mr. Rajesh Kalro	Non-Executive Independent Director
Mr. Anirudh Ruia	Non-Executive Independent Director
Mr. Abhishek Kamdar	Non-Executive Independent Director

For detailed profile of our Board of Directors, please see chapter titled “Our Management” beginning on page 236 of this Draft Red Herring Prospectus.

KEY MANAGERIAL PERSONNEL (KMP)

Name	Designation

Mr. Ankit Shailesh Mehta	Chairman and Managing Director
Mr. Basavaraj Shankar Dalawai	Chief Financial Officer
Ms. Ramdulhari Saini	Company Secretary and Compliance Officer

For detailed profile of our Key Managerial Personnel, please see chapter titled “Our Management” beginning on page 236 of this Draft Red Herring Prospectus.

SIZE OF OFFER

The following table summarizes the details of the Offer. For further details, see “The Offer” and “Offer Structure” beginning on pages 71 and 353, respectively.

Offer of Equity Shares¹	Up to 32,30,000 Equity shares of ₹10/- each for cash at a price of ₹[●] per Equity share (including a premium of [●] per Equity Share) aggregating to ₹[●] Lakhs
Out Of which:	
Fresh Issue ²	Up to 26,00,000 Equity Shares aggregating up to ₹[●] Lakhs.
Offer for Sale ³	Up to 6,30,000 Equity Shares aggregating up to ₹[●] Lakhs.
Of which:	
Market Maker Reservation Portion	Up to [●] Equity Shares of face value of ₹10/- each fully-paid up for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
Net Offer	Up to [●] Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs

- The Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Offer is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations and amendments thereto read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – offer paid up equity share capital of our company are being offered to the public for subscription.*
- The Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on January 13, 2025 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on January 16, 2025.*
- Selling Shareholders have confirmed that the Offered Shares have been held by such Selling Shareholders for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations and amendments thereto. Further, Selling Shareholders have confirmed that their respective Offered Shares are compliant with Regulation 230(1) (f) and 230(1) (g) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR Regulation (Amendment) Regulations, 2025. For details on the Consent of the selling shareholders in relation to the offered shares, see “The Offer” and “Other Regulatory and Statutory Disclosures” on pages 71 and 330, respectively.*

The Offer and Net Offer shall constitute [●] % and [●] % of the post-offer paid-up Equity Share capital of our Company.

OBJECTS OF THE OFFER

Our Company intends to utilize the Net Proceeds from fresh issue for the following objects:

		(₹ in Lakhs)
Sr. No	Particulars	Amount
(a)	Financing the capital expenditure towards setting up of the Manufacturing Facility through investment in our Wholly-Owned Subsidiary (WOS) Company, Easy Raw Materials Private Limited;	3,622.36
(b)	Repayment/prepayment of all or certain of our borrowings availed of by our Company;	2,000.00
(c)	General Corporate Purpose [#]	[●]
	Total*	[●]

[#] The amount to be utilised for general corporate purposes will not exceed fifteen percent of the amount being raised by our Company or ₹ 10 Crores, whichever is less in accordance with Regulation 230(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR Regulation (Amendment) Regulations, 2025 *To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC.

For further details, please refer to chapter titled “Objects of the Offer” beginning on page 98 of this Draft Red Herring Prospectus.

PRE-OFFER AND POST-OFFER SHAREHOLDING OF OUR PROMOTERS, PROMOTER GROUP AND THE SELLING SHAREHOLDERS AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE COMPANY

Set forth is the Pre-Offer and Post-Offer shareholding of our Promoters, Promoter group and Selling Shareholders as a percentage of the paid-up share capital of the Company:

Category of Shareholders	Pre-Offer		Post-Offer	
	No. of Shares	% of pre-offer Capital	No. of Shares	% of pre-offer Capital
Promoters				
Mr. Ankit Shailesh Mehta (Selling Shareholder)	47,49,465	50.00%	[●]	[●]
Ms. Parul Shailesh Mehta (Selling Shareholder)	47,49,500	50.00%	[●]	[●]
Mr. Shailesh Vinodrai Mehta	7	Negligible	[●]	[●]
Promoter Group				
Ms. Jaini Shailesh Mehta	7	Negligible	[●]	[●]
Ms. Bhavna Bharat Bhayani	7	Negligible	[●]	[●]
Total	94,98,986	100.00%	[●]	[●]

For further details of the Offer, see “Capital Structure” beginning on page 86 of this Draft Red Herring Prospectus.

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

S. No.	Pre-Offer shareholding as at the date of Advertisement ⁽²⁾			Post-Offer shareholding as at Allotment ⁽³⁾			
	Shareholders	Number of Equity Shares	Share holding (in %)	At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
				Number of Equity Shares	Share holding (in %)	Number of Equity Shares	Share holding (in %)
Promoters							
1.	Mr. Ankit Shailesh Mehta	[●]	[●]	[●]	[●]	[●]	[●]
2.	Ms. Parul Shailesh Mehta	[●]	[●]	[●]	[●]	[●]	[●]
3.	Mr. Shailesh Vinodrai Mehta	[●]	[●]	[●]	[●]	[●]	[●]
Promoter Group ⁽¹⁾							
4.	Ms. Jaini Shailesh Mehta	[●]	[●]	[●]	[●]	[●]	[●]
5.	Ms. Bhavna Bharat Bhayani	[●]	[●]	[●]	[●]	[●]	[●]
Top 10 Shareholders ⁽⁴⁾							
6.	Mr. Mikit Bharat Bhayani	[●]	[●]	[●]	[●]	[●]	[●]
7.	Mr. Bharat Dhirajlal Bhayani	[●]	[●]	[●]	[●]	[●]	[●]

Notes:

- 1) The Promoter Group Shareholders are Ms. Jaini Shailesh Mehta and Ms. Bhavna Bharat Bhayani;
- 2) Pre-Offer shareholding as at the date of Advertisement shall be updated at the time of filing the Prospectus;
- 3) Based on the Offer Price of ₹ [●] and subject to finalization of the basis of allotment.
- 4) As on the date of this Draft Red Herring Prospectus, we have total 7 (seven) shareholders, out of which only 2 are Public Shareholders.

SUMMARY OF RESTATED CONSOLIDATED FINANCIAL INFORMATION

The following details are derived from the Restated Consolidated Financial Information as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

(₹ in lakhs other than share data)

Particulars	For the Six Months ended September 30, 2024	For the year ended March 31		
		2024	2023	2022
Equity Share capital	135.70	135.70	135.70	135.70
Net worth [#]	4,375.89	2,901.47	1,449.65	683.63
Total Income ^{\$}	11,443.41	13,282.77	13,168.62	8,743.21
Restated profit/(loss) after tax	1,473.26	1,451.82	766.02	547.93
Earnings per share (Basic & diluted) (Post Bonus & Split) (₹) [@]	15.51	15.28	8.06	6.71
Net Asset Value per Equity Share (Post Bonus & Split) (₹)*	46.07	30.55	15.26	8.37
Total borrowings [^]	2,133.13	1,254.75	1,133.22	566.08

[#]Net Worth = Restated Equity Share Capital plus Restated Reserves & Surplus

^{\$}Total Income = Restated Revenue from operations plus Restated Other Income

[@] Earnings per share (Basic & diluted) = Restated profit after tax for the period divided by Restated weighted average number of Equity Shares outstanding during the period

^{*}Net Asset Value per Equity Share = Restated Net worth divided by Restated weighted average number of Equity Shares outstanding during the period

[^]Total Borrowings = Restated Long-Term Borrowings plus Restated Short Term Borrowings

QUALIFICATIONS OF AUDITORS

There are no qualifications included by the Statutory Auditors in their audit reports and hence no effect is required to be given in the Restated Consolidated Financial Information.

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company, our Promoters, our Directors, our Subsidiaries and our Group Companies as on the date of this Draft Red Herring Prospectus is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Company						
By the Company	2	NA	NA	NA	NA	3.29
Against the Company	NA	1	NA	NA	NA	Unascertained
Directors/ KMPs/SMPs						
By our Directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	NA	NA	NA	NA	NA
Promoters*						
By Promoters	NA	NA	NA	NA	NA	NA
Against Promoters	NA	3	NA	NA	NA	80.11
Subsidiaries						

By Subsidiaries	NA	NA	NA	NA	NA	NA
Against Subsidiaries	NA	NA	NA	NA	NA	NA
Group Companies						
By Group Companies	NA	NA	NA	NA	NA	NA
Against Group Companies	NA	NA	NA	NA	NA	NA

*Our Promoters are also the director of the Company. Hence litigations against them have not been included under the heading of director to avoid repetition.

Brief details of top 5 Criminal Case against our Promoters:

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1	NA	NA	NA	NA

For further details, please refer chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 313 of this Draft Red Herring Prospectus.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

The following is a summary table of our company’s contingent liabilities as:

(₹ in Lakhs)

Particulars	For the six months ended	For the year ended March 31		
	September 30, 2024	2024	2023	2022
Contingent liabilities in respect of:				
Bank Guarantees given on behalf of the Company	17.85	-	-	-
Total	17.85	-	-	-

For details, please refer to Section titled “*Restated Financial Information*” beginning on page 261 of this Draft Red Herring Prospectus.

SUMMARY OF RELATED PARTY TRANSACTIONS

As required under Accounting Standard 18 “*Related Party Disclosures*” as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

List of Related Parties where Control exists and Relationships:

Name of the Related Party	Designation	Relationship
Mr. Ankit Shailesh Mehta	Promoter, Chairman and Managing Director	Key Management Personnel (KMP)
Mr. Basavaraj Shankar Dalawai	Chief Financial Officer	
Ms. Ramdulari Saini	Company Secretary and Compliance Officer	
Ms. Parul Shailesh Mehta	Promoter and Executive Director	Director
Mr. Shailesh Vinodrai Mehta	Promoter and Executive Director	
Ms. Jaini Shailesh Mehta	Promoter Group	Relatives of Key Management Personnel (KMP)
M/s. Chemkart (Proprietor of Ms. Parul Shailesh Mehta)	Promoter Group Entity	Enterprise over which KMP have significant influence or control
Moksha Lifecare Private Limited	Promoter Group Entity and Group Company	

Profoods Nutrition Private Limited	Promoter Group Entity and Group Company	
Easy Raw Materials Private Limited	Wholly-Owned Subsidiary Company	
Vinstar Biotech Private Limited	Wholly-Owned Subsidiary Company	
M/s. Chemical Scientific Centre, <i>previously known as Atul Chemicals</i> (Proprietor of Mr. Shailesh Vinodrai Mehta)	Promoter Group Entity	Enterprise over which relative of KMP have significant influence or control
Easy Raw Materials Private Limited	Wholly-Owned Subsidiary Company	Subsidiaries
Vinstar Biotech Private Limited	Wholly-Owned Subsidiary Company	

Transactions carried out with Related Party in ordinary course of business:

(₹ in Lakhs)

Transactions during the year:	Relationship	For the Period / Year Ended on			
		September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Loan Taken					
Ms. Parul Shailesh Mehta	Promoter and Executive Director	68.92	160.23	700.95	386.75
Mr. Ankit Shailesh Mehta	Promoter, Chairman and Managing Director	83.50	93.00	-	-
Loan Repaid					
Ms. Parul Shailesh Mehta	Promoter and Executive Director	72.50	71.99	669.04	79.90
Mr. Ankit Shailesh Mehta	Promoter, Chairman and Managing Director	148.50	-	-	-
Loan Given					
Mr. Ankit Shailesh Mehta	Promoter, Chairman and Managing Director	-	-	5.00	-
Easy Raw Materials Private Limited	Wholly Owned Subsidiary Company	-	381.80	7.00	-
Remuneration					
Mr. Ankit Shailesh Mehta	Promoter, Chairman and Managing Director	18.00	15.00	12.00	-
Ms. Parul Shailesh Mehta	Promoter and Executive Director	18.00	15.00	12.00	12.00
Mr. Basavaraj Shankar Dalawai	Chief Financial Officer	2.80	4.98	4.30	3.00
Ms. Ramdulari Saini	Company Secretary and Compliance Officer	0.25	-	-	-
Professional Fees					
Mr. Shailesh Vinodrai Mehta	Promoter and Executive Director	-	-	12.00	-
Ms. Jaini Shailesh Mehta	Promoter Group	-	18.00	12.00	18.00
Purchase of Material					
M/s. Chemkart (Proprietor of Ms. Parul Shailesh Mehta)	Promoter Group Entity	7.14	26.40	2,605.01	2,022.64
Moksha Lifecare Private Limited	Promoter Group Entity and Group Company	1.05	4.26	-	-
M/s. Chemical Scientific Centre, previously known as Atul Chemicals (Proprietor of Mr. Shailesh Vinodrai Mehta)	Promoter Group Entity	1.43	2.85	0.06	0.14
Profoods Nutrition Private Limited	Promoter Group Entity and Group Company	39.26	-	-	-
Sales of Material					

M/s. Chemkart (Proprietor of Ms. Parul Shailesh Mehta)	Promoter Group Entity	-	47.29	-	21.12
Moksha Lifecare Private Limited	Promoter Group Entity and Group Company	-	9.25	15.26	54.28
M/s. Chemical Scientific Centre, <i>previously known as Atul Chemicals</i> (Proprietor of Mr. Shailesh Vinodrai Mehta)	Promoter Group Entity	0.12	0.13	1.21	-
Profods Nutrition Private Limited	Promoter Group Entity and Group Company	59.85	-	-	-

Related Party Balances:

(₹ in Lakhs)

Transactions during the year:	Relationship	For the Period / Year Ended on			
		September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Unsecured Loan					
Ms. Parul Shailesh Mehta	Promoter and Executive Director	(423.42)	(427.00)	(338.76)	(306.85)
Mr. Ankit Shailesh Mehta	Promoter, Chairman and Managing Director	(28.00)	(93.00)	5.00	-
Easy Raw Materials Private Limited	Wholly Owned Subsidiary Company	-	381.80	7.00	-
Advance Salary					
Mr. Ankit Shailesh Mehta	Promoter, Chairman and Managing Director	0.40	-	-	-
Trade Payable					
M/s. Chemkart (Proprietor of Ms. Parul Shailesh Mehta)	Promoter Group Entity	(6.75)	(10.53)	(49.06)	(264.33)
M/s. Chemical Scientific Centre, <i>previously known as Atul Chemicals</i> (Proprietor of Mr. Shailesh Vinodrai Mehta)	Promoter Group Entity	(0.10)	(0.65)	(0.16)	(0.16)
Trade Receivables					
Moksha Lifecare Private Limited	Promoter Group Entity and Group Company	0.76	9.34	3.01	8.57
Profoods Nutrition Private Limited	Promoter Group Entity and Group Company	24.29	-	-	-

For details, please refer to chapter titled “*Restated Financial Information*” beginning on page 261 of this Draft Red Herring Prospectus.

FINANCING ARRANGEMENTS

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

WEIGHTED AVERAGE PRICE AT WHICH EQUITY SHARES WERE ACQUIRED BY OUR PROMOTERS AND THE SELLING SHAREHOLDERS IN THE LAST ONE YEAR PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS.

The weighted average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders in the last one (1) year preceding the date of this Draft Red Herring Prospectus set forth in the table below:

Sr. No.	Name	Number of Equity Shares acquired in the one year preceding the date of this Draft Red Herring Prospectus	Number of Equity Shares Held	Weighted Average cost of Acquisition (in ₹) *
1.	Mr. Ankit Shailesh Mehta (Selling Shareholder)	40,70,970	47,49,465	Nil
2.	Ms. Parul Shailesh Mehta (Selling Shareholder)	40,71,000	47,49,500	Nil
3.	Mr. Shailesh Vinodrai Mehta	07	07	1.43

*As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

The weighted average cost of acquisition of Equity Shares by our Promoters/ selling shareholders have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them divided by number of shares acquired in last one (1) year.

AVERAGE COST OF ACQUISITION OF PROMOTERS AND SELLING SHAREHOLDERS

The average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders as on the date of this Draft Red Herring Prospectus is:

Sr. No.	Name	Number of Equity Shares Held	Average cost of Acquisition (in ₹) *
1.	Mr. Ankit Shailesh Mehta (Selling Shareholder)	47,49,465	1.43
2.	Ms. Parul Shailesh Mehta (Selling Shareholder)	47,49,500	1.43
3.	Mr. Shailesh Vinodrai Mehta	07	1.43

* As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

The average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them as reduced by amount received on sell of shares i.e., net of sale consideration is divided by net quantity of shares acquired.

DETAILS OF PRE-IPO PLACEMENT

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

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

Except as disclosed below, we have not issued any Equity Shares for consideration other than cash within last one year from the date of this Draft Red Herring Prospectus:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
December 27, 2024	81,42,000	10/-	Nil	Bonus Issue	Capitalization of Surplus	Mr. Ankit Shailesh Mehta	40,70,970
						Ms. Parul Shailesh Mehta	40,71,000
						Mr. Shailesh Vinodrai Mehta	06
						Ms. Jaini Shailesh Mehta	06
						Mr. Mikit Bharat Bhayani	06

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Ms. Bhavna Bharat Bhayani	06
						Mr. Bharat Dhirajlal Bhayani	06

SPLIT OR CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not undertaken split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

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

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. Investors should carefully consider all information in this Draft Red Herring Prospectus, including the risks described below, before making an investment in our Equity Shares. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could suffer, the price of the Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer including the merits and risks involved. Investors should consult their tax, financial and legal advisors about particular consequences to them of an investment in the Offer. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, such financial impact cannot be disclosed in such risk factors. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See chapter titled “Forward Looking Statements” beginning on page 20 of this Draft Red Herring Prospectus.

To obtain a better understanding of our business, you should read this chapter in conjunction with other chapters of this Draft Red Herring Prospectus, including the chapters titled “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Industry Overview” and “Restated Financial Information” on page 178, 298, 148 and 261 respectively of this Draft Red Herring Prospectus, together with all other Restated Financial Information contained in this Draft Red Herring Prospectus. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus.

Unless otherwise stated, the financial data in this chapter is derived from our Restated Consolidated Financial Information for the period ended September 30, 2024 and for the financial years ended March 31, 2024, 2023, and 2022 as included in “Restated Financial Information” beginning on page 261 of this Draft Red Herring Prospectus.

INTERNAL RISKS

- 1. Our business operations rely significantly on the continuous and timely supply of products from top 5 and top 10 suppliers, Also, we do not have continuing and exclusive supply agreement with them. Any interruptions or discontinuation of same will adversely impact our overall performance and profitability.**

As our company is engaged in trading of wide range of Food and Health ingredients. We are using imported as well as domestic products for further processing and trading activities. Our products are majorly procured from the international market considering factors such as quality, price, lead time, inventory levels and credit terms. We are largely dependent on the nutraceutical, food and health industry for almost all of our products. We usually do not enter into long-term supply contracts with any of our suppliers. We procure these products typically through purchase orders which sets out the terms and conditions in relation to quantity, pricing and delivery details and do not enter into any continuing and exclusive supply agreements with our suppliers. If our suppliers do not perform their obligations in a timely manner, or cease operations or decide to discontinue our supply relationships, or at all, we would need to find alternative suppliers, within a requisite span of time. While we have not experienced any instance where any of our suppliers did not fulfill their obligations in a timely manner in the last three Fiscals and six months ended September 30, 2024 that resulted in an adverse impact on our operations, we cannot assure that such instances will not arise in the future.

Following is the purchase breakup of the top five and top ten suppliers of our Company for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022:

Based on Standalone Audited Financials:

(₹ in lakhs)

Particulars	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of total Purchase	Amount	% of total Purchase	Amount	% of total Purchase	Amount	% of total Purchase
Top five suppliers	4,676.55	47.90%	4,358.13	41.48%	5,426.84	46.55%	4,784.28	65.89%
Top ten suppliers	6,369.03	65.23%	6,025.23	57.34%	7,318.79	62.78%	5,648.02	77.78%

Based on Consolidated Audited Financials:

(₹ in lakhs)

Particulars	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of total Purchase	Amount	% of total Purchase	Amount	% of total Purchase	Amount	% of total Purchase
Top five suppliers	4,676.55	47.90%	NA	NA	NA	NA	NA	NA
Top ten suppliers	6,369.03	65.23%	NA	NA	NA	NA	NA	NA

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

Although we have not experienced any instances where our suppliers were unable to supply us desired quantities of products or where we could not find a replacement for any particular supplier in the last three Fiscals and six months ended September 30, 2024, we cannot assure you that such instances will not arise in future. In the event any of our key suppliers is unable to provide us the required quantity or quality of products or in a timely manner, we cannot assure you that we will be able to find a suitable replacement and at an acceptable cost within our delivery timelines. Further, in the event of an increase in the price of these products, we cannot assure you that we will be able to correspondingly increase the price of our products. Our reliance on a select group of suppliers may also constrain our ability to negotiate our arrangements with them. We may experience unanticipated increases in costs due to fluctuations in the supply and demand in the national and international markets for nutraceutical products. Any such interruptions in the supply of these products, may have an adverse effect on our ability to trade our products in a timely or cost-effective manner and we may be in breach of our contractual obligations if any. The occurrence of any such event may adversely affect our business, results of operations, financial condition and cash flows. As we typically do not have exclusive arrangements with our suppliers, our suppliers could engage with our competitors and prioritize supplies of their other customers, which could adversely impact our ability to procure a sufficient quantity of products at competitive rates and within a reasonable timeframe.

- We source our majority of the products from international market i.e. China. Any adverse developments affecting our procurement in this region could have an adverse impact on our revenue and results of operations.***

There was a subsequent increase in the imports as compared to domestic purchases and significant imports are being made from China, considering factors such as quality, price, lead time, inventory levels and credit terms. This strategic decision allows us to benefit from the geographical advantages, ensuring timely delivery of the products. For the period ended September 30, 2024 and for the financial years ended March 31, 2024, 2023 and 2022, our product procurement from our suppliers located in China contributes 81.46%, 75.43%, 70.20% and 62.34% of our total Purchases respectively.

For the period ended September 30, 2024 and for the financial years ended March 31, 2024, 2023 and 2022, our product procurement from our suppliers in international market to the % of our total Purchases are as follows:

Based on Standalone Audited Financials:

(₹ in lakhs)

Particulars	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products

Domestic Source	975.09	9.99%	1,841.73	17.53%	3,325.75	28.53%	2,734.52	37.66%
Imports	8,788.63	90.01%	8,665.94	82.47%	8,331.50	71.47%	4,526.87	62.34%
Total	9,763.72	100.00%	10,507.67	100.00%	11,657.25	100.00%	7,261.39	100.00%

Based on Consolidated Audited Financials:

(₹ in lakhs)

Particulars	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products
Domestic Source	975.09	9.99%	-	-	-	-	-	-
Imports	8,788.63	90.01%	-	-	-	-	-	-
Total	9,763.72	100%	-	-	-	-	-	-

As per Audited Standalone Financial Statements:

For the period ended September 30, 2024		
Region (Import)	Amount (₹ in lakhs)	% of total Purchase of Products
China	7,953.19	81.46%
South Korea	675.03	6.91%
Germany	113.79	1.17%
London	46.61	0.48%
Total	8,788.63	90.01%

March 31, 2024		
Region (Import)	Amount (₹ in lakhs)	% of total Purchase of Products
China	7,925.62	75.43%
South Korea	662.99	6.31%
Germany	77.33	0.74%
Total	8,665.94	82.47%

March 31, 2023		
Region (Import)	Amount (₹ in lakhs)	% of total Purchase of Products
China	8,183.01	70.20%
Germany	103.43	0.89%
Indonesia	45.05	0.39%
Total	8,331.49	71.47%

March 31, 2022		
Region (Import)	Amount (₹ in lakhs)	% of total Purchase of Products
China	4,526.87	62.34%
Total	4,526.87	62.34%

As per Audited Consolidated Financial Statements:

For the period ended September 30, 2024		
Region (Import)	Amount (₹ in lakhs)	% of total Purchase of Products
China	7,953.19	81.46%
South Korea	675.03	6.91%
Germany	113.79	1.17%
London	46.61	0.48%
Total	8,788.63	90.01%

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

For detailed bifurcation with respect to geographical purchases from domestic market, please see risk factor no. 11 in this Draft Red Herring Prospectus.

Such geographical concentration of our business in the said region heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions, which may adversely affect our business prospects, financial conditions and results of operations. Factors such as competition, regulatory regimes, business practices and customs, industry needs, transportation, high prices in other markets where we may procure our products may differ from those in such region, and our experience in this region may not be applicable to other markets. Our inability to procure into areas outside such markets may adversely affect our business prospects, financial conditions and results of operations.

3. **We generate our majority of the sales from domestic market of which major portion of sales from our operations is generated from certain geographical regions especially, Maharashtra, Gujarat and New Delhi and minority portion of sales is from international market. Any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.**

Currently majority of our sales is derived from the state of Maharashtra, Gujarat and New Delhi. For the period ended September 30, 2024 and for the financial years ended March 31, 2024, 2023 and 2022 on the basis of Audited Standalone Financial Statements, our sales were ₹ 5,866.74 Lakhs, ₹ 8,786.82 Lakhs, ₹ 10,209.32 and ₹ 6,578.09 Lakhs which constitutes 51.86%, 66.55%, 77.71% and 75.63% respectively of the Revenue from operations from the states mentioned above.

Following is the breakup of the revenue earned from domestic and export operations of our Company for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022:

Based on Audited Standalone Financial Statements:

(₹ in lakhs)

S. No.	Particulars	For the period/ year ended							
		September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
		Amount	% of revenue from operation	Amount	% of revenue from operation	Amount	% of revenue from operation	Amount	% of revenue from operation
1.	Domestic	11,177.40	98.80%	13,167.82	99.74%	13,044.37	99.29%	8,697.81	100.00%
2.	Exports	135.21	1.20%	34.87	0.26%	93.41	0.72%	0.24	0.00%
	Total	11,312.61	100.00%	13,202.69	100.00%	13,137.78	100.00%	8,698.05	100.00%

Based on Audited Consolidated Financial Statements:

(₹ in lakhs)

S. No.	Particulars	For the period/ year ended							
		September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
		Amount	% of revenue from operation	Amount	% of revenue from operation	Amount	% of revenue from operation	Amount	% of revenue from operation
1.	Domestic	11,177.40	98.80%	-	-	-	-	-	-
2.	Exports	135.21	1.20%	-	-	-	-	-	-
	Total	11,312.61	100%	-	-	-	-	-	-

Following is the break-up of revenue generated from domestic market for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022:

As per Audited Standalone Financial Statements:

For the period ended September 30, 2024		
Region (Domestic)	Revenue (₹ in lakhs)	% of revenue from operations
Andhra Pradesh	44.86	0.40%

Dadra and Nagar Haveli and Daman and Diu	66.83	0.59%
Goa	39.44	0.35%
Gujarat	1,527.69	13.50%
Haryana	2,189.77	19.36%
Himachal Pradesh	436.78	3.86%
Jammu and Kashmir	0.68	0.01%
Karnataka	378.53	3.35%
Kerala	4.13	0.04%
Madhya Pradesh	96.63	0.85%
Maharashtra	3,640.54	32.18%
New Delhi	698.51	6.17%
Pondicherry	0.07	0.00%
Punjab	908.95	8.03%
Rajasthan	20.09	0.18%
Sikkim	3.63	0.03%
Tamil Nadu	265.18	2.34%
Telangana	137.09	1.21%
Uttar Pradesh	581.40	5.14%
Uttarakhand	136.17	1.20%
West Bengal	0.45	0.00%
Total	11,177.40	98.80%

For the Financial Year ended March 31, 2024		
Region (Domestic)	Revenue (₹ in lakhs)	% of revenue from operations
Andhra Pradesh	108.97	0.83%
Chhattisgarh	0.08	0.00%
Dadra and Nagar Haveli and Daman and Diu	248.96	1.89%
Goa	79.07	0.60%
Gujarat	1,539.82	11.66%
Haryana	772.84	5.85%
Himachal Pradesh	530.08	4.01%
Karnataka	586.56	4.44%
Kerala	7.48	0.06%
Madhya Pradesh	74.91	0.57%
Maharashtra	6,106.46	46.25%
New Delhi	1,140.54	8.64%
Pondicherry	0.28	0.00%
Punjab	644.39	4.88%
Rajasthan	25.35	0.19%
Tamil Nadu	316.96	2.40%
Telangana	197.73	1.50%
Uttar Pradesh	600.06	4.54%
Uttarakhand	185.69	1.41%
West Bengal	1.61	0.01%
Total	13,167.82	99.74%

For the Financial Year March 31, 2023

Region (Domestic)	Revenue (₹ in lakhs)	% of revenue from operations
Andhra Pradesh	46.55	0.35%
Chandigarh	0.05	0.00%
Dadra and Nagar Haveli and Daman and Diu	102.20	0.78%
Goa	47.94	0.36%
Gujarat	1,118.55	8.51%
Haryana	395.33	3.01%
Himachal Pradesh	238.05	1.81%
Jammu and Kashmir	45.25	0.34%
Karnataka	288.21	2.19%
Kerala	0.64	0.00%
Madhya Pradesh	191.14	1.45%
Maharashtra	7,480.42	56.94%
Mizoram	2.97	0.02%
New Delhi	1,610.35	12.26%
Odisha	0.05	0.00%
Pondicherry	101.81	0.77%
Punjab	242.37	1.84%
Rajasthan	19.82	0.15%
Sikkim	0.03	0.00%
Tamil Nadu	172.07	1.31%
Telangana	165.05	1.26%
Uttar Pradesh	712.05	5.42%
Uttarakhand	63.25	0.48%
West Bengal	0.22	0.00%
Total	13,044.37	99.29%

For the period ended March 31, 2022		
Region (Domestic)	Revenue (₹ in lakhs)	% of revenue from operations
Andhra Pradesh	18.08	0.21%
Dadra and Nagar Haveli and Daman and Diu	198.30	2.28%
Goa	13.48	0.15%
Gujarat	494.56	5.69%
Haryana	492.35	5.66%
Himachal Pradesh	146.78	1.69%
Jammu and Kashmir	3.73	0.04%
Karnataka	128.59	1.48%
Kerala	47.24	0.54%
Madhya Pradesh	183.15	2.11%
Maharashtra	4,715.11	54.21%
New Delhi	1,368.42	15.73%
Pondicherry	0.7	0.01%
Punjab	291.27	3.35%
Rajasthan	19.71	0.23%
Sikkim	0.1	0.00%
Tamil Nadu	73.61	0.85%
Telangana	69.25	0.80%

Uttar Pradesh	426.21	4.90%
Uttarakhand	3.87	0.04%
West Bengal	3.30	0.04%
Total	8,697.81	100%

As per Audited Consolidated Financial Statements:

For the period ended September 30, 2024		
Region (Domestic)	Revenue (₹ in lakhs)	% of revenue from operations
Andhra Pradesh	44.86	0.40%
Dadra and Nagar Haveli and Daman and Diu	66.83	0.59%
Goa	39.44	0.35%
Gujarat	1,527.69	13.50%
Haryana	2,189.77	19.36%
Himachal Pradesh	436.78	3.86%
Jammu and Kashmir	0.68	0.01%
Karnataka	378.53	3.35%
Kerala	4.13	0.04%
Madhya Pradesh	96.63	0.85%
Maharashtra	3,640.54	32.18%
New Delhi	698.51	6.17%
Pondicherry	0.07	0.00%
Punjab	908.95	8.03%
Rajasthan	20.09	0.18%
Sikkim	3.63	0.03%
Tamil Nadu	265.18	2.34%
Telangana	137.09	1.21%
Uttar Pradesh	581.40	5.14%
Uttarakhand	136.17	1.20%
West Bengal	0.45	0.00%
Total	11,177.40	98.80%

Following is the break-up of revenue generated from international market for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022:

As per Audited Standalone Financial Statements:

For the period ended September 30, 2024		
Country (Export)	Revenue (₹ in lakhs)	% of revenue from operations
Germany	0.10	0.00%
New Zealand	0.04	0.00%
Portugal	0.10	0.00%
Saudi Arabia	47.72	0.42%
South Korea	31.23	0.28%
Sri Lanka	0.16	0.00%
Switzerland	2.71	0.02%
Turkey	1.12	0.01%
United Arab Emirates	52.02	0.46%
Total	135.21	1.20%

For the Financial Year ended March 31, 2024		
Country (Export)	Revenue (₹ in lakhs)	% of revenue from operations
China	28.58	0.22%
Egypt	2.81	0.02%
Malaysia	0.12	0.00%
Netherlands	1.36	0.01%
South Korea	0.25	0.00%
Switzerland	1.33	0.01%
Turkey	0.28	0.00%
United Arab Emirates	0.13	0.00%
Total	34.87	0.26%

For the Financial Year ended March 31, 2023		
Country (Export)	Revenue (₹ in lakhs)	% of revenue from operations
China	79.05	0.60%
United Arab Emirates	14.36	0.11%
Total	93.41	0.71%

For the Financial Year ended March 31, 2022		
Country (Export)	Revenue (₹ in lakhs)	% of revenue from operations
United Arab Emirates	0.24	0.00%
Total	0.24	0.00%

As per Audited Consolidated Financial Statements:

For the period ended September 30, 2024		
Country (Export)	Revenue (₹ in lakhs)	% of revenue from operations
Germany	0.10	0.00%
New Zealand	0.04	0.00%
Portugal	0.10	0.00%
Saudi Arabia	47.72	0.42%
South Korea	31.23	0.28%
Sri Lanka	0.16	0.00%
Switzerland	2.71	0.02%
Turkey	1.12	0.01%
United Arab Emirates	52.02	0.46%
Total	135.21	1.20%

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions, which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in such regions to expand our operations in other parts of India, should we decide to further expand our operations. Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation in other markets where we may expand our operations which may differ from those in such regions and our experience in these regions may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also with local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our

inability to expand into areas outside such markets may adversely affect our business prospects, financial conditions and results of operations. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward. However, investors should consider our business and prospects in light of the risks, losses and challenges that we may face and should not rely on our results of operations for any prior periods as an indication of our future performance.

4. Our Registered Office is not owned by us. In the event we lose such rights, our Business, Financial Condition and Results of Operations and Cash Flows could be adversely affected.

Our Registered Office situated at Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, TPS III, Santacruz (East), Mumbai-400055, Maharashtra, India is not owned by us and is taken on leave and license basis pursuant to Leave and License agreement dated June 02, 2023, entered between Ms. Falguni Nitin Sanghavi and our Company and No Objection Certificate is provided by Ms. Falguni Nitin Sanghavi to use the premises as the Registered Office of the Company. For further details, see section “Our Business” beginning on page 178 of this Draft Red Herring Prospectus. If we are required to vacate the current premises, we would be required to make alternative arrangements for new offices and other infrastructure, and we cannot assure that the new arrangements will be on a commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

5. The restated Consolidated financial statements have been provided by peer reviewed chartered accountants who is not statutory auditor of our Company.

The Restated Consolidated Financial Information of our Company as disclosed in section titled “Restated Financial Information” beginning on Page no. 261 of this Draft Red Herring Prospectus for the period ended September 30, 2024 and for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022 are provided by Peer Reviewed Chartered Accountants i.e., M/s. Bagaria & Co LLP, Chartered Accountants (having Peer Review Registration No. 014670) who is not the Statutory Auditor of our Company.

6. We depend on certain customers for a significant portion of our revenues, Also, our Company in the usual course of Business does not have any long term contracts with its Customers and we rely on purchase orders for delivery of our products and our Customers may cancel or modify their orders, change quantities, delay or change their sourcing strategy. Loss of one or more of our top Customers or a reduction in their demand for our products or reduction in revenue derived from them may adversely affect our Business, Results of Operations and Financial Condition.

Our Company has in the past received repeat orders from our customers and they continue to engage us, however we do not enter into long-term purchase contracts with our customers and we rely on purchase orders which govern the volume and other terms of our sale of products to them. Many of the purchase orders we receive from our customers specify pricing terms and the delivery schedule. Absence of any long-term contracts or contractual exclusivity with respect to our Business Arrangements with such Customers poses a challenge on our ability to continue to supply our products to these Customers in future. Moreover, we depend on a limited number of Customers, which exposes us to a risk of Customer concentration.

The table below sets forth the number of customers renewed and discontinued in each of the years/ period indicated:

Based on Standalone Audited Financials:

Sr. No.	Particulars	For the period ended September 30, 2024	For the year ended		
			2024	2023	2022
1.	No. of Customers renewed	430	437	364	680
2.	No. of Customers discontinued	201	372	316	0

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

Following is the revenue breakup of the top five and top ten customers of our Company for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022:

Based on Audited Standalone Financial Statements:

(₹ in lakhs)

Particulars	For the period/ year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% Revenue from Operations	Amount	% Revenue from Operations	Amount	% Revenue from Operations	Amount	% Revenue from Operations
Top five customers	3,935.25	34.79%	4,172.38	31.60%	5,818.92	44.29%	4,487.91	51.60%
Top ten customers	5,479.40	48.44%	5,365.88	40.64%	7,174.80	54.61%	5,163.04	59.36%

Based on Audited Consolidated Financial Statements:

(₹ in lakhs)

Particulars	For the period/ year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% Revenue from Operations	Amount	% Revenue from Operations	Amount	% Revenue from Operations	Amount	% Revenue from Operations
Top five customers	3,935.25	34.79%	NA	NA	NA	NA	NA	NA
Top ten customers	5,479.40	48.44%	NA	NA	NA	NA	NA	NA

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

Since our revenues depend on a select number of customers, any adverse developments in our relationships with them or any disputes with them may adversely affect our business and revenues. The loss of one or more of our significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business and results of operations. There were Customers who have discontinued in the past periods however, majority of the number of customers were also renewed in the six months period ended September 30, 2024 and last 3 fiscals, the data of the same is mentioned under the table above which sets forth the number of customers renewed and discontinued in each of the years/ period indicated. However, our reliance on a select group of customers may also constrain our ability to negotiate our arrangements, which may have an impact on our profit margins and financial performance. The deterioration of the financial condition or a decline in the budgetary allocations of these customers could reduce their demand for our products and result in a significant decrease in the revenues we derive from them.

Furthermore, we do not have firm commitments in the form of continuing or long-term supply agreements with our customers. Certain customer orders may also provide them with the unilateral right to terminate/modify their orders with us by way of providing notice. We need to maintain sufficient inventory levels to meet customer expectations at all times. Accumulating excess inventory could increase our inventory costs, and a failure to have adequate inventory in stock to fulfil customer orders which could result in inability to meet customer demand or loss of customers. As actual orders by our customers are typically placed by way of on-going purchase orders, we are exposed to significant or unexpected changes in product specifications and delivery schedules, which may result in a mismatch between our goods for re-trade, thereby increasing our costs for maintaining inventory. Our inability to forecast the level of customer demand for our products as well as our inability to accurately schedule our purchases and manage our inventory may adversely affect our business and cash flows from operations. The loss of business from any of the customers due to any reason could adversely affect our business, results of operations, financial condition and cash flows.

7. We have entered into and may enter into related party transactions in the future, however, there can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition.

Our Company in the past has entered into Related Party Transactions and may continue to do so in future also, which may affect our competitive edge. Our Company had entered into various transactions with our Promoters, Promoter Group, Directors and their Relatives and Group Companies. These transactions, inter-alia includes Sales, Purchases, Salary Expenses, professional fees, Remuneration, Loans etc. The Percentage of total related party transaction to revenue from operations is 4.61%, 6.43%, 30.87% and 29.87% for the period ended September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022 respectively, for further information on our related party transactions, see chapter titled “Restated Financial Statement – Statement of Related Party & Transaction” on page 261 of the Draft Red Herring Prospectus. Our Company entered into such transactions at arm length price due to easy proximity and quick execution. Also, the transactions are in compliance with Companies Act, 2013 and other applicable provisions. While we believe that all our related party transactions have been conducted on an arm’s length basis, we cannot assure you that we may not have achieved

more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise.

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

In the past, there have been some instances of delays/ non-filing/ non-compliance with certain statutory authorities with certain provision of statutory regulations applicable to us which is certified pursuant to a Report issued by Nirmal Tiwari & Associates dated March 07, 2025:

Particulars	Purpose of the Form	Date of Event	Expected Date of Filing	Actual Date of Filing	Number of Days Delayed	Reasons for the delay	Steps taken by the company to rectify such delay
Form AOC-4 XBRL (FY 2022-23)	Annual Return	30/09/2023	30/10/2023	13/02/2024	106	Due to inadvertently	Form has been filed with additional fees
Form MGT-7 (FY 2022-23)	Annual Return	30/09/2023	29/11/2023	12/02/2024	76	Due to inadvertently	Form has been filed with additional fees
Form AOC-4 XBRL (FY 2023-24)	Annual Return	30/09/2024	30/10/2024	05/02/2025	98	Due to inadvertently	Form has been filed with additional fees
Form MGT-7 (FY 2023-24)	Annual Return	30/09/2024	29/11/2024	05/02/2025	69	Due to inadvertently	Form has been filed with additional fees
Form ADT-1	Appointment or Statutory Auditors	30/09/2024	15/10/2024	16/10/2024	1	Due to inadvertently	Form has been filed with additional fees
Form MGT-14	Resolutions to be filed with ROC	25/02/2022	27/03/2022	08/04/2022	12	Due to inadvertently	Form has been filed with additional fees
Form SH-7	Increase in Authorized Share Capital	2/5/02/2022	27/03/2022	21/04/2022	25	Due to inadvertently	Form has been filed with additional fees
Form INC-27	Conversion of Private Limited to Public Limited	16/08/2024	31/08/2024	20/09/2024	20	Due to inadvertently	Form has been filed with additional fees
Form DPT-3 (Annual basis 2021-22)	Return of Deposits	30/06/2022	30/06/2022	12/04/2024	651	Due to inadvertently	Form has been filed with additional fees
Form DPT-3 (Annual basis 2022-23)	Return of Deposits	30/06/2023	30/06/2023	04/12/2024	522	Due to inadvertently	Form has been filed with additional fees
Form CHG-1- Creation (Charge ID 100483283)	Creation of Charge	01/09/2021	01/10/2021	03/10/2021	2	Due to Expiry of DSC	Form has been filed with additional fees
Form CHG-1- Creation (Charge ID 100576198)	Creation of Charge	15/03/2022	14/04/2022	01/06/2022	48	Due to inadvertently	Form has been filed with additional fees
Form CHG-1- Modification	Modification of Charge	29/10/2022	28/11/2022	09/02/2023	73	delayed to approve	Form has been filed with

(Charge ID 100483283)						form from Banker	additional fees
Form CHG-1-Modification (Charge ID 100483283)	Modification of Charge	29/07/2024	28/08/2024	29/08/2024	1	Due to inadvertently	Form has been filed with additional fees

Further, the form filing of INC-20A for commencement of business was not complied with the provision of Section 10A of the Companies Act, 2013 in terms of the receipt of subscription amount, since the company have filed the form INC-20A without receiving the share subscription money from the subscribers which was to be received within 180 days of the date of incorporation of the company. The amount of subscription was received with a delay of 241 days from the due date of filing form INC-20A, however, as a corrective measure, Company has filed the Form GNL-2 for the adjudication application with the ROC under Section 454 of the Companies Act, 2013 and made the payment. Further, Rights Issue allotment made on March 28, 2022 by the Company was not complied with the provision of Section 39 of the Companies Act, 2013 in terms of the receipt of subscription amount, since the company received the subscription amount after the allotment done by us, however, as a corrective measure, Company has filed the Form GNL-2 for the adjudication application with the ROC under Section 454 of the Companies Act, 2013 and made the payment. Further, Form MGT-7A was filed for the FY 2020-21 with wrong details of shareholders, however as a corrective measure, Company has filed GNL-2 form for Application to invalidate MGT-7A filed vide SRN T71620819 dated 12th January 2022 for FY 2020-21 and permit the company to file fresh MGT-7A to rectify the error. Further, the Company has taken its first financial year from the date of incorporation i.e. March 06, 2020 to March 31, 2020 and has not complied with the provision of Section 2 (41) of the Companies Act, 2013 in terms of the financial year, however, as a corrective measure, Company has filed GNL-1 form under Section 441 of the Act, for Compounding of offence for non-compliance of the provision of Section 2 sub-section (41) of the Companies Act, 2013. Further, the first financial year should end on 31st March of the following year if the company is incorporated on or after January 01 of a year.

Further our company had filed e-form DIR-12 for change in designation and fixation of remuneration of Mr. Ankit Shailesh Mehta, in which board resolution has been attached in the form which mentions the period of appointment and fixation of remuneration as 5 years instead of 3 years whereas Special resolution attached in the form mentions the correct period, which is a clerical mistake done by our company in the board resolution. These inadvertent mistakes were due to lack of appointment of experienced Company Secretary.

Although the Company exercises reasonable care to ensure the accuracy and completeness of the information contained in the forms filed alongwith their supporting attachments, there were clerical errors or omissions in the ROC forms filed in the past. While no legal proceedings or regulatory action has been initiated against our Company in relation to such non-compliance or instances of non-filings or incorrect filings or delays in filing statutory forms with the RoC as of the date of this Draft Red Herring Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future and we cannot assure you that we will not be subject to penalties imposed by concerned regulatory authorities in this respect. Therefore, if the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.

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

A summary of outstanding matters set out below includes details of civil and criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving us, our Subsidiaries, Directors, Promoter and Group Company, as at the date of this Draft Red Herring Prospectus.

Cases against our Company:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	1	Unascertained
Other Litigation	--	--

Cases by our Company:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)

Criminal Complaints	2	3.29
Statutory/ Regulatory Authorities	--	--
Taxation Matters	--	--
Other Litigation	--	--

Cases against our Director and / or Promoters

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	3	80.11
Other Litigation#	--	--

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

We cannot assure you that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations, our intellectual property, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. We cannot assure you that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us.

For further details of certain material legal proceedings involving our Company, our group companies, our Promoters, our directors, our subsidiaries, see “*Outstanding Litigations and Material Developments*” beginning on page 313 of this Draft Red Herring Prospectus.

10. Our Company had not obtained Registration under FSSAI for its warehouse where its operations are carried on and have applied for modification in the FSSAI. We are not sure if the same shall be approved by the concerned authority or at all.

Although our company had obtained registration under FSSAI for its registered office, it had mistakenly not included its warehouse as a place of its business in its registration certificate, where its operations of storage, packaging, blending, categorisation and other similar activities take place. We have recently added the aforementioned address at unit no. 7 to 10, building E8, Shree Arihant complex, Kalher, Bhiwandi Tahashil, Bhiwandi Municipal Corporation (Thane Zone-5), Maharashtra-421302, vide modification dated January 15, 2025. Although we have not been charged with any penalty or any adverse order in relation to the aforementioned non-compliance, we are not sure that no further action shall be taken against our Company or any of its directors or promoters. Further our company undertakes certain processing activities such as blending or grinding of certain items included in our product list, at the demand of our customers, we had not added such activities in our existing FSSAI certificate. we have filed an application (details of which are mentioned hereunder) with the concerned authority for getting the necessary updation done and the same is pending.

S. No.	Description	Address of Premises	Purpose	Application Number / Acknowledgement	Date of Application
1.	FSSAI License for Manufacturer-Food or Health Supplements and Nutraceuticals etc. (Trade / Retail-Importer, wholesaler, Distributor, Merchant-Exporter)	M/s. Chemkart India Limited Unit no. 7 to 10, building E8, Shree Arihant complex, Kalher, Bhiwandi Tahashil, Bhiwandi Municipal Corporation (Thane Zone-5), Maharashtra-421302	Modification of License	10250122106906379	January 22, 2025

We are not sure that we shall be granted such approval with or without any modifications in which event, we may be subjected to penalty and may be accordingly adversely affected, for further details in relation to material approvals, licenses, registrations and permits, see “Government and Other Statutory Approvals” on page 319 of this Draft Red Herring Prospectus.

- 11. Our company has a limited operational track record in the trading of nutraceutical products and health supplements, also, our Wholly-Owned Subsidiary (WOS) Company i.e. Easy Raw Materials Private Limited (ERMPL) have no experience in manufacturing of said industry which may limit our ability to predict future performance and adapt to market dynamics.**

As our company was incorporated in the year 2020, it may not have established a consistent performance history, making it difficult to predict future success. The nutraceutical sector is heavily regulated and have limited operating history which may mean that the company has less experience in navigating complex regulatory environments, potentially leading to compliance issues. With limited experience, the company may encounter challenges in the research, development and processing of effective nutraceutical products, which could impact their viability in the market. Further, our Company may have less established relationships with suppliers, leading to potential disruptions, higher costs, or variability in product quality.

Further, our Company also intends to expand its business operations by way of backward integration by entering into manufacturing of nutraceutical products and health supplements business activity through its one of the WOS Company i.e. ERMPL for which our Company’s two of the promoters, Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta who are also the Directors in the ERMPL do not have any experience in the manufacturing operations of nutraceutical products and health supplements, however, the promoters have conducted extensive market research, industry analysis, also, ERMPL has been engaged with experts to gain a fundamental understanding of the dynamics, challenges and opportunities within this sector for which ERMPL has entered into technical collaboration agreement with Shriram Institute for Industrial Research (SRIFIR), The purpose of the Agreement is to establish a collaboration between SRIFIR and ERMPL for the development, production and formulation of a new nutraceuticals product, utilizing SRIFIR’s Technical Know-How and ERMPL’s expertise in the field of nutraceuticals formulation, manufacturing, and regulatory affairs. However, without prior experience or established marketing strategies, our company and WOS may face higher costs in acquiring new customers, affecting profitability. The nutraceutical sector is driven by trends and advancements in nutraceutical industry and our company and ERMPL with limited history, may struggle to innovate in line with customer demands and emerging research.

In spite of the engagement of ERMPL with technical experts, the lack of an established performance history in manufacturing activity can hinder our Company’s ability to attract investment, as potential investors often look for proven track records as a measure of risk versus reward. Also limited background in the trading and processing business activity may also affect the creditworthiness, making it difficult to secure favourable financing terms or loans needed for growth and expansion. The regulatory landscape in the nutraceutical industry is indeed intricate, necessitating a robust understanding of compliance mandates. Our limited experienced approach to navigating these regulations could result in costly missteps, such as fines, product recalls, or reputational damage, further amplifying financial risks. Non-compliance might also lead to potential legal liabilities, diverting resources away from critical business operations and stalling growth initiatives.

- 12. In the past and in the current scenario, our Company sources the raw materials from domestic market and majority of the domestic purchases are from Maharashtra. Any adverse developments affecting our procurement from this state or such geographical concentration in the domestic purchases, could have an adverse impact on our revenue and results of operations.**

Our Company sources minority portion of the raw materials from domestic market and majority of the domestic purchases are from Maharashtra. This strategic decision allows us to benefit from the geographical advantages, ensuring timely delivery of all materials.

For the period ended September 30, 2024 and for the financial years ended March 31, 2024, 2023 and 2022, our product procurement from our suppliers in domestic market to the % of our total Purchases are as follows:

As per Audited Standalone Financial Statements:

For the period ended September 30, 2024		
Region (Domestic Source)	Amount (₹ in lakhs)	% of total Purchase of Products
Maharashtra	815.68	8.35%
Dadra & Nagar Haveli and Daman & Diu	52.31	0.54%
Karnataka	52.06	0.53%
Gujarat	37.56	0.38%

Rajasthan	9.20	0.09%
Delhi	5.72	0.06%
Tamil Nadu	1.15	0.01%
Madhya Pradesh	1.05	0.01%
Uttar Pradesh	0.35	0.00%
Total	975.08	9.99%

March 31, 2024		
Region (Domestic Source)	Amount (₹ in lakhs)	% of total Purchase of Products
Maharashtra	1,686.13	16.05%
Dadra & Nagar Haveli and Daman & Diu	16.75	0.16%
Karnataka	24.24	0.23%
Gujarat	9.69	0.09%
Rajasthan	15.80	0.15%
Delhi	22.95	0.22%
Tamil Nadu	27.83	0.26%
Madhya Pradesh	4.26	0.04%
Uttar Pradesh	1.21	0.01%
Haryana	19.35	0.18%
Telangana	13.52	0.13%
Total	1,841.73	17.53%

March 31, 2023		
Region (Domestic Source)	Amount (₹ in lakhs)	% of total Purchase of Products
Maharashtra	3,038.51	26.07%
Dadra & Nagar Haveli and Daman & Diu	31.74	0.27%
Karnataka	23.74	0.20%
Gujarat	5.42	0.05%
Rajasthan	10.10	0.09%
Delhi	31.35	0.27%
Tamil Nadu	23.29	0.20%
Madhya Pradesh	0.05	0.00%
Uttar Pradesh	2.04	0.02%
Haryana	79.96	0.69%
Telangana	4.33	0.04%
Andhra Pradesh	0.22	0.00%
Bihar	75.00	0.64%
Total	3,325.75	28.53%

March 31, 2022		
Region (Domestic Source)	Amount (₹ in lakhs)	% of total Purchase of Products
Maharashtra	2,386.41	32.86%
Dadra & Nagar Haveli and Daman & Diu	9.74	0.13%
Karnataka	120.11	1.65%
Gujarat	11.21	0.15%
Rajasthan	13.13	0.18%
Delhi	110.82	1.53%
Tamil Nadu	25.19	0.35%
Madhya Pradesh	35.25	0.49%
Uttar Pradesh	1.42	0.02%
Haryana	20.14	0.28%
Telangana	0.06	0.00%
Uttarakhand	1.05	0.01%
Total	2,734.52	37.66%

As per Audited Consolidated Financial Statements:

For the period ended September 30, 2024		
Region (Domestic Source)	Amount (₹ in lakhs)	% of total Purchase of Products
Maharashtra	815.69	8.35%
Dadra & Nagar Haveli and Daman & Diu	52.31	0.54%
Karnataka	52.06	0.53%
Gujarat	37.56	0.38%
Rajasthan	9.20	0.09%
Delhi	5.72	0.06%
Tamil Nadu	1.15	0.01%
Madhya Pradesh	1.05	0.01%
Uttar Pradesh	0.35	0.00%
Total	975.09	9.99%

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

Such geographical concentration of our business from this state heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in that region which may adversely affect our business prospects, financial conditions and results of operations. Factors such as competition, regulatory regimes, business practices and customs, industry needs, transportation, high prices in other markets where we may procure our raw materials may differ from those in such regions, and our experience in these regions may not be applicable to other markets. Our inability to procure into areas outside such markets may adversely affect our business prospects, financial conditions and results of operations.

13. Our Wholly-Owned Subsidiaries have incurred losses in the past years, we cannot assure you that the wholly owned Subsidiary Companies will not incur losses in the future or that such losses will not adversely affect our reputation or our business.

One of the significant risk factors associated with the potential loss of subsidiaries is the impact on overall financial performance and market position. Subsidiaries often contribute to a company's revenue, brand recognition, and access to new markets. Our WOS company ERMPL and VBPL, does not generate revenue from any business operations and losses are being generated, the details of which are given below. The loss of one or more of these entities can lead to reduced income streams, diminished operational capabilities, and loss of competitive advantage. Additionally, it may create challenges in customer relationships and hinder business growth ambitions. The reasons for loss could vary, including economic downturns, regulatory changes, mismanagement or strategic misalignment. As a result, our company's stability and shareholder confidence could be adversely affected. Loss of subsidiaries can lead to a significant reduction in revenue and profit and may affect cash flow and overall financial health. Subsidiaries often play a critical role in a company's supply chain, distribution, or operations and our WOS's have no business activities as on date, hence there is no significant contribution by our WOS in our revenue and profits and their loss can disrupt these processes and lead to inefficiencies. It may reduce and affect competitive advantage, and alter market dynamics, potentially inviting stronger competition and may also lead to legal disputes, regulatory consequences, or compliance issues, particularly if there are contracts or obligations in place, due to inexperience in nutraceutical and any other industry.

Our Wholly owned Subsidiary Companies, ERMPL and VBPL have incurred losses in the following financial years and in the six months period ended September 30, 2024 for which their respective audited financial statements were available, as set forth in the table below:

ERMPL:

(₹ in Lakhs)

Particulars	For period ended September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Profit/Loss after tax	(0.36)	0.17	(0.42)	-
Net Worth	0.39	0.76	0.58	1.00

*ERMPL was incorporated on December 14, 2020. Our company acquired 99% stake in ERMPL on September 01, 2024.

VBPL:

(₹ in Lakhs)

Particulars	For period ended September 30, 2024	March 31, 2024	March 31, 2023
Profit/Loss after tax	(1.50)	-	-
Net Worth	(0.50)	1.00	1.00

*VBPL was incorporated on March 16, 2023. Our company acquired 99% stake in VBPL on September 01, 2024.

We cannot assure you that our wholly owned Subsidiary Companies will not incur losses in the future or that such losses will not adversely affect our reputation or our business. For further details, see “Our Group Companies” on page 258 of this Draft Red Herring Prospectus.

14. Our Order Book may not be representative of our future results. Orders included in our Book may be delayed, cancelled or not fully paid for by our customers, which could materially harm our cash flow position, revenues and earnings.

As on March 06, 2025, our Order Book was ₹ 1,379.92 Lakhs. Our Order Book comprises the estimated revenues from the ongoing orders. Further, our industry in which we deal into is a fast moving, as and when the order is received, the same is executed on an immediate basis, hence, our Order Book does not necessarily indicate future earnings related to the orders mentioned. We could also encounter problems executing the orders or executing it on a timely basis i.e. whether we could be able to execute on an immediate basis or not. Moreover, factors beyond our control or the control of our customers could postpone an order or cause cancellation of such order fully or partially, including delays or failures to obtain necessary permits, authorizations, permissions and other types of difficulties or obstructions for successful completion of such contracts.

These changes in the Order Book could be a result of exercises of our customers’ discretion, problems we encounter in order execution, or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent an Order Book will be performed. Even relatively short delays or surmountable difficulties in the execution of a order could result in our failure to receive on a timely basis or at all, all payments otherwise due to us.

Our inability to complete or monetize such work in a timely manner, or at all, may adversely affect our business and results of operations. Hence, our Order Book may not be indicative of our future results due to various factors including delays, reduction in scope, cancellation, execution difficulty, payment postponement or payment default in regard to our Order Book or any other incomplete orders, or disputes with customers in respect of any of the foregoing and due to fast moving business industry which could adversely affect our cash flow position, revenues and earnings.

15. There are certain discrepancies and non-compliances noticed in some of our financial reporting and/or records relating to filing of returns and deposit of statutory dues with the taxation and other statutory authorities which may affect our revenue from operations.

Our Company is mainly engaged in business of trading and processing of nutraceutical products. In the past, our company has at several instances, delayed in filing our TDS and Income Tax returns, GST returns, EPF returns and deposit of statutory dues, as a result of which, we have been required to pay the late filing fees along with interest on delayed deposit of due taxes and statutory dues.

The details of delays in filing Statutory Returns and payment of statutory dues including period of delay, payment dates, reason for delay etc. and steps taken by the Company to address such delays is as the table given below:

Financial Year	Return Type	Total Number of Establishments	Establishments with Delayed Filings	Month	Period of Delay (in Days)	Date of filing Return	Reasons for the delay	Steps taken by the company to rectify such delay
2021-22	GSTR 3B	1	1	May 2021	5	10/07/2021	Accountant not available due to covid period	Pandemic Period. Filed with late fees.
2021-22	GSTR 3B	1	1	April 2021	6	26/05/2022	Accountant not	Pandemic Period.

							available due to covid period	Filed with late fees
2021-22	GSTR 3B	1	1	January	2	22/02/2023	Missed by Accountant	Filed with late fees.
2021-22	GSTR 3B	1	1	May	1	21/06/2023	Missed by Accountant	Filed with late fees.
2021-22	TDS Form 26Q	1	1	(Q2)	2	02/11/2021	Missed by Accountant	Filed with late fees.
2022-23	TDS Form 26Q	1	1	(Q1)	2	02/08/2022	Missed by Accountant	Filed with late fees.
2022-23	TDS Form 26Q	1	1	(Q2)	28	28/11/2022	Missed by Accountant	Filed with late fees.
2023-24	TDS Form 26Q	1	1	(Q1)	7	07/10/2023	Missed by Accountant	Filed with late fees.
2023-24	TDS Form 26Q	1	1	(Q2)	3	03/11/2023	Missed by Accountant	Filed with late fees.
2024-25	PF Payment	1	1	August 2024	3	18/09/2024	Missed by Accountant	To pay applicable interest.

However, currently the payment has been made by the Company under above applicable acts but any further demand or penalty raised by concerned authorities in future for any previous year and current year will affect the financial position of the Company. For detail, please refer “Outstanding Litigations and Material Developments” beginning on page 313 of Draft Red Herring Prospectus. Any such penalty arising in future may lead to financial loss to our Company.

16. Our one of the wholly-owned subsidiary Company and our Group Companies which are also Promoter Group Companies are in the same line of business and consequently the interest of these Companies may be in conflict with the interest of our Company.

Our one of the wholly owned subsidiary Company viz Easy Raw Materials Private Limited (ERMPL) and our Promoter Group Companies viz Profods Nutrition Private Limited (PNPL) and Moksha Lifecare Private Limited (MLPL) are incorporated to engage in the same line of business products in which our Company operates. ERMPL is proposed to engage in one of the businesses of manufacturing, warehousing and trading of nutraceutical products, food and health supplements. PNPL is engaged in one of the businesses of packing of nutraceutical products in smaller quantities and selling it through the online platforms, MLPL is engaged in the production and sale of health supplements and compounds, the company's product portfolio includes veterinary healthcare items, nutraceuticals, dietary supplements, and fitness products. Our Promoter group companies and one of the subsidiary Companies and our Company, operates in the same line of nutraceutical Industry, this may lead to potential conflict of interest between us and these entities. There can be no assurance that our Group Companies, Subsidiary Companies and Promoter Group companies will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our Reputation, Business, Results of Operations and Financial Condition of the Company.

17. The average cost of acquisition of Equity Shares by our Promoters could be lower than the Price Band to be decided by the Company in consultation with the Selling Shareholders and Book Running Lead Manager in accordance with the SEBI ICDR Regulations.

Our Promoters' and Selling Shareholders' average cost of acquisition of Equity Shares in our Company are as follows:

Sr. No.	Name	Number of Equity Shares Held	Average cost of Acquisition (in ₹) *

1.	Mr. Ankit Shailesh Mehta (Selling Shareholder)	47,49,465	1.43
2.	Ms. Parul Shailesh Mehta (Selling Shareholder)	47,49,500	1.43
3.	Mr. Shailesh Vinodrai Mehta	07	1.43

**As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.*

Average cost of acquisition of Equity Shares of our Promoters could be lower than the Price Band decided by our Company in consultation with the Selling Shareholders and Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter title “Summary of Offer Document” and “Capital Structure” beginning on page 22 and 86 of this Draft Red Herring Prospectus.

- 18. Our one of the Promoter, Chairman and Managing Director, Mr. Ankit Shailesh Mehta was associated with one of the LLP which was struck off by MCA vide issuing a public notice, we cannot assure you that such regulatory actions will not be initiated against any of the Companies or LLP with which our Promoters or Directors are associated or may be associated in future.**

One of our Promoter, Chairman and Managing Director, Mr. Ankit Shailesh Mehta was associated with Robotrix Technologies LLP as its Designated Partner since October 31, 2014. MCA issued a public notice vide No. ROC/Mum/LLP/Strike off/ Public dated July 10, 2018, giving the list of names of the LLP’s which requires LLP to strike off from the MCA records under section 75 of Limited Liability Partnership Act 2008, due to not carrying on any business or operation for a period of two years or more as they have not filed any financial statements for the last two financial years. Due to which Robotrix Technologies LLP was struck off and Mr. Ankit Shailesh Mehta was disassociated as their designated partner from May 31, 2018.

However, after the struck off of the Robotrix Technologies LLP, there have been no notice issued by MCA and there are no other instances in the past, wherein any of the promoters have been disassociated with any of the Companies or LLP which was struck off as mentioned above, Although the Promoters exercises reasonable care to ensure that they are not associated with such Companies and LLP, we cannot assure you that such regulatory actions will not be initiated against any of the Companies or LLP in future.

- 19. A significant proportion of our revenues are derived from products in Amino Acids and sports nutrition category and any reduction in the demand for the products in such category could have an adverse effect on our business, results of operations and financial condition.**

We derive majority of our revenues from the sale of products in Amino Acids and sports nutrition category, for further details, please refer chapter titled “Our Business” on page 178 of this Draft Red Herring Prospectus.

A category-wise breakup offered by our Company for the stub period ended on September 30, 2024 and for the Fiscals 2024, 2023 and 2022 have been provided below based on Audited Standalone Financial Statements:

(₹ in lakhs)

Product Category (Traded Products)	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Amino Acids	4,534.49	40.08%	6,176.68	46.78%	8,375.85	63.75%	5,877.94	67.58%
Health Supplement	1,190.51	10.52%	1,642.95	12.44%	1,064.24	8.10%	495.01	5.69%
Herbal Extract	154.04	1.36%	416.83	3.16%	483.71	3.68%	255.15	2.93%
Nucleotide	74.26	0.66%	194.43	1.47%	115.01	0.88%	47.66	0.55%
Protein	433.36	3.83%	361.21	2.74%	0.11	0.00%	171.24	1.97%
Sports Nutrition	4,048.58	38.83%	2,942.20	20.13%	2,024.30	15.41%	1,456.54	16.75%
Vitamin	246.61	2.18%	899.91	6.82%	755.04	5.75%	201.10	2.31%
Other	295.96	2.62%	221.55	1.68%	319.52	2.43%	193.41	2.22%
Total	10,977.81	97.03%	12,855.76	92.58%	13,137.78	100.00%	8,352.20	100.00%

(₹ in lakhs)

Product Category (Processed Products)	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%

Sport Nutrition	344.80	3.05%	346.93	2.63%	-	-	-	-
Others	-	-	-	-	-	-	-	-
Total	344.80	3.05%	346.93	2.63%	-	-	-	-

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor through their certificate dated March 07, 2025.

Accordingly, our revenues are dependent on the end user industries that use our product categories as an input. However, our revenue may decline as a result of, amongst other, (i) our customers' failure to successfully market their products or to compete effectively; (iii) loss of market share, which may lead our customers to reduce or discontinue the purchase of our products; (iv) economic conditions of the markets in which our customers operate; (v) increased competition; (vi) pricing pressures; and (vii) regulatory action, which could have an adverse effect on our business and sales to our customers would decline substantially. We cannot assure that we shall generate the same quantum of business, or any business at all, from these product categories, which may adversely affect our revenues and profitability. However, the composition and revenue generated from these products might change as we continue to add new products in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

20. Our Promoters and members of the Promoter Group will continue jointly to retain majority control over our Company after the Offer, which will allow them to determine the outcome of matters submitted to shareholders for approval.

After the completion of the Offer for sale and fresh issue, our Promoters and Promoter Group is expected to hold [●] % of the Post Offer Equity Share Capital. Further, the involvement of our Promoters in our operations, including through strategy, direction and customer relationships have been integral to our development and business and the loss of any of our Promoters may have a material adverse effect on our business and prospects.

Accordingly, our Promoters and Promoter Group will continue to exercise significant influence over our business and all matters requiring shareholders' approval, including the composition of our Board of Directors, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, investments and capital expenditures. This concentration of ownership may also delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of our Promoters and Promoter Group. Further, the Promoters' shareholding may limit the ability of a third party to acquire control. The interests of our Promoters and Promoter Group, as our Company's controlling shareholder, could conflict with our Company's interests or the interests of other shareholders. There is no assurance that our Promoters and Promoter Group will act to resolve any conflicts of interest in our Company's or in investor's favor.

21. Our Company have negative cash flows in the current and past years from operating and investing activities, details of which are given below. Sustained negative cash flow could impact our growth and business.

We have experienced negative cash flows in the current and past years from operating and investing activities which have been set out below as per the restated consolidated financial statements:

(Rs. in Lakhs)				
Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net cash generated from/ (used in) operating activities	(307.63)	(2.34)	5.90	(639.11)
Net cash generated from/ (used in) investing activities	(382.24)	(18.77)	(526.35)	(54.77)
Net cash generated from/ (used in) financing activities	811.82	15.38	532.78	692.92

Cash flows of a company is a key indicator to show the extent of cash generated from the operations of a company to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations. For further details, see section titled "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 261 and 298, respectively of this Draft Red Herring Prospectus.

22. We have incurred financial indebtedness, also certain of our financing arrangements involve variable interest rates and an increase in interest rates may adversely affect our results of operations and financial condition.

Our company operates in the industry which is working capital intensive in nature and we fund a large part of our operations through financing from banks, Promoters and other institutions. As on the six months period ended September 30, 2024, we had total financial indebtedness of ₹2,133.13 lakhs. For further information on our total borrowings, see "Financial Indebtedness" on page 296 of this Draft Red Herring Prospectus. We usually finance our working capital requirements

mainly through our internal accruals and arrangements with banks. Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows and our capacity to service debt in a rising interest rate environment. If our future cash flows from operations and other capital resources are insufficient to pay our debt obligations or our contractual obligations, or to fund our other liquidity needs, we may be forced to sell assets or attempt to restructure or refinance our existing indebtedness. Our ability to restructure or refinance our debt will depend on the condition of the capital markets, our financial condition at such time and the terms of our other outstanding debt instruments.

Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. We are susceptible to changes in interest rates and the risks arising therefrom. Certain of our financing agreements provide for interest at variable rates and the lenders are entitled to charge the applicable rate of interest, which is a combination of a base rate/MCLR rate that depends upon the policies of the RBI and a contractually agreed spread. Further, in recent years, the GoI has taken measures to control inflation, which included tightening the monetary policy by raising interest rates. As such, any increase in interest rates may have an adverse effect on our business, results of operations, cash flows, and financial condition.

Further, Our Company proposes to repay/prepay certain of the borrowings from the offer proceeds, However, if the Company is unable to repay such debt, the Company will not be able to restructure its debt financing.

23. ***Our Company's Logo***  ***is not registered with Registrar of Trademark, any infringement of our logo or failure to get it registered may adversely affect our Business. Further, any kind of negative publicity or misuse of our logo could hamper our Goodwill and our future Growth Strategies could be adversely affected.***

The measures we take to protect our Intellectual Property including initiating legal proceedings, may not be adequate. Further, we may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that the aforesaid registration is granted.

Our logo  is not registered, however, company have made an application for registration with the Registrar of Trademark for registration of our logo. If we are unable to register our logo in the future in our name or any objection on the same may require us to change our logo, we may lose the goodwill created so far. Further, the same may involve costly litigations and penal provisions if some legal consequences arise if someone from outside use our logo. We believe that our future growth and competitiveness would depend on our ability to establish and strengthen our Brand. We cannot guarantee that we will be able to make a lasting brand image with our customers and other people in the absence of a logo. Although, we believe that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, will not be copied, infringed or obtained by third parties. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our Business Values and our Operations could be adversely affected. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our Business, Financial Condition and Results of Operations.

24. ***Volatility in the supply and pricing of our products may have an adverse effect on our business, financial condition and results of operations.***

As our company is engaged in trading and processing of wide range of nutraceutical products. We are using domestic purchased products for trading purpose and imported products for further processing and trading business. Our Product requirements is majorly procured from the international market considering factors such as quality, price, lead time, inventory levels and credit terms. Our Company maintains a base of reliable material suppliers who consistently provide products as per our requirements. Our product supply and pricing are volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, competition, import duties, tariffs and currency exchange rates, and there are inherent uncertainties in estimating such variables, regardless of the methodologies and assumptions that we may use. Therefore, we cannot assure you that we will be able to procure adequate supplies of products in the future, as and when we need them on commercially acceptable terms.

Bifurcation of Domestic Product and Imported Products for the stub period ended on September 30, 2024 and for the Fiscals 2024, 2023 and 2022 have been provided below:

Based on Standalone Audited Financials:

(₹ in lakhs)

Particulars	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products
Domestic Source	975.09	9.99%	1,841.73	17.53%	3,325.75	28.53%	2,734.52	37.66%
Imports	8,788.63	90.01%	8,665.94	82.47%	8,331.50	71.47%	4,526.87	62.34%
Total	9,763.72	100.00%	10,507.67	100.00%	11,657.25	100.00%	7,261.39	100.00%

Based on Consolidated Audited Financials:

(₹ in lakhs)

Particulars	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products
Domestic Source	975.09	9.99%	-	-	-	-	-	-
Imports	8,788.63	90.01%	-	-	-	-	-	-
Total	9,763.72	100%	-	-	-	-	-	-

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

Any inability to pass on the increased costs of product to our customers in future, may affect our profitability, Since, majorly our product procurement is done internationally, price fluctuations in these products could adversely affect the prices of the finished product. The pricing of internationally traded commodities is based on international benchmarks and is affected by global supply and demand forces.

Further, due to nature of our products, we have storage capabilities for products at our warehousing facility and maintain an inventory stock for longer period. However, in the event there is any disruption in the timely supply of our products due to transportation strikes or any other external factors, we may not be able to dispatch our orders on time which may result in monetary claims from our customers. We are also dependent on our product and components being of high quality and meeting relevant technical specifications and quality standards. Distribution and Processing errors may lead to compensation claims and significantly damage our reputation and the confidence of present and potential customers and could have an adverse effect on our business, financial condition, results of operations and cash flows.

25. ***Our Company or our WOS company have not yet placed orders in relation to Financing the capital expenditure towards setting up of the Manufacturing Facility for investment in Easy Raw Materials Private Limited (ERMPL). In the event of any delay in placing the orders, or in the event the vendors are not able to complete the civil construction in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected. Our WOS company's proposed capacity set-up plans are subject to the risk of unanticipated delays in implementation due to factors including delays in construction, obtaining regulatory approvals in timely manner and cost overruns.***

We intend to use a part of the Net Proceeds for Financing the capital expenditure towards setting up of the Manufacturing Facility through investment in Easy Raw Materials Private Limited, our Wholly-Owned Subsidiary (WOS) Company.

Total estimated cost as per the project report dated February 20, 2025 issued by the Chartered Engineer, SRJ Certification Services Private Limited and quotations obtained from M/s. AMI Construction Solutions (OPC) Private Limited, M/s. IPMS Engineers Private Limited, M/s. Captech Systems, M/s. Pakona Engineers (I) Private Limited, M/s. Jungheinrich Lift Truck Limited in respect of Financing the capital expenditure towards setting up of the Manufacturing Facility through investment in ERMPL, our WOS is ₹ 3,622.36 Lakhs. Our Company or our WOS company are yet to place orders for the capital expenditure for the Proposed Project. Our Company and our WOS have not entered into any definitive agreements to utilize

the Net Proceeds for this object of the Offer. Additionally, in the event of any delay in placement of such orders, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that our WOS will be able to undertake such capital expenditure within the cost indicated by such project report and quotations or that there will not be cost escalations.

The Proposed Project may be subject to potential problems and uncertainties that construction projects face including cost overruns or delays. Problems that could adversely affect our expansion plans including labour shortages, increased costs of equipment or manpower, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory, environmental and other regulatory approvals, taxes and duties, interest and finance charges, environment and ecology costs and other external factors which may not be within the control of our management. Further, there can be no assurance that our budgeted costs may be sufficient to meet the proposed capital expenditure requirements. If the actual capital expenditures significantly exceed the budgets or even if the budgets were sufficient to cover these projects, Our Company or our WOS may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects.

The Proposed Project will require our WOS to obtain approval, which are routine in nature. For further details, see “Objects of the Offer” on page 98 of this Draft Red Herring Prospectus. There can be no assurance that our WOS will be able to complete the aforementioned set-up in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

- 26. We propose to repay or prepay all or a portion of certain outstanding borrowings availed by our Company, However, no assurance can be made that our Company will not require further funding and that such funding will be available at attractive rates or that by repaying the borrowings, will in fact improve our available funding alternatives.**

Our Company has entered into financial arrangements from time to time, with various banks and financial institutions. The outstanding loan facilities entered into by our Company includes secured and unsecured borrowing in the form of Loan against property of our Company and personal guarantees of the Directors and Promoters. However, there are no material covenants/clauses disclosed in the financial arrangements. For further details, please refer “Financial Indebtedness” on page 296 of this Draft Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus, the aggregate outstanding secured borrowings of our Company, is ₹ 2,900 Lakhs. Our Company proposes to utilise an estimated amount of ₹2,000.00 Lakhs from the Net Proceeds towards part or full repayment and/or prepayment of borrowings availed by us. The actual mode of such deployment has not been finalized as on the date of this Draft Red Herring Prospectus. For details, see “Objects of the Offer” on page 98. We believe that such repayment or prepayment will help reduce the outstanding indebtedness of our Company. In addition, we believe that this would help reduce our outstanding indebtedness and our debt servicing costs and enable utilisation of our internal accruals for further investment in the growth and expansion of its business. However, no assurance can be made that our Company will not require further funding and that such funding will be available at attractive rates or that by repaying the borrowings, will in fact improve our available funding alternatives.

- 27. We are a Quality focused company and have obtained various quality assurance licenses, any failure by us to renew, maintain or obtain the required licenses may increase our compliance requirements and may result in the interruption of our operations and may have a material adverse effect on our business:**

We believe that we are a quality focused company. We are committed to maintain quality at all steps from procurement till dispatch. Further, to ensure full transparency and confidence in the products we supply, we provide lab reports issued from the outside laboratories, if required as per our customers' specifications or if we require for further quality check.

Our Company has obtained various essential quality assurance licenses which are as follows:

Sr. No.	Particulars	Date of application/Date of License	Certificate No. /Application No.	Validity
1.	Food Safety and Standards Authority of India License under FSS Act, 2006 (fssai) (For Warehouse facility)	January 15, 2025	10021022000867	March 28, 2027
2.	Food Safety and Standards Authority of India License under FSS Act, 2006 (fssai) (For Registered office)	June 26, 2024	10021022000867	March 28, 2027

4.	Global Accreditation Certification Board (GACB) to comply with HALAL Assurance System Guidelines	June 06, 2024	QCS-2024-CAPL-0103	June 05, 2027
5.	ISO 9001:2015 - 1451/7, E-8, Gala no.-7 to 10, Shree Arihanth Compound, Reti Bunder Road, Kalher, Bhiwandi, Thane - 421302 (Maharashtra) (India)	March 08, 2024	EUAC/QMS/1020-2024	March 07, 2027
6.	MQA Certification Services (KOSHER)	June 06, 2024	KOSHER/24M02824	June 05, 2027
7.	ISO 9001:2015 - 403/404, 4th Floor, KI Accolade, 6th Road, Santacruz Post Office, Mumbai Suburban – 400055, Maharashtra India	June 06, 2024	IN/50413612/5547	June 05, 2027

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

28. Our Company had entered into a Share Purchase Agreement with Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta to Purchase the shareholding of Vinstar Biotech Private Limited (VBPL) and Easy Raw Materials Private Limited (ERMPL) as a WOS of our company, the agreements entered into contained material terms which if not adhered to and also if the expansion through the WOS is not successful, could have material impact on the business operations of our Company.

Our Company had entered into a Share Purchase Agreement dated September 01, 2024 with Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta to Purchase the shareholding of VBPL and ERMPL as a WOS of our company, the share purchase agreement entered by the Company was intended by the Management to consolidate the business operations of VBPL and ERMPL. Following are the details of the same:

Transfer details with respect to ERMPL:

Seller	Number of Equity Shares purchased	Acquirer	Price per shares	Total Consideration (₹ in Lakhs)	% of the Shareholding acquired
Mr. Ankit Shailesh Mehta	9,800	Chemkart India Limited (formerly known as Chemkart India Private Limited)	10/-	0.98	98.98%
Ms. Parul Shailesh Mehta	100		10/-	0.01	1.01%
Total	9,900				99.99%

Transfer details with respect to VBPL:

Seller	Number of Equity Shares purchased	Acquirer	Price per shares	Total Consideration (₹ in Lakhs)	% of the Shareholding acquired
Mr. Ankit Shailesh Mehta	4,900	Chemkart India Limited (formerly known as Chemkart India Private Limited)	10/-	0.49	49.49%
Ms. Parul Shailesh Mehta	5,000		10/-	0.50	50.50%
Total	9,900				99.99%

The Share Purchase Agreement contained the material terms between the Directors of our Company, however there were no material restrictions or covenants or clauses which could have an adverse impact on the business operations of our Company, however, if the directors of the Company, Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta does not adhere to the terms mentioned in the Share Purchase Agreement as the seller and go against the laws of acquisition, since there being a conflict of interest between the Directors and our Company, this could impact our financial condition and adversely affect our business operations and growth of our Company and WOS.

Further, with the above acquisition, Company creates a synergy effect, since the management intends to enter into backward integration by entering into manufacturing of nutraceutical products by setting up a manufacturing facility in JNPA, SEZ, Mumbai, Maharashtra through its WOS, ERMPL, which will generate goodwill and business growth of our Company as well. However, there can be no assurance that the backward integration will be successful to the extent the proceeds are being raised and the same shall be utilised for the objects mentioned in the Objects of the offer chapter, for further details see chapter titled “Objects of the Offer” object number 1 “Financing the capital expenditure towards setting up of the Manufacturing Facility through investment in our Wholly-Owned Subsidiary (WOS) Company, Easy Raw Materials Private Limited” on page no. 98 of this Draft Red Herring prospectus.

29. *In case of our inability to obtain, renew or maintain the statutory and regulatory licenses, permits and approvals required to operate our business it may have a material adverse effect on our business.*

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at state and central government levels for doing our business. The approvals, licenses, registrations and permits obtained by us may contain conditions. Further we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or need to update pursuant to change in name and conversion of company to public Company.

While we have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities, there can be no assurance that the relevant authority will issue or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our related operations.

These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavour to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. For further details regarding the material approvals, licenses, registrations and permits, see “Government and Other Statutory Approvals” on page 319 of this Draft Red Herring Prospectus.

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

30. *The technical collaboration agreement executed by our WOS, ERMPL can have potential implications of operating expenses which could result in hindrances to our goodwill and business operations.*

One of the WOS of our Company ERMPL has entered into technical collaboration agreement with Shriram Institute for Industrial Research (SRIFIR). The purpose of the agreement is to establish a collaboration between SRIFIR and ERMPL for the development, production and formulation of a new nutraceutical products, utilizing SRIFIR’s Technical Know-How and ERMPL’s expertise in the field of nutraceuticals formulation, manufacturing, and regulatory affairs.

Our WOS may face integration risks, as aligning the technical objectives and operational processes between the parties involved can be complex. Any misalignment could lead to inefficiencies or delays, ultimately inflating operating costs. Secondly, there is the risk of dependency on the parent company or partners for technical expertise and resources. If the collaboration does not yield the expected technological advancements, the subsidiary may incur unanticipated costs to compensate for the shortfall in capabilities. Furthermore, regulatory and compliance risks are also prominent, as our WOS needs to navigate the legal landscape pertinent to the collaboration, which can introduce additional financial burdens.

Lastly, market risks should not be underestimated. Changes in market conditions can affect the viability of the collaboration, potentially leading to increased costs if our WOS needs to pivot or renegotiate terms. In summary, while technical collaboration agreement can present opportunities for growth and innovation, they also bring forth various risk factors that can escalate operating costs for our WOS and our Company, which could impact the goodwill and business operations of our Company as well.

31. *Our company lacks listed peer companies for comparison, this absence of comparable may lead to uncertainty in assessing investment viability for the Investors.*

Without peer benchmarks, investors may struggle to understand performance metrics or industry standards, increasing the risk of misallocation of capital. Additionally, it heightens the risk of insufficient market liquidity, as the absence of comparable companies might deter potential investors and make it harder for the issuer to attract funding or achieve favorable terms in financial transactions.

The absence of listed peer companies not only complicates valuation but also obscures competitive dynamics, making it difficult for investors to identify the issuer's relative strengths and weaknesses within its industry. This lack of visibility can result in heightened volatility, as market sentiment may be influenced by broader economic conditions or unrelated sectors, rather than the issuer's actual performance. Furthermore, the issuer might face challenges in understanding market trends and investor expectations, which can hinder strategic decision-making and operational planning. Additionally, the lack of a peer company can limit the company's access to best practices and innovations that are often shared within a competitive landscape, potentially stalling its growth and adaptation in a rapidly changing market. Investors may also find it harder to gauge operational efficiencies or management effectiveness without comparatives, raising concerns over governance. Overall, the absence of a peer framework makes it increasingly difficult to evaluate risk-reward profiles, leading to potential mispricing and less informed investment decisions.

32. *Fluctuations in foreign currency exchange rates could materially affect our financial results.*

We procure majority of our products in international market from China. Our supplier base in international market is from China. However, our foreign currency exposure is with USD. Therefore, increases or decreases in the value of the Indian Rupees against other major currencies i.e. USD affect our net operating cost, Purchase Cost and the value of profit and loss items denominated in foreign currencies. A significant portion of our consolidated procurement of our products are international and we may continue to procure the same in foreign currencies. Our ultimate realised loss or gain with respect to currency fluctuations will generally depend on the size and type of cross-currency exposures that we are exposed to the currency exchange rates associated with these exposures and changes in those rates, and other factors. All of these factors could materially adversely impact our results of operations, financial position and cash flows.

The following table sets out our purchases denominated in foreign currencies and their percentage in comparison with total expenses for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022 as per Audited Standalone Financial Statements:

(₹ in lakhs)

Particulars	For the period ended September 30, 2024	For the Financial Year ended on		
		2024	2023	2022
Purchases in Foreign Currencies	8,788.63	8,665.94	8,331.50	4,526.87
Percentage of total purchases (%)	90.01%	82.47%	71.47%	62.34%

Economic, political and market conditions can adversely affect our business, results of operations and financial condition, including our revenue growth and profitability, which in turn could adversely affect our stock price. For further details, see “Management's Discussion and Analysis of Financial Condition and Results of Operations” on page 298 of the Draft Red Herring Prospectus.

33. *We operate in a competitive environment and face fair competition in our business from organized and unorganized players, which may adversely affect our business operations and financial condition.*

The Indian nutraceutical market is largely fragmented comprising of organized and unorganized sectors. The rates vary depending upon the demand supply pattern prevailing in the market. Geographies also play a vital role in deciding the rates. We face competition from local dealers as well as from organized players which are larger and have substantially greater resources than us. However, we have been able to leverage economies of scale to gain an advantage. We believe that our wide range of products with low cost and best storage facilities, provides us an edge in the competition.

Competition may result in pricing pressures, reduced profit margins, lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. The domestic segment which we cater to is fragmented and fairly competitive. We compete primarily on the basis of customer satisfaction and marketing. Thus, some of our competitors may have certain other advantages over us, including established track record, superior product offerings, larger portfolio of products, technology and greater market penetration, which may allow our competitors to better respond to market trends. They may also have the ability to spend more aggressively on marketing initiatives and may have more flexibility to respond to changing business and economic conditions than we do. We believe that in order to compete effectively, we must continue to maintain our reputation, be flexible and prompt in responding to rapidly changing market demands and customer preferences, and offer customer quality products at competitive prices. There can be no assurance

that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

34. Any disruption in our information technology systems may adversely affect our business, results of operations and prospects.

We are highly dependent on the information technology systems of our company. Our entire business is based on the successful and smooth running of information technology system of our organization.

Our Company is a technology-first company and have adopted various tools to manage the business operations efficiently:

- (a) Zoho Books – ERP for accounting and MIS
- (b) Zoho Work Place
- (c) Zemi System – Supply Chain Management

The growth of our business is dependent on smooth functioning of information technology systems of our company. The information and technology system are subject to damage or incapacitation by natural disasters, human error, power loss, sabotage, computer viruses, hacking, acts of terrorism and similar events or the loss of support services from third parties. Considering the nature of our business and the industry in which we operate, it is imperative for us to have a robust information technology platform. If our data capturing, processing and sharing cannot be integrated and/or we experience any defect or disruption in the use of, or damage to, our information technology systems, it may adversely affect our business and income of the Company.

35. Our success largely depends upon the knowledge and experience of our Promoters, Directors, our Key Managerial Personnel and Senior Management as well as our ability to attract and retain personnel with technical expertise. Any loss of our Promoters, Directors, Key Managerial Personnel, Senior Management or our inability to attract and retain them and other personnel with technical expertise could adversely affect our business, financial condition and results of operations.

Our success largely depends upon the knowledge and experience of our Promoters, Directors, Key Managerial Personnel and Senior Management as well as our ability to attract and retain skilled personnel. Any loss of our Promoters, Directors, Key Managerial Personnel and Senior Management or our inability to attract and retain them and other skilled personnel could adversely affect our business, financial condition and results of operations. We depend on the management skills and guidance of our Promoters for development of business strategies, monitoring their successful implementation and meeting future challenges. Further, we also significantly depend on the expertise, experience and continued efforts of our Key Managerial Personnel and Senior Management. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our Key Managerial Personnel or Senior Management Personnel are unable or unwilling to continue in his or her present position, it could be difficult for us to find a suitable or timely replacement and our business, financial condition and results of operations could be adversely affected.

In addition, we may require a long period of time to hire and train replacement personnel when personnel with technical expertise terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining personnel with technical expertise that our business requires. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining personnel with requisite expertise that our business requires.

The following table sets forth attrition rate of our employees for the period indicated:

Attrition Rate	For the period ended January 31, 2025*
Attrition Rate (%) ⁽¹⁾	20.34%
No. of employees who resigned during the period	6

⁽¹⁾Calculated as the number of employees that left during a period over the average number of employees for the period. The average number of employees for a period is calculated as the average of the number of employees at the beginning of the period and the number of employees at the end of the period.

*Kindly note that list of employees is provided as at January 31, 2025, hence, the attrition period is also taken as January 31, 2025.

The positions in which resignations have occurred as mentioned in the aforesaid table have been appropriately filled, and we do not see any foreseeable impact due to these resignations however, it may be difficult to attract and retain the personnel we require in the future in case of any such major position is left unfilled. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. Further, as at the date of this Draft Red Herring Prospectus, we do not have key man insurance policies. In the event that we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels in future which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, financial condition and results of operations may be adversely affected. See “Our Management” and “Our Business” on page 236 and 178 for further information.

36. Information relating to historical installed capacity of our processing included in this Draft Red Herring Prospectus is based on various assumptions and estimates and our future processing and capacity utilization may vary. Under-utilization of our processing capacity and an inability to effectively utilize our blending and processing facility may have an adverse effect on our business, future prospects and future financial performance.

Information relating to our historical installed capacity of our processing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management and independent chartered engineer, namely, SRJ Certification Services Private Limited, Chartered Engineer by their certificate dated January 17, 2025, including proposed operations, assumptions relating to availability and potential utilization levels and operational efficiencies. For further information regarding our processing facility, including our historical installed capacity, see “Our Business – Capacity and Capacity Utilization” on pages 212 of this Draft Red Herring Prospectus.

Actual and future processing volumes and capacity utilization rates may differ significantly from the estimated processing capacities of our facility. Undue reliance should therefore not be placed on the information relating to our installed capacities or historical capacity utilization of our processing facility included in this Draft Red Herring Prospectus. Further, there is no guarantee that our future processing or capacity utilization levels will match or exceed our historical levels. Our expected return on capital invested is subject to, among other factors, the ability to ensure satisfactory performance of personnel to further grow our business, our ability to absorb additional infrastructure costs and utilize the expanded capacities as anticipated. The product requirements of, and procurement practice followed by our customers also affect our capacity utilization. Our capacity is underutilised in the industry due to the lack of demand for which we may not be able to utilize our capacity efficiently. Our aggregate actual capacity utilization was 47.47% and 0.15% in the period ended September 30, 2024 and Fiscal 2024, since the machines were purchased for processing and blending in the year 2023, respectively for the products. Also, the grinding machine was added in 2024, hence there was a significant rise in capacity utilisation.

We also face the risk that our customers might not place any order or might place orders of lesser than expected size or may even cancel existing orders or make changes in their policies, which may result in reduced quantities being processed by us resulting in under-utilization from our existing processing capacity in near future also. However, our significant percentage of revenue is not generated from blending and processing capacity, however, we make significant decisions, including determining the levels of business that we will seek and accept, processing schedules, personnel requirements and other resource requirements, based on our estimates of customer orders which may contribute to our revenue from operations in future. The requirements of our customers are not restricted to one type of product i.e. whether they prefer traded goods or processed goods and therefore variations in demand for certain types of products also requires us to make certain changes in our bending and processing facility thereby affecting our business schedules. This may lead to mismatch of capacity and capacity utilization. Any such mismatch leading to over or under utilization of our processing facilities could adversely affect our business, results of operations, financial condition and cash flows.

37. We have certain contingent liabilities which have been disclosed in our Restated Consolidated Financial Information, which if they materialize, may adversely affect our results of operations, cash flows and financial condition.

The following is a summary table of our contingent liabilities as on September 30, 2024 and for last 3 fiscals as indicated in our Restated Financial Information.

(₹. in Lakhs)

Particulars	For the six months ended	For the year ended March 31		
	September 30, 2024	2024	2023	2022
Contingent liabilities in respect of:				
Bank Guarantees given on behalf of the Company	17.85	-	-	-
Total	17.85	-	-	-

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, cash flows, financial condition and results of operations. For further information on contingent liabilities as of September 30, 2024 and for last 3

fiscals, see “Restated Financial Information – Notes forming part of the Restated Financial Information – Note 32” on page 261.

- 38. *We are dependent on third-party transportation providers for the supply of products and delivery of our finished products, However, any such reductions or interruptions in the supply of the products could adversely affect our Business, Results of Operations and Financial Condition and may have an adverse effect on our ability to deliver our products in a timely or cost-effective manner.***

Our facility is strategically located which in turn makes it possible for us to procure products in an effective and timely manner. We arrange transportation on lowest price and availability basis. However, despite being strategically located, our Company is dependent upon third party service providers for the transport of the products. As a trading business, our success depends on the uninterrupted supply and transportation of materials required for processing and trading. We may or may not undertake the responsibility of delivery of products to or from our Facility or to our customers. We rely on third-party logistic service providers and freight forwarders for the purpose of the same. Factors such as transportation strikes could adversely impact the supply of products and the delivery of our finished products. In the past three Fiscals and in the six months period ended September 30, 2024, we have not experienced any material disruption in transportation services. Past increases in transportation costs have been negotiated with the relevant third party and benchmarked with market prices. However, any such reductions or interruptions in the supply of the products, we source from third parties, including abrupt increases in the transportation or fuel costs, inability on our part to find alternate sources for the procurement of such products and termination in arrangements with our local transport agencies, if any, could adversely affect our Business, Results of Operations and Financial Condition and may have an adverse effect on our ability to deliver our products in a timely or cost effective manner.

- 39. *Our inability to accurately forecast demand or price for our products and manage our inventory may adversely affect our business, results of operations and financial condition.***

Our business depends on our estimate of the demand for our products from customers. As is typical in the specialty nutraceutical industry, we maintain a reasonable level of inventory. However, if we underestimate demand or have inadequate capacity due to which we are unable to meet the demand for our products, we may trade fewer quantities of products than required, which could result in the loss of business. While we forecast the demand and price for our products and accordingly, plan our operations, any error in our forecast could result in a reduction in our profit margins and surplus stock, which may result in additional storage cost and such surplus stock may not be sold in a timely manner, or at all. If we overestimate demand, we may incur costs to build capacity or purchase more products and trade more products than required. Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations and financial condition.

Our ability to maintain our operations is dependent on us providing our products at prices competitive with the local distributors. Further, a majority of our business involves having robust supply networks in place. To that extent, if any of our competitors is able to garner a better and more cost-efficient supply network, they may be able to provide their products at competitive prices as compared to us. Our inability to price our products at the applicable prices in the domestic markets, may affect the demand for our products and consequently have a material adverse effect on our results of operations and financial condition.

- 40. *Our Company has availed unsecured loans that may be recalled by the lenders on demand, Failure to repay unsecured loans in a timely manner may have a material adverse effect on our business, results of operation, financial condition and cash flow.***

As on September 30, 2024, we have outstanding unsecured loan amounting to ₹ 451.42 Lakhs from Promoters and Directors which are repayable on demand to them. For further details of our unsecured loans, please refer the chapter titled “*Financial Indebtedness*” beginning on page 296 of this Draft Red Herring Prospectus. These loans may not be repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lenders at any time. In such cases, we may be required to repay the entirety of the unsecured loans. We may not be able to generate sufficient funds at short notice to be able to repay such loans and may resort to refinancing such loans at a higher rate of interest and on terms not favourable to it. Failure to repay unsecured loans in a timely manner may have a material adverse effect on our business, results of operation, financial condition and cash flow.

- 41. *Within the parameters as mentioned in the chapter titled “Objects of the Offer” beginning on page 98 of this Draft Red Herring Prospectus, our Company’s management will have flexibility in applying the proceeds of the Offer. The fund requirement and deployment mentioned in the Objects of this Offer have not been appraised by any bank or financial institution.***

We intend to use the Net Proceeds for the purposes described in the section titled “Objects of the Offer” on page 98 of this Draft Red Herring Prospectus. The Objects of the Offer comprise of Financing the capital expenditure towards setting up of the Manufacturing Facility through investment in ERMPL, our Wholly-Owned Subsidiary (WOS); Repayment/prepayment of all or certain of our borrowings availed of by our Company and General corporate purposes.

We intend to deploy the Net Proceeds in financial year 2025-2026 and 2026-2027, such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Offer may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Net Proceeds, please refer chapter titled “Objects of the Offer” beginning on page 98 of this Draft Red Herring 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 Offer” beginning on page 98 of this Draft Red Herring Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Offer. However, the deployment of the Offer Proceeds (excluding Offer for Sale) will be monitored by a monitoring agency to be appointed pursuant to the SEBI ICDR Regulations and amendments thereto. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which may be beyond our control, such as interest rate fluctuations, changes in input cost, and other financial and operational factors. Accordingly, prospective investors in the Offer will need to rely upon our management’s judgment with respect to the use of Net Proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and the results of operations.

42. *Portion of our Offer Proceeds are proposed to be utilized for general corporate purposes which constitute [●] % of the Offer Proceed.*

As on date we have not identified the use of such funds. Portion of our Offer Proceeds are proposed to be utilized for general corporate purposes which constitute [●] % of the Offer Proceeds. We have not identified the general corporate purposes for which these funds may be utilized. The deployment of such funds is entirely at the discretion of our management subject to the applicable laws and in accordance with policies established by our Board of Directors from time to time and subject to compliance with the necessary provisions of the Companies Act. For details, please refer the chapter titled “Objects of the Offer” beginning on Page No. 98 of this Draft Red Herring Prospectus.

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

Our Promoters have extended personal guarantees towards loan facilities taken by our Company. Any default or failure by us to repay the loans in a timely manner, or at all could trigger repayment obligations of our guarantors in respect of such loans, which in turn, could have an impact on their ability to effectively service their obligations as Promoters of our Company, thereby having an effect on our business, results of operation and financial condition. Furthermore, in the event that these individuals withdraw or terminate their guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details, please refer the chapter titled “Financial Indebtedness” beginning on page 296 of this Draft Red Herring Prospectus.

44. *We may not be fully insured for all losses we may incur which could have a material adverse effect on our business, reputation, results of operations, financial condition and cash flows.*

Although we attempt to limit and mitigate our liability for damages arising from negligent acts, errors or omissions through contractual provisions, limitations of liability set forth in our contracts may not be enforceable in all instances or may not otherwise protect us from liability for damages.

In addition, certain liabilities, such as claims of third parties for which we may be required to indemnify our customers, are generally not limited under those agreements. We face the risk of loss resulting from, and the adverse publicity associated with lawsuits, whether or not such claims are valid. We have taken various insurance policies, details of which is mentioned in the section titled, “Our Insurance Policies” under the chapter titled, “Our Business” on page 217 of the Draft Red Herring Prospectus. Although we believe we have adequate insurance coverage but that coverage may not continue to be available on reasonable terms or to be available in sufficient amounts to cover one or more large claims, and our insurers may disclaim coverage as to any future claim. Insurance coverage may be an inadequate remedy where the loss suffered is not easily

quantifiable, for example, in the event of severe damage to our reputation. The successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have a material adverse effect on our business, reputation, results of operations, financial condition and cash flows.

45. *We may not be successful in implementing our business strategies, Failure to implement our business strategies would have a material adverse effect on our business and results of operations.*

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 customers. 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.

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

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

47. *Our Company's ability to pay dividends in the future will depend on our Company's future results of operations, financial condition, cash flows and working capital and capital expenditure requirements*

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "Dividend Policy" on page 260 of this Draft Red Herring Prospectus.

48. *We have not commissioned an industry report for the disclosures made in the section titled 'Industry Overview' and made disclosures on the basis of the data available on the internet and such data has not been independently verified by us.*

We have neither commissioned an industry report, nor sought consent from the quoted website source for the disclosures which need to be made in the section titled "Industry Overview" beginning on page 148 of this Draft Red Herring Prospectus. We have made disclosures in the said chapter on the basis of the relevant industry related data available online for which relevant consents have not been obtained. We have not independently verified such data. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus. Further, the industry data mentioned in this Draft Red Herring Prospectus or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context.

49. *We are exposed to counterparty credit risk and any delay in receiving payments or non-receipt of payments may adversely impact our results of operations.*

We are subject to counterparty credit risk and a significant delay in receiving large payments or non-receipt of large payments may adversely impact our results of operations. Our operations involve extending credit to our customers in respect of sale of our products and consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. As a result of such industry conditions, we have and may continue to have high levels of outstanding receivables. There is no assurance that we will accurately assess the creditworthiness of our customers. Further, macroeconomic conditions which are beyond our control, such as a potential credit crisis in the global financial system, could also result in financial difficulties for our customers, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause our customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. Timely collection of dues from customers also depends on our ability to complete our contractual commitments and subsequently bill for and collect from our customers. While we have not faced such

incidents in the past, if we are unable to meet our contractual obligations, we may experience delays in the collection of, or be unable to collect, our customer balances, which could adversely affect our results of operations and cash flows.

- 50. *If we fail to maintain an effective system of internal controls, we may not be able to successfully manage, or accurately report, our financial risks. Despite our internal control systems, we may be exposed to operational risks, including fraud, petty theft and embezzlement, which may adversely affect our reputation, business, financial condition, results of operations and cash flows.***

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. We cannot assure you that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may affect ability to accurately report, or successfully manage, our financial risks, and to avoid fraud, which may in turn adversely affect our business, financial condition or results of operations. Further, given the high volume of transactions we process on a daily basis, notwithstanding the internal controls that we have in place, we may be exposed to the risk of fraud or other misconduct by employees, contractors or customers. Fraud and other misconduct can be difficult to detect and deter. Certain instances of fraud and misconduct may go unnoticed or may only be discovered and successfully rectified after substantial delays. Even when we discover such instances of fraud or theft and pursue them to the full extent of the law or with our insurance carriers, there can be no assurance that we will recover any of the amounts involved in these cases. In addition, our dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect, which may adversely affect our reputation, business, financial condition, results of operations and cash flows.

- 51. *We might infringe upon the intellectual property rights of others and may be susceptible to claims from third parties, affecting our operations and financial condition.***

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty as to whether we are infringing on any existing third-party intellectual property rights, which may require us to alter our technologies, obtain licenses or cease some of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. If such claims are raised, those claims could: (a) adversely affect our relationships with current or future customers; (b) result in costly litigation; (c) cause product shipment delays or stoppages; (d) divert management's attention and resources; (e) subject us to significant liabilities; (f) require us to enter into potentially expensive royalty or licensing agreements and (g) require us to cease certain activities. While in the last three financial years and six months ended September 30, 2024, we have not been involved in litigation or incurred litigation expenses in connection with third party intellectual property rights, in the case of an infringement claim made by a third party, we may be required to defend such claims at our own cost and liability and may need to indemnify and hold harmless our customers. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, to which settlement could be costly. We may also be liable for any past infringement that we are not aware of. Any of the foregoing could adversely affect our business, financial condition and results of operations.

- 52. *Failure to deal effectively with fraudulent activities on emails would increase our fraud losses and harm our business and could severely diminish seller and customer confidence in and use of our products.***

We face risks with respect to fraudulent activities on our emails. Although we have implemented measures to detect and reduce the occurrence of fraudulent activities, scams, including encouraging reporting of concerns, gating and monitoring higher-risk activities, evaluating sellers on the basis of their transaction history and restricting or suspending some sellers, we cannot assure you that these measures will be effective in combating fraudulent transactions or improving overall satisfaction among sellers and customers. We will need to evolve to combat fraudulent activities as they develop. Any failure to evolve could result in loss of customer trust. At the same time, the implementation of additional measures to address fraud could negatively affect the attractiveness of our offerings to customers and sellers, or create friction in our customers' experience.

- 53. *In addition to normal remuneration, other benefits and reimbursement of expenses, some of our directors (including our Promoters) are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Some of our directors (including our Promoters) are interested in our Company to the extent of their shareholding in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our directors would always exercise their rights as shareholders to the benefit and best interest of our Company. For further information, see the chapters titled "Our Management" and "Our Promoters and Promoter Group" beginning on page 236

and 252 respectively of this Draft Red Herring Prospectus and the section titled “Restated Financial Information” beginning on page 261 of this Draft Red Herring Prospectus.

- 54. *Our WOS and our Company have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. Further Our WOS and our Company have not identified any alternate source of financing the Objects of the Offer. Any shortfall in raising / meeting the same could adversely affect our growth plans, business operations and financial condition.***

As on date of this Draft Red Herring Prospectus, Our WOS and our Company have not made any alternate arrangements for meeting our capital requirements for objects of the offer. Our WOS Company have met the capital requirements through internal accruals and debt of our Company. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future for our WOS would result in us being unable to meet the capital requirements of our WOS, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer or any shortfall in the Net Offer proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled “Objects of the Offer” beginning on page 98 of this Draft Red Herring Prospectus.

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

The success of our business will depend greatly on our ability to effectively implement our operational and growth strategies. As a part of our growth strategy, we aim to, among other things, continue to grow our businesses as and when opportunities exist including expansion in product base, focus on consistently meeting quality standards, deepen and expand our geographical presence, strengthening up our business through effective branding and promotional activities. In pursuing our growth strategy, we will require additional capital investments and cash outlays, which may have a material impact on our cash flows and results of operations. Our operating expenses and capital requirements may increase significantly pursuant to our expansion and diversification plans. Our ability to manage our growth effectively requires us to forecast accurately our sales and growth and to expend funds to improve our operational, financial and management controls, reporting systems and procedures. An inability to implement our future business plan, manage our growth effectively or failure to secure the required funding on favourable terms or at all could have a material and adverse effect on our business, future financial performance and results of operations.

- 56. *Our Company will not receive any proceeds from the Offer for Sale. Our Promoter Selling Shareholders will receive the proceeds from the Offer for Sale.***

The Offer comprises of a Fresh Issue and an Offer for Sale by the Promoter Selling Shareholders. Our Promoter Selling Shareholders shall be entitled to the entire proceeds from the Offer for Sale (net of their portion of the Offer related expenses) and we will not receive any proceeds from the Offer for Sale. For further information, see “The Offer” and “Objects of the Offer” on pages 71 and 98, respectively.

- 57. *Our inability to manage growth could disrupt our business and reduce our profitability.***

A principal component of our strategy is to continue to grow by expanding the size and geographical scope of our businesses, as well as the development of our new business streams. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

- 58. *Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors assessments of Our Company's financial condition. Our failure to successfully adopt IFRS may have an adverse effect on the price of our Equity Shares. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.***

Our restated consolidated financial statements, including the financial statements provided in this Draft Red Herring Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. For details, refer chapter titled “Presentation of Financial Industry and Market Data” beginning on Page 18 of this Draft Red Herring Prospectus.

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

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

EXTERNAL RISKS

59. *Changing regulations in India could lead to new compliance requirements that are uncertain. The regulatory environment in which we operate is evolving and is subject to change.*

The regulatory and policy environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements. The regulatory and policy environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements.

Additionally, SEBI has issued a notification in the official Gazette vide notification no. SEBI/LAD-NRO/GN/2025/233 dated March 03, 2025 and has amended various regulations of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and has introduced SEBI (Issue of Capital and Disclosure Requirements) (Amendment), Regulations, 2025, which also includes the amendments pertaining to the SME IPO's for the Company's getting listed over SME platforms of the stock exchanges which includes, the amendments made in the categories of allocation in case of Book Built Issue and restrictions on the Offer for Sale and such other amendments. We cannot predict whether the amendments made pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Amendment), Regulations, 2025 would have an adverse effect on our business, financial condition. Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

Further, the Government of India has introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, the implementation of such laws could increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. For instance, companies can voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which reduces the rate of income tax payable to 22% subject to compliance with conditions prescribed, from the erstwhile 25% or 30% depending upon the total turnover or gross receipt in the relevant period. Any such future amendments may affect our other benefits such as exemption for income

earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Further, the GoI has announced the union budget for Fiscal 2024, pursuant to which the Finance Bill, 2024 ("Finance Bill"), has introduced various amendments. The Finance Bill has received assent from the President of India on February 15, 2024, and has been enacted as the Finance Act, 2024. We cannot predict whether any amendments made pursuant to the Finance Act, 2024 would have an adverse effect on our business, financial condition and results of operations. Furthermore, changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

Further, The Government of India announced the Union Budget for Fiscal 2025, pursuant to which the Finance Bill 2025 proposes various amendments. Further, the Income Tax Act, 1961 is proposed to be amended. We cannot predict whether the amendments proposed to be made pursuant to the Finance Act, 2025 or the Income Tax Act, 1961 would have an adverse effect on our business, financial condition, future cash flows and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, financial condition, results of operations and prospects.

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

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

61. *The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchange.*

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company and the Selling Shareholders in consultation with the Book Running Lead Manager. Furthermore, the Offer Price of the Equity Shares will be determined by our Company and the Selling Shareholders in consultation with the Book Running Lead Manager through the Book Building Process. These will be based on numerous factors, including those described under "Basis for Offer Price" on page 138 of this Draft Red Herring Prospectus, and may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchange. The price of our Equity Shares upon listing on the Stock Exchange will be determined by the market and may be influenced by many factors outside of our control.

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

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

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

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a Book Building Process in accordance with the SEBI ICDR Regulations and amendments thereto and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

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

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

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

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

66. *There are restrictions on the overall capping of 90% on the Opening Price/Equilibrium Price discovered during Special Pre-Open session for Initial Public Offer (IPO) on the BSE SME Platform of the Exchange and also there are restrictions on daily movements in the trading price of the Equity Shares, which may adversely affect a shareholder's ability to sell Equity Shares or the price at which Equity Shares can be sold at a particular point in time.*

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

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("STT") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company.

In terms of the Finance Act, 2024, with effect from July 23, 2024, taxes payable by an assessee on the capital gains arising from transfer of long-term capital assets (introduced as Section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 12.50%, where the long-term capital gains exceed ₹125,000, subject to certain exceptions in case of resident individuals and Hindu Undivided Families. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

The Government of India announced the Union Budget for Fiscal 2025, pursuant to which the Finance Bill 2025 proposes various amendments. Further, the Income Tax Act, 1961 is proposed to be amended. We cannot predict whether the amendments proposed to be made pursuant to the Finance Act, 2025 or the Income Tax Act, 1961 would have an adverse effect on our business, financial condition, future cash flows and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

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

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

69. *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 exchange control regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the pricing guidelines and reporting requirements specified by the Reserve Bank of India. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the approval of the Reserve Bank of India will be required for such transaction to be valid.

Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion) and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Neither the Consolidated FDI Policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change may differ in practice, which may have an adverse effect on our ability to raise foreign capital. We cannot assure you that any required approval from the Reserve Bank of India or any other governmental agency can be obtained on any particular terms or at all.

70. *Natural calamities, climate change and health epidemics could adversely affect the Indian economy and our business, financial condition, and results of operations. In addition, hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect our business, financial condition and results of operations.*

Our operations including our offices may be damaged or disrupted as a result of natural calamities. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations. Damage or destruction that interrupts our provision of services could adversely affect our reputation, our relationships with our customers, our management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our offices. Any of the above factors may adversely affect our business, financial condition and results of operations. India has from time-to-time experienced instances of social, religious and civil unrest and hostilities between neighbouring countries. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies.

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

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

72. *The outbreak of the novel coronavirus could have a significant effect on our results of operations, and could negatively impact our business, revenues, financial condition and results of operations.*

An outbreak of COVID-19 was recognized as a pandemic by the WHO on March 11, 2020. In response to the COVID-19 outbreak, the governments of many countries, including India, have taken preventive or protective actions such as imposing country-wide lockdowns, as well as restrictions on travel and business operations. Since May 2020 many of these measures our operations and to build confidence in the safety protocols deployed at our office. If we do not respond appropriately to the pandemic, or if customers do not perceive our response to be adequate, we could suffer damage to our reputation and our brand, which could adversely affect our business in the future. Further, the lockdown was again imposed by the government in some parts of India during April 2021, which was partially relaxed in June 2021, during this lockdown although we have continued with our business, the execution of our business operations was delayed by few weeks. We cannot predict the degree to, or the time period over, which our business will be affected by the COVID-19 outbreak. For example, this pandemic could necessitate further lockdowns, resulting in significant additional effects on our revenue, financial condition and results of operations. There are numerous uncertainties associated with the COVID-19 outbreak, including the number of individuals who will become infected, availability of a vaccine or a cure that mitigates the effect of the virus, the extent of the protective and preventative measures imposed by governments and whether the virus' impact will be seasonal, among others. Consequently, there may be adverse effects of this pandemic on our short-term business operations and our financial results may be impacted.

73. *Our business is substantially affected by prevailing economic, political and other conditions.*

We are incorporated in and substantially all our operations are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations and cash flows are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations and cash flows, may include:

- (a) any increase in Indian interest rates or inflation;
- (b) any exchange rate fluctuations;
- (c) any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- (d) prevailing income conditions among Indian consumers and Indian corporates;
- (e) volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges;
- (f) changes in India's tax, trade, fiscal or monetary policies;
- (g) political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- (h) occurrence of natural or man-made disasters;
- (i) prevailing regional or global economic conditions, including in India's principal export markets;
- (j) any downgrading of India's debt rating by a domestic or international rating agency;
- (k) financial instability in financial markets; and
- (l) other significant regulatory or economic developments in or affecting India or its construction sector.

On February 24, 2022, Russian military forces invaded Ukraine. Although the length, impact and outcome of the ongoing military conflict in Ukraine is highly unpredictable, this conflict and responses from international communities could lead to significant market and other disruptions, including significant volatility in commodity prices and supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability, changes in consumer or purchaser preferences as well as increase in cyberattacks and espionage.

To date, we have not experienced any material interruptions in our supply chain, manufacturing facility and distribution network in connection with these conflicts. We have no way to predict the progress or outcome of the conflict in Ukraine as the conflict, and any resulting government reactions, are rapidly developing and beyond our control. The extent and duration

of the military action, sanctions and resulting market disruptions could be significant and could potentially have a substantial impact on the global economy and our business for an unknown period of time. Any of the abovementioned factors could affect our business, financial condition and results of operations.

In addition, any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, cash flows and financial condition and the price of the Equity Shares.

74. *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.

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

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

76. *A third-party could be prevented from acquiring control of us post this Offer, because of anti-takeover provisions under Indian Law.*

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the SEBI SAST Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of SEBI SAST Regulations.

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

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for our Equity Shares will develop or, if developed, does not guarantee the liquidity of such market for the Equity Shares. Our Company and the Book Running Lead Manager will appoint Market Maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Offer due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments. Investors might not be able to rapidly sell the Equity Shares at the quoted price if there is no active trading in the Equity Shares. The Offer Price of the Equity Shares has been determined by our Company and Selling shareholders in consultation with the BRLM through the Book Building Process.

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

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have in the past experienced substantial dislocations, liquidity disruptions and market corrections.

79. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Individual Investors are not permitted to withdraw their Bids after Bid/ Offer Closing Date.

Pursuant to the SEBI ICDR Regulations and amendments thereto, Qualified Institutional Buyers and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Similarly, Individual Investors can revise or withdraw their Bids at any time during the Bid/ Offer Period and until the Bid/ Offer Closing Date, but not thereafter. Therefore, Qualified Institutional Buyers and Non-Institutional Investors will not be able to withdraw or lower their Bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations or otherwise at any stage after the submission of their Bids.

SECTION IV – INTRODUCTION

THE OFFER

PRESENT OFFER OF EQUITY SHARES BY OUR COMPANY IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
Equity Shares Offered ⁽¹⁾⁽²⁾	Up to 32,30,000*, Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
Out of which:	
(i) Fresh Issue	Up to 26,00,000 Equity Shares aggregating up to ₹[●] Lakhs.
(ii) Offer for Sale ⁽³⁾	Up to 6,30,000 Equity Shares aggregating up to ₹[●] Lakhs.
Out of which:	
Offer Reserved for the Market Maker	Up to [●] Equity Shares of face value of ₹10/- each fully-paid up for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
Net Offer to the Public	Up to [●] Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹[●] per Equity Share aggregating ₹[●] Lakhs
Out of which*	
(A) QIB Portion ⁽⁴⁾⁽⁶⁾	Not more than [●] Equity Shares aggregating up to ₹[●] Lakhs.
Of which:	
(1) Anchor Investor Portion ⁽⁵⁾	Up to [●] Equity Shares aggregating to ₹[●] Lakhs
(2) Net QIB Portion (Assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares aggregating to ₹[●] Lakhs
Of which:	
(1) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares aggregating to ₹[●] Lakhs
(2) Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares aggregating to ₹[●] Lakhs
(B) Non-Institutional Portion ⁽⁴⁾	Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs
(C) Individual Investor Portion ⁽⁴⁾	Not less than [●] Equity Shares aggregating up to ₹ [●] Lakhs
Pre and Post – Offer Equity Shares	
Equity shares outstanding prior to the Offer	94,99,000 Equity Shares of face value of ₹10/- each fully paid-up
Equity shares outstanding after the Offer	Up to [●] Equity Shares of face value of ₹10/- each fully paid-up
Use of Net Proceeds	Please refer to the chapter titled “Objects of the Offer” beginning on page 98 of this Draft Red Herring Prospectus

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

Notes:

- The Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Offer is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations and amendments thereto read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – offer paid up equity share capital of our company are being offered to the public for subscription.
- The Offer including the Fresh Issue has been approved by our Board pursuant to the resolutions passed at its meetings held on January 13, 2025 and by our Shareholders pursuant to a special resolution passed at their meetings held on January 16, 2025.
- Selling Shareholders have confirmed that the Offered Shares have been held by such Selling Shareholders for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations and amendments thereto. Further, Selling Shareholders have confirmed that their respective Offered Shares are compliant with Regulation 230(1) (f) and 230(1) (g) of the SEBI ICDR Regulations 2018 read with SEBI ICDR (Amendment) Regulations, 2025.

Selling Shareholders have consented to the inclusion of their respective portion of the Offered Shares in the Offer for Sale as follows:

Name of the Selling Shareholders	Number of Equity Shares Offered in the Offer for Sale	Date of consent letter to the transmittal letter to participate in the Offer for Sale
Mr. Ankit Shailesh Mehta	3,15,000	January 17, 2025
Ms. Parul Shailesh Mehta	3,15,000	January 17, 2025

4. *The SEBI ICDR Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025, permits the offer of securities to the public through the Book Building Process, which states that not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of shares in non-institutional investors' category the, allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations 2018 read with SEBI ICDR (Amendment) Regulations, 2025. Not more than 50% of the Net Offer shall be allotted to QIBs, subject to valid Bids being received at or above the Offer Price.*
5. *Our Company, in consultation with the Selling Shareholders and BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investors Allocation Price. In case of under-subscription or non- Allotment in the Anchor Investor Portion, the remaining Equity Shares will be added back to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. For further information, see "Offer Procedure" on page 358.*
6. *Subject to valid bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders, as applicable, at the discretion of our Company and Selling Shareholders, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws. Undersubscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories.*

SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall not be less than minimum application size applied by such individual investors and Subject to the availability of shares in non-institutional investors' category, the allotment to Non- Institutional Investors shall be more than two lots which shall not be less than the minimum application size in the Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Further, SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, has prescribed that all individual Investors applying in initial public offerings opening on or after May 1, 2022, where the Bid amount is up to ₹ 5,00,000 shall use UPI. UPI Bidders using the UPI Mechanism, shall provide their UPI ID in the Bid cum Application Form for Bidding through Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

SUMMARY OF FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Consolidated Financial Information as at September 30, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.

The Restated Financial Information referred to above are presented under “Financial Information” beginning on page 261. The summary of financial information presented below should be read in conjunction with the “Restated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 261 and 298, respectively.

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RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
I. EQUITY AND LIABILITIES				
(1) Shareholders' funds				
(a) Share Capital	135.70	135.70	135.70	135.70
(b) Reserves and Surplus	4,240.19	2,765.77	1,313.95	547.93
Total	4,375.89	2,901.47	1,449.65	683.63
(2) Minority Interest	(1.38)	-	-	-
(3) Non-current liabilities				
(a) Long Term Borrowings	15.07	19.77	28.70	37.04
(b) Deferred Tax Liabilities (net)	2.32	6.33	2.49	0.59
(c) Long Term Provisions	5.52	3.83	1.90	0.98
Total	22.92	29.94	33.09	38.61
(4) Current liabilities				
(a) Short-term Borrowings	2,118.06	1,234.98	1,104.52	529.04
(b) Trade Payables				
- Due to Micro and Small Enterprises	-	-	-	-
- Due to Others	1,333.67	953.85	1,067.30	828.99
(c) Other Current Liabilities	128.04	119.49	26.35	230.07
(d) Short-term Provisions	571.19	111.51	67.36	143.81
Total	4,150.95	2,419.83	2,265.53	1,731.91
Total Equity and Liabilities	8,548.37	5,351.23	3,748.26	2,454.15
II. ASSETS				
(1) Non-current assets				
(a) Property, Plant and Equipment and Intangible Assets				
(i) Property, Plant and Equipment	854.77	532.21	554.89	53.99
(b) Other Non Current Asset	23.41	5.00	-	-
Total	878.18	537.21	554.89	53.99
(2) Current assets				
(a) Inventories	1,869.92	779.83	772.24	189.56
(b) Trade Receivables	5,442.21	3,161.05	2,238.19	1,917.67
(c) Cash and cash equivalents	128.59	6.65	12.37	0.05
(d) Short-term Loans and Advances	226.91	866.49	165.65	292.87
(e) Other Current Assets	2.56	-	4.92	-
Total	7,670.20	4,814.02	3,193.37	2,400.16
Total Assets	8,548.37	5,351.23	3,748.26	2,454.15

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ in Lakhs)

Particulars	For the period/ year ended			
	April 1, 2024 to September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations	11,312.61	13,202.69	13,137.78	8,698.05
Other Income	130.80	80.08	30.84	45.16
Total Income	11,443.41	13,282.77	13,168.62	8,743.21
Expenses				
Cost of Materials Consumed	313.83	10.39	-	-
Purchases of Stock in Trade	9,737.59	10,701.57	11,986.40	7,627.08
Changes in Inventories of Stock in Trade	(1,090.09)	(7.59)	(582.68)	(189.56)
Employee Benefit Expenses	109.27	114.49	71.46	50.63
Finance Costs	90.90	134.44	58.65	14.49
Depreciation	41.28	41.45	25.45	0.78
Other Expenses	241.16	292.61	557.61	507.59
Total expenses	9,443.93	11,287.37	12,116.89	8,011.00
Restated Profit/(Loss) before Exceptional and Extraordinary Item and Tax	1,999.48	1,995.40	1,051.73	732.21
Exceptional Item	-	-	-	-
Restated Profit/(Loss) before Extraordinary Item and Tax	1,999.48	1,995.40	1,051.73	732.21
Extraordinary Item	-	-	-	-
Restated Profit/(Loss) before Tax	1,999.48	1,995.40	1,051.73	732.21
Tax Expenses				
- Current Tax	514.25	507.16	265.40	183.69
- Deferred Tax	(4.01)	3.84	1.89	0.59
- Excess/Short Provision Written back/off	15.98	32.57	18.42	-
Restated Profit/(Loss) after Tax	1,473.26	1,451.82	766.02	547.93
Restated Profit/(Loss) for the period (before Minority interest adjustment)	1,473.26	1,451.82	766.02	547.93
Less: Minority interest in Profit/(Loss)	(1.15)	-	-	-
Restated Profit/(Loss) for the period (after Minority interest adjustment)	1,474.42	1,451.82	766.02	547.93
Earnings Per Share (Face Value per Share Rs.10 each)				
-Basic (In Rs)	15.51	15.28	8.06	6.71
-Diluted (In Rs)	15.51	15.28	8.06	6.71

RESTATED CONSOLIDATED CASH FLOW STATEMENT

(₹ in Lakhs)

Particulars	For the period April 1, 2024 to September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
CASH FLOW FROM OPERATING ACTIVITIES				
Restated Profit/(Loss) before Tax	1,999.48	1,995.40	1,051.73	732.21
Adjustments for:				
Depreciation	41.28	41.45	25.45	0.78
Provision for Employee Benefits	1.74	2.03	1.16	0.98
Minority Interest	1.15	-	-	-
Interest Paid	65.18	106.16	34.36	7.86
Operating Profit before working capital changes	2,108.82	2,145.03	1,112.69	741.83
Adjustment for:				
(Increase)/Decrease in Inventories	(1,090.09)	(7.59)	(582.68)	(189.56)
(Increase)/Decrease in Trade Receivables	(2,281.15)	(922.86)	(320.52)	(1,917.67)
(Increase)/Decrease in Loans and Advances	639.58	(700.85)	127.23	(292.87)
(Increase)/Decrease in Other Current Assets	(2.56)	4.92	(4.92)	-
(Increase)/Decrease in Other Non current Assets	-	(5.00)	-	-
Increase/(Decrease) in Trade Payables	379.82	(113.45)	238.32	828.99
Increase/(Decrease) in Other Current Liabilities	8.55	93.14	(203.72)	230.07
Increase/(Decrease) in Short-term Provisions	51.06	1.70	4.53	5.28
Cash (Used in)/Generated from Operating Activities	(185.96)	495.04	370.93	(593.95)
Tax paid (Net)	(121.66)	(497.38)	(365.03)	(45.16)
Net Cash (Used in)/Generated from Operating Activities	(307.63)	(2.34)	5.90	(639.11)
CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment	(363.84)	(18.77)	(526.35)	(54.77)
Purchase of Fixed Deposit	(18.41)	-	-	-
Net Cash (Used in)/Generated from Investing Activities	(382.24)	(18.77)	(526.35)	(54.77)
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Issue of Share Capital	-	-	-	134.70
Proceeds from Long Term Borrowings	-	-	-	37.04
Repayment of Long Term Borrowings	(4.70)	(8.93)	(8.35)	-
Proceeds/(Repayment) of Short Term Borrowings (Net)	883.08	130.47	575.48	529.04
Minority Interest Movement	(1.38)	-	-	-
Interest Paid	(65.18)	(106.16)	(34.36)	(7.86)
Net Cash (Used in)/Generated from Financing Activities	811.82	15.38	532.78	692.92
Net Increase/(Decrease) in Cash and Cash Equivalents	121.94	(5.72)	12.33	(0.95)
Opening Balance of Cash and Cash Equivalents	6.65	12.37	0.05	1.00
Closing Balance of Cash and Cash Equivalents	128.59	6.65	12.37	0.05

GENERAL INFORMATION

REGISTERED OFFICE OF OUR COMPANY

Chemkart India Limited

Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road,
TPS III, Santacruz (East), Mumbai - 400055, Maharashtra, India.

Tel No: +91 9136383828

Email: investors@chemkart.com

Website: <https://chemkart.com/>

Corporate Identification Number: U51220MH2020PLC338631

Registration Number: 338631

For further details and details of changes in the registered office of our company, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page 229 of this Draft Red Herring Prospectus.

REGISTRAR OF COMPANIES

Registrar of Companies, Mumbai

Ministry of Corporate Affairs, 100, Everest,
Marine Drive, Mumbai – 400 002, Maharashtra, India

Tel No: 022 – 2281 2627

Fax: 022 - 2281 1977

Email: roc.mumbai@mca.gov.in

Website: www.mca.gov.in

BOARD OF DIRECTORS

As on the date of this Draft Red Herring Prospectus, the Board of Directors of our Company comprises of the following:

Name	Designation	DIN	Residential Address
Mr. Ankit Shailesh Mehta	Chairman and Managing Director	06792217	A/1001 Nandadevi CHS, CTS No 106, Prabhat Colony, Road No 8, Near Bhoomi Tower, Santacruz East, Mumbai Suburban Maharashtra – 400 055, India.
Ms. Parul Shailesh Mehta	Executive Director	08718563	A/1001 Nandadevi CHS, CTS 106, Prabhat Colony, Road No 8, Near Bhoomi Tower, Santacruz East, Mumbai Suburban Maharashtra – 400 055, India.
Mr. Shailesh Vinodrai Mehta	Executive Director	10563871	A/1001 Nandadevi CHS, 10thFloor, CTS No 106, Prabhat Colony, Road No.8, Nr. Yatri Hotel, Santacruz East, Mumbai, Maharashtra – 400055, India.
Mr. Rajesh Kalro	Non-Executive Independent Director	05288562	B-1803, Fountain Height, Lokhandwala Complex, Akurli Road, Opp Mahindra Gate No. 4, Kandivali East, Mumbai – 400 101, Maharashtra, India.
Mr. Anirudh Ruia	Non-Executive Independent Director	10421244	Ruia House, 75 Juhu Lane, Andheri West, Mumbai, Maharashtra – 400058, India.
Mr. Abhishek Kamdar	Non-Executive Independent Director	06422005	29/5 Swadhin Sadan 50, C Road Near Wankhede Stadium, Churchgate, Mumbai – 400020, Maharashtra, India.

For detailed profile of our Board of Directors, please see chapter titled “*Our Management*” beginning on page 236 of this Draft Red Herring Prospectus.

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Ramdulari Saini, is our Company Secretary and Compliance Officer. Her contact details are as follows:

Ms. Ramdulari Saini

Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road,
TPS III, Santacruz (East), Mumbai - 400055, Maharashtra, India.
Tel No: +91 9136383828
Email: investors@chemkart.com
Website: <https://chemkart.com/>

Investor grievances:

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

All offer-related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose a copy of the Acknowledgment Slip or provide the application number received from the Designated Intermediary(ies) in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor.

CHIEF FINANCIAL OFFICER

Mr. Basavaraj Shankar Dalawai
Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road,
TPS III, Santacruz (East), Mumbai - 400055, Maharashtra, India.
Tel No: +91 9136383828
Email: investors@chemkart.com
Website: <https://chemkart.com/>

BOOK RUNNING LEAD MANAGER

Smart Horizon Capital Advisors Private Limited
(Formerly Known as Shreni Capital Advisors Private Limited)
B/908, Western Edge II, Kanakia Space,
Behind Metro Mall, Off Western Express Highway,
Magathane, Borivali East, Mumbai - 400066, Maharashtra, India.
Tel No: 022 - 28706822
Investor Grievance E-mail: investor@shcapl.com
Email: director@shcapl.com
Website: www.shcapl.com
Contact Person: Mr. Parth Shah
SEBI Registration No.: INM000013183

REGISTRAR TO THE OFFER

Bigshare Services Private Limited
S6-2, 6th Floor, Pinnacle Business Park,
Mahakali Caves Road, Next to Ahura Centre,
Andheri East, Mumbai – 400093, Maharashtra, India.
Tel: : +91 22 6263 8200
Email: ipo@bigshareonline.com

Investor Grievance ID: investor@bigshareonline.com
Website: www.bigshareonline.com
Contact person: Mr. Sagar Pathare
SEBI registration number: INR000001385

LEGAL ADVISOR TO THE OFFER

Asha Agarwal & Associates
118, Shila Vihar, Gokulpura,
Kalwar Road, Jhotwara,
Jaipur – 302 012, Rajasthan, India
Tel No: +91 99509 33137
Email: ashaagarwalassociates@gmail.com
Contact Person: Ms. Asha Agarwal
License: 75654/R/38/2016

STATUTORY AUDITORS OF OUR COMPANY

M/s. Mehta & Associates, Chartered Accountants
301 A, Rahul Apartment, S.V. Road, Andheri (W),
Mumbai 400058, Maharashtra, India
Tel No.: +91 9029227337
Email: Abhi.mehta@line.com
Contact Person: Abhishek Mehta
Membership No.: 165275
Firm Registration No.: 148089W

PEER REVIEWED AUDITORS OF OUR COMPANY

M/s. Bagaria & Co LLP, Chartered Accountants,
701 Stanford, Junction of S V Road & C D Burfiwala Marg,
Andheri West, Mumbai, Maharashtra 400058, India.
Tel No.: +91 9930960286
Email: mohak@bagariaco.com
Contact Person: Mohak Goel
Membership No.: 159883
Firm Registration No.: 113447W/W-100019
Peer Review Registration No.: 014670

BANKERS TO OUR COMPANY

ICICI Bank Limited
Capital Market Division, 5th Floor, HT Parekh Marg
Churchgate, Mumbai 400020, Maharashtra, India
Tel No: 022-68052182
Email: ipocmg@icicibank.com
Website: www.icicibank.com
Contact Person: Mr. Varun Badai
SEBI Registration No.: INBI000000004

BANKERS TO THE OFFER / ESCROW COLLECTION BANK, REFUND BANK AND PUBLIC OFFER BANK

[•]*

SHARE ESCROW AGENT

[•]*

SYNDICATE MEMBER

[•]*

MONITORING AGENCY

[•]*

**The Banker to the Offer, Share Escrow Agent, Syndicate Member and Monitoring Agency shall be appointed prior to filing of the Red Herring Prospectus with the ROC.*

INTER-SE ALLOCATION OF RESPONSIBILITIES OF THE BOOK RUNNING LEAD MANAGER

Smart Horizon Capital Advisors Private Limited is the sole Book Running Lead Manager to this Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

SELF-CERTIFIED SYNDICATE BANKS

The list of SCSBs notified by SEBI, for the ASBA process is available at (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> updated from time to time or at such other websites as may be prescribed by SEBI from time to time, (ii) A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidder using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available on the website of SEBI at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time.

SCSBS AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM

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 read with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, read with other applicable UPI Circulars, UPI Bidders, bidding using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.

SYNDICATE SCSB BRANCHES

In relation to Bids (other than Bids by Anchor Investors and IIs) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, as updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time.

REGISTERED BROKERS

Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at <https://www.bseindia.com>, as updated from time to time.

REGISTRAR AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchange at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx, respectively, as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchange at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx, respectively, as updated from time to time.

CREDIT RATING

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

IPO GRADING

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

DEBENTURE TRUSTEES

Since this is not a debenture issue, appointment of debenture trustee is not required.

MONITORING AGENCY

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 262 of SEBI ICDR Regulations and amendments thereto, for monitoring of the utilization of the proceeds from the Fresh Issue. For details in relation to the proposed utilization of the proceeds from the Fresh Issue, please see “Objects of the Offer” on page 98 of this Draft Red Herring Prospectus.

APPRAISING ENTITY

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

GREEN SHOE OPTION

No green shoe option is contemplated under the offer.

CHANGES IN AUDITORS

There has been no change in the auditors of our Company during the three years preceding the date of this Draft Red Herring Prospectus.

EXPERTS TO THE OFFER

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

Our Company has received written consent dated January 23, 2025, from Peer Reviewed Auditor namely, M/s. Bagaria & Co LLP, Chartered Accountants, to include their name in respect of the reports on the Restated Financial Information dated March 07, 2025 and the Statement of Possible Tax Benefits dated March 07, 2025 issued by them and included in this Draft Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Further, our Company has received written consent dated January 17, 2025, from M/s. SRJ Certification Services Private Limited, Independent Chartered Engineer, to include their name as required under Section 26 (5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert”, as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an Independent Chartered Engineer, in relation to the certification required for capacity utilization report dated January 17, 2025, certifying, inter alia, installed and actual capacity and list of plant and machinery. Also, in relation to the project report obtained on February 20, 2025, with respect to the setting up of manufacturing unit by the wholly-owned subsidiary Company named ERMPL and providing details of quotations and necessary approvals as required for the proposed unit.

Further, Our Company has also received written consent dated March 07, 2025 from the Practicing Company Secretary, namely M/s. Nirmal Tiwari & Associates, Practicing Company Secretary, to include their name in this Draft Red Herring Prospectus, as an “expert” as defined under section 2(38) and section 26(5) of the Companies Act, 2013 to the extent and in

his capacity as a practicing company secretary in respect of their certificate dated March 07, 2025 for the ROC Search obtained from MCA and providing the list of delays/ non-filing/ non-compliance of the forms filed with ROC as applicable to us and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

FILING OF THE DRAFT RED HERRING PROSPECTUS, RED HERRING PROSPECTUS AND PUBLIC ANNOUNCEMENT OF DRAFT RED HERRING PROSPECTUS

The Draft Red Herring Prospectus shall be filed on BSE SME platform situated at 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001, Maharashtra, India.

The Draft Red Herring Prospectus filed with BSE will be made public for comments, if any, for a period of at least twenty-one days from the date of filing the Draft Red Herring Prospectus, by hosting it on our Company's website <https://chemkart.com/>, BSE SME's website <https://www.bseindia.com> and Book Running Lead Manager's website www.shcapl.com.

Our Company shall, within two working days of filing the Draft Red Herring Prospectus with BSE SME Exchange, make a public announcement in all editions of [●] (a widely circulated English national daily newspaper), and all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of the [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), disclosing the fact of filing of the Draft Red Herring Prospectus with BSE SME and inviting the public to provide their comments to the BSE SME Exchange, our Company or the Book Running Lead Manager in respect of the disclosures made in this Draft Red Herring Prospectus.

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

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013, will be delivered to the Registrar of Companies, Mumbai through the electronic portal at <http://www.mca.gov.in>, at least (3) three working days prior from the date of opening of the offer.

TYPE OF OFFER

The present offer is considered to be 100% Book-Building offer.

BOOK BUILDING PROCESS

Book building, in the context of the offer, refers to the process of collection of Bids from bidders on the basis of the Red Herring Prospectus, the Bid Cum Application Forms and the Revision Forms, if any, within the Pre Offer and Price Band and the minimum Bid Lot, which will be decided by our company and selling shareholders in consultation with the Book Running Lead Manager, and will be advertised in [●], all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] all editions of the Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located) each with wide circulation at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their respective website. The offer price shall be determined by our company and selling shareholders in consultation with the Book Running Lead Manager, after the Bid/Offer Closing Date. For details, see "Offer Procedure" beginning on page 358 of this Draft Red Herring Prospectus.

All Bidders (other than Anchor Investors) shall participate in this Offer mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the Individual Investors may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Non-Institutional Investors with an application size of up to ₹ 5.00 Lakhs shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors are not permitted to participate in the Offer through the ASBA process. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹ 5.00 Lakhs shall use the UPI Mechanism.

In terms of the SEBI ICDR Regulations and amendments thereto, QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. Individual Investors can revise their Bids during the Bid / Offer Period and withdraw their Bids until the Bid / Offer Closing Date. Further, Anchor Investors in the Anchor Investor Portion cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. Additionally, Subject to the availability of Equity Shares in the Non – Institutional investors category, allotment to each Non- Institutional Bidder shall not be less than the minimum application size, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

For further details, see “Terms of the Offer”, “Offer Structure” and “Offer Procedure” beginning on pages 343, 353 and 358 of this Draft Red Herring Prospectus, respectively.

The process of Book Building under the SEBI ICDR Regulations and amendments thereto and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

Bidders should note that, the Offer is also subject to obtaining:

- (a) The final approval of the RoC after the Prospectus is filed with the RoC; and
- (b) Final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment.

UNDERWRITING AGREEMENT

This offer is 100% Underwritten by Smart Horizon Capital Advisors Private Limited in the capacity of underwriter to the offer. The underwriting agreement is dated [●]. Pursuant to the terms of the underwriting Agreement, the obligations of the underwriters are several and are subject to certain conditions specified therein. The underwriters have indicated their intention to underwrite the following number of specified securities being issued through this offer:

(₹ in Lakhs)

Details of the Underwriter	No. of Equity Shares Underwritten*	Amount Underwritten	% of total Issue size underwritten
Smart Horizon Capital Advisors Private Limited B/908, Western Edge II, Kanakia Space, Behind Metro Mall, Off Western Express Highway, Magathane, Borivali East, Mumbai - 400066, Maharashtra, India. Tel No: 022 - 28706822 Investor Grievance E-mail: investor@shcapl.com Email: director@shcapl.com Website: www.shcapl.com Contact Person: Mr. Parth Shah SEBI Registration No.: INM000013183	Up to 32,30,000*	[●]	100.00%

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

In accordance with Regulation 260(2) of the SEBI ICDR Regulations and amendments thereto, this Offer has been 100% underwritten and shall not restrict to the minimum subscription level. Our Company shall ensure that the Book Running Lead Manager to the Offer have underwritten at least 15% of the total Offer Size. In the opinion of the Board of our Directors of our company, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full.

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

MARKET MAKER

[●]

DETAILS OF THE MARKET MAKING AGREEMENT

In accordance with Regulation 261 of the SEBI ICDR Regulations and amendments thereto, we shall enter into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with BSE to fulfil the obligations of Market Making) dated [●], 2025 to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this offer.

[●] registered with SME Platform of BSE “BSE SME” will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

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 BSE and SEBI in this matter from time to time.

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the BSE Limited (SME platform of BSE) and SEBI from time to time.
3. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME platform of BSE (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the SME Platform of BSE from time to time).
4. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Offer Size. Any Equity Shares allotted to Market Maker under this Offer over and above 25% of Offer Size would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Offer Size, the Market Maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
7. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
8. 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.
9. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
10. 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.
11. The Market Maker(s) shall have the right to terminate said arrangement by giving a six months’ notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement. In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the BRLM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the BRLM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total

number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.

12. **Risk containment measures and monitoring for Market Makers:** BSE SME Exchange will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
13. **Punitive Action in case of default by Market Makers:** The Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
14. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for offer size up to ₹250 Crores, the applicable price bands for the first day shall be:
 - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the 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.

The following spread will be applicable on the BSE SME Exchange/ Platform.

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	7
4.	Above 100	6

15. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Maker during market making process has been made applicable, based on the offer size and as follows:

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

16. The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/ BSE from time to time.
17. 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.

CAPITAL STRUCTURE

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

(₹ in lakhs except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Offer Price*
A.	Authorized Share Capital		
	Equity Shares comprising:		
	2,50,00,000 Equity Shares of face value of ₹10/- each	2,500.00	-
	Total	2,500.00	-
B.	Issued, Subscribed and Paid-Up Equity Capital before the Offer		
	Equity Shares comprising:		
	94,99,000 Equity Shares of face value of ₹10/- each	949.90	-
	Total	949.90	-
C.	Present Offer in Terms of this Draft Red Herring Prospectus^(a)		
	Offer of up to 32,30,000 Equity Shares of face value of ₹10/- each aggregating up to ₹[●] Lakhs	[●]	[●]
	of which		
	Fresh Issue of up to 26,00,000 Equity Shares of face value of ₹10/- each aggregating up to ₹[●] Lakhs	[●]	[●]
	Offer for Sale of up to 6,30,000 Equity Shares of face value of ₹10/- each aggregating up to ₹[●] Lakhs ^(b)	[●]	[●]
	Which Includes:		
	Up to [●] Equity Shares of face value of ₹10/- each at a price of ₹ [●] /- per Equity Share reserved as Market Maker Portion	[●]	[●]
	Net offer to Public of Up to [●] Equity Shares of ₹10/- each at a price of ₹ [●] /- per Equity Share to the Public	[●]	[●]
	Of Which		
	At least [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Individual Investors	[●]	[●]
	At least [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
	Not more than [●] Equity Shares aggregating up to ₹ [●] Lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. Of which shall be allocated to mutual funds	[●]	[●]
D.	Issued, Subscribed and Paid-Up Capital After the Offer*		
	Up to [●] Equity Shares of face value of ₹10/- each	[●]	-
E.	Securities Premium Account		
	Before the Offer [#]		Nil
	After the Offer		[●]

*To be included upon finalisation of Offer Price.

[#] Securities Premium before the Issue as on September 30, 2024

- (a) The Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on January 13, 2025 and by the Shareholders of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on January 16, 2025.
- (b) The Equity Shares being offered by the Selling Shareholders have been held for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For details on Consent of the Selling Shareholders in relation to their portion of Offered Shares, please refer to the chapters titled “The Offer” and “Other Regulatory and Statutory

Disclosures'' on pages 71 and 330 respectively.

CLASS OF SHARES

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

NOTES TO THE CAPITAL STRUCTURE

1. Changes in the authorised share capital of our Company:

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

Sr. No.	Particulars	Cumulative No. of Equity Shares	Face Value of Equity Share	Cumulative Authorized Share Capital (₹ in lakhs)	Date of Meeting	Whether AGM/ EGM
1.	On incorporation	50,000	10/-	5.00	On incorporation	N.A.
2.	Increased from ₹5.00 Lakhs to ₹150.00 Lakhs	15,00,000	10/-	150.00	February 25, 2022	EGM
3.	Increased from ₹150.00 Lakhs to ₹2,500.00 Lakhs	2,50,00,000	10/-	2,500.00	March 04, 2024	EGM

2. Equity Share Capital History of our Company:

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

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Share Capital (₹)
Upon Incorporation	10,000	10/-	10/-	Cash	Subscription to MOA ⁽ⁱ⁾	10,000	1,00,000
March 28, 2022	13,47,000	10/-	10/-	Cash	Rights Issue ⁽ⁱⁱ⁾	13,57,000	1,35,70,000
December 27, 2024	81,42,000	10/-	Nil	Other than Cash	Bonus Issue ⁽ⁱⁱⁱ⁾	94,99,000	9,49,90,000

(i) Initial Subscribers to the Memorandum of Association of our company:

Sr. No	Name	No of Equity Shares
1.	Mr. Ankit Shailesh Mehta	5,000
2.	Ms. Parul Shailesh Mehta	5,000
	Total	10,000

(ii) Rights Issue of 13,47,000 Equity Shares of face value of ₹10/- each at a price of ₹10/- each. The details of Equity Shares Offered, Received, Renounced and Subscribed by the Existing shareholders is as under:

Sr. No	Name	Equity Shares Offered	Equity Shares Received /(Renounced)	Net Balance of Equity Shares	Equity Shares Subscribed/Received by Renunciation	Lapse of Equity Shares
1.	Mr. Ankit Shailesh Mehta	6,73,500	-	6,73,500	6,73,500	-

Sr. No	Name	Equity Shares Offered	Equity Shares Received / (Renounced)	Net Balance of Equity Shares	Equity Shares Subscribed/Received by Renunciation	Lapse of Equity Shares
2.	Ms. Parul Shailesh Mehta	6,73,500	-	6,73,500	6,73,500	-
	Total	13,47,000	-	13,47,000	13,47,000	-

(iii) Bonus Issue of 81,42,000 Equity Shares of face value of Rs. 10/- each in the ratio of 6:1 i.e., 6 Bonus Equity Shares for each Equity Shares held:

Sr. No	Name	No. of Equity Shares
1.	Mr. Ankit Shailesh Mehta	40,70,970
2.	Ms. Parul Shailesh Mehta	40,71,000
3.	Mr. Shailesh Vinodrai Mehta	06
4.	Ms. Jaini Shailesh Mehta	06
5.	Mr. Mikit Bharat Bhayani	06
6.	Ms. Bhavna Bharat Bhayani	06
7.	Mr. Bharat Dhirajlal Bhayani	06
	Total	81,42,000

3. Except as disclosed below, we have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation:

Date of Issuance	Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
Board Resolution dated: December 18, 2024 Shareholder's Resolution dated: December 25, 2024	December 27, 2024	81,42,000	10/-	Nil	Bonus Issue	Capitalization of Surplus	Mr. Ankit Shailesh Mehta	40,70,970
							Ms. Parul Shailesh Mehta	40,71,000
							Mr. Shailesh Vinodrai Mehta	06
							Ms. Jaini Shailesh Mehta	06
							Mr. Mikit Bharat Bhayani	06
							Ms. Bhavna Bharat Bhayani	06
							Mr. Bharat Dhirajlal Bhayani	06

4. No equity shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 and sections 230-234 of the Companies Act, 2013.
5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme/ stock appreciation rights Scheme for our employees.
6. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
7. Except as disclosed below, we have not issued any Equity Shares at price below Offer price within last one year from the date of this Draft Red Herring Prospectus:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Offer Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
December 27, 2024	81,42,000	10/-	Nil	Bonus Issue	Capitalization of Surplus	Mr. Ankit Shailesh Mehta	40,70,970
						Ms. Parul Shailesh Mehta	40,71,000
						Mr. Shailesh Vinodrai Mehta	06
						Ms. Jaini Shailesh Mehta	06
						Mr. Mikit Bharat Bhayani	06
						Ms. Bhavna Bharat Bhayani	06
						Mr. Bharat Dhirajlal Bhayani	06

8. Shareholding Pattern of our Company

The table below presents the current shareholding pattern of our Company as on the date of this Draft Red Herring 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 Underlying Outstanding convertible securities (including Shareholding as a % assuming full 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)*		
						</																											

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)	No. of Voting Rights held in each class of securities (IX)			No. of Underlying Outstanding convertible securities (including	Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	No (a)	As a % of total Shares held	No (a)	As a % of total Shares held	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)*
								Class-Equity	Class	Total	Total as a % of (A+B+C)								
	Total	7	94,99,000	-	-	94,99,000	100.00	94,99,000	-	94,99,000	100.00	-	100.00	-	-	-	-	-	94,99,000

9. Set forth below is a list of Public Shareholders of our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre - offer Equity Share Capital (%)
1.	Mr. Mikit Bharat Bhayani	7	Negligible
2.	Mr. Bharat Dhirajlal Bhayani	7	Negligible
	Total	14	Negligible

10. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre - offer Equity Share Capital (%)
1.	Mr. Ankit Shailesh Mehta	47,49,465	50.00%
2.	Ms. Parul Shailesh Mehta	47,49,500	50.00%
	Total	94,98,965	100.00%

11. List of Shareholders holding 1% or more of the paid-up Share Capital of our Company two years prior to this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre - offer Equity Share Capital (%)
1.	Mr. Ankit Shailesh Mehta	6,78,500	50.00%
2.	Ms. Parul Shailesh Mehta	6,78,500	50.00%
	Total	13,57,000	100.00%

12. List of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre - offer Equity Share Capital (%)
1.	Mr. Ankit Shailesh Mehta	6,78,500	50.00%
2.	Ms. Parul Shailesh Mehta	6,78,500	50.00%

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre - offer Equity Share Capital (%)
	Total	13,57,000	100.00%

13. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre - offer Equity Share Capital (%)
1.	Mr. Ankit Shailesh Mehta	47,49,465	50.00%
2.	Ms. Parul Shailesh Mehta	47,49,500	50.00%
	Total	94,98,965	100.00%

14. Our Company has not made any Initial Public Offer of specified securities in the preceding two years from the date of filing of this Draft Red Herring Prospectus.
15. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of offer. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the issue, by way of split / consolidation of the denomination of Equity Shares. However, our Company may further issue Equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

16. Shareholding of our Promoters:

As on the date of this Draft Red Herring Prospectus, our Promoters hold 94,98,965 Equity Shares, representing 100.00% of the pre-offer, subscribed and paid-up Equity Share capital of our Company.

Build-up of the shareholding of our Promoters in our Company since incorporation:

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Issue Price /Acquisition / Transfer Price (₹)	% of Pre - Offer Equity Share Capital	% of Post Offer Equity Share Capital
(A) Mr. Ankit Shailesh Mehta							
On Incorporation	Subscription to MOA	Cash	5,000	10/-	10/-	0.05%	[●]%
March 28, 2022	Rights Issue	Cash	6,73,500	10/-	10/-	7.09%	[●]%
August 16, 2024	Transfer of Shares to Mr. Shailesh Vinodrai Mehta	Cash	(1)	10/-	10/-	Negligible	[●]%
	Transfer of Shares to Ms. Jaini Shailesh Mehta	Cash	(1)	10/-	10/-	Negligible	[●]%
	Transfer of Shares to Mr. Mikit Bharat Bhayani	Cash	(1)	10/-	10/-	Negligible	[●]%
	Transfer of Shares to Mr. Bharat Dhirajlal Bhayani	Cash	(1)	10/-	10/-	Negligible	[●]%

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Issue Price /Acquisition / Transfer Price (₹)	% of Pre - Offer Equity Share Capital	% of Post Offer Equity Share Capital
	Transfer of Shares to Ms. Bhavna Bharat Bhayani	Cash	(1)	10/-	10/-	Negligible	[●]%
December 27, 2024	Bonus Issue	Other than Cash	40,70,970	10/-	-	42.86%	[●]%
Total			47,49,465			50.00%	[●]%

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Issue Price /Acquisition / Transfer Price (₹)	% of Pre - Offer Equity Share Capital	% of Post Offer Equity Share Capital*
(B) Ms. Parul Shailesh Mehta							
On Incorporation	Subscription to MOA	Cash	5,000	10/-	10/-	0.05%	[●]%
March 28, 2022	Rights Issue	Cash	6,73,500	10/-	10/-	7.09%	[●]%
December 27, 2024	Bonus Issue	Other than Cash	40,71,000	10/-	-	42.86%	[●]%
Total			47,49,500			50.00%	[●]%

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Issue Price /Acquisition / Transfer Price (₹)	% of Pre - Offer Equity Share Capital	% of Post Offer Equity Share Capital*
(C) Mr. Shailesh Vinodrai Mehta							
August 16, 2024	Transfer of shares from Mr. Ankit Shailesh Mehta	Cash	1	10/-	10/-	Negligible	[●]%
December 27, 2024	Bonus Issue	Other than Cash	6	10/-	-	Negligible	[●]%
Total			7			Negligible	[●]%

Note: All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. Further, our Promoters have not pledged any of the Equity Shares that they hold in our Company.

17. Pre-Offer and Post-Offer Shareholding of our Promoters, Promoter Group and Selling Shareholders:

Category of Shareholders	Pre-Offer		Post-Offer	
	No. of Shares	% of pre-offer Capital	No. of Shares	% of pre-offer Capital
Promoters				
Mr. Ankit Shailesh Mehta (Selling Shareholder)	47,49,465	50.00%	[●]	[●]
Ms. Parul Shailesh Mehta (Selling Shareholder)	47,49,500	50.00%	[●]	[●]
Mr. Shailesh Vinodrai Mehta	7	Negligible	[●]	[●]
Promoter Group				
Ms. Jaini Shailesh Mehta	7	Negligible	[●]	[●]
Ms. Bhavna Bharat Bhayani	7	Negligible	[●]	[●]
Total	94,98,986	100.00%	[●]	[●]

18. None of our Directors or Key Managerial Personnel or senior management hold any Equity Shares other than as set out below:

Name	Designation	No. of Equity Shares held	% of Pre-Offer Equity Share Capital	% of Post-Offer Equity Share Capital
Mr. Ankit Shailesh Mehta (Selling Shareholder)	Promoter, Chairman and Managing Director	47,49,465	50.00%	[●]
Ms. Parul Shailesh Mehta (Selling Shareholder)	Promoter and Executive Director	47,49,500	50.00%	[●]
Mr. Shailesh Vinodrai Mehta	Promoter and Executive Director	7	Negligible	[●]

19. Except as disclosed below, there were no equity shares purchased/sold by the Promoter(s) and Promoter Group, Directors of our Company and their relatives and partners of our body corporate promoter during last six months from the date of this Draft Red Herring Prospectus.

Sr. No.	Name of Shareholder	Date of Transaction	Promoter/ Promoter Group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
(a)	Mr. Ankit Shailesh Mehta	December 27, 2024	Promoter, Chairman and Managing Director	40,70,970	-	Bonus Issue of shares
(b)	Ms. Parul Shailesh Mehta	December 27, 2024	Promoter and Executive Director	40,71,000	-	Bonus Issue of shares
(c)	Mr. Shailesh Vinodrai Mehta	December 27, 2024	Promoter and Executive Director	6	-	Bonus Issue of shares
(d)	Ms. Jaini Shailesh Mehta	December 27, 2024	Promoter Group	6	-	Bonus Issue of shares
(e)	Ms. Bhavna Bharat Bhayani	December 27, 2024	Promoter Group	6	-	Bonus Issue of shares

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

20. Promoters' Contribution and Lock-in details

Details of Minimum Promoter's Contribution

Pursuant to the Regulation 236 and 238 of SEBI ICDR Regulations and amendments thereto, an aggregate of at least 20% of the post Offer Equity Share capital of our Company held by our Promoters shall be locked-in for a period of three years from the date of Allotment in this Offer and the Promoters' shareholding in excess of 20% of the post Offer Equity Share capital of our Company shall be locked in as per Regulation 238(b) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute of the post offer Equity Share capital of our Company as Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters' Contribution from the date of filing of this Draft Red Herring Prospectus until the commencement of the lock-in period specified below.

Details of the Equity Shares forming part of Promoters' Contribution and their lock-in details are as follows:

Name of Promoter	Date of Allotment/ Transfer and made fully Paid Up	No of Equity Shares allotted	No of Equity Shares Locked in	Face Value (in ₹)	Issue Price (in ₹)	Nature of Allotment	% Of Post- Offer Paid-up Capital	Lock-in Period
Mr. Ankit Shailesh Mehta (Selling Shareholder)	December 27, 2024	40,70,970	Up to 13,00,000	10/-	-	Bonus Issue	[●]	3 Years
Ms. Parul Shailesh Mehta (Selling Shareholder)	December 27, 2024	40,71,000	Up to 13,00,000	10/-	-	Bonus Issue	[●]	3 Years
Total			Up to 26,00,000					

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

- Equity Shares acquired three years preceding the date of this Draft Red Herring Prospectus for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoters' Contribution;
- The Equity Shares acquired during the year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in this offer is not part of the minimum promoter's contribution.
- The Equity Shares held by the promoters and offered for minimum 20% Promoter's Contribution are not subject to any pledge or any other form of encumbrances.
- Specific written consent has been obtained from the Promoters for inclusion of up to 26,00,000 Equity Shares for ensuring lock-in of three years to the extent of minimum 20% of post offer paid-up Equity Share Capital from the date of allotment in the public offer.
- The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI ICDR Regulations and amendments thereto.
- We further confirm that our Promoters' contribution of minimum 20% of the post offer Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India.
- Our Promoter Selling Shareholders are in compliance with the provision of lock-in shares as per SEBI ICDR Regulations read with SEBI (ICDR) (Amendment) Regulations, 2025.

Details of Equity Shares held by Promoters in excess of minimum promoters' contribution

Lock in of Equity Shares held by Promoters in excess of minimum promoters' contribution as per Regulation 238 of the SEBI ICDR Regulations, 2018 read with SEBI (ICDR) (Amendment) Regulations, 2025. Pursuant to Regulation 238(b) of the SEBI ICDR Regulations, 2018 read with SEBI (ICDR) (Amendment) Regulations, 2025, the Equity Shares held by our Promoters and promoters' holding in excess of minimum promoters' contribution shall be locked as follows:

- Fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer i.e. pre-Offer of [●] Equity Shares shall be subject to lock-in; and

- b) Remaining fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer i.e. pre- Offer of [●] Equity Shares shall be subject to lock-in.

Details of Equity Shares held by persons other than the Promoters

Lock in of Equity Shares held by persons other than promoters as per Regulation 239 of the SEBI ICDR Regulations and amendment thereto. The entire pre-issue capital held by persons other than the promoters shall be locked-in for a period of one year from the date of allotment in the initial public offer, i.e. pre-Issue of [●] Equity Shares shall be subject to lock-in.

Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors

- Fifty percent of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

Inscription or recording of non-transferability

In terms of Regulation 241 of the SEBI ICDR Regulations and amendments thereto, 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 and amendments thereto, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

- (a) if the equity shares are locked-in in terms of clause (a) of Regulation 238 of SEBI ICDR Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the offer and pledge of equity shares is one of the terms of sanction of the loan;
- (b) if the specified securities are locked-in in terms of clause (b) of Regulation 238 of SEBI ICDR Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 and the pledge of specified securities is one of the terms of sanction of the loan.

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

Transferability of Locked in Equity Shares

- (a) Pursuant to Regulation 243 of the SEBI ICDR Regulations and amendments thereto, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI ICDR Regulations and its amendments thereto, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
 - (b) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations and its amendments thereto, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
- 21. Neither the Company, nor it's Promoters, Directors or the Book Running Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
 - 22. All Equity Shares offered pursuant to the offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful Applicants will be offered fully paid-up Equity Shares.

23. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the SEBI MB Regulations 1992) do not hold any Equity Shares of our Company. The Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
24. As on date of this Draft Red Herring Prospectus, there are no outstanding ESOP's, ESPS's, Stock Appreciation Right Scheme, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs/ ESPS/Stock Appreciation Right Scheme till date. As and when, options are granted to our employees under the Employee Stock Option Scheme, Employee Stock Purchase Scheme or under Stock Appreciation Right Scheme our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
25. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "Basis of Allotment" in the chapter titled "Offer Procedure" beginning on page 358 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the offer shall be as per the requirements of Regulation 268 (2) of SEBI ICDR Regulations, as amended from time to time.
26. An over-subscription to the extent of 10% of the Net Offer can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this offer. Consequently, the actual allotment may go up by a maximum of 10% of the Net Offer, as a result of which, the post issue paid up capital after the offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post offer paid-up capital is locked in.
27. Subject to valid applications being received at or above the Offer Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company and Selling Shareholders in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
28. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
29. We have 7 (Seven) Shareholders as on the date of filing of the Draft Red Herring Prospectus.
30. As per RBI regulations, OCBs are not allowed to participate in this Offer.
31. Our Company has not raised any bridge loans.
32. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Offer.
33. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
34. Our Company shall also ensure that any proposed pre-IPO placement disclosed in the draft offer document shall be reported to the stock exchange(s), within twenty-four hours of such pre-IPO transactions (in part or in entirety) – **Not Applicable**.
35. Our Promoters and Promoter Group will not participate in the Offer, except to the extent of the Offer for Sale by the Selling Shareholders.
36. There are no safety net arrangements for this Public Offer.
37. Our Company has not undertaken any arrangements (acquisition, amalgamation and merger, slump sale, existing or proposed both) in the last 5 financial years except for the following acquisition made by the Company:

Our Company had entered into a Share Purchase Agreement dated September 01, 2024 with Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta to Purchase the shareholding of Vinstar Biotech Private Limited (VBPL) and Easy Raw Materials Private Limited (ERMPL) as a WOS of our company, the share purchase agreement entered by the Company was intended by the Management to consolidate the business operations of VBPL and ERMPL. Following are the details of the same:

Transfer details with respect to ERMPL:

Seller	Number of Equity Shares purchased	Acquirer	Price per share	Total Consideration (₹ in Lakhs)	% of the Shareholding acquired
Mr. Ankit Shailesh Mehta	9,800	Chemkart India Limited (formerly known as Chemkart India Private Limited)	10/-	0.98	98.98%
Ms. Parul Shailesh Mehta	100		10/-	0.01	1.01%
Total	9,900				99.99%

Transfer details with respect to VBPL:

Seller	Number of Equity Shares purchased	Acquirer	Price per share	Total Consideration (₹ in Lakhs)	% of the Shareholding acquired
Mr. Ankit Shailesh Mehta	4,900	Chemkart India Limited (formerly known as Chemkart India Private Limited)	10/-	0.49	49.49%
Ms. Parul Shailesh Mehta	5,000		10/-	0.50	50.50%
Total	9,900				99.99%

38. Our Company has not issued any Compulsory Convertible Preference Share as on the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Date of Acquisition of Preference Share	Number of Preference Shares Acquired	Conversion Ration	Number of Equity Shares to be allotted/ allotted post conversion	Acquisition price per preference shares	Estimated Price per Equity Shares (based on conversion)
Not Applicable							

39. Our Company has not issued any Debentures whether CCD's or NCD's as on the date of this Draft Red Herring Prospectus:

Number of Debentures issued	Date of issuance	Proposed Conversion	Material terms and conditions	Name of the Nominee
Not Applicable				

40. Our Company is in compliance with the provisions of the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of this Draft Red Herring Prospectus.
41. None of the public shareholders/investors of our Company is directly/indirectly related with our Book Running Lead Manager or their associates.
42. The Book Running Lead Manager is not Associated with our Company within the meaning of Regulation 21A(1) of the SEBI Merchant Bankers Regulations read with Regulation 23(3) of the SEBI ICDR Regulations and amendments thereto.
43. The Equity Shares of our company are in the dematerialization form.
44. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.

SECTION V – PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of 26,00,000 equity shares of face value ₹ 10, aggregating up to ₹ [●] lakhs by our Company and an Offer for Sale of up to 6,30,000 equity shares of face value ₹ 10, aggregating to ₹ [●] lakhs by the Promoter Selling Shareholders. See “Summary of the Offer Document” and “The Offer” on pages 22 and 71, respectively.

OFFER FOR SALE

Our Company will not receive any proceeds received from the Offer for Sale by the Selling Shareholders. However, except for the listing fees which shall be solely borne by our Company, all offer expenses will be shared, upon successful completion of the Offer, between our Company and the Selling Shareholders on a pro-rata basis, in proportion to the Equity Shares offered and allotted by our Company in the Fresh Issue and the offered shares sold by the Selling Shareholders in the Offer for Sale. The proceeds of the Offer for Sale, shall be received by the Selling Shareholders to their respective portion of the proceeds from the Offer for Sale in proportion of the Equity Shares offered by the respective Selling Shareholders as part of the Offer for Sale and, will not form part of the Net Proceeds.

FRESH ISSUE

Our Company proposes to utilize the Net Proceeds from the Fresh Issue towards funding the following objects:

- (a) Financing the capital expenditure towards setting up of the Manufacturing Facility through investment in our Wholly-Owned Subsidiary (WOS) Company, Easy Raw Materials Private Limited;
- (b) Repayment/prepayment of all or certain of our borrowings availed of by our Company;
- (c) General corporate purposes.

(Collectively, referred to herein as the “*Objects of the Fresh Issue*”)

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company and our WOS to undertake the existing business activities and the activities for which funds are being raised by us through the Offer. In addition, our Company expects to receive the benefits of listing of Equity Shares on the BSE SME including enhancing our visibility and our brand image among our existing and potential customers and creating a public market for our Equity Shares in India.

FRESH ISSUE PROCEEDS

After deducting the Offer-related expenses from the Gross Proceeds, we estimate the net proceeds of the Fresh Issue to be ₹[●] lakhs (“Net Proceeds”). The details of the Net Proceeds of the fresh issue are summarized in the table below:

(₹ in Lakhs)	
Particulars	Amount
Gross Proceeds of the Fresh Issue	[●]
Less: Offer Expenses in relation to the Fresh Issue	[●]
Net Issue Proceeds*	[●]

*To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

UTILIZATION OF NET PROCEEDS

The Net Proceeds are proposed to be used in accordance with the details provided in the following table: -

(₹ in Lakhs)		
Sr. No.	Particulars	Amount
1.	Financing the capital expenditure towards setting up of the Manufacturing Facility through investment in our Wholly-Owned Subsidiary (WOS) Company, Easy Raw Materials Private Limited;	3,622.36
2.	Repayment/prepayment of all or certain of our borrowings availed of by our Company;	2,000.00
3.	General Corporate Purpose [#]	[●]
Total*		[●]

#The amount to be utilised for general corporate purposes will not exceed fifteen percent of the amount being raised by our Company or ₹ 10 Crores, whichever is less in accordance with Regulation 230(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025.

**To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS

Our Company plans to deploy the funds towards the above stated Objects depending upon various factors including the actual timing of the completion of the Offer and the receipt of the Net Proceeds. In the event that estimated utilization out of the funds in any given financial year is not completely met, the same shall be utilized in the next financial year.

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

(₹ in Lakhs)

Sr. No.	Particulars	Amount to be financed from Net Proceeds	Estimated deployment or Utilizations of Net Proceeds in Fiscal 2025-2026	Estimated deployment or Utilizations of Net Proceeds in Fiscal 2026-2027
1.	Financing the capital expenditure towards setting up of the Manufacturing Facility through investment in our Wholly-Owned Subsidiary (WOS) Company, Easy Raw Materials Private Limited; ⁽¹⁾	3,622.36	3,260.12	362.24
2.	Repayment/prepayment of all or certain of our borrowings availed of by our Company;	2,000.00	2,000.00	Nil
3.	General Corporate Purpose ⁽²⁾	●	●	●
Total*		●	●	●

⁽¹⁾ Total estimated capital cost as per the Project Report (PR) dated February 20, 2025 prepared by SRJ Certification Services Private Limited, Mr. Santosh Jaiswar, Chartered Engineer, for the proposed capital expenditure towards setting up of the Manufacturing Facility through investment in Easy Raw Materials Private Limited, our Wholly-Owned Subsidiary (WOS) Company;

⁽²⁾ The amount to be utilised for general corporate purposes will not exceed fifteen percent of the amount being raised by our Company or ₹ 10 Crores, whichever is less in accordance with Regulation 230(2) SEBI ICDR Regulations, 2018 read with SEBI (ICDR) (Amendment) Regulations, 2025.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on the current business plan and circumstances, management estimates, prevailing market conditions and other external commercial and technical factors including interest rates, exchange rate fluctuations and other charges, which are subject to change from time to time. However, such fund requirements and deployment of funds have not been verified or appraised by any bank, financial institution, or any other external agency or party. We may have to revise our funding requirements and deployment schedule on account of a variety of factors such as our financial and market condition, business and strategy, competition, negotiation with lenders, variation in cost estimates and other external factors such as changes in the business environment and interest or exchange rate fluctuations and Environmental conditions which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. For further details on the risks involved in our proposed fund utilization, see Risk Factor no. 25 “Our Company or our WOS company have not yet placed orders in relation to Financing the capital expenditure towards setting up of the Manufacturing Facility for investment in Easy Raw Materials Private Limited (ERMPL). In the event of any delay in placing the orders, or in the event the vendors are not able to complete the civil construction in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected. Our WOS company’s proposed capacity set-up plans are subject to the risk of unanticipated delays in implementation due to factors including delays in construction, obtaining regulatory approvals in timely manner and cost overruns.” in the “Risk Factors” Chapter on page 31 of this Draft Red Herring Prospectus.

Our Company proposes to deploy the entire Net Proceeds towards the aforementioned Objects during Fiscal 2025-26 and 2026-2027. In the event that the estimated utilization of the Net Proceeds in scheduled fiscal years are not completely met, due to the reasons stated above, the same shall be utilized in the next fiscal year i.e. Fiscal 2027-2028, as may be determined by the Board, in accordance with applicable laws. If the actual utilization towards any of the Objects is lower than the proposed deployment, such balance will be used towards general corporate purposes, to the extent that the total amount to be utilized towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations and amendments thereto. Further, in case of variations in the actual utilization of funds earmarked for the

purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Offer, subject to compliance with applicable laws.

All quotations mentioned in this section are valid as on the date of this Draft Red Herring Prospectus. However, our Company and our WOS have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendor would be engaged to eventually supply the plant and machineries and conduct the civil construction at the same costs. Our WOS is yet to place orders for any of the components of the Proposed Objects. The Proposed Objects may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties. For further details, see Risk Factor no. 25 *“Our Company or our WOS company have not yet placed orders in relation to Financing the capital expenditure towards setting up of the Manufacturing Facility for investment in Easy Raw Materials Private Limited (ERMPL). In the event of any delay in placing the orders, or in the event the vendors are not able to complete the civil construction in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected. Our WOS company’s proposed capacity set-up plans are subject to the risk of unanticipated delays in implementation due to factors including delays in construction, obtaining regulatory approvals in timely manner and cost overruns.”* in the “Risk Factors” Chapter on page 31 of this Draft Red Herring Prospectus.

MEANS OF FINANCE

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

(₹ in Lakhs)

Particulars	Amount*
Net Proceeds	[●]
Total	[●]

*To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC

The fund requirements for the Objects are proposed to be met from the Net Proceeds and our internal accruals. Accordingly, we confirm that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue as required under Regulation 230(1)(e) the SEBI ICDR Regulations and amendments thereto.

DETAILS OF THE OBJECTS

The details of the Objects of the Offer are set out below:

1. **Financing the capital expenditure towards setting up of the Manufacturing Facility through investment in our Wholly-Owned Subsidiary (WOS) Company, Easy Raw Materials Private Limited:**

We are a one stop destination for various nutritional, Health and sports supplement products, which are largely biased towards the food products providing health benefits in addition to their nutritional values, reflecting our ability in catering to nutritional as well as health needs of the end customers. Our company is based in Mumbai, offering diverse range of captivated nutritional supplements and components. We offer products across mainly seven product categories, i.e. Amino Acids, Health Supplement, Herbal Extract, Nucleotide, Protein, Sports Nutrition, and Vitamin. Thus, positioning us favorably to adapt to the growing awareness with respect to the needs of nutrition in the food products.

Currently, Our Company carries out its operations from its registered office situated at Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, TPS III, Santacruz (East), Mumbai - 400055, Maharashtra, India and Our Company also has a warehouse with a processing facility to store and process the products being traded for easy supply chain mechanism. It is located at Survey no. 228, H. No. 5, Gala no. 7, 8, 9, 10, on ground floor, first floor, second floor, bldg. no. E-8, “Shree Arihant Complex”, Kalher, Bhiwandi, Thane, Maharashtra, covering an approximate area of 28,259.16 sq. ft. The facility is equipped with the necessary workforce. The warehouse also has an in-built processing and blending facility with a capacity of 990 MT per year which is used primarily for customer-specific blends which are curated by our internal team as per the customer’s requirement.

Further, catering to growing demand of our products from our existing customers and to meet the requirements of new customers, we intend to enter into a backward integration process by setting up of the Manufacturing facility at Jawaharlal Nehru Port Authority (JNPA) Special Economic Zone (SEZ) through investment in Easy Raw Materials Private Limited (“ERMPL”), our Wholly-Owned Subsidiary Company (WOS) incorporated on December 14, 2020. Our Company had made an investment in our Wholly-Owned Subsidiary Company in September 2024 through a Share Purchase Agreement dated

September 01, 2024. For further details, see “*History and Certain Corporate matters*” on page 229 of this Draft Red Herring Prospectus.

Our Board in its meeting dated March 11, 2025 took note that an amount of ₹ 3,622.36 Lakhs is proposed to be utilized to fund the project required for aforementioned Manufacturing facility. In order to fund the capital expenditure for the setting up of manufacturing unit through WOS ERMPL, our Company proposes to provide ₹3,622.36 Lakhs from the Net Proceeds through investment which shall be in the form of capital contribution through equity or convertible instruments and/or debt, including loans, as may be decided by our Board.

Following are the detailed description provided below on setting up of manufacturing unit through our Wholly-Owned subsidiary (WOS) company, ERMPL as per the Detailed Project Report obtained from SRJ Certification Services Private Limited, Mr. Santosh Jaiswar dated February 20, 2025 by ERMPL.

A. Details of ERMPL:

Currently, our Wholly-Owned Subsidiary (WOS) Company, ERMPL carries out its operations from its registered office situated at Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, TPS III, Santacruz (East), Mumbai - 400055, Maharashtra, India which is taken on lease from our Company through the Supplement agreement to Leave and License agreement dated January 06, 2025, for further details, see “*Our Properties*” under “*Our Business*” Chapter on page 218 of this Draft Red Herring Prospectus.

Our Wholly-Owned subsidiary (WOS) company, ERMPL’s main objects are as follows:

- (a) To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis, e-commerce platform for buying and selling raw materials in India or elsewhere.
- (b) To carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/ dealt with/provided by the Company.
- (c) To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liaison, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.
- (d) To carry on the business of manufacturing, marketing, and trading in nutraceutical products for both human and animal consumption, including but not limited to vitamins, whey protein, dietary supplements, minerals, amino acids, antioxidants, herbal supplements, probiotics, prebiotics, and other health and wellness-related products.
- (e) To engage in research, development, innovation, and commercialization of nutraceuticals, functional foods, food supplements, and other health products intended to promote well-being, vitality, and health.
- (f) To manufacture, formulate, package, and sell a wide variety of products such as vitamin supplements, protein powders, dietary supplements, and other health supplements and wellness-related products under various brand names.
- (g) To engage in the distribution, import, export and retail of nutraceutical and wellness products and to establish a network of wholesalers, retailers, and e-commerce platforms for the sale of such products.

B. Land Acquisition details to set up a Manufacturing Unit:

Jawaharlal Nehru Port Authority (JNPA) SEZ benefits from its strategic location near Mumbai. It has robust connectivity to major cities across the country through an extensive network of rail and roadways. JNPA SEZ offers proximity to the port which is a critical advantage for stakeholders, as it facilitates seamless trade and enhances the ease of doing business. These initiatives aim to improve accessibility, benefiting both trade operations and commuter traffic, while reinforcing JNPA’s position as a key driver of economic growth (*Reference: Project report from SRJ Certification Services Private Limited*).

Loan Agreement is entered between our Company and WOS Company, ERMPL dated October 03, 2022 wherein our Company had provided an unsecured loan of ₹ 381.80 Lakhs for the purpose of purchasing a property at JNPA to enter into manufacturing business by ERMPL, for further details with respect to the Loan Agreement, see chapter titled “*History and Certain Corporate matters*” beginning on page 229 of this Draft Red Herring Prospectus. Accordingly, Our WOS Company ERMPL have entered into a lease deed dated September 28, 2023 with JNPA for a period of 60 years. The WOS has also obtained the Letter of Approval from Development Commissioner’s Office vide Letter of Approval (LOA) no. SEEPZ/NEWSEZ/JNPA-SEZ/ERMPL/44/2022-23/07588 dated May 25, 2023, further the LOA was extended through the extension letter dated November 11, 2024 which is valid till May 24, 2025 for manufacturing and export of items and has also obtained Letter of Approval (LOA) no. SEEPZ/NEWSEZ/JNPA-SEZ/ERMPL/47/2022-23/07575 dated May 26, 2023, which was further extended with LOA dated January 03, 2025 valid till May 25, 2025 for trading and warehousing including Packing, Labelling, Re-labelling. Accordingly, the Authority had allotted Plot No. F1, Sector 7 admeasuring 4,120 Sq.Mt.

(44,347 Sq. Ft.) in the SEZ area situated at JN Port Navi Mumbai, Maharashtra as the project land to our WOS, for further details, see chapter titled “Government and Other Statutory Approvals” on page no. 319 of this Draft Red Herring Prospectus.

C. Project Activities:

The Project land is proposed to be developed, operated and maintained by our WOS company for setting up of manufacturing facility which will include production, procurement and export, warehousing, labelling and packaging, ensuring a seamless and efficient supply chain.

Following are the details to be taken place under the proposed project:

- ✓ **Production:** The proposed facility will encompass manufacturing a diverse range of nutraceuticals and health supplements, including:
 - (a) **Tablets:** Customized formulations catering to various health and nutritional needs.
 - (b) **Capsules:** High-capacity production to meet dietary and therapeutic demands.
 - (c) **Jars:** Bulk packaging for powdered supplements.
 - (d) **Sachets:** Convenient single-use packaging designed to maintain product freshness.
- ✓ **The proposed facility shall include the following activities:**
 - a) Procurement of raw materials
 - b) handling and export of premium raw materials such as amino acids, vitamins and nutraceutical ingredients for international markets.
- ✓ **Warehousing:** The proposed facility will also include storage solutions which shall be designed to safeguard sensitive materials and maintain quality and integrity of both raw materials and finished products.
- ✓ **Labelling and Packaging:** The proposed facility will also be equipped with systems designed to meet global compliance standards and cater to diverse market requirements. The planned activities will include powder filling, capsule filling, jar packing, pouch packing, sachet packing, and labelling.

The main focus is manufacturing of Food Preparations & Supplements including functional foods, vitamins and nutritional supplements and Nutraceuticals and Veterinary Products which includes vitamins, minerals and supplements for human health, as well as specialized formulations for animal nutrition and health with a key focus on creating products with consistent quality for international markets, ensuring compliance with food safety standards and regulations with a projected annual production capacity of 55 million capsules and 3,300 tonnes of powder (*Reference: Chartered Engineer certificate dated February 05, 2025 obtained from SRJ Certification Services Private Limited*). The facility will adhere to GMP (Good Manufacturing Practises), FSSAI (Food Safety and Standards Authority of India), and FDA (Food and Drug Administration) standards to ensure the highest safety and quality.

D. Project Details:

(i) Civil Construction of Manufacturing Unit:

ERMPL intends to do the following construction activities on the project land:

The manufacturing site is set for comprehensive development to establish a facility adhering to global standards for production and trading. The proposed facility will feature a Ground+3 floors structure with the following layout:

Ground Floor: Includes an administrative reception area, changing rooms for the manufacturing zone and a packaging hall.

First Floor: The first floor is dedicated to processing operations, including dispensing, milling, sifting, blending, and housing an Air Handling Unit (AHU) technical area. Due to space constraints on the first floor after allocating area for processing activities, the AHUs for the critical powder processing zone are positioned here, while additional AHUs are placed on the third floor. This ensures optimal airflow and compliance with cleanroom requirements for critical operations.

Second Floor: The second floor is reserved for future expansion, specifically for the manufacturing of Effervescence Tablets, Liposomal Ingredients, and Microencapsulated Ingredients. This floor is designed to accommodate additional processing activities as the facility scales up its production capabilities.

Third Floor: The third floor is designed to house administrative offices, a Quality Control (QC) laboratory, an AHU technical area, and additional processing zones for future expansion. The placement of AHUs on this floor complements the first-floor setup, ensuring efficient air handling and cleanroom compliance across the facility.

The manufacturing building will be constructed using reinforced cement concrete (RCC), with internal partitions made of cleanroom-compliant materials to effectively segregate the operational areas. The dedicated Heating, Ventilation and Air Conditioning System (HVAC) will serve specific zones to maintain environmental control and minimize cross-contamination risks. The warehouse area, in contrast, will be constructed using a Pre-Engineered Building (PEB) structure. A specialized ventilation system will be installed to ensure optimal conditions for Raw Materials and Finished Goods storage.

(ii) Procurement of Plant and Machinery for the Manufacturing unit:

To ensure operational efficiency and product quality, the company plans to procure plant and machinery, including:

- (a) Equipment for sifting, milling, blending, granulation and encapsulation catering to the manufacturing needs.
- (b) Labelling and Packaging machines for export markets.
- (c) Material handling systems such as lifts and conveyors to streamline operations and improve efficiency.
- (d) Precision weighing balances and analytical tools to uphold strict quality control standards.

(iii) Other Facilities:

a. Administrative Block:

- Key departments, including operations, finance, HR and management.
- Meeting rooms and collaborative spaces to facilitate efficient decision-making and planning.

b. Manufacturing Block:

- Production Zones: Dedicated areas for powder sifting, milling, blending, granulation and capsule filling and High capacity production lines to support scalability and market demand.
- Packaging and Labelling: State-of-the-art equipment for labelling, pouch packing, jar filling and Systems to meet export standards and SEZ compliance.
- Quality Control (QC) Laboratory: Analytical equipment to maintain product quality and Separate storage for reference samples and stability testing.

c. Storage Facilities:

- Raw Material Storage: Controlled environments for sensitive materials like amino acids and vitamins.
- Finished Goods Storage: Warehousing solutions to accommodate products awaiting dispatch.

d. Utilities and Support Infrastructure:

- Power distribution systems with Compact substation.
- Water pipelines for industrial use, steam lines for processing, and compressed air systems.
- HVAC system to cater requirement of classified powder processing areas.
- Fire safety systems, including alarms, sprinklers, and hydrants.

e. Logistics and Land Development:

- Internal roads and loading docks for seamless material handling and transportation.
- Landscaping to enhance aesthetics and environmental compliance.

f. Sustainability Features:

- Rainwater harvesting and wastewater treatment systems to promote eco-friendly operations.

E. Installation and Set-up Overview:

At ERMPL, significant developments are planned to establish the manufacturing facility at JNPA SEZ. These developments include both construction activities and the acquisition of essential plant and machinery to support our operations.

The set-up of the project is proposed to comprise the following:

- (a) Civil Construction
- (b) Civil Room Modular Partition
- (c) Manufacturing process equipment
- (d) General Utility equipment
- (e) HVAC System
- (f) Electrical Facility
- (g) Mechanical & Piping Facility
- (h) Fire Fighting Facility
- (i) Racking System

F. Estimated Cost:

❖ Following are the details of the estimated cost for proposed project:

Sr. No.	Particulars	Total Cost in INR	Total Cost In Mio INR
A	Infrastructure & Equipment		
1	Civil Construction Cost	16,37,02,884	163.70
2	Clean room Modular Partition Cost	2,50,16,663	25.02
3	Manufacturing process equipment Cost	5,20,75,500	52.08
4	General Utility Equipment Cost	91,26,000	9.13
5	HVAC Cost	3,39,01,273	33.90
6	Electrical Cost	2,64,77,399	26.48
7	Mechanical & Piping Cost	13,60,000	1.36
8	Fire Fighting Cost	67,18,761	6.72
9	Racking System	44,65,000	4.47
10	Miscellaneous Cost*	64,62,000	6.46
A	Total Cost (Infrastructure & Equipment)	32,93,05,480	329.30
B	Administration cost (5 % of A)	1,64,65,274	16.46
C	Contingency 5% on item 'A'	1,64,65,274	16.46
Total Cost of Project (A+B+C)		36,22,36,028*	362.23

*Miscellaneous costs include expenses such as travel for site visits, inspections, or meetings; hotel stays and meal expenses for project staff; government or regulatory permits; legal consultation and inspection fees; utilities like power, water or fuel used during construction or commissioning; and minor consumables such as cleaning supplies, bolts, or adhesives.

Notes:

- (a) The entire amount is proposed to be funded from the Net Proceeds to be provided by our Company to WOS.
- (b) Total estimated capital cost as per the Project Report (PR) dated February 20, 2025 prepared by SRJ Certification Services Private Limited, Mr. Santosh Jaiswar, Chartered Engineer, for the proposed capital expenditure towards setting up Manufacturing Facility through investment in ERMPL, WOS.
- (c) The cost included in the Project Report for capital expenditure with respect to Civil Construction and purchase of Plant and Machinery has been obtained by the WOS from the Chartered Engineer and from different vendors, the details of the quotations have been provided in the project report which are valid as on the date of this Draft Red Herring Prospectus.
- (d) Layout plans have been approved by the competent authority.
- (e) Subject to applicable taxes, to the extent not included in the estimated cost.

❖ A detailed breakup of the cost of the above-mentioned project is as follows:

- (a) **Civil construction:** The civil construction scope includes the development of foundational structures, civil works, and external infrastructure. This ensures a strong base for all subsequent installations and provides a reliable foundation for facility operations, enhancing safety, durability and functionality across the site.

COSTING-CIVIL CONSTRUCTION								
Sr. No.	Description	Quantity	UOM	Rate (in ₹)	Total Amount*	Quotations	Date of Quotation	Validity of Quotation

					(In ₹)			
1	Soil Excavation Upto 3m	2,890	Cu.m	355	10,26,817	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180 days
2	Providing Well Compacted Single/ Double Rubble Soling	3,250	Sq.m	678	22,02,200	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180 days
3	Providing Piling, This Item Should Include Steel, Incase & Concrete Considering 23 to 25m Depth of Each Pile			-	-			
3.1	500mm Dia	851	Rmt	11,674	99,34,829	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
3.2	600mm Dia	1380	Rmt	13,376	1,84,58,880	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	
4	Providing Pile Socket, This Item Should Include Steel & Concrete Considering 2 to 2.4m Depth for Each Pile			-	-			
4.1	500mm Dia	74	Rmt	12,948	9,58,159	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
4.2	600mm Dia	144	Rmt	14,350	20,66,328	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	
5	Providing PCC Grade M15, This Item Should Include Foamwork & Cement	352	Cu.m	7,687	27,05,754	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
6	RCC In Column, Footing, Beam, Slab for Below Mentioned Grade Of Concrete. This Item Should Include Formwork, Shuttering, Cement & Steel			-	-			
6.1	For Grade M25	165	Cu.m	22,257	36,72,471	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
6.2	For Grade M30	2055	Cu.m	23,584	4,84,65,120	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	
7	Backfilling/ Filling	3787	Cu.m	532	20,16,199	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
8	Providing Peb Structure With Steel Framing Including Tin Sheet, Z Purlin, Rafter, Louvers, Rain Water	1204	Sq.m	11,825	1,42,37,300	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days

	Downtake, Necessary Monkey Ladder, Framing Of Door & Windows							
9	Providing Structure Platform Including Beam, Column, Chequered Plate, Foundation Bolts, Railing & Staircase	392	Sq.m	12,724	49,87,690	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
10	Constructing Block/ Brick Work In Super-Structure, Including Staging At All Height	810	Cu.m	10,052	81,41,958	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
11	Providing Plumbing Items Including Wash Basin, Urinals, Toilet Seat With Necessary Fittings	15	Nos.	1,18,250	17,73,750	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
12	Providing Plaster			-	-			
12.1	In Single Coat (12mm Thick)	3353	Sq.m	532	17,85,137	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
12.2	In Double Coat (20mm Thick)	2964	Sq.m	677	20,05,146	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	
13	Providing Windows & Doors With Granite Framing	228	Sq.m	9,350	21,31,800	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
14	Providing Rolling Shutter			-	-			
14.1	1000 X 2100mm	2	Nos.	40,113	80,225	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
14.2	1500 X 2100mm	2	Nos.	60,119	1,20,239	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	
15	Providing Motorised Rolling Shutter			-	-			
15.1	4000 X 4000mm	3	Nos.	3,05,369	9,16,106	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
16	Providing High Speed Door			-	-			
16.1	1800 X 2500mm	3	Nos.	4,43,438	13,30,313	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
17	Flooring			-	-			
17.1	RCC Flooring With Tremix, With Hardner, RMC M25 Grade With VDF Of 200mm Thickness	1240	Sq.m	3,190	39,55,600	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
17.2	Vitrified	750	Sq.m	2,365	17,73,750	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	
17.3	Polished Kota	130	Sq.m	1,774	2,30,659	M/s. AMI Construction Solutions (OPC)	November 15, 2024	

						Private Limited		
17.4	Granite	186	Sq.m	2,420	4,50,120	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	
17.5	IPS (Indian Patent Stone) + Epoxy Paint	570	Sq.m	1,478	8,42,688	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	
17.6	IPS (Indian Patent Stone) + Epoxy Flooring	1800	Sq.m	2,750	49,50,000	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	
17.7	Water Proofing	960	Sq.m	1,774	17,03,328	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	
18	Painting With Synthetic Enamel Paint Including Primer & Base Coat, With Staging At All Heights	6070	Sq.m	677	41,06,355	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
19	Proving Sewage System Including Chambers Frame & Lid, Sewage Pipe	130	Rmt	3,410	4,43,300	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
20	Road Work			-	-			
20.1	Excavation, Soling & PCC	1353	Sq.m	1,881	25,44,993	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
20.2	Steel & Concrete	1353	Sq.m	3,487	47,17,911	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	
21	Providing 4mm ACP Sheet Of Metallic Finish With Necessary Frame Work	1152	Sq.m	4,376	50,40,922	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
22	Providing Modular Kitchen Including Countertop, Wall Unit & Kitchen Trolley	1	Lot	4,46,490	4,46,490	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
23	Providing Furniture For Office Area Including Work Stations, Cabins With Basic Interior	1	Lot	22,99,000	22,99,000	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
24	Motorised Sliding Gate Including Motor & Rail	54	Sq.m	21,877	11,81,347	M/s. AMI Construction Solutions (OPC) Private Limited	November 15, 2024	180days
	TOTAL				16,37,02,884			

**Excluding Taxes. Taxes payable on construction will be paid from the internal accruals of our Company or our WOS.*

- (b) Clean Room Modular Partition:** Modular partitions will be installed to create clean room environments essential for maintaining strict contamination control. This ensures that products and processes are carried out in regulated environments, improving quality, compliance with industry standards, and reducing the risk of contamination in sensitive manufacturing areas.

COSTING-CLEANROOM MODULAR PARTITION

Sr.No	ITEM DESCRIPTION	QTY	UNIT	Supply rate	Supply Amount* (in ₹)	Installation rate (in ₹)	Installation Amount* (in ₹)	Purpose	Quotations	Date of Quotation	Validity of Quotation
1	Wall Panels - Progressive / Non-Progressive Type										
	Wall partitions will be composite construction of two skins of PCGI/PCGI 50mm thick over an aluminum frame work with a sealed and insulated interior. The self-supporting internal walls are constructed with an interior aluminum framework. The Partition seams are sealed by silicone with a perfectly flush finish. Insulation material is sandwiched between the two skin layers and sealed from the exterior by the aluminum framework. The movable wall includes: PUF insulation 40 ± 2 Kg/m³ Aluminum framework. Silicon sealant (Clear, White, Winsil Gray)	3452	Sq.Mtr	2990	1,03,21,480	359	12,39,268	Ensure a clean and contaminant-free environment. Maintain smooth, non-porous surfaces that are easy to clean and disinfect. Support compliance with GMP and other regulatory standards. Facilitate modular cleanroom designs for easy expansion or modifications.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
2	Ceiling Panels										
2.1	Non-Walkable Ceiling Panels will be 50 thick	1230	Sq.Mtr	2990	36,77,700	359	4,41,570	Provide a smooth, cleanable surface to prevent			180 days

	and will have composite construction of two skins of PCGI / PCGI							particle accumulation . Support HEPA filter housings and diffusers for maintaining air quality. Integrate with lighting systems for proper illumination.	M/s. IPMS Engineers Private Limited	January 09, 2025	
3	Grid Ceiling										
	Supply & Installation of 10 mm thick Calcium Silicate Exposed Grid Ceiling of 600 x 600mm grid as per approved design. Quote to include "T" pre-coated steel angle, nylon sleeves and wood screws(450 mm C/C).Main "T" section with pre-coated steel, and 'H' notches (at 300 mm C/C), metal rowl plug, soffit cleat, level clip, G.I. wire, etc. Also to include Scaffolding if any, MEP Cutouts complete.	1656	Sq.Mt	1840	30,47,040	221	3,65,976	Simplifies installation and maintenance of HVAC and lighting components. Allows easy access to services above the ceiling for maintenance. Ensures structural integrity and alignment of ceiling panels.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
4	Doors										
	Clean room doors with 40mm thick PUF insulation and PCGI on both sides with leaf and frame, view glass, door closer,							Maintain air pressure differentials between classified and non-classified areas. Ensure smooth surfaces with	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days

	kick plate, pushplate, door closure, automatic door bottom seal, double side operated lock and key for the doors etc							flush finishes to prevent particle accumulation. Support interlock systems for airlock areas to prevent cross-contamination. Incorporate self-closing mechanisms and seals for airtight functionality.			
4.1	1000 x 2100mm(Single leaf)	69	Nos.	21839	15,06,891	2,621	1,80,849				
4.2	1500 x 2100mm(Double leaf) Equal	66	Nos.	37486	24,74,076	4,942	3,26,172				
5	View panels										
	Flush view /Glazing panels on wall designed to fit flush into wall panel with 6 mm thk safety glasses Size: 1100 mm x 1000mm x 100mm	55	Nos.	5750	3,16,250	690	37,950	Allow monitoring of processes without the need to enter the cleanroom, reducing contamination risk. Maintain the integrity of the cleanroom environment with double-glazed, sealed construction. Enhance safety by providing visibility for personnel movement.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
6	Miscellaneous items such as covings, return air risers, Cutouts in wall and ceilings, door interlocks, C	1	Lot	965572	9,65,572	1,15,869	1,15,869		M/s. IPMS Engineers	January 09, 2025	180 days

	flashing for cutouts etc							Private Limited		
	TOTAL				2,23,09,009		27,07,654			

**Excluding Taxes. Taxes payable on construction will be paid from the internal accruals of our Company or our WOS.*

- (c) **Manufacturing process equipment:** The installation of manufacturing process equipment is integral to the production workflow. This equipment will optimize production efficiency, maintain consistent product quality, and streamline operations, resulting in enhanced productivity and minimized downtime.

COSTING-PROCESS EQUIPMENTS										
Sr.No	Equipment Name	Capacity	UOM	Qty	Rate (in ₹)	Total Cost* (in ₹)	Purpose	Quotations	Date of Quotation	Validity of Quotation
1	Material Lift	2	Ton	1	22,00,000	22,00,000	Ensures safe and efficient movement of raw materials and finished goods while preventing contamination.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
2	Cone Mill with Non FLP motor & Electricals, provided with screen of 2 mm	300	kg/hr	1	13,91,500	13,91,500	Ensures consistent quality, solubility, and bioavailability of products.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
3	SS 316 Intermediate Product Container With detachable trolley having PU Coated castor Nylon Wheel	250	Lit	2	1,81,500	3,63,000	Enables hygienic and contamination-free movement of materials between processes.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
4	IBC Bin Product Parts SS-316 Other SS 304 2. Fully openable butterfly valve at outlet Finish - Internal Mirror, External Matt Provided with detachable trolley with PU Coated castor Nylon Wheel	1250	Lit	1	7,59,000	7,59,000	Enables hygienic and contamination-free movement of materials between processes.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days

5	IBC Bin Product Parts SS-316 Other SS 304 2.1250 Fully openable butterfly valve at outlet Finish - Internal Mirror, External Matt Provided with detachable trolley with PU Coated castor Nylon Wheel		Lit	2	7,59,000	15,18,000	Enables hygienic and contamination -free movement of materials between processes.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
6	SS 316 Intermediate Product Container With detachable trolley having PU Coated castor Nylon Wheel	650	Lit	2	3,52,000	7,04,000	Enables hygienic and contamination -free movement of materials between processes.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
7	Bin Blender - Roller Type - GMP Model Single Column Mounted Support complete with Drive Unit and carrage for having, a) Built in Hydraulic Operated lifting arrangement b) Control Panel, AC Drive etc. (With out Bins) c) Service Floor Mounted MCC Panel in Powder coated enclouser and Operator consule Manufacturin g area mounted in SS 304 d) Finish - Internal Mirror,	2000	Lit	1	63,36,000	63,36,000	Ensures uniformity and homogeneity of product blends.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days

	External Mat e) Non FLP Motor, Electricals and Control panel.									
8	SS 316 Intermediate Product Container With detachable trolley having PU Coated castor Nylon Wheel	250	Lit	2	1,81,500	3,63,000	Enables hygienic and contamination -free movement of materials between processes.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
9	IBC Bin Product Parts SS-316 Other SS 304 2. Fully openable butterfly valve at outlet Finish - Internal Mirror, External Matt Provided with detachable trolley with PU Coated castor Nylon Wheel	1250	Lit	2	7,59,000	15,18,000	Enables hygienic and contamination -free movement of materials between processes.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
10	Fluid Bed Processor - CGMP with vertical explosion and explosion duct extention upto the service floor, having standard electricals and standard motor and the following features : a) Insulated APU with tri-level filtration using 10 microns for air filtration, 3 microns for	120	kg	1	64,20,000	64,20,000	Enhances granule characteristics, ensuring better compression and product stability.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days

	secondary air filtration and 0.3 micron for final air filtration through HEPA with differential pressure guages and radiator coil for steam heating. b) Blower with standard electricals c) Online slapping device d) Pneumatically operated bag shaking arrangement. e) 1 No. product container with air distribution plate - perforated screen. f) Exhaust filter plenum with police filter - EU - 7 and HEPA filter in M.S. painted casing before blower. Insulated with cover.									
11	Solution Manufacturin g Vessel: a) Cylindrical vessel with conical bottom - 125 Ltrs capacity, Jacketd & Insulator b) Pneumatically Operated Stirrer c) The loading would be done Manually. d) Non FLP Motor and Electricals.	125	Lit	1	5,06,000	5,06,000	Critical for producing syrups, suspensions, or coating solutions.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days

12	SS 316 Intermediate Product Container With detachable trolley having PU Coated castor Nylon Wheel	650	Lit	1	3,52,000	3,52,000	Enables hygienic and contamination-free movement of materials between processes.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
13	Automatic Capsule Filling Machine with line machine	25000	Cap/hr	1	45,54,000	45,54,000	Ensures precise dosing and efficient capsule filling.	M/s. Captech Systems	December 30, 2024	180 days
14	Pouch Packing Machine (Powder)	30-35	1kg Pouch/min	1	55,08,000	55,08,000	Ideal for single-serve or bulk pouch packaging.	M/s. Pakona Engineers (I) Private Limited	January 03, 2025	190 days
15	Jar/ Container Packing Machine (Powder)	40-45	1kg Jar/min	1	1,22,00,000	1,22,00,000	Used for packing nutritional powders like protein supplements in jars.	M/s. Pakona Engineers (I) Private Limited	January 03, 2025	190 days
16	Pouch Packing Machine (Powder)	35-40	0.5 kg Pouch/min	1	46,33,000	46,33,000	Ideal for single-serve or bulk pouch packaging.	M/s. Pakona Engineers (I) Private Limited	January 03, 2025	190 days
17	Pouch Packing Machine (Powder)	55-60	0.1kg Pouch/min	1	27,50,000	27,50,000	Provides precise dosing for single-use sachets, commonly used for OTC products.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
	TOTAL					5,20,75,500				

*Excluding Taxes. Taxes payable on equipments will be paid from the internal accruals of our Company or our WOS. These are subject to additional costs including freight, transportation costs, packaging and forwarding costs, insurance, customs, duties and other government levies, as applicable shall be paid by our Company or our WOS from Internal Accruals.

(d) General Utility equipment: General utility equipment, including systems for water treatment, compressed air, and power generation, will be installed. These utilities are critical for the continuous operation of the facility, ensuring that essential resources are readily available, thus improving operational reliability and energy efficiency.

COSTING-UTILITY EQUIPMENTS													
Sr. No.	Equipment	Qty	Unit	Capacity	UOM	Supply Rate (in ₹)	Supply Amount * (in ₹)	Installation Rate (in ₹)	Installation Amount (in ₹)	Purpose	Quotations	Date of Quotation	Validity of Quotation

1	Air Compressor	2	Nos.	100	CFM	105000	21,00,000	52,500	1,05,000	Ensures reliable operation of machinery and utilities while meeting GMP requirements for compressed air quality.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
2	Wet Air Receiver	2	Nos.	3	M3					Protects downstream equipment and improves the efficiency of air drying processes.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
3	Air Dryer	2	Nos.	100	CFM	6,90,000	13,80,000	70,000	1,40,000	Ensures compliance with cleanroom and product quality standards by delivering dry, contaminant-free air. Enhances system efficiency and provides a ready supply of dry air for continuous operations.			
4	Dry Air Receiver	2	Nos.	3	M3								
5	Pump (Centrifugal) (Working)	1	Nos.	20 @ 25 MWC	m ³ /hr	105000	1,05,000	5,250	5,250	Ensures efficient and reliable movement of fluids critical for manufacturing and utility operations.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
6	Pump (Centrifugal) (Standby)	1	Nos.	20 @ 25 MWC	m ³ /hr	105000	1,05,000	5,250	5,250				
7	Pump (Centrifugal) (Working)	1	Nos.	20 @ 25 MWC	m ³ /hr	105000	1,05,000	5,250	5,250				
8	Pump (Centrifugal) (Standby)	1	Nos.	20 @ 25 MWC	m ³ /hr	105000	1,05,000	5,250	5,250				
7	Modular tank for Fire Water	2	Nos.	75	KL	450000	9,00,000	22,500	45,000	Ensures compliance with fire safety regulations and provides essential fire protection for personnel	M/s. IPMS Engineers	January 09, 2025	180 days

										and equipment.	Private Limited		
8	ETP	1	Nos.	-	-	3650000	36,50,000	3,65,000	3,65,000	Ensures environmental compliance by reducing the impact of effluents. Promotes sustainability and minimizes risks of contamination to water bodies.	M/s. IPMS Engineers Private Limited	January 09, 2025	180 days
	Total						84,50,000		6,76,000				

**Excluding Taxes. Taxes payable on machineries will be paid from the internal accruals of our Company or our WOS*

- (e) **HVAC System:** The HVAC (Heating, Ventilation, and Air Conditioning) system will be installed to maintain optimal environmental conditions within the facility. This system will ensure controlled temperature, humidity, and air quality, thereby enhancing comfort, safety, and productivity for personnel working within the space.

COSTING-HVAC SYSTEM											
Sr.No	ITEM DESCRIPTION	QTY	UNIT	Supply Rate (in ₹)	Supply Amount*	Installation Rate (in ₹)	Installation Amount*	Purpose	Quotations	Date of Quotation	Validity of Quotation
1	AIR HANDLING UNITS double skin sandwich-insulated, single lower Clean Room AHUs shall be suitable for Class 100000 application wherever applicable.							Centralized units that condition and circulate air as part of the HVAC system.			
1.1	AHU-01 CAPACITY 5300 CFM	1	Nos.	4,48,660	4,48,660	21,276	21,276				
1.2	AHU-02 CAPACITY 7000 CFM	1	Nos.	5,92,570	5,92,570	28,100	28,100				
1.3	AHU-03 CAPACITY 9500 CFM	1	Nos.	8,04,202	8,04,202	38,136	38,136				
1.4	AHU-04 CAPACITY 4800 CFM	1	Nos.	4,06,334	4,06,334	19,269	19,269				
1.5	AHU-05 CAPACITY 4800 CFM	1	Nos.	4,06,334	4,06,334	19,269	19,269				
1.6	AHU-06 CAPACITY 7900 CFM	1	Nos.	6,68,757	6,68,757	31,713	31,713				
1.7	AHU-07 CAPACITY 7900 CFM	1	Nos.	6,68,757	6,68,757	31,713	31,713				
1.8	AHU-08 CAPACITY 3200 CFM	1	Nos.	2,70,889	2,70,889	12,846	12,846				
1.9	AHU-09 CAPACITY 7900 CFM	1	Nos.	6,68,757	6,68,757	31,713	31,713				
1.10	AHU-10 CAPACITY 7900 CFM	1	Nos.	6,68,757	6,68,757	31,713	31,713				
1.11	AHU-11 CAPACITY 3200 CFM	1	Nos.	2,70,889	2,70,889	12,846	12,846				
1.12	AHU-12 CAPACITY 11100 CFM	1	Nos.	9,31,181	9,31,181	44,157	44,157				
1.13	AHU-13 CAPACITY 11100 CFM	1	Nos.	9,31,181	9,31,181	44,157	44,157				

2	Ventilation Units with Single Skin Cabinet Type, single phase Inline Fan unit with Provision for Self supporting arrangement (Supply + Exhaust)							Provide fresh air and remove contaminants from non-classified or general areas.			
2.1	VS-01 CAPACITY 20500 CFM	1	Nos.	5,16,193	5,16,193	25,091	25,091				180days
2.2	VS-01 CAPACITY 10000 CFM	1	Nos.	3,14,752	3,14,752	15,299	15,299		M/s. IPMS Engineers Private Limited	January 09, 2025	
3	Supply & Installation of Ducted indoor + Outdoor units, with multi scroll compressors							Compact HVAC systems for localized cooling and heating.			
3.1	Min. requirement: 12.6 TR	TR1	Nos.	5,17,759	5,17,759	45,755	45,755				180days
3.2	Min. requirement: 10.9 TR	TR1	Nos.	5,17,759	5,17,759	78,207	78,207				
3.3	Min. requirement: 4.2 TR	TR1	Nos.	3,02,912	3,02,912	78,207	78,207		M/s. IPMS Engineers Private Limited	January 09, 2025	
4	Supply & Installation of Split AC Units outdoor + indoor units With Cordless Remote Controller							Compact HVAC systems for localized cooling and heating.			
4.1	Min. requirement: 1.3 TR	TR1	Nos.	96,800	96,800	8,916	8,916				180days
4.2	Min. requirement: 1.5 TR	TR1	Nos.	1,06,244	1,06,244	8,916	8,916				
4.3	Min. requirement: 1.7 TR	TR2	Nos.	1,22,770	2,45,540	8,916	17,832				
4.4	Min. requirement: 2.0 TR	TR3	Nos.	1,41,568	4,24,704	8,916	26,748		M/s. IPMS Engineers Private Limited	January 09, 2025	

5	Supply & Installation of Outdoor units, with multi scroll compressors for AHU										
5.1	AHU-01 CAPACITY - 9TR	1	Nos.	2,01,039	2,01,039	30,367	30,367	Independent cooling systems for localized use.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
5.2	AHU-02 CAPACITY- 12.4TR	1	Nos.	2,76,253	2,76,253	41,728	41,728				
5.3	AHU-03 CAPACITY- 15.3TR	1	Nos.	3,42,358	3,42,358	51,713	51,713				
5.4	AHU-04 CAPACITY- 6.2TR	1	Nos.	1,38,520	1,38,520	20,923	20,923				
5.5	AHU-05 CAPACITY- 3.7TR	1	Nos.	82,099	82,099	12,401	12,401				
5.6	AHU-06 CAPACITY- 13.8 TR	1	Nos.	3,08,586	3,08,586	46,612	46,612				
5.7	AHU-07 CAPACITY- 11.8TR	1	Nos.	2,63,362	2,63,362	39,781	39,781				
5.8	AHU-08 CAPACITY- 5.1TR	1	Nos.	1,14,361	1,14,361	17,274	17,274				
5.9	AHU-09 CAPACITY- 11.9TR	1	Nos.	2,66,047	2,66,047	40,186	40,186				
5.10	AHU-10 CAPACITY- 12.2TR	1	Nos.	2,73,035	2,73,035	41,242	41,242				
5.11	AHU-11 CAPACITY- 5.4TR	1	Nos.	1,20,113	1,20,113	18,143	18,143				
5.12	AHU-12 CAPACITY- 16.7TR	1	Nos.	3,73,803	3,73,803	56,463	56,463				
5.13	AHU-13 CAPACITY- 18.9TR	1	Nos.	4,21,823	4,21,823	63,716	63,716				
6	Supply & Installation of Seamless heavy gauge Copper piping, of adequate size duly insulated with nitrile insulation of adequate thickness . (Supply +	1	Lot	18,24,912	18,24,912	8,26,896	8,26,896	Transports refrigerant between the condenser and evaporator.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days

	Return). Refnet joint with Linear expansion valve and necessary accessories .Charge of refrigerant Gas R410/R407 as per Copper pipe routing.										
7	AHU Expansion Kit										
7.1	AHU-01 CAPACITY - 9TR	1	Nos.	46,416	46,416	10,989	10,989	Facilitates AHU integration with HVAC systems.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
7.2	AHU-02 CAPACITY- 12.4TR	1	Nos.	63,781	63,781	15,101	15,101				
7.3	AHU-03 CAPACITY- 15.3TR	1	Nos.	79,044	79,044	18,714	18,714				
7.4	AHU-04 CAPACITY- 6.2TR	1	Nos.	31,981	31,981	7,572	7,572				
7.5	AHU-05 CAPACITY- 3.7TR	1	Nos.	18,955	18,955	4,488	4,488				
7.6	AHU-06 CAPACITY- 13.8 TR	1	Nos.	71,246	71,246	16,868	16,868				
7.7	AHU-07 CAPACITY- 11.8TR	1	Nos.	60,805	60,805	14,396	14,396				
7.8	AHU-08 CAPACITY- 5.1TR	1	Nos.	26,404	26,404	6,251	6,251				
7.9	AHU-09 CAPACITY- 11.9TR	1	Nos.	61,425	61,425	14,543	14,543				
5.10	AHU-10 CAPACITY- 12.2TR	1	Nos.	63,038	63,038	14,925	14,925				
5.11	AHU-11 CAPACITY- 5.4TR	1	Nos.	27,732	27,732	6,566	6,566				
5.12	AHU-12 CAPACITY- 16.7TR	1	Nos.	86,304	86,304	20,433	20,433				
5.13	AHU-13 CAPACITY- 18.9TR	1	Nos.	97,391	97,391	23,058	23,058				
8	Supply & Installation of Ducting with M.S. Angle Flanges, Food Grade Rubber Gasket to be							Transports conditioned air between the AHU and cleanrooms			

	used between MS flange. All Necessary duct support are part of the Duct Installation.										
8.1	24G thick duct	2500	Sq.m	1,392	34,80,000	760	19,00,000				180days
8.2	22G thick duct	300	Sq.m	1,706	5,11,800	760	2,28,000				
8.3	20G thick duct	300	Sq.m	1,971	5,91,300	760	2,28,000		M/s. IPMS Engineers Private Limited	January 09, 2025	
9	Ducting Insulation including all accessories.							Minimizes heat loss or gain during air transport.			
9.1	Supply air duct insulation	925	Sq.m	1,114	10,30,450	489	4,52,325				180days
9.2	Return air duct insulation	925	Sq.m	880	8,14,000	489	4,52,325		M/s. IPMS Engineers Private Limited	January 09, 2025	
10	Al. Epoxy Powder Coated Supply / Return Air Ceiling Diffusers of powder coated aluminum construction.	1	Lot	11,92,484	11,92,484	1,77,896	1,77,896	Distributes supply and return air evenly in cleanrooms.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
10.1	610 mm x 610 mm filter face area				-		-				
10.2	450 mm x 450 mm filter face area				-		-				
11	Extruded Aluminum Low Leakage Aerofoil Design Volume Control Dampers suitable for Manual & Motorised operation.	1	Lot	1,98,500	1,98,500	59,550	59,550	Regulate airflow within ducts.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days

12	Fire Dampers shall meet the fire resistance rating of 2 hours shall be tested and certified by CBRI. Fusible link	1	Lot	2,06,464	2,06,464	23,344	23,344	Prevent fire and smoke from spreading through ducts.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
13	Drain piping, Etc.	1	Lot	1,04,223	1,04,223	27,311	27,311	Removes condensate from HVAC systems.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
14	AHU Panel with Electrical apparatus & Components of Suitable Range as Isolator, Starter.	1	Lot	20,47,275	20,47,275	1,26,470	1,26,470	Supply and manage power for AHUs and ventilation systems.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
15	Power Panels for Ventilation Supply & Exhaust	1	Lot	81,242	81,242	9,729	9,729	Supply and manage power for AHUs and ventilation systems.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
16	Supply of Duct Mounted finned tube type Electrical Heater.	1	Lot	4,85,313	4,85,313	50,000	50,000	Provide heating to maintain or achieve desired temperature s.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
17	AHU Controls including (a) Duct Mounted Temp & RH Sensor	1	Lot	5,96,245	5,96,245	29,120	29,120	Monitor and control temperature , humidity,			180days

	(b) Magneh lic Guages 0-60 Pato be installed across AHU Filter. Duct Mounted Velocity Sensor							and airflow.	M/s. IPMS Engineers Private Limited	January 09, 2025	
18	Validation, Documentation & Testing of HVAC System	1	Lot	-		1,23,915	1,23,915	Ensure systems meet regulatory and performanc e requirement s.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
	TOTAL				2,78,60,06 0		60,41,213				

**Excluding Taxes. Taxes payable on machineries will be paid from the internal accruals of our Company or our WOS. These are subject to additional costs including freight, transportation costs, packaging and forwarding costs, insurance, customs, duties and other government levies, as applicable shall be paid out of Internal Accruals of our Company or our WOS.*

6. **Electrical facility:** The electrical facilities, comprising power distribution panels, lighting systems, and backup power solutions, will be set up to ensure a stable and continuous power supply throughout the facility. This will enhance operational continuity, reduce the risk of power outages, and improve overall system reliability.

COSTING-ELECTRICAL SYSTEM											
Sr. No.	Description	Unit	Qty.	Supply Rate (In ₹)	Supply Amount* (In ₹)	Installation Rate (In ₹)	Installation Amount* (In ₹)	Purpose	Quotations	Date of Quotation	Validity of Quotation
1	MV SYSTEM							Distributes electricity from the utility source to step-down transformers for plant use.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
1.1	11kV Metering Cubicle	Nos	1	4,20,000	4,20,000	22,500	22,500				
1.2	11kV Compact Substation	Nos	1	33,60,000	33,60,000	60,000	60,000				
1.3	HT Cable 185 Sq.mm	Mtr	20	1,638	32,760	450	9,000				
1.4	Indoor termination kit	Nos	3	11,050	33,150	7,500	22,500				
1.5	Outdoor termination kit	Nos	1	11,050	11,050	7,500	7,500				
1.5	CU Earthing	Nos	10	11,700	1,17,000	4,500	45,000				
1.6	25 X 6 Cu Strip	Mtr	40	1,383	55,320	68	2,720				
1.7	32 X 6 Cu strip	Mtr	30	2,633	78,990	120	3,600				
1.8	32 X 6 GI Strip	Mtr	30	254	7,620	120	3,600				
1.9	Electricity Board Approval	L.S.	1			4,50,000	4,50,000				

2	LV SYSTEM							Distributes power at lower voltages (e.g., 415V or 230V) to equipment and lighting systems.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
2.1	LV MCC/PCC										
2.1.1	MAIN LT PANEL	Nos	1	9,37,040	9,37,040	12,750	12,750				
2.1.2	APFC PANEL	Nos	1	5,34,300	5,34,300	12,000	12,000				
2.1.3	Process Panel	Nos	1	5,40,787	5,40,787	10,500	10,500				
2.1.4	HVAC Panel	Nos	1	5,08,755	5,08,755	11,250	11,250				
2.2	Distribution Boards										
2.2.1	LDB	Nos	2	22,402	44,804	2,250	4,500				
2.2.2	PDB	Nos	3	30,533	91,599	2,250	6,750				
2.2.3	UPSDB	Nos	2	27,078	54,156	2,250	4,500				
2.2.4	Ex Area DB	Nos	1	18,749	18,749	2,250	2,250				
2.2.5	Main UPSDB	Nos	1	14,609	14,609	2,250	2,250				
3	UPS & Battery Bank							Provides backup power during outages or power fluctuations to prevent disruptions.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
3.1	UPS (20kVA)	No	1	3,90,000	3,90,000	13,500	13,500				
3.2	Battery Bank with Rack	No	1	1,95,000	1,95,000	1,500	1,500				
3.3	Isolators	No	3	5,005	15,015	1,500	4,500				
3.4	Cable	Mtr	20	1,259	25,180	105	2,100				
4	Cables	Lot	1	27,24,570	27,24,570	8,74,989	8,74,989	Transmit electrical power and signals between equipment and systems.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
5	Cable Termination	Lot	1	2,41,575	2,41,575	1,05,660	1,05,660	Provides secure connections at the ends of cables to avoid loose or faulty connections.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
6	Cable Tray & Cover	Lot	1	8,40,672	8,40,672	2,62,449	2,62,449	Supports and organizes cables to protect them from damage.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
7	Conduit & Accessories	Lot	1	73,515	73,515	64,125	64,125	Protect and route electrical wiring, especially in harsh environments.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
8		Lot	1	13,37,913	13,37,913	17,055	17,055	Safeguards the facility and personnel by dissipating	M/s. IPMS Engineers Private Limited	January 09, 2025	180days

	Earthing & Lightning System							fault currents and lightning strikes safely to the ground.			
9	Lighting System	Lot	1	18,12,486	18,12,486	1,88,700	1,88,700		M/s. IPMS Engineers Private Limited	January 09, 2025	180days
10	Power Socket	Lot	1	5,38,317	5,38,317	75,825	75,825	Provide access points for connecting equipment and devices to the power supply.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
11	Internal Wiring	Lot	1	17,63,840	17,63,840	18,45,450	18,45,450	Connects all electrical components within the facility.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
12	Local Control Station	Nos	10	1,235	12,350	450	4,500	Allows manual operation and monitoring of equipment.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
13	Electrical Miscellaneous & Safety Accessories	Lot	1	1,04,650	1,04,650	9,750	9,750	Includes fuses, circuit breakers, and surge protection devices.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
14	Structural Steel & Fabrications	Ton	2	84,500	1,69,000	37,500	75,000	Provides support structures for electrical equipment and cable management systems.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
15	Fire Alarm System	Lot	1	11,78,710	11,78,710	1,78,650	1,78,650	Detects and alerts occupants to fire hazards.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
16	CCTV System	Lot	1	12,58,454	12,58,454	1,71,120	1,71,120	Monitors and records activities for security and			180days

								process observation.	M/s. IPMS Engineers Private Limited	January 09, 2025	
17	Access Control & Door Interlock System	Lot	1	3,17,876	3,17,876	1,61,258	1,61,258	Manages and restricts access to sensitive areas.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
18	LAN & Telephone System	Lot	1	8,44,682	8,44,682	3,61,850	3,61,850	Facilitates communication and data sharing across the facility.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
19	PA System	Lot	1	5,71,653	5,71,653	90,101	90,101	Broadcasts announcements and emergency messages.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
TOTAL					2,12,76,147		52,01,252				

*Excluding Taxes. Taxes payable on such cost will be paid from our Company or our WOS internal accruals.

7. **Mechanical & Piping facility:** The mechanical and piping systems, including the installation of pipes, valves, and related mechanical equipment, will be designed to ensure the efficient distribution of water, gas and other essential fluids. These systems are crucial for maintaining the operational efficiency of manufacturing processes and ensuring system reliability.

COSTING-MECHANICAL & PIPING									
Sr. No.	DESCRIPTION	QTY.	UNIT	Rate (In ₹)	Total Cost* (In ₹)	Purpose	Quotations	Date of Quotation	Validity of Quotation
1	COMPRESSOR PIPES & FITTINGS								
1.1	SS-304 Pipes, ASTM A312 Gr.304,Sch. 10S,Dimensions as per ANSI B1 36.19,ERW,Bevelled Ends.with all accessories like all fittings including tees, elbows, reducers, union,nipples, flanges, rubber gaskets, nuts bolts, washer etc. Sizes From 15 NB To 50NB		Lot	3,25,000	3,25,000	Delivers compressed air to various equipment and processes.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days

1.2	GI Pipes, Pipes to IS 1239 part - I, Galvanised , ERW, Heavy, Bevelled end with all accessories like all fittings including tees, elbows, reducers, union, nipples, flanges, rubber gaskets, nuts bolts, washer etc. Sizes From 15 NB To 50NB	1	Lot	90,000	90,000	Supports manufacturing, cleaning, and control systems.			
1.3	Valves, Accessories and Instruments CS Ball Valves SS304 TC valve 4) CS Non-return Valve	1	Lot	1,25,000	1,25,000				
1.4	Catridge Filters & Misc.	1	Lot	1,50,000	1,50,000				
					-				
2	RAW WATER PIPING, FITTINGS & VALVES	1	Lot	2,50,000	2,50,000				
2.1	Supply of Installation of UPVC Piping of following sizes. It includes Installation of all fittings like Elbows, Flanges, Gaskets, Nuts/Bolts , U-clamp as per spec, screws and other miscellaneous items required to complete. Also, PP Ball Valves PP Butterfly valve PP Y-Type Strainer PP Non-return Valve PP Foot Valve Water Meter Water Pump				-	Transports untreated water from the source (e.g., municipal supply, borewell, or reservoir) to the water treatment system. Serves as the primary water supply for utility systems and processes.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
					-				
3	DRAIN PIPING , FITTINGS & VALVES	1	Lot	1,50,000	1,50,000				
3.1	HDPE PIPE with all elbow, Tee, Flanges, Clamp, Nut & Bolt etc. accessories Also, Drain trap PP Ball valve PP NRV Flanged end. Pressure Gauge 0 to 10 bar.				-	Handles the safe and efficient disposal of wastewater from production, cleaning, and utility systems. Ensures compliance with environmental regulations for waste management.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
3.2	Submersible sump pump	2	Nos.	60,000	1,20,000				
					-				
4	PIPE RACK, PLATFORM & SUPPORT STRUCTURE	1	Lot	1,50,000	1,50,000	Provides a structured pathway for the organized routing of			
4.1	Supply and installation of MS structure for piperacks which								180days

	include Beam,channel,angle and MS plates Mechanical Anchor fastener for supports					multiple utility pipes, including compressed air, raw water, drain water, steam, and other process lines.	M/s. IPMS Engineers Private Limited	January 09, 2025	
TOTAL					13,60,000				-

*Excluding Taxes. Taxes payable on such cost will be paid from our Company or our WOS internal accruals.

8. **Firefighting facility:** Firefighting systems, including fire sprinklers, alarms, and extinguishing systems, will be installed throughout the facility. These safety systems are essential for minimizing the risk of fire hazards, ensuring rapid response in emergencies, and protecting personnel, equipment, and property from fire-related damages.

COSTING-FIRE PROTECTION SYSTEM									
Sr. No.	Description	Qty	Unit	Rate (In ₹)	Total Cost* (In ₹)	Purpose	Quotations	Date of Quotation	Validity of Quotation
1	SITC of FIRE PUMPS Including suction & delivery piping with fittings, flanges and Valves like Gate valve, Non Return valve, butterfly valve, Y-type strainer with matching flanges, rubber expansion bellows. Also Air vessel tank of 300NB dia & 1.5 Mtr height with all necessary arrangements.	1	Lot	24,72,779	24,72,779	Fire pumps boost water pressure and ensure adequate supply to firefighting systems.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
1.1	SITC of Hydrant Main Electrical motor driven fire pump.								
1.2	SITC of Sprinkler Main Electrical motor driven fire pump								
1.3	SITC of Diesel engine driven of End suction								
1.4	SITC of electrical motor driven Hydrant Jockey pump								
1.5	SITC of electrical motor driven Sprinkler Jockey pump								
2	Fire Hydrant System	1	Lot	19,58,573	19,58,573	Provide water to firefighters for manual suppression of large fires	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
	Including MS ERW Black pipe as per IS 1239, IS 3589 'C' Class pipes & piping components like bend, tee, flanges, Also Double Flanged Gate Valves, Wafer type butterfly valves, "Y" type Strainer, Swing Type non return valves, Hydrants valves Fixed stand post type water monitor as per IS: 8442 monitor Fire Brigade Inlet Connection (4 way each of 63mm diameter Fire water tank Filling Inlet Connection Air Release Valve & Pressure gauges etc.								
3	Sprinkler system	1	Lot	21,60,635	21,60,635				

	Including MS ERW Black pipe as per IS 1239, IS 3589 'C' Class Heavy Duty above ground pipe protection with pipe fittings. Also Alarm control valve, Wafer type butterfly valves, Swing Type non return valves, with matching flanges SITC of Sprinklers, Vane type Flow switch Air Release Valve & Pressure gauges etc.					Automatically detect and suppress fires in their early stages.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
4	Fire Extinguishers								
	Supplying of ISI marked & TAC / LPA approved hand held portable type fire Extinguishers with required Discharge valves & nozzle having connecting hose pipes as well as wall mounting / floor mounting brackets / stands / trolleys as per specifications & TAC Norms. 6kg capacity ABC type powder fire Extinguishers 4.5 kg CO2 type Extinguisher Foam 9 ltr Extinguisher 6kg clean agent type modular fire extinguisher Also, Fire Buckets 9 Ltrs. Capacity	Lot	1,26,774	1,26,774		Provide a portable and immediate solution for extinguishing small fires.	M/s. IPMS Engineers Private Limited	January 09, 2025	180days
GRAND TOTAL					67,18,761		-		-

*Excluding Taxes. Taxes payable on such cost will be paid from our Company or our WOS internal accruals.

9. **Racking System:** Racking systems will be designed and installed to provide efficient storage solutions within the facility. These systems will improve space utilization, organize materials and products more effectively, and streamline inventory management processes, thus reducing storage costs and improving operational efficiency.

COSTING-RACKING SYSTEM									
Sr. No.	Description	Qty	Unit	Rate (In ₹)	Total Cost* (In ₹)	Purpose	Quotations	Date of Quotation	Validity of Quotation
1	Design, Supply (Loading, Transportation, Transit insurance, Unloading at site), Installation & Commissioning of Single Deep Steel Racking System for accomodating for 1210 Pallets . As per Drawing shared	1365	Nos.	3,271	44,65,000	Storage of Primary Packing material, Secondary Packing materials, Raw material, Finish Goods	M/s. Jungheinrich Lift Truck Limited	10-01-2025	180days
GRAND TOTAL					44,65,000				

*Excluding Taxes. Taxes payable on such cost will be paid from our Company or our WOS internal accruals.

The actual mode of such deployment has not been finalized as on the date of this Draft Red Herring Prospectus. ERMPL does not have any stated dividend policy and our Company cannot be assured of any dividends from such investment. Our Company will remain interested in ERMPL to the extent of maintaining its existence as our wholly-owned Subsidiary. ERMPL in furtherance of the above-stated object will enable us to compete effectively, have better control in manufacturing and costs, increase our visibility and expand our existing customer base.

Our WOS through the Project Report dated February 20, 2025 obtained from the Chartered Engineer has taken the quotations and cost estimates from suppliers for undertaking civil construction works and procurement of equipment for the proposed manufacturing unit. However, our WOS is yet to place any orders or enter into definitive agreements or any memorandum

of understanding for the implementation of manufacturing unit and purchase of plant and machinery, See, “**Risk Factor – Our Company or our WOS company have not yet placed orders in relation to Financing the capital expenditure towards setting up of the Manufacturing Facility for investment in Easy Raw Materials Private Limited (ERMPL). In the event of any delay in placing the orders, or in the event the vendors are not able to complete the civil construction in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected. Our WOS company’s proposed capacity set-up plans are subject to the risk of unanticipated delays in implementation due to factors including delays in construction, obtaining regulatory approvals in timely manner and cost overruns.**” Under the “Risk Factors” Chapter on page 31. Further, no second-hand or used machinery is proposed to be purchased out of the Net Proceeds. Each of the plants and machinery mentioned above is proposed to be acquired in a ready-to-use condition.

Our Promoters, Directors, Key Managerial Personnel and members of Senior Management do not have any interest in the above mentioned project except to the extent of the shareholding and directorship of two of Promoters, Directors and one of the Key Managerial Personnel, Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta. Also our Promoters, Directors, Key Managerial Personnel and members of Senior Management do not have any interest in the entities from whom WOS has obtained quotations in relation to such activities. Our Company or WOS may in the ordinary course of business enter into separate arrangements with the third-party vendors for the above-mentioned project at the proposed Manufacturing Facility. However, as on date of this Draft Red Herring Prospectus, there are no such arrangements and there is no assurance that we or our WOS will be able to enter into such arrangements with such third-party vendors. It is undertaken that any such arrangements, if entered into, shall be entered into by our Company and WOS on an arms’ length basis.

(a) Timelines

Engineering Timeline

Phase/Task	Time Estimate
Concept Engineering	8-10 weeks
Basic Engineering	18-20 weeks
Detailed Engineering	16-18 weeks

Note: In Concept Engineering, the product range, production capacity, Equipment Location, and space requirements, along with a rough cost estimate is determined. In Basic Engineering, plant layouts are created, define utility requirements, identify necessary machines, and refine the budget. In Detailed Engineering, finalization of the plant design, specify equipment and process flow, ensure compliance with regulations, and planning for procurement is done.

Execution Timeline

Phase/Task	Time Estimate
Commencement of Construction	Upon receipt of funds
Commencement of MEP, HVAC & Fire Protection Works	Approximately 3–4 months post-construction starts
Completion of Civil Works	Estimated 20-25 weeks
Installation of Equipments	Estimated 3-4 weeks
Completion of MEP, HVAC & Fire Protection Works	Estimated 2 weeks
Commissioning of Equipments	Estimated 2 weeks
Operationalization of Unit	In the Financial year 2026-2027

(b) Government and other approvals

In relation to the Project, our WOS is required to obtain the following material approvals from governmental or local authorities, as applicable, the status of which is provided below and detailed in the Project Report.

Sr. No.	Approval	Authority	Required At	Status
Before Construction Approvals:				
1	Building Permission	JNPA SEZ	Prior to commencement of construction	January 28, 2025

2	Consent to establish under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981	MPCB	Prior to commencement of construction	Received
3	Provisional Fire NOC	JNPA SEZ	Prior to commencement of construction	Application filed
After Construction Approvals				
4	Application for Power	JNPA SEZ	Before Completion of the project	Application to be filed at relevant stage
5	Application for Water	JNPA SEZ	Before Completion of the project	Application to be filed at relevant stage
6	Final Fire NOC	JNPA SEZ	Before Completion of the project	Application to be filed at relevant stage
7	Consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981	MPCB	Before Completion of the project	Application to be filed at relevant stage
8	FDA Approval for Manufacturing	FDA India	Before operations	Once facility is ready
9	FSSAI License for Food Products	FSSAI	Before operations	Once facility is ready

(c) Power and water requirements

ERMPL manufacturing facility at the JNPA Special Economic Zone (SEZ) will benefit from robust and reliable utilities, ensuring seamless operations. The SEZ is equipped with infrastructure to support industrial activities, including:

Land: Land is available on a 60-year leasehold basis, with eligibility for further extensions as per port land policy guidelines. The transparent e-tender cum auction process ensures fair allotment of land to investors. We have an area of 4,120 sq.mt (44,347 Sq. Ft.)

Power Supply: A dedicated power supply of 1 MVA is available for units within the SEZ, ensuring uninterrupted operations for manufacturing processes which is provided by JNPA and will not be sourced from local authority.

Water Supply: The SEZ provides a water supply of 1 MLPD, meeting the industrial requirements of manufacturing units. It will be provided by JNPA and will not be sourced from local authority

BENEFIT OF CAPEX:

1. Access to an Integrated Supply Chain:

- (a) **Raw Material Security:** ERMPL is set to become a partner in sourcing raw materials, such as amino acids, vitamins, and nutraceutical ingredients, ensuring the company has a steady and secure supply chain for its operations.
- (b) **Cost Optimization:** By utilizing the benefits of SEZ-based operations, including duty exemptions and tax incentives, ERMPL is projected to help the Company reduce procurement costs, thereby improving operational margins.

2. Expansion of Product Portfolio:

- (a) **Diverse Offerings:** ERMPL's planned production of finished nutraceuticals and health supplements, such as tablets, capsules, jars, and sachets, is expected to enhance the Company's product portfolio and market appeal.
- (b) **Innovation Opportunities:** Through collaborative R&D and manufacturing, the partnership will enable the development of innovative, market-driven products.

3. Enhanced Market Penetration:

- (a) **Global Outreach:** With its strategic location in JNPA SEZ and export-oriented infrastructure, ERMPL is positioned to help the Company strengthen its presence in international markets.

- (b) **Compliance and Quality Assurance:** ERMPL's commitment to obtaining certifications such as GMP, FSSAI, and FDA will ensure adherence to high standards, elevating the Company's reputation for quality and reliability.

4. Operational Synergies:

- (a) **Efficient Logistics:** Once operational, ERMPL's warehousing and material handling systems are projected to streamline logistics for the Company, reducing lead times and operational inefficiencies.
- (b) **Joint Branding Opportunities:** The collaboration offers prospects for co-branding and joint marketing efforts, enhancing the Company's visibility and market influence.

5. Financial and Strategic Growth:

- (a) **Return on Investment:** ERMPL's future operations are expected to yield steady financial returns, aligning with our Company's long-term growth strategy.
- (b) **Strategic Collaboration:** The partnership is designed to leverage ERMPL's manufacturing potential and our Company's market expertise, capturing new opportunities in the growing nutraceutical sector.

6. Sustainability and Compliance:

- (a) **Eco-Friendly Practices:** ERMPL's planned integration of renewable energy and sustainable operations aligns with our Company's commitment to responsible business practices.
- (b) **Regulatory Alignment:** The investment positions our Company to meet evolving regulatory and environmental standards, ensuring future readiness.

BENEFIT OF CAPEX THROUGH OUR WOS ERMPL

Capex Advantages to our company in Terms of Group-Wide Purchases

1. Bulk Procurement Cost Savings:

- **Stronger Negotiation Power:** With higher collective purchase volumes of materials used for distribution by our company and for manufacturing by our WOS ERMPL, this will help in negotiating better bulk pricing from suppliers.
- **Lower Per-Unit Cost:** Instead of buying materials separately for resale by our company and for in-house use by our WOS ERMPL, Consolidated bulk purchases will lower the procurement costs.

2. Centralized Sourcing & Supply Chain Efficiency:

- **Optimized Inventory Management:** Instead of separate inventories for our company and our WOS ERMPL, a centralized system of inventory will reduce the stockholding costs and wastages of both the companies.
- **Streamlined Logistics:** Group-level purchases will enable better freight consolidation, reducing import duties, shipping, and warehousing expenses.

3. Tax & Duty Benefits on Raw Material Imports:

- **SEZ Duty Exemptions:** Since our WOS ERMPL's proposed manufacturing facility is in SEZ area, it can import raw materials duty-free which will benefit both the company's overall procurement costs.
- **Input Tax Credit Optimization:** Our Company and our WOS ERMPL can structure purchases in a way that maximizes input tax credit (GST benefits) thereby reducing net tax liability.

4. Competitive Advantage & Market Expansion:

- **Better Pricing for Customers:** Lower raw material costs help offer competitive pricing for finished formulations, attracting more customers.
- **Wider Market Reach:** Our Company can use its distribution network to expand ERMPL's product sales, leveraging existing B2B relationships.

Key Benefits to our Company:

- ✓ **Increased Business Volume** → By providing manufacturing solutions to Indian customers, our Company can generate additional revenue beyond material sales.

- ✓ **Stronger Customer Retention** → Offering end-to-end solutions (raw materials + contract manufacturing) strengthens customer relationships and reduces churn.
- ✓ **SEZ Export Benefits** → Since ERMPL operates in a SEZ area, Indian customers can manufacture duty-free and export-ready formulations at competitive costs, making our company a preferred partner.
- ✓ **Expansion into International Markets** → By facilitating exports for Indian customers, our company indirectly expands its global market footprint and gains international exposure.

By leveraging ERMPL's SEZ facility, our company enhances its cost efficiency, market presence, and revenue streams, positioning itself as a comprehensive solutions provider in the industry.

2. **Repayment/prepayment of all or certain of our borrowings availed of by our Company:**

Our Board in its meeting dated March 11, 2025, took note that an amount of ₹2,000 Lakhs is proposed to be utilised for repayment/ prepayment of certain borrowings availed by our Company from the Net Proceeds. Our Company has entered into financial arrangements from time to time with various banks and financial institutions. The outstanding loan facilities entered into by our Company include secured and unsecured borrowing in the form of Loan against property of our Company and personal guarantees of the Directors and Promoters. For further details, please refer "Financial Indebtedness" on page 296 of this Draft Red Herring Prospectus. As on March 07, 2025, the aggregate outstanding secured borrowings of our Company is ₹ 2,900 Lakhs. Our Company proposes to utilise an estimated amount of ₹ 2,000 Lakhs from the Net Proceeds towards part or full repayment and/or pre-payment of borrowings availed by us.

Given the nature of these borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under these borrowings may vary after payment of due instalments. In light of the above, at the time of filing the Draft Red Herring Prospectus, the table below shall be suitably updated to reflect the revised amounts or loan as the case may be which have been availed by us.

We believe that such repayment and/or pre-payment will help reduce our outstanding indebtedness, debt servicing costs assist us in maintaining a favourable debt-to-equity ratio and enable utilization of some additional amount from our internal accruals for further investment in our business growth and expansion. Additionally, we believe that since our debt-equity ratio will improve significantly, it will enable us to raise at competitive rates in the future to fund potential business development opportunities and plans to grow and expand our business in the future. The following table provides the details of outstanding borrowings availed of by our Company which are proposed to be repaid or prepaid, in full or in part, from the Net Proceeds:

The details of the outstanding loans of our Company, as on March 07, 2025, which are proposed for repayment or prepayment, in full or in part from the Net Proceeds are set forth below. The loan facilities are listed below in no particular order of priority.

(₹ in Lakhs)

Name of Lender	Nature of borrowing	Rate of Interest*	Tenure	Date of Sanction	Date of Disbursement of Loan	Amt Sanctioned	Amount outstanding as on March 07, 2025	Purpose	Actual Utilisation of loan proceeds	Prepayment Penalty/Condition
ICICI Bank Limited	Cash Credit	Repo Rate* - 6.50% + Spread Rate - 2.60%	NA	Jan 21, 2022	Oct 31, 2022	2,900.00	2,900.00	Working Capital	Working Capital	NA
Total						2,900.00	2,900.00			

Note: As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor by way of their certificate dated March 07, 2025.

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purpose availed, our Statutory Auditors have confirmed that the loans have been utilised for the purpose for which it was availed pursuant to their certificate dated March 07, 2025.

Except as disclosed above, our Promoters, Directors and Key Managerial Personnel and Senior Management do not have any interest in the above-mentioned repayment/pre-payment of loan.

3. General Corporate Purposes:

We propose to deploy the balance Net Proceeds, aggregating to ₹ [●] Lakhs towards general corporate purposes to drive our business growth. As per the applicable laws, we shall utilise the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act and SEBI ICDR regulations and amendments thereto.

We confirm that any offer related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Draft Red Herring Prospectus, shall not exceed fifteen percent of the amount being raised by our Company or ₹ 10 Crores, whichever is less.

ESTIMATED OFFER RELATED EXPENSES

The Total expenses for this Offer are estimated to be approximately Rs. [●] Lakhs which is [●] % of the Offer Size. All the Offer related expenses shall be proportionately met out from proceeds of the Offer as per applicable laws. The break-up of the same is as follows:

Particulars	Estimated expenses (₹ In Lakhs)	As a % of total estimated Offer related expenses	As a % of the total Offer size
Book Running Lead Manager Fees which includes the following:	[●]	[●]	[●]
a. Merchant Banking Fees	[●]	[●]	[●]
b. Underwriting Fees	[●]	[●]	[●]
c. Fees payable to Market Maker to the Offer	[●]	[●]	[●]
d. Fees payable to Registrar to the offer	[●]	[●]	[●]
e. Fees payable for Advertising and Marketing expenses	[●]	[●]	[●]
Fees payable to Regulators including stock exchanges and depositories	[●]	[●]	[●]
Payment for Printing and stationery, postages, etc.			
Fees payable to Statutory Auditors, Legal Advisors and other professionals	[●]	[●]	[●]
Others, if any (Brokerage, selling, commission, etc.)	[●]	[●]	[●]
Total Estimated Offer Expenses	[●]	[●]	[●]

The fund deployed out of internal accruals up to March 21, 2025 is ₹ 18.00 Lakhs towards issue expenses vide certificate dated March 21, 2025 having UDIN: 25165275BMLCRY5361 received from M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor, and the same will be recouped out of issue expenses.

Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs:

- 1) SCSBs will be entitled to a processing fee of ₹10/- per Application Form for processing of the Application Forms only for the Successful Allotments procured by other Application Collecting Intermediary and submitted to them.
- 2) Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Individual Investors and Non-Institutional Investors, would be 0.01% on the Allotment Amount.
- 3) No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.
- 4) The commission and processing fees shall be released only after the SCSBs provide a written confirmation to the Book Running Lead Manager not later than 30 days from the finalization of Basis of Allotment by Registrar to the Issue in compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.
- 5) Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.

Other than the listing fees which will be borne solely by the Company, all costs, charges, fees and expenses relating to the Offer, including, among other things, filing fees, book building fees and other charges, fees and expenses of the SEBI, the Stock Exchange, the RoC and any other Governmental Authority, advertising, printing, road show expenses, accommodation and travel expenses, fees and expenses of the legal counsel, fees and expenses of the statutory auditors, registrar fees and broker fees (including fees for procuring of applications), bank charges, fees and expenses of the BRLMs, syndicate members, Self-Certified Syndicate Banks, other Designated Intermediaries and any other consultant, advisor or third party in connection with the Offer shall be borne by the Company and the Promoter Selling Shareholders in proportion to the number of Equity Shares offered and/or transferred by the Company and Promoter Selling Shareholders in the Offer, respectively, except as may be prescribed by the SEBI or any other regulatory authority.

The Promoter Selling Shareholders agree that they shall reimburse the Company for any expenses in relation to the Offer paid by the Company on behalf of the Promoter Selling Shareholders directly from the Public Offer Account. In the event that the Offer is postponed or withdrawn or abandoned for any reason or the Offer is not successful or consummated, all costs and expenses with respect to the Offer shall be borne by the Company and the Promoter Selling Shareholders on pro rata basis, in proportion to the number of Equity Shares offered and Allotted by our Company through the Fresh Issue and sold by the Promoter Selling Shareholders through the Offer for Sale, including but not limited to, the fees and expenses of the BRLMs and the legal counsel in relation to the Offer, in such manner as agreed.

APPRAISAL

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Offer are currently based on the 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 for further details, please see Risk Factor no. 38 *“Within the parameters as mentioned in the chapter titled “Objects of the Offer” beginning on page 98 of this Draft Red Herring Prospectus, our Company’s management will have flexibility in applying the proceeds of the Offer. The fund requirement and deployment mentioned in the Objects of this Offer have not been appraised by any bank or financial institution”*. in the “Risk Factor” Chapter on page no. 31 of this Draft Red Herring Prospectus.

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

MONITORING UTILIZATION OF FUNDS

In accordance with Regulation 262 of the SEBI (ICDR) Regulations and amendments thereto, our Company shall appoint a Monitoring Agency for monitoring the utilisation of Fresh Issue prior to the filing of the Red Herring Prospectus with the RoC, as the proposed Fresh Issue exceeds ₹ 5,000 Lakhs. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Fresh Issue Proceeds and the Monitoring Agency shall submit the report required under Regulation 262(2) of the SEBI ICDR Regulations and amendments thereto, on a quarterly basis, until such time as the Fresh Issue Proceeds have been utilised in full in the format specified in Schedule XI of SEBI ICDR Regulations.

In accordance with Regulation 262(3) and (4) of the SEBI (ICDR) Regulations read with SEBI (ICDR) (Amendments) Regulations, 2025, the board of directors and the management of the issuer shall provide their comments on the findings of the monitoring agency as specified in Schedule XI as per SEBI ICDR Regulations. Our Company will, within forty five days from the end of each quarter, publicly disseminate the report of the monitoring agency by uploading the same on its website as well as submitting the same to the BSE.

INTERIM USE OF PROCEEDS

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

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

VARIATION IN OBJECTS

In accordance with Section 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the objects of the Offer without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company's key Managerial personnel and Group Companies, in relation to the utilization of the Net Proceeds. No part of the proceeds of the Offer will be paid by us to the Promoter and Promoter Group, Group Companies, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable law.

BASIS FOR OFFER PRICE

The Price Band and Offer Price will be determined by our Company and Selling Shareholders in consultation with the Book Running Lead Manager on the basis of an assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares of our Company is ₹10/- each and the Offer Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

Bidders should read the following basis with the section titled “Risk Factors” and chapters titled “Restated Financial Information”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Our Business” beginning on page 31 and 261, 298 and 178 respectively, of this Draft Red Herring Prospectus to get a more informed view before making any investment decisions.

QUALITATIVE FACTORS

Some of the qualitative factors and our strengths which form the basis for the Offer Price are:

1. Diversified product portfolio;
2. In house processing and warehousing capabilities;
3. Value proposition for Customers

For further details regarding the qualitative factors, which form the basis for computing the Offer Price, please see chapter titled “Our Business” beginning on page 178 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented in this chapter is derived from Company’s Restated Consolidated Financial Statements for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022, has been prepared in accordance with Indian GAAP and in terms of the requirements of the Companies Act, SEBI ICDR Regulations and amendments thereto and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI as amended from time to time. For more details on financial information, investors please refer the chapter titled “Restated Financial Information” beginning on page 261 of this Draft Red Herring Prospectus.

Investors should evaluate our Company taking into consideration its niche business segment and other qualitative factors in addition to the quantitative factors. Some of the quantitative factors which may form the basis for computing the price are as follows:

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

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

As per Restated Financial Statements – Post Bonus

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2024	15.28	3
March 31, 2023	8.06	2
March 31, 2022	6.71	1
Weighted Average	11.45	
For the period ended September 30, 2024 (Not annualised)	15.51	

Notes:

1. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights
2. Earnings per Equity Share = Profit for the period/year / Weighted average number of equity shares outstanding during the year.
3. Basic and diluted Earnings per Equity Share are computed in accordance with Accounting Standard 20.
4. The basic and diluted Earnings per Equity Share for the current period and previous period/year presented have been calculated/restated after considering the bonus issue.
5. The face value of each Equity Share is ₹10/-.

2. Price Earnings Ratio (“P/E”) in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share of ₹ 10/- each fully paid-up:

Particulars	(P/E) Ratio at the Floor Price* (no. of times)	P/E) Ratio at the Cap Price* (no. of times)
Based on Restated Financial Information		
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	[●]	[●]
P/E ratio based on the Weighted Average Basic & Diluted EPS	[●]	[●]

* To be updated at the price band stage.

Note: P/E ratio has been computed dividing the price per share by Earnings per Equity Share.

3. Industry P/E Ratio

There are no listed companies in India that are engaged in a business similar to that of our Company. Accordingly, it is not possible to provide industry P/E.

4. Return on Net worth (RoNW)

As per Restated Consolidated Financial Information

Particulars	RONW (%)	Weights
March 31, 2024	50.04%	3
March 31, 2023	52.84%	2
March 31, 2022	80.15%	1
Weighted Average	55.99%	
For the period ended September 30, 2024 (Not annualised)	33.67%	

Note: Return on Net Worth (%) = Profit for the period/ year / Net Worth at the end of the period/year.

5. Net Asset Value (NAV)

As per Restated Consolidated Financial Information

Financial Year	NAV (₹)
March 31, 2024	30.55
March 31, 2023	15.26
March 31, 2022	8.37
For the period ended September 30, 2024 (Not annualised)	46.07
Net Asset Value per Equity Share after the Offer at Floor Price	[●]
Net Asset Value per Equity Share after the Offer at Cap Price	[●]
Offer Price*	[●]

*To be included upon finalization of the Offer Price and will be updated at the Prospectus stage.

Notes:

- 1) Net Asset Value per Equity Share (in ₹) = Net Worth at the end of the period/year / Weighted number of equity shares outstanding at the end of the year.
- 2) Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

6. Comparison of accounting ratios with listed industry peers

Name of Company	CMP (₹)	Face Value (₹)	Basic Diluted (₹)	& EPS	PE Ratio (times)	RoNW(%)	NAV per Share (₹)
Chemkart India Limited	[●]	10	15.28		[●]	50.04%	30.55

There are no listed companies in India that are engaged in a business similar to that of our Company. Accordingly, it is not possible to provide a comparison of key performance indicators of industry with our Company.

Notes:

- 1) The figures for our company are based on Restated Financial Statements for the year ended March 31, 2024 after considering the bonus issue of shares.
- 2) Restated Profit for the year attributable to equity shareholders divided by Net Worth of our Company.
- 3) Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the weighted average number of equities shares outstanding at the end of the year.
- 4) Price Earning (P/E) Ratio in relation to the Offer Price of [●] per share.
- 5) The Price Band determined by our Company and the Selling Shareholder in consultation with the Book Running Lead Manager is justified by our Company and Selling Shareholders in consultation with the Book Running Lead Manager on the basis of the above parameters.

The face value of our share is ₹10/- per share and the Offer Price is of ₹ [●] per share are [●] times of the face value.

Investor should read the above-mentioned information along with the section titled “Risk Factors” beginning on page 31 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled “Restated Financial Information” beginning on page 261 of this Draft Red Herring Prospectus.

7. Key Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated March 07, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three financial years and for the six months period ended September 30, 2024 prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by our Peer review Auditors, M/s. Bagaria & Co LLP, Chartered Accountants by their certificate dated March 07, 2025.

The KPIs of our Company have been disclosed in the chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 178 and 298 of this Draft Red Herring Prospectus, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” on page 1 of this Draft Red Herring Prospectus.

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

(a) A list of our KPIs, on restated consolidated financials is set out below for the indicated periods below:

Key Financial Performance	(₹ in Lakhs, otherwise mentioned)			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (Rs. lakhs) ⁽¹⁾	11,312.61	13,202.69	13,137.78	8,698.05
EBITDA (Rs. lakhs) ⁽²⁾	2,000.86	2,091.20	1,104.99	702.32
EBITDA Margin (%) ⁽³⁾	17.69%	15.84%	8.41%	8.07%
PAT (Rs. lakhs) ⁽⁴⁾	1,473.26	1,451.82	766.02	547.93
Net Profit Ratio (times) ⁽⁵⁾	0.13	0.11	0.06	0.06
Return on equity (times) ⁽⁶⁾	0.40	0.67	0.72	1.60

Key Financial Performance	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Return on capital employed (times) ⁽⁷⁾	0.32	0.51	0.43	0.60
Debt-Equity Ratio (times) ⁽⁸⁾	0.49	0.43	0.78	0.83
Net fixed asset turnover ratio (times) ⁽⁹⁾	13.23	24.81	23.68	161.11
Current Ratio (times) ⁽¹⁰⁾	1.85	1.99	1.41	1.39

*As certified by M/s. Bagaria & Co LLP, Chartered Accountants, by way of their certificate dated March 07, 2025.

Notes:

(1) Revenue from operation means revenue from sale of our products

(2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income

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

(4) PAT is calculated as PBT – Total Tax expense

(5) Net profit ratio is calculated by dividing Net Profit to Revenue from Operations

(6) Return on Equity is calculated by comparing the proportion of net income after tax against the amount of average shareholder equity

(7) Return on Capital Employed is calculated as follows: Profit before tax + Finance Costs (EBIT) divided by (Tangible Net Worth + Total Debt + Deferred Tax Liabilities)

(8) Debt to Equity ratio is calculated as Total Debt divided by equity

(9) Net Fixed asset turnover ratio is calculated by dividing the Revenue from Operations by net Fixed Assets of the Company

(10) Current Ratio is calculated by dividing Current Assets to Current Liabilities

(b) Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Financial Information. We use these KPIs to evaluate our performance. Some of these KPIs are not defined under applicable Accounting Standards and are not presented in accordance with applicable Accounting Standards. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing results, when taken collectively with financial measures prepared in accordance with applicable Accounting Standards.

Explanations for the certain financial data based on Restated Consolidated Financial Information

Key Financial Performance	Explanations
Financial KPIs	
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business
Net profit ratio (times)	measures how many times the net profit covers the revenue — essentially showing the proportion of revenue that translates into net profit.
Return on equity (times)	measures how many times the net profit covers the shareholders' equity — essentially showing how efficiently a company uses its equity base to generate profits.
Return on capital employed (times)	Return on capital employed is a financial ratio that measures our company's profitability in terms of all of its capital
Debt-Equity Ratio (times)	Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers
Net fixed asset turnover ratio (times)	Net fixed asset turnover ratio is indicator of the efficiency with which our company is able to leverage its assets to generate revenue from operations

Key Financial Performance	Explanations
Current Ratio (times)	The current ratio is a liquidity ratio that measures our company's ability to pay short-term obligations or those due within one year

(c) Comparison with Listed Industry Peers

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide a comparison of key performance indicators of industry with our Company.

8. Justification for Basis for Offer price

a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares

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

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

There have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group, selling shareholders or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid - up share capital of the Company (calculated based on the pre-offer share capital before such transaction/s and excluding employee stock options employee stock purchase or stock appreciation rights granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

c) Since there are no such transaction to report to under (a) and (b), the following are the details of the basis of the last five primary and secondary transactions (secondary transactions where promoters, promoter group or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions:

Primary Transactions:

1. Rights Issue of 13,47,000 Equity Shares of face value of ₹10/- at an issue price of ₹10/- each as on March 28, 2022:

Sr. No	Name	No. of Equity Shares
1.	Mr. Ankit Shailesh Mehta	6,73,500
2.	Ms. Parul Shailesh Mehta	6,73,500
	Total	13,47,000

2. Bonus Issue of 81,42,000 Equity Shares of face value of Rs. 10/- each in the ratio of 6:1 i.e., 6 Bonus Equity Shares for each Equity Shares held, allotted on December 27, 2024:

Sr. No	Name	No. of Equity Shares
1.	Mr. Ankit Shailesh Mehta	40,70,970
2.	Ms. Parul Shailesh Mehta	40,71,000
3.	Mr. Shailesh Vinodrai Mehta	06
4.	Ms. Jaini Shailesh Mehta	06
5.	Mr. Mikit Bharat Bhayani	06
6.	Ms. Bhavna Bharat Bhayani	06
7.	Mr. Bharat Dhirajlal Bhayani	06
	Total	81,42,000

Secondary Issuances

Sr. No.	Name of Shareholder	Date of Transaction	Promoter/ Promoter Group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
1.	Mr. Ankit Shailesh Mehta	August 16, 2024	Promoter, Chairman and Managing Director	-	(1)	Transferred to Mr. Shailesh Vinodrai Mehta
				-	(1)	Transferred to Ms. Jaini Shailesh Mehta
				-	(1)	Transferred to Mr. Mikit Bharat Bhayani
				-	(1)	Transferred to Mr. Bharat Dhirajlal Bhayani
				-	(1)	Transferred to Ms. Bhavna Bharat Bhayani
2.	Mr. Shailesh Vinodrai Mehta	August 16, 2024	Promoter and Executive Director	1	-	Transfer from Mr. Ankit Shailesh Mehta
3.	Ms. Jaini Shailesh Mehta	August 16, 2024	Promoter Group	1	-	Transfer from Mr. Ankit Shailesh Mehta
		December 27, 2024		6	-	Bonus Issue of shares
4.	Ms. Bhavna Bharat Bhayani	August 16, 2024	Promoter Group	1	-	Transfer from Mr. Ankit Shailesh Mehta
5.	Mr. Mikit Bharat Bhayani	August 16, 2024	Public Shareholder	1	-	Transfer from Mr. Ankit Shailesh Mehta
6.	Mr. Bharat Dhirajlal Bhayani	August 16, 2024	Public Shareholder	1	-	Transfer from Mr. Ankit Shailesh Mehta

d) Weighted average cost of acquisition (“WACA”), floor price and cap price

Weighted average cost of acquisition of Equity Shares based on primary/ secondary transaction(s), as disclosed in paragraph above, are set out below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)**	Floor Price (₹ [●])*	Cap Price (₹ [●])*
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/	NA	NA	NA

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)**	Floor Price (₹ [●])**	Cap Price (₹ [●])**
employee stock option scheme, employee stock purchase or stock appreciation rights, and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options, employee stock purchase or stock appreciation rights granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days			
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where our Promoters or Promoter Group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options, employee stock purchase or stock appreciation rights granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days*	NA	NA	NA
Since there were no primary or secondary transactions of equity shares of the Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, the information has been disclosed for price per share of the Company based on the last five primary or secondary transactions (secondary transactions where Promoter /Promoter Group entities or Selling Shareholders or Shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction.			
• Based on primary transactions	1.42	[●]	[●]
• Based on secondary transactions	10.00	[●]	[●]

* To be updated in the Prospectus prior to filing with RoC.

**As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditors, by way of their certificate dated March 07, 2025.

- e) **Explanation for Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 8 (d) above) along with our Company's key performance indicators and financial ratios for the period ended September 30, 2024 and for the Fiscals 2024, 2023 and 2022.**

[●]*

Note: This will be included on finalisation of Price Band

- f) **The Offer Price is [●] times of the face value of the equity shares**

The face value of our share is ₹ 10/- per share and the Offer Price is of ₹ [●] per share i.e., [●] times of the face value. Our Company and Selling Shareholders in consultation with the Book Running Lead Manager believes that the Offer Price of ₹ [●] per share for the Public Offer is justified in view of the above quantitative and qualitative parameters. Investor should read the above-mentioned information along with the section titled "Risk Factors" beginning on page 31 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled "Restated Financial Information" beginning on page 261 of this Draft Red Herring Prospectus.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors,
Chemkart India Limited
Office No. 403/404, 4th Floor, K.L. Accolade,
6th Road, TPS III, Santacruz (East),
Mumbai - 400055, Maharashtra, India.

Dear Sirs,

Sub: Statement of Tax Benefits ('The Statement') available to Chemkart India Limited (Formerly Known as Chemkart India Private Limited) ("the Company") and its shareholders under the Direct and Indirect Tax Laws in India

We hereby report that the enclosed annexure prepared by the management of the Company, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "**GST Act**") 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 business imperatives which the Company may face in the future, 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 do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that; this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares ("**the Issue**") by the Company.

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

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

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

Limitations:

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein.

We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Offer Document/ Offer Document or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

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

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

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

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

Under the Income Tax Act, 1961 ("the Act")

Special tax benefits available to the Company

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

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

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

NOTES:

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
2. The above Annexure covers only the special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
3. The above Annexure of special tax benefits is as per the current direct tax laws relevant for the assessment year 2024-25. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
5. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act, 2019') with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ('MAT') under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

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

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

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

The Company has evaluated and decided to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability for the Financial Year 2020-21 and onwards.

6. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
7. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For Bagaria & Co LLP

Chartered Accountants

FRN : 113447W/W-100019

Sd/-

Mohak Goel

Partner

Membership No: 159883

UDIN: 25159883BMITAH9761

Place: Mumbai

Date: March 7, 2025

SECTION VI – ABOUT THE COMPANY

INDUSTRY OVERVIEW

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

GLOBAL ECONOMIC OVERVIEW

Forces Shaping the Outlook

The global economy is holding steady, although the degree of grip varies widely across countries. Global GDP growth in the third quarter of 2024 was 0.1 percentage point below that predicted in the October 2024 WEO, after disappointing data releases in some Asian and European economies. Growth in China, at 4.7 percent in year-over-year terms, was below expectations. Faster-than-expected net export growth only partly offset a faster-than-expected slowdown in consumption amid delayed stabilization in the property market and persistently low consumer confidence. Growth in India also slowed more than expected, led by a sharper-than-expected deceleration in industrial activity. Growth continued to be subdued in the euro area (with Germany's performance lagging that of other euro area countries), largely reflecting continued weakness in manufacturing and goods exports even as consumption picked up in line with the recovery in real incomes. In Japan, output contracted mildly owing to temporary supply disruptions. By contrast, momentum in the United States remained robust, with the economy expanding at a rate of 2.7 percent in year-over-year terms in the third quarter, powered by strong consumption. Global disinflation continues, but there are signs that progress is stalling in some countries and that elevated inflation is persistent in a few cases. The global median of sequential core inflation has been just slightly above 2 percent for the past few months. Nominal wage growth is showing signs of moderation, alongside indications of continuing normalization in labor markets. Although core goods price inflation has fallen back to or below trend, services price inflation is still running above pre-COVID-19 averages in many economies, most notably the United States and the euro area. Pockets of elevated inflation, reflecting a range of idiosyncratic factors, also persist in some emerging market and developing economies in Europe and Latin America.

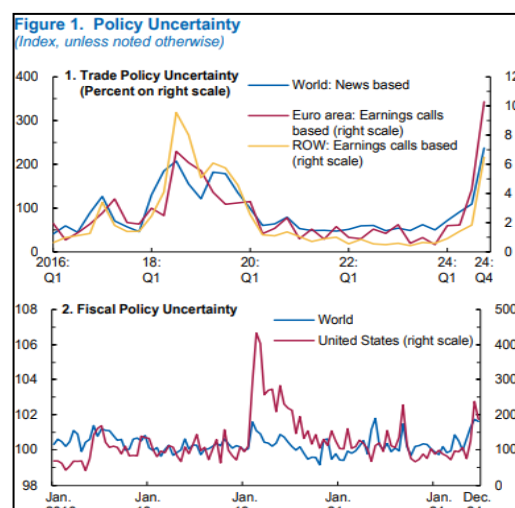
Where inflation is proving more sticky, central banks are moving more cautiously in the easing cycle while keeping a close eye on activity and labor market indicators as well as exchange rate movements. A few central banks are raising rates, marking a point of divergence in monetary policy.

Global financial conditions remain largely accommodative, again with some differentiation across jurisdictions (see Box 1). Equities in advanced economies have rallied on expectations of more business friendly policies in the United States. In emerging market and developing economies, equity valuations have been more subdued, and a broad-based strengthening of the US dollar, driven primarily by expectations of new tariffs and higher interest rates in the United States, has kept financial conditions tighter.

Economic policy uncertainty has increased sharply, especially on the trade and fiscal fronts, with some differentiation across countries (Figure 1). Expectations of policy shifts under newly elected governments in 2024 have shaped financial market pricing in recent months. Bouts of political instability in some Asian and European countries have rattled markets and injected additional uncertainty regarding stalled progress on fiscal and structural policies. Geopolitical tensions, including those in the Middle East, and global trade frictions remain elevated.

The Outlook

IMF staff projections assume current policies in place at the time of publication. They incorporate recent market developments and the impact of heightened trade policy uncertainty, which is assumed to be temporary, with the effects unwinding after about a year, but refrain from making any assumptions about potential policy changes that are currently



under public debate. Energy commodity prices are expected to decline by 2.6 percent in 2025, more than assumed in October. This reflects a decline in oil prices driven by weak Chinese demand and strong supply from countries outside of OPEC+ (Organization of the Petroleum Exporting Countries plus selected nonmember countries, including Russia), partly offset by increases in gas prices as a result of colder-than-expected weather and supply disruptions, including the ongoing conflict in the Middle East and outages in gas fields. Nonfuel commodity prices are expected to increase by 2.5 percent in 2025, on account of upward revisions to food and beverage prices relative to the October 2024 WEO, driven by bad weather affecting large producers. Monetary policy rates of major central banks are expected to continue to decline, though at different paces, reflecting variations in growth and inflation outlooks. The fiscal policy stance is expected to tighten during 2025–26 in advanced economies including the United States and, to a lesser extent, in emerging market and developing economies.

Global growth is expected to remain stable, albeit lackluster. At 3.3 percent in both 2025 and 2026, the forecasts for growth are below the historical (2000–19) average of 3.7 percent and broadly unchanged from October (Table 1; see also Annex Table 1). The overall picture, however, hides divergent paths across economies and a precarious global growth profile (Figure 2).

Among advanced economies, growth forecast revisions go in different directions. In the United States, underlying demand remains robust, reflecting strong wealth effects, a less restrictive monetary policy stance, and supportive financial conditions. Growth is projected to be at 2.7 percent in 2025. This is 0.5 percentage point higher than the October forecast, in part reflecting carryover from 2024 as well as robust labor markets and accelerating investment, among other signs of strength. Growth is expected to taper to potential in 2026.

In the euro area, growth is expected to pick up but at a more gradual pace than anticipated in October, with geopolitical tensions continuing to weigh on sentiment. Weaker-than-expected momentum at the end of 2024, especially in manufacturing, and heightened political and policy uncertainty explain a downward revision of 0.2 percentage point to 1.0 percent in 2025. In 2026, growth is set to rise to 1.4 percent, helped by stronger domestic demand, as financial conditions loosen, confidence improves, and uncertainty recedes somewhat.

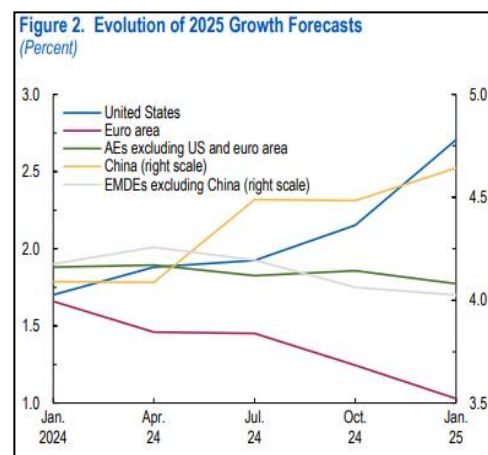
In other advanced economies, two offsetting forces keep growth forecasts relatively stable. On the one hand, recovering real incomes are expected to support the cyclical recovery in consumption. On the other hand, trade headwinds—including the sharp uptick in trade policy uncertainty—are expected to keep investment subdued.

In emerging market and developing economies, growth performance in 2025 and 2026 is expected to broadly match that in 2024. With respect to the projection in October, growth in 2025 for China is marginally revised upward by 0.1 percentage point to 4.6 percent. This revision reflects carryover from 2024 and the fiscal package announced in November largely offsetting the negative effect on investment from heightened trade policy uncertainty and property market drag. In 2026, growth is projected mostly to remain stable at 4.5 percent, as the effects of trade policy uncertainty dissipate and the retirement age increase slows down the decline in the labor supply. In India, growth is projected to be solid at 6.5 percent in 2025 and 2026, as projected in October and in line with potential.

In the Middle East and Central Asia, growth is projected to pick up, but less than expected in October. This mainly reflects a 1.3 percentage point downward revision to 2025 growth in Saudi Arabia, mostly driven by the extension of OPEC+ production cuts. In Latin America and the Caribbean, overall growth is projected to accelerate slightly in 2025 to 2.5 percent, despite an expected slowdown in the largest economies of the region. Growth in sub-Saharan Africa is expected to pick up in 2025, while it is forecast to slow down in emerging and developing Europe.

World trade volume estimates are revised downward slightly for 2025 and 2026. The revision owes to the sharp increase in trade policy uncertainty, which is likely to hurt investment disproportionately among trade-intensive firms. That said, in the baseline, the impact of heightened uncertainty is expected to be transitory. Furthermore, the front-loading of some trade flows in view of elevated trade policy uncertainty, and in anticipation of tighter trade restrictions, provides some offset in the near term.

Progress on disinflation is expected to continue. Deviations from the October 2024 WEO forecasts are minimal. The gradual cooling of labor markets is expected to keep demand pressures at bay. Combined with the expected decline in energy prices, headline inflation is projected to continue its descent toward central bank targets. That said, inflation is projected to be close to, but above, the 2 percent target in 2025 in the United States, whereas inflationary dynamics are expected to be more



subdued in the euro area. Low inflation is projected to persist in China. Consequently, the gap between anticipated policy rates in the United States and other countries becomes wider.

Risks to the Outlook

In the medium term, the balance of risks to the outlook is tilted to the downside, with global growth poised to be lower than its 2025–26 average and five-year-ahead forecasts at about 3 percent. Near-term risks, in contrast, could reinforce divergences across countries: they are tilted to the upside in the United States, whereas downside risks prevail in most other economies amid elevated policy uncertainty and headwinds from ongoing adjustments (in particular, energy in Europe and real estate in China).

An intensification of protectionist policies, for instance, in the form of a new wave of tariffs, could exacerbate trade tensions, lower investment, reduce market efficiency, distort trade flows, and again disrupt supply chains. Growth could suffer in both the near and medium term, but at varying degrees across economies.

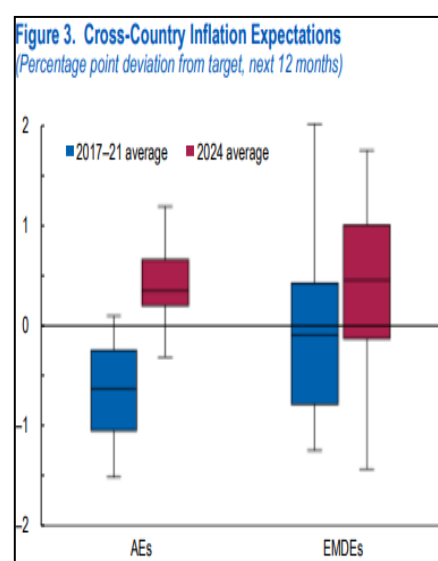
Looser fiscal policy in the United States, driven by new expansionary measures such as tax cuts, could boost economic activity in the near term, with small positive spillovers onto global growth. Yet in the longer run, this may require a larger fiscal policy adjustment that could become disruptive to markets and the economy, by potentially weakening the role of US Treasuries as the global safe asset, among other things. Furthermore, higher borrowing to fund looser fiscal policy could increase demand for capital globally, leading to an increase in interest rates and possibly depressing economic activity elsewhere.

Confidence and positive sentiment in the United States, partly driven by deregulation, could boost both the demand and the supply side of the economy. While relaxation of unduly tight regulations and reduced red tape for businesses may spur near-term US growth through higher investment, dollar appreciation could fuel risks of capital outflows from emerging market and developing economies and drive risk premiums upward. Moreover, an excessive rollback of regulations designed to put limits on risk-taking and debt accumulation may generate boom-bust dynamics for the United States in the longer term, with repercussions for the rest of the world. Downside risks to macro-financial stability may be amplified if compounded by a weaker fiscal outlook or stalled progress on structural reforms. Other supply-side shocks, such as labor force disruptions driven by reductions in migration flows to the United States, may permanently reduce potential output and raise inflation during the adjustment period.

A near-term boost for the US economy emanating from these factors would further underscore the divergent growth patterns across economies. If the adverse effects of tariffs and reduction in the labor force dominate, global activity as well as activity in the United States might be affected negatively in the medium term. Uncertainties are high: the effects of each factor would unfold differently across countries, influenced by trade and financial linkages; policy responses to actions taken by other countries could play out in a variety of ways, including an escalation of retaliatory tariffs; and the impacts of different policy combinations or different magnitudes of policy changes could be quite different.

Inflation dynamics could be shaped in opposite directions by these factors. The magnitude of the inflationary effect from tariffs is especially uncertain. While recent empirical studies find high pass-through to import prices, estimates of pass-through to consumer prices are lower and subject to significant uncertainty. Nevertheless, compared with what took place in earlier episodes of trade disputes, several factors suggest that upside risks to inflation from tariff hikes could be higher this time. First, the global economy is coming out of the most significant inflation surge in recent memory. Inflation expectations, especially in many advanced economies, are farther above the central bank target today than in 2017–21 (Figure 3). Second, the cyclical positions of many major economies are more conducive to higher inflation today than in 2016. Third, retaliation in the form of restrictions on specific, difficult-to-substitute materials or intermediate goods may have an outsized impact on aggregate inflation.

The risk of renewed inflationary pressures could prompt central banks to raise policy rates and intensify monetary policy divergence. Higher-for-even-longer interest rates could worsen fiscal, financial, and external risks. A stronger US dollar, arising from interest rate differentials and tariffs, among other factors, could alter capital flow patterns and global imbalances and complicate macroeconomic trade-offs.



In addition to risks from economic policy shifts, geopolitical tensions could intensify, leading to renewed spikes in commodity prices. The conflicts in the Middle East and Ukraine could worsen, directly affecting trade routes as well as food and energy prices. Commodity-importing countries may be particularly affected, with the stagflation impact of higher commodity prices compounded by an appreciating dollar.

On the upside, global economic activity may enjoy a bounce if incoming governments can renegotiate existing trade agreements and forge new deals. This could relieve uncertainty faster and be much less disruptive to growth and inflation. By boosting confidence, such cooperative outcomes could even support investment and medium-term growth prospects.

Momentum on other policy fronts could also lift growth. Many countries may embrace structural reforms to prevent divergence from their better-performing peers from becoming entrenched. Efforts to increase labor supply, reduce misallocation, enhance competition, and support innovation could raise medium-term growth.

Policy Priorities

Against the backdrop of elevated uncertainty, policies need to rein in short-term risks and rebuild buffers while pushing ahead efforts to lift medium-term growth prospects.

Monetary policy should ensure that price stability is restored while supporting activity and employment. In economies in which inflationary pressures are proving persistent and the risk of upside surprises is on the rise, a restrictive stance will need to be maintained until evidence is clearer that the underlying inflation is sustainably returning to target. In economies in which activity is cooling fast and inflation is on track to durably go back to target, a less restrictive stance is justified.

In either case, fiscal policy should consolidate to put public debt on a sustainable path and restore the space needed for more agile responses. The consolidation path needs to be carefully calibrated to the conditions a particular economy is facing. It should be sizable yet gradual to avoid hurting economic activity, clearly communicated to avoid disruptions in debt markets, and credible to achieve long-lasting results. Adopting a growth-friendly approach and mitigating the adverse impacts on poor individuals could help preserve the economy's potential and maintain public support.

The divergent paths of monetary policy across countries could generate significant movements in exchange rates and capital flows. As laid out in the IMF's Integrated Policy Framework, adjusting policy rates and allowing exchange rate flexibility are advisable for countries with deep foreign exchange markets and low levels of foreign-currency debt. For those with shallow foreign exchange markets and substantial amounts of foreign-currency debt, temporary foreign exchange interventions (provided that foreign reserves are adequate and used prudently), capital flow management measures, macroprudential policies, or some combination of the three could, in some cases, accompany appropriately set monetary and fiscal policies to preserve macrofinancial stability.

Beyond the near term, decisive policy action is needed to enhance economic dynamism, boost the supply side, and counter the rising risks to the already-dim medium-term growth prospects. Targeted reforms in labor markets, competition, health care, education, and digitalization can revive productivity growth and attract capital. Active communication to build consensus and continuous engagement with key stakeholders could help policymakers design and effectively implement measures that consider the distributional impact of reform.

Last but not least, multilateral cooperation is vital in containing fragmentation, sustaining growth and stability, and addressing global challenges. Trade policies should be consistent with the legal framework of the World Trade Organization (WTO), as well as being clear and transparent, to reduce uncertainty, lower volatility in markets, and mitigate distortions. Priorities should be given to restoring a fully and well-functioning WTO dispute settlement system, leveling the playing field, and achieving clarity and coherence of the desire among countries for greater resilience within the rules-based multilateral trading system.

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(Source: <https://www.imf.org/en/Publications/WEO/Issues/2025/01/17/world-economic-outlook-update-january-2025>)

INDIAN ECONOMY OVERVIEW

Introduction

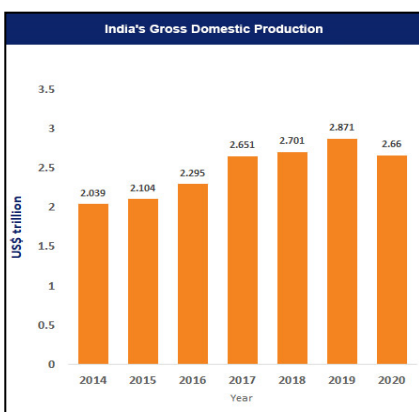
Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices for Q1 2024-25 is estimated at Rs. 77.31 lakh crores (US\$ 928.9 billion) with growth rate of 9.7%, compared to the growth of 8.5% for Q1 2023-24. The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-September 2025, India's exports stood at US\$ 211.46 billion, with Engineering Goods (26.57%), Petroleum Products (16.51%) and electronic goods (7.39%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

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

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

Market Size



Real GDP or GDP at Constant (2011-12) Prices for the period Q1 2024-25 is estimated at Rs. 43.64 lakh crore (US\$ 524 billion), against the First Revised Estimates (FRE) of GDP for the year Q1 2023-24 of Rs. 40.91 lakh crore (US\$ 491 million). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India's current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 9.7 billion for the Q1 2024-25 from US\$ 8.9 billion in Q1 2023-24 or 1.1% of GDP. This was largely due to decrease in merchandise trade deficit.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

Recent Developments

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

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of October 11, 2024, India's foreign exchange reserves stood at US\$ 690.43 billion.
- In 1H 2024, India saw a total of US\$ 31.5 billion in PE-VC investments.
- India secured 39th position out of 133 economies in the Global Innovation Index 2024. India rose from 81st position in 2015 to 39th position in 2024. India ranks 3rd position in the global number of scientific publications.
- In September 2024, the gross Goods and Services Tax (GST) stood at highest monthly revenue collection at Rs. 1.73 lakh crore (US\$ 20.83 billion).
- Between April 2000–June 2024, cumulative FDI equity inflows to India stood at US\$ 1,013.45 billion.
- In August 2024, the overall IIP (Index of Industrial Production) stood at 145.6. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 125.1, 147.1 and 219.3, respectively.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.49% (Provisional) for September 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 13.89 billion) in India during January- (up to 15th July) 2024.
- The wheat procurement during Rabi Marketing Season (RMS) 2024-25 (till May) was estimated to be 266 lakh metric tonnes (LMT) and the rice procured in Kharif Marketing Season (KMS) 2024-25 was 400 LMT.

Government Initiatives

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

- In July 2024, the Ministry of Finance held the Union Budget and announced that for 2024-25, the total receipts other than borrowings and the total expenditure are estimated at Rs. 32.07 lakh crore (US\$ 383.93 billion) and Rs. 48.21 lakh crore (US\$ 577.16 billion), respectively.
- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Aatmanirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US\$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antyodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29, 2022, by the Ministry of Railways.
- On October 7, 2022, the Department for Promotion of Industry, and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by

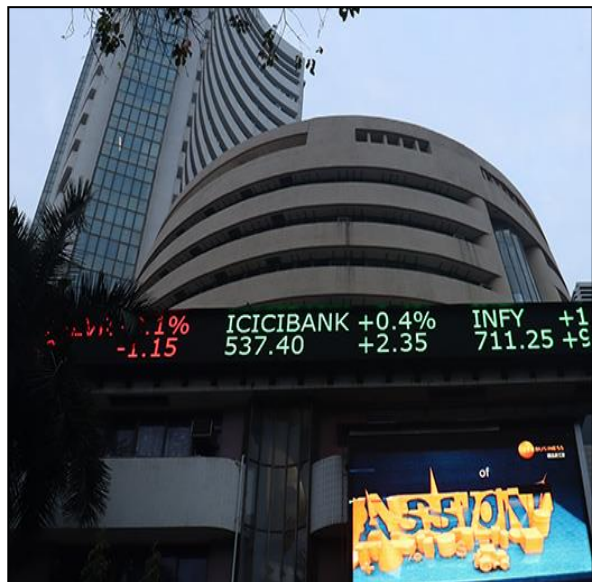
Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).

- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- 'Mission Shakti' was applicable with effect from April 1, 2022, aimed at strengthening interventions for women's safety, security, and empowerment.
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETBs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.

- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/SemiNomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of Aatmanirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system, help fuel liquidity, and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- By November 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, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.

- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

Road Ahead



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

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2024-25, capital expenditure took lead by steeply increasing the capital expenditure outlay by 17.1 % to Rs.11 lakh crore (US\$ 133.51 billion) over Rs. 9.48 lakh crore (US\$ 113.91 billion) in 2023-24. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

GLOBAL MANUFACTURING INDUSTRY

Geopolitical driving forces

Political stability and international cooperation can create a favourable environment for manufacturing sector growth, with trade agreements, infrastructure investments, and government incentives stimulating industrial expansion and technological advancement. Geopolitical collaborations, such as those aimed at climate action, can drive the adoption of sustainable practices, opening up new global markets and reducing operational risks through international standards. However, geopolitical tensions and protectionist policies can disrupt supply chains, increase costs, and create uncertainty for all manufacturers. Trade wars, sanctions, and political instability in key regions can lead to supply shortages and higher tariffs, making it difficult for manufacturers to plan and invest. Additionally, shifting regulatory landscapes across different countries can create compliance challenges, requiring manufacturers to constantly adapt to new legal requirements and standards.

Economic driving forces

A robust global economy supports growth in manufacturing industries through increased demand, investment in new technologies, and expanding production capacity. Economic development in emerging markets can open new avenues for investment and create larger consumer bases for manufactured goods. Access to capital markets and favourable interest rates also facilitate expansion and innovation. However, economic downturns, inflation, and fluctuating currency exchange rates can negatively impact manufacturing. Recessions can decrease demand, forcing manufacturing companies to downsize or delay investments. Rising material and labour costs and global supply chain disruptions can squeeze profit margins and make it difficult for manufacturers to remain competitive. Economic inequality can also impact consumer spending patterns, affecting demand for specific products.

Social driving forces

Social trends, such as the growing demand for mass customised or personalised products and the emphasis on their sustainability, can drive innovation and open up new market opportunities in manufacturing industries. Consumer preferences for ethically produced goods can lead to higher sales for manufacturing companies prioritising social responsibility. Additionally, focusing on diversity and inclusion in the workforce can lead to more creative problem-solving and improved corporate culture, enhancing productivity and employee satisfaction. On the other hand, changing social expectations can pose challenges for manufacturers. The increasing emphasis on corporate social responsibility (CSR) requires manufacturers to invest in ethical practices, which can be costly and complex. Additionally, shifts in consumer behaviours, like the move towards minimalism or digital consumption, can reduce demand for physical products. Labour shortages, driven by demographic shifts or evolving career preferences, can also create challenges in finding and retaining skilled workers.

Technological driving forces

Technological advancements, such as artificial intelligence (AI), robotics, and the Industrial Internet of Things (IIoT), are revolutionising many manufacturing industries by enhancing efficiency, reducing costs, and enabling new product innovations. These advanced technologies allow for more precise and flexible production processes, better quality control, and the ability to respond to market changes rapidly. The continued development of the Industry 4.0 paradigm will enable manufacturers to create brighter, more connected factories that can optimise production resources and reduce waste. However, the rapid pace of technological change also presents significant challenges. Adopting new technologies can be prohibitive, particularly for smaller manufacturing companies. Cybersecurity threats are also a considerable concern, as more connected systems create new vulnerabilities. Also, the reliance on complex technologies can lead to operational disruptions if systems fail or there is a need for more skilled workers to manage and maintain them. The digital divide between manufacturing regions and companies could exacerbate inequalities within the sector.

Legal driving forces

Clear and consistent legal frameworks can provide stability and predictability for manufacturers, enabling them to plan and invest confidently. Regulations that promote fair competition, protection of intellectual property, and ensure safety and environmental standards can create a level playing field and encourage innovation. Government incentives for sustainable practices and technological innovation can drive industry growth and modernisation. Yet increasingly complex and varied legal requirements across different jurisdictions can create significant challenges for global manufacturers. Compliance with environmental, safety, and labour regulations can increase operational costs and complexity. Frequent regulation changes, particularly in data protection or environmental standards, can lead to uncertainty and require costly adjustments. Non-compliance risks, including fines and reputational damage, are also significant concerns for manufacturers operating in multiple legal environments.

Environmental driving forces

Environmental forces, like the growing focus on sustainability, are driving significant innovation in the manufacturing sector. Hence, manufacturing companies that adopt eco-friendly practices can benefit from enhanced brand reputation, access to new markets, and compliance with regulatory requirements. The shift towards renewable energy and resource-efficient processes can also lead to long-term cost savings and resilience against resource scarcity. However, environmental challenges also pose significant risks. Climate change can disrupt supply chains, damage infrastructure, and create uncertainty in resource availability. Complying with increasingly stringent environmental regulations can require substantial investment in new sustainable (green) technologies and processes, which may strain resources, particularly for smaller manufacturers. Additionally, pressures to reduce environmental impact can conflict with traditional business and operating models focused on growth and profitability, requiring manufacturing companies to rethink their strategies and make difficult trade-offs.

Tipping points

A tipping point, in the manufacturing context, is defined as a point in time, a moment of critical mass when one or more radical changes or shifts take place in a manufacturing intra- or inter-ecosystem or part of it, so this becomes self-perpetuating beyond its threshold, leading to substantial, widespread, frequently abrupt, and often irreversible impacts to itself and surrounding environment, being these effects of a positive or negative nature.² More specifically, such disrupting shifts, caused by a tipping point, in a manufacturing intra- or inter-ecosystem can trigger non-linear change processes driven by one or more system-internal feedback mechanisms. These processes inevitably lead to qualitative differences, positive or negative, in the system's state, which are often irreversible.³ A positive manufacturing tipping point is a critical threshold where geopolitical, economic, social, technological, legal and/or environmental forces trigger significant changes for good

in manufacturing and supply chain practices, self-reinforcing progress towards more sustainable and equitable manufacturing ecosystems. These tipping points can lead to rapid and widespread transformations of the manufacturing industries, like digital and green transitions, driving systemic shifts towards sustainable industrial development. Hence, positive tipping points are crucial for accelerating the evolution of new sustainable manufacturing businesses and operating models. This can help overcome the inertia to keep or delay the status quo and address the grand manufacturing challenges many industries must soon face.⁴ Conversely, a negative manufacturing tipping point is a predominant detrimental event or momentum in time where geopolitical, economic, social, technological, legal, and/or environmental forces trigger negative shifts or cause damaging impacts to positive manufacturing and supply chain practices. These forces switch manufacturing ecosystems into an undesired system state, causing degradation to their performance and surrounding environment. These undesired tipping points can quickly lead to cascading adverse events that ultimately destabilise and threaten the global manufacturing sector's economic, environmental, and social sustainability.

Geopolitical tipping points

In the global manufacturing context, a geopolitical tipping point is a critical juncture in international trade relations or global political relations that has the potential to significantly alter, positively or negatively, the structure, functioning, or stability of worldwide manufacturing and supply networks. These tipping points can lead to significant changes, for better or worse, in how and where goods are produced, sourced, and traded, causing reconfigurations in global supply chains and manufacturing hubs and impacts in their markets, shifting the global manufacturing dynamics. Positive geopolitical tipping points refer to significant events or developments that reshape the global manufacturing landscape, leading to favourable happenings. These events, such as the signature of international trade agreements or regional economic integration efforts, enable positive outcomes for the manufacturing sector, for example, enhanced economic growth for industries, development of emerging markets, increased international trade cooperation, manufacturing (and logistics) innovation, and resilience in global supply chains. These positive tipping points aim for a more stable and diversified global economy with economic development opportunities for all markets, from emerging to developed, increased international trade, and advanced sustainable manufacturing and supply chain practices. Alternatively, negative geopolitical tipping points are critical incidents that disrupt the global manufacturing landscape. These adverse events include trade wars, protectionism, export restrictions, and regulatory fragmentation, to mention a few that disturb or even interrupt international trade and global supply chain operations. Their cascading effects can negatively impact the global manufacturing sector, for instance, starting with increased production costs and reduced international trade efficiency, followed by shortages of raw materials and closure of supply routes, up to the extreme need to relocate production facilities.

Economic tipping points

In the global manufacturing landscape, an economic tipping point refers to a critical threshold where a significant, positive or negative change or shift occurs in the economic conditions that determine a market's manufacturing and consumption patterns. These tipping points can lead to new business and operating models, emerging industrial leaders, evolving market dynamics, or fresh sources of competitive advantage after the economic alterations have passed, with some being winners or losers because of these economic changes. Consequently, positive economic tipping points refer to critical moments where a favourable transformative change occurs in the economy, leading to widespread benefits for the manufacturing sector and society. Examples of these moments include the achievement of economies of scale in novel manufacturing paradigms such as green manufacturing, lowering the marginal costs of production of green products, and leading to increased investment, job creation, and sustainable economic growth in green industries, or shifts to new economic models like the circular economy that can reduce the need for virgin raw materials and minimise waste, lowering overall production costs and creating new revenue streams from repairs, refurbishment, remanufacturing, and recycling activities. Overall, these positive tipping points enhance productivity, reduce production costs, and create new growth opportunities for manufacturers. Conversely, negative economic tipping points imply critical events where economic changes adversely affect manufacturing industries and their markets. Some instances that could cause a negative economic tipping point are trade wars, labour shortages, resource scarcity, and financial crises. These types of tipping points, first of all, can be connected to other kinds of tipping points, such as geopolitical and social ones and can have profound effects leading to reduced economic growth, a slowdown in global trade, higher unemployment rates, the rise of production resource prices, and delays in investments.

Social tipping points

In worldwide manufacturing, a social tipping point means a profound, positive or negative moment when cumulative social pressures or societal factors like labour movements, or even sometimes new labour regulations, reach a point that causes a significant change or shift, for better or worse, in manufacturing practices related to labour standards and working conditions. In their positive type, these tipping points advocate for more socially responsible manufacturing industries offering fair wages, safe and healthy working conditions, respectful treatment of all employees, and engagement with the local communities that surround them to nurture positive relationships. On the one hand, positive social tipping points describe a severe moment when societal pressures create beneficial changes for the workforce, ensuring notable improvements in

workers' quality of personal and professional life. These joyous moments include adopting fair labour standards, including health and safety, strengthening workers' rights and unions, investing in workers' training and development, promoting gender equality and diversity, creating more inclusive workplaces, and improving worklife balance initiatives. By focusing on making these positive moments happen, manufacturing industries can create more supportive work environments and engage their workforces in their jobs, leading to increased productivity. On the other hand, negative social tipping points relate to a critical time when societal pressures, sometimes combined with economic and technological pressures (tipping points), lead to harmful or destabilising shifts in the labour market and working conditions, severely affecting workers' employment rates, wages, safety standards, and overall physical and mental wellbeing. Patterns of these negative tipping points include discrimination and inequality in labour practices, evasion of safety and occupational health regulations, labour exploitation, and even unjustified job displacements due to automation and robotics. Addressing these social issues will require a strong focus on labour rights, protections, and equitable practices to ensure that workers are not left behind as industries evolve or are pressured.

Technological tipping points

In international manufacturing, a technological tipping point indicates a point in time when a specific technology or set of technologies reaches or fails to reach a level of maturity, affordability, and adoption that causes a dramatic shift in global manufacturing and supply chain practices, like the case of the new Industry 4.0 technologies that have given birth to the digital and smart manufacturing paradigms, or the case of the artificial intelligence winters when this technology has stagnated before reaching its plateau of productivity. These shifts include widespread changes in how products are designed, engineered, manufactured, and delivered and how processes are executed and controlled. Moreover, reaching a technological tipping point often triggers other changes (or tipping points), including shifts in competitive dynamics, business and operating models, nature of work, and supply chain configurations. Accordingly, positive technological tipping points denote a moment when a new technology or set of technologies leads to significant improvements in products and production efficiency, quality, and sustainability. These tipping points can create economic, environmental, and social benefits for manufacturers. Examples include additive manufacturing (also known as '3D printing') technologies that have allowed for rapid prototyping, customisation, and on-demand (low- and mid-volume) production with beneficial triple-bottom-line outcomes by reducing material waste, energy consumption, and environmental impact (footprint) in contrast to subtractive manufacturing processes, offering more design freedom, hence, leveraging human creativity, and opening up new possibilities for novel production and supply chain models such as distributed manufacturing; advanced (collaborative) robotics and (smart) automation technologies that have improved production precision and speed, offering higher productivity levels and better quality controls, and removed workers from dull, dirty, and dangerous tasks in manufacturing processes; or digital-twin technologies (including their set of related technologies such as the Industrial Internet of Things (IIoT) and machine learning) that have led to significant improvements in manufacturing efficiency thanks to their real-time process monitoring, analysis, and optimisation. Conversely, negative technological tipping points can occur when a new technology or set of technologies recognise that they have failed to deliver their promised value and, therefore, the possibility of return on investment or when their delivered benefits are outweighed by their utilisation risks. For instance, cybersecurity threats if proper cybersecurity frameworks are not implemented before connecting any IIoT device, equipment, or system to the enterprise industrial network. Furthermore, it is also possible to consider other hybrid negative socio technological tipping points like an overreliance on automation or lack of digital skills in the workforce that have led to big failures in adopting new technologies with significant setbacks in the digital transformation journey of a manufacturer. Thus, careful consideration and management of technological changes are advised to mitigate their negative tipping points.

Legal tipping points

Within a global manufacturing environment, a legal tipping point refers to a critical moment when an international (or national) regulation, law, policy, standard, or agreement changes, for better or worse, with significant, positive or negative impacts on the way manufacturing industries operate and conduct their businesses. Consequently, these tipping points drive substantial changes in industry practices (including trade), investment decisions, and competitive dynamics. Moreover, legal tipping points are sometimes related to one or more of the already mentioned or to-be-mentioned tipping points. In critical times, positive legal tipping points convey new legal or regulatory developments that drive significant beneficial changes for the manufacturing sector, customers, and society. These changes can incentivise sustainability and innovation with regulations promoting, for instance, the green manufacturing paradigm or the digital and smart manufacturing paradigms, or trade liberalisation through free trade agreements and the harmonisation of international industry standards, including labour rights and intellectual property (IP) protection, that can enhance global supply chain efficiency, allowing manufacturers to compete more effectively, to some extent, in the worldwide marketplace. Then, negative legal tipping points can occur when overly cautious legal frameworks overregulate, for example, emerging technologies such as artificial intelligence or inadequate enforcement of environmental, trade, IP, or labour regulations, leading to a loss of competitiveness for everyone.

Environmental tipping points

In the ecosphere of manufacturing, an environmental tipping point defines a critical threshold, positive or negative, beyond which the ecological impacts of manufacturing processes, including their supply chains, become irreversibly damaging for the planet or may start allowing for its recovery for good. The environmental tipping points are the most well-known type addressed in this Report but have negative connotations, with the climate change crisis being the most representative. Nevertheless, their positive and negative inferences are explored to address mitigation and regeneration actions needed to save our planet, such as the green manufacturing paradigm or the emerging circular and regenerative manufacturing paradigms. As a result, positive environmental tipping points refer to pivotal changes or shifts in manufacturing and supply chain practices where at least net-zero, but hopefully netpositive, operations are achieved, stopping the detrimental impact of the sector and its industries on our planet and starting its regeneration with the help of the widespread adoption of green technologies, circular business models, sustainable materials, and carbon-neutral manufacturing processes in a first instance, immediately followed by the vision of the so-called regenerative manufacturing systems that aim to put more back into society and the environment than they take out, to compensate for the harm of past industrial systems. Lastly, negative environmental tipping points highlight the critical thresholds beyond which the environmental impacts of manufacturing and supply chain operations become so severe that they cause irreversible damage to the ecosphere of the sector and society and whose cascading adverse effects are so complex, if not impossible, to reverse. Infamous examples it is hoped will be avoided are climate catastrophe, critical resource exhaustion (like rare earth materials, fundamental for technology development), pollution overload, and waste management failure. Avoiding these negative environmental tipping points is crucial for ensuring the long-term ecological sustainability of the global manufacturing sector.

(Source: https://worldmanufacturing.org/wp-content/uploads/14/6-WM-REPORT_2024_LD_E-Book_b_Final.pdf)

INDIAN MANUFACTURING INDUSTRY

Introduction

Manufacturing is emerging as an integral pillar in the country's economic growth, thanks to the performance of key sectors like automotive, engineering, chemicals, pharmaceuticals, and consumer durables. The Indian manufacturing industry generated 16-17% of India's GDP pre-pandemic and is projected to be one of the fastest growing sectors.

The machine tool industry was literally the nuts and bolts of the manufacturing industry in India. Today, technology has stimulated innovation with digital transformation a key aspect in gaining an edge in this highly competitive market.



Technology has today encouraged creativity, with digital transformation being a critical element in gaining an advantage in this increasingly competitive industry. The Indian manufacturing sector is steadily moving toward more automated and process-driven manufacturing, which is projected to improve efficiency and enhance productivity.

India's manufacturing sector reached a 16-year high in March, with the HSBC Manufacturing Purchasing Managers' Index (PMI) rising to 59.1, driven by strong increases in output, new orders, and job creation across various goods sectors.

India has the capacity to export goods worth US\$ 1 trillion by 2030 and is on the road to becoming a major global manufacturing hub.

With 17% of the nation's GDP and over 27.3 million workers, the manufacturing sector plays a significant role in the Indian economy. Through the implementation of different programmes and policies, the Indian government hopes to have 25% of the economy's output come from manufacturing by 2025.

India now has the physical and digital infrastructure to raise the share of the manufacturing sector in the economy and make a realistic bid to be an important player in global supply chains.

A globally competitive manufacturing sector is India's greatest potential to drive economic growth and job creation this decade. Due to factors like power growth, long-term employment prospects, and skill routes for millions of people, India has a significant potential to engage in international markets. Several factors contribute to their potential. First off, these value chains are well positioned to benefit from India's advantages in terms of raw materials, industrial expertise, and entrepreneurship.

Second, they can take advantage of four market opportunities: expanding exports, localising imports, internal demand, and contract manufacturing. With digital transformation being a crucial component in achieving an advantage in this fiercely

competitive industry, technology has today sparked creativity. Manufacturing sector in India is gradually shifting to a more automated and process driven manufacturing which is expected to increase the efficiency and boost production of the manufacturing industry.

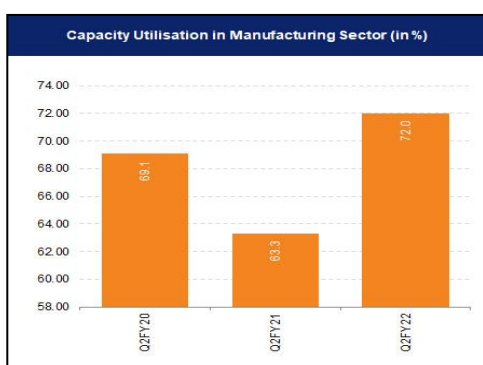
India is gradually progressing on the road to Industry 4.0 through the Government of India's initiatives like the National Manufacturing Policy which aims to increase the share of manufacturing in GDP to 25 percent by 2025 and the PLI scheme for manufacturing which was launched in 2022 to develop the core manufacturing sector at par with global manufacturing standards.

FDI in India's manufacturing sector has reached US\$ 165.1 billion, a 69% increase over the past decade, driven by production-linked incentive (PLI) schemes. In the last five years, total FDI inflows amounted to US\$ 383.5 billion.

India is planning to offer incentives of up to Rs. 18,000 crore (US\$ 2.2 billion) to spur local manufacturing in six new sectors including chemicals, shipping containers, and inputs for vaccines.

India's mobile phone manufacturing industry anticipates creating 150,000 to 250,000 direct and indirect jobs within the next 12-16 months, driven by government incentives, and increased global demand. Major players like Apple and its contract manufacturers, along with Dixon Technologies, are expanding their workforce to meet growing production needs.

Market Size



Manufacturing exports have registered their highest ever annual exports of US\$ 447.46 billion with 6.03% growth during FY23 surpassing the previous year (FY22) record exports of US\$ 422 billion. By 2030, Indian middle class is expected to have the second-largest share in global consumption at 17%.

India's Gross Value Added (GVA) at current prices was estimated at US\$ 770.08 billion as per the quarterly estimates of the first quarter of FY24.

India's e-commerce exports are projected to grow from US\$ 1 billion to US\$ 400 billion annually by 2030, aiding in achieving US\$ 2 trillion in total exports.

India's smartphone exports exceeded US\$ 2 billion in October 2024, setting a new monthly record and contributing to total exports surpassing US\$ 10.6 billion in the first seven months of FY25, a 37% increase from the previous year.

India's smartphone exports surged by 42% in FY24, reaching US\$ 15.6 billion, with the US as the top destination, reflecting the success of the Production-Linked Incentive (PLI) scheme in boosting the sector.

As per the survey conducted by Reserve Bank of India, capacity utilisation in India's manufacturing sector stood at 76.8% in the third quarter of FY24, indicating a significant recovery in the sector.

India's GDP surged by 8.4% in the October-December quarter, surpassing expectations.

GDP growth was driven by robust performances in the manufacturing and construction sectors, with the manufacturing sector expanding by 11.6% annually and the construction sector growing by 9.5%.

India's overall exports during the April-June period of 2024-25 are estimated to be US\$ 109.11 billion, reflecting a positive growth of 7% over the April-June period of 2023-24.

The manufacturing sector of India has the potential to reach US\$ 1 trillion by 2025-26.

The Indian startup ecosystem experienced a significant rebound, securing approximately US\$ 596 million in funding this week, marking a 226% increase compared to the previous week. This surge was driven by 23 startups, including notable deals such as Zepto raising US\$ 350 million and HealthKart securing US\$ 153 million. The average funding over the past eight weeks has been around US\$ 266.77 million per week, with a total of nearly US\$ 10 billion raised by Indian startups so far this year, indicating a strong trajectory toward surpassing last year's total funding of US\$ 10.5 billion.

India has potential to become a global manufacturing hub and by 2030, it can add more than US\$ 500 billion annually to the global economy. As per the economic survey reports, estimated employment in manufacturing sector in India was 5.7 crore

in 2017-18, 6.12 crore in 2018-19 which was further increased to 6.24 crore in 2019-20. India's display panel market is estimated to grow from ~US\$ 7 billion in 2021 to US\$ 15 billion in 2025.

The manufacturing GVA at current prices was estimated at US\$ 110.48 billion in the first quarter of FY24.

Investment

Some of the major investments and developments in this sector in the recent past are:

- Shree Cement has signed a Memorandum of Understanding (MoU) with the Department for Promotion of Industry and Internal Trade (DPIIT) to support manufacturing sector startups by providing infrastructure, mentorship, funding access, and market connections, aiming to enhance India's manufacturing ecosystem and promote self-reliance through domestic innovation.
- India's defence exports soared by 78% in Q1 FY25, reaching Rs. 6,915 crore (US\$ 828 million). This growth reflects the country's push for self-reliance in defence manufacturing, with total exports hitting a record Rs. 20,915 crore (US\$ 2.51 billion) in FY24, marking a 25% increase from the previous year.
- Sansera Engineering Limited has signed an MoU with the Karnataka government to invest Rs. 2,100 crore (US\$ 251 million) in a new manufacturing facility in Ramanagara, aiming to create 3,500 jobs and enhance production capacity in the automotive and non-automotive sectors over the next three to five years.
- Google is set to begin manufacturing Pixel smartphones in India, specifically in Tamil Nadu, in collaboration with Foxconn and Dixon Technologies. This production aims to cater primarily to export markets in Europe and the US, with operations expected to start in September 2024. The initiative comes as Google prepares to launch its Pixel 9 series in India on August 13, leveraging India's Production-Linked Incentive (PLI) scheme to enhance manufacturing scalability.
- Maruti Suzuki has begun exporting the Made-in-India Fronx compact SUV to Japan, marking its first SUV launch in the Japanese market. Manufactured at its Gujarat plant, the first shipment of over 1,600 vehicles has already left for Japan, with the official launch planned for autumn 2024.
- According to the Department for Promotion of Industry and Internal Trade (DPIIT), India received a total foreign direct investment (FDI) inflow of US\$ 48.03 billion in FY23.
- Between April 2000-March 2024:
 - The automobile sector received FDI inflows of US\$ 36.26 billion.
 - The chemical manufacturing sector (excluding fertilisers) received FDI inflows worth US\$ 22.14 billion.
 - The drug and pharmaceutical manufacturing sector received FDI inflows worth US\$ 22.52 billion.
 - The Food Processing Industries received FDI inflows worth US\$ 12.58 billion.
- India's manufacturing sector activity continued to expand in November 2023, with the S&P Global Purchasing Managers' Index (PMI) reaching 56.
- During the financial year 2022-23, around 1.39 crore net members were added by EPFO with an increase of 13.22% compared to the previous financial year 2021-22 wherein EPFO had added approximately 1.22 crore net members.
- Mobile phone exports from India nearly doubled to reach US\$ 5.5 billion, by August in FY24, with the government anticipating mobile phone exports worth Rs. 1 trillion (US\$ 12 billion) this year.
- In February 2024, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 56.9.
- In FY23, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 55.6.
- For the month of January 2024, the Quick Estimates of Index of Industrial Production (IIP) with base 2011-12 stands at 153.0. The Indices of Industrial Production for the Mining, Manufacturing and Electricity sectors for the month of January 2024 stand at 144.1, 150.1 and 197.1, respectively.
- The Index of Industrial Production (IIP) from April-January 2024 stood at 143.4.
- The combined index of eight core industries stood at 150.3 for April-November 2023 against 139.4 for April-November 2022.
- The cumulative index of eight core industries increased by 8.6% during April-October 2023-24 over the corresponding period of the previous year.
- India's manufacturing sector, driven by pharmaceuticals, motor vehicles, and cement, demonstrated resilience despite weak global demand in July-August 2023. PMI remained robust, reflecting domestic economic strength. Capacity utilization in manufacturing trended upwards, signalling positive investment prospects. RBI MPC maintained policy repo rate to control inflation.
- India aims for US\$ 100 billion annual foreign direct investment (FDI) in the coming years, according to Union Minister of Information and Broadcasting Mr. Ashwini Vaishnaw, as part of the government's strategy focused on infrastructure investment, social upliftment, manufacturing growth, and simplification of business processes, amidst projections of consistent 6-8% economic growth over the next decade.
- At the aggregate level, the capacity utilization (CU) in the manufacturing sector increased to 74.0% in Q2:2023-24 from 73.6% in the previous quarter.

- In FY23, the export of the top 6 major commodities (Engineering goods, Petroleum products, Gems and Jewellery, Organic and Inorganic chemicals, and Drugs and Pharmaceuticals) stood at US\$ 295.21 billion.
- In FY24, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 59.1.
- India's manufacturing industry witnessed its fastest expansion in 16 years in March, with the HSBC final India Manufacturing Purchasing Managers' Index (PMI) soaring to 59.1, the highest since February 2008. This surge was fuelled by increased demand, resulting in notable improvements in new orders, output, input stocks, and job creation, as reported by S&P Global.
- In May 2024, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 57.5.
- India's overall exports during the April-February period of 2023-24 are estimated to be US\$ 709.81 billion, reflecting a marginal positive growth of 0.83% over the April-February period of 2022-23. In February 2024 alone, exports stood at US\$ 73.55 billion, showing a growth of 14.20% compared to the same month in the previous year.
- The Employees' Provident Fund Organization (EPFO) added 8.41 lakh people in December 2023.
- The latest payroll data shows a significant increase in female workforce participation. Out of 8.41 lakh new members, around 2.09 lakh are female, the highest in three months. This marks a 7.57% increase from November 2023. Additionally, the net female member addition stood at approximately 2.90 lakh, up by about 3.54% from the previous month.
- Amazon Inc's cloud computing division, Amazon Web Services, became the latest company to invest in India. The company has planned to invest US\$13 billion (over Rs 1 lakh crore) in India by 2030 to build its cloud infrastructure and create thousands of jobs.
- For the month of April 2024, the Quick Estimates of Index of Industrial Production (IIP) with base 2011-12 stands at 147.7. The Indices of Industrial Production for the Mining, Manufacturing and Electricity sectors for the month of January 2024 stand at 130.8, 144.2, and 212.0, respectively.
- On February 29, 2024, India approved the construction of three semiconductor plants with investments exceeding \$15 billion. These plants aim to establish India as a major chip hub, with Tata Electronics, Tata Semiconductor Assembly and Test Pvt Ltd, and CG Power spearheading the projects in Gujarat and Assam. This initiative aligns with India's goal to bolster its semiconductor ecosystem and create numerous advanced technology jobs.
- In October 2021, information technology major Zoho, announced that it will invest Rs. 50–100 crore (US\$ 6.7-13.4 million) and form a new company, that will focus on research and development (R&D) in the manufacturing sector.
- India's GDP surged in the January-March quarter, growing 7.8%, exceeding the 6.7% forecast. Manufacturing rebounded by 9.9%, contrasting with last year's contraction. GDP for the fiscal year hit 8.2%. IMF projects India as the world's fourth-largest economy by 2025.
- India's gross value added (GVA) at current prices was estimated at US\$ 506.35 billion as per the quarterly estimates of the fourth quarter of FY24.
- In August 2021, Wistron Corp. collaborated with India's Optiemus Electronics to manufacture products such as laptops and smartphones, giving a major boost to the 'Make in India' initiative and electronics manufacturing in the country.
- In April 2021, Samsung started manufacturing mobile display panels at its Noida plant and plans to ramp up manufacturing IT display panels soon.
- Samsung Display Noida, which has invested Rs. 4,825 crore (US\$ 650.42 million) to move its mobile and IT display manufacturing plant from China to Uttar Pradesh, has received special incentives from the state government.
- In April 2021, Bharti Enterprises Ltd., and Dixon Technologies (India) Ltd., formed a joint venture to take advantage of the government's PLI scheme for the manufacturing of telecom and networking products.

Government Initiatives

The Government of India has taken several initiatives to promote a healthy environment for the growth of manufacturing sector in the country. Some of the notable initiatives and developments are:

In the Interim Union Budget 2024-2025:

- In the interim budget 2024, the allocation for the Production Linked Incentive (PLI) Scheme for various sectors saw a substantial increase, with notable examples including a 360% rise to Rs 6,903 crore (US\$ 830 million) for the Semiconductors and Display Manufacturing Ecosystem and a 623% surge to Rs 3,500 crore (US\$ 421 million) for the Automobile sector.
- In the interim budget 2024, there was commendable fiscal responsibility demonstrated alongside significant investments in infrastructure, including emphasis on affordable housing, clean energy, and technological advancement. Additionally, the budget allocated funds for the creation of a Rs 1-lakh crore (US\$ 12 billion) innovation fund for sunrise domains, providing a substantial boost for the startup industry. Moreover, there was a notable focus on promoting the shift to electric vehicles (EV) through the expansion of EV charging networks, thereby offering opportunities for small vendors in manufacturing and maintenance.
- In the Interim Union Budget 2024-25, the Ministry of Defence has been allocated Rs. 621,541 crore (US\$ 74.78 billion), marking a significant increase of approximately 4.72% from the previous allocation of Rs. 593,538 crore (US\$ 71.41 billion).

- On the 10th anniversary of the 'Make in India' initiative, Union Commerce and Industry Minister Mr. Piyush Goyal reported significant achievements, including an 85% reduction in mobile imports and a 200% increase in manufacturing jobs from 2022 to 2024. He emphasized that 99% of mobile phones in India are now produced domestically, reflecting the initiative's success in transforming India's manufacturing landscape and attracting substantial Foreign Direct Investment (FDI). He highlighted ongoing efforts to improve the ease of doing business and support the startup ecosystem, aiming to position India as a global manufacturing hub and a developed nation by 2047.
- Union Minister of Education and Skill Development & Entrepreneurship, Mr. Dharmendra Pradhan inaugurates Rashtriya Udyamita Vikas Pariyojana under Skill India Mission, empowering PM SVANidhi beneficiaries with comprehensive 22-week entrepreneurship training, including theoretical and practical components, in collaboration with Flipkart and focusing on 40% women participation.
- Semiconductor associations IESA and SEMI signed a Memorandum of Understanding (MoU) in Bengaluru to establish India as a global manufacturing hub, focusing on talent development, policies, design, skilling, research, academia, and supply chains, leveraging SEMI's international network and IESA's expertise.
- Under the Skill India mission, Pradhan Mantri Kaushal Vikas Yojana (PMKVY) has trained over 1.40 crore candidates since 2015, as per Skill India Digital data until December 13, 2023. Notably, in the Short-term Training (STT) program, 42% of certified candidates found placement opportunities, with 24.39 lakh candidates successfully placed out of 57.42 lakh certified.
- In the Union Budget 2023-24:
- Startups incorporated within a time-period and meeting other conditions can deduct up to 100% of their profits; the end of this period has been extended from March 31, 2023, to March 31, 2024. In addition, the period within which losses of startups may be carried forward has been extended from seven to ten years.
- As per the Union Budget 2023 – 24, the income tax rate for new co-operative societies engaged in manufacturing activities has been lowered from 22% to 15% (plus 10% surcharge).
- The upper limit on turnover for MSMEs to be eligible for presumptive taxation has been raised from Rs. 2 crore (US\$ 2,43,044) to Rs. 3 crore (US\$ 3,64,528). The upper limit on gross receipts for professionals eligible for presumptive taxation has been raised from Rs. 50 lakh (US\$ 60,754) to Rs. 75 lakh (US\$ 91,132).
- Expenditure on fertilizer subsidy is estimated at Rs. 1,75,100 crore (US\$ 21.2 billion) in 2023-24. This is a decrease of Rs. 50,120 crore (US\$ 6.09 billion) (22.3%) from the revised estimate of 2022-23. Fertilizer subsidy for 2022-23 was increased substantially in response to a sharp increase in international prices of raw materials used in the manufacturing of fertilizers.
- The Centre will facilitate one crore farmers to adopt natural farming. For this, 10,000 Bio-Input Resource Centres will be set-up, creating a national-level distributed micro-fertilizer and pesticide manufacturing network.
- To avoid cascading of taxes on blended compressed natural gas, excise duty on GST-paid compressed biogas contained in it has been exempted from excise duty. Customs duty exemption has been extended to import of capital goods and machinery required for manufacture of lithium-ion cells for batteries used in electric vehicles.
- To further deepen domestic value addition in manufacture of mobile phones, the finance minister announced relief in customs duty on import of certain parts and inputs like camera lens. The concessional duty on lithium-ion cells for batteries will continue for another year. Basic customs duty on parts of open cells of TV panels has been reduced to 2.5%. The Budget also proposes changes in the basic customs duty to rectify inversion of duty structure and encourage manufacturing of electrical kitchen chimneys.
- Basic customs duty on seeds used in the manufacture of Lab Grown Diamonds has also been reduced.
- Ministry of Defence has set a target of achieving a turnover of US\$ 25 million in aerospace and defence Manufacturing by 2025, which includes US\$ 5 billion exports. Till October 2022, a total of 595 Industrial Licences have been issued to 366 companies operating in Defence Sector.
- A new category of capital procurement 'Buy {Indian-IDD (Indigenously Designed, Developed and Manufactured)}' has been introduced in Defence Procurement Procedure (DPP)-2016.
- By 2030, the Indian government expects the electronics manufacturing sector to be worth US\$ 300 billion.
- Initiatives like Make in India, Digital India and Startup India have given the much-needed thrust to the Electronics System Design and Manufacturing (ESDM) sector in India.
- Moreover, the government's endeavours such as Modified Special Incentive Scheme (M-SIPS), Electronics Manufacturing Clusters, Electronics Development Fund and National Policy on Electronics 2019 (NPE 2019) have been a huge success.
- The Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (SPECS) has been notified with an aim to strengthen the value chain for the manufacturing of electronic products in India.
- In the Union Budget 2022-23:
- Ministry of Defence was allocated Rs. 525,166 crore (US\$ 67.66 billion).
- The government allocated Rs. 2,403 crore (US\$ 315 million) for Promotion of Electronics and IT Hardware Manufacturing.
- The PLI for semiconductor manufacturing is set at Rs. 760 billion (US\$ 9.71 billion), with the goal of making India one of the world's major producers of this crucial component.
- The government approved a PLI scheme for 16 plants for key starting materials (KSMs)/drug intermediates and active pharmaceutical ingredients (APIs). The establishment of these 16 plants would result in a total investment of Rs. 348.70

crore (US\$ 47.01 million) and generation of ~3,042 jobs. The commercial development of these plants is expected to begin by April 2023.

- In September 2022, the National Logistics Policy was launched by Prime Minister Mr. Narendra Modi which ensures quick last mile delivery, ends transport-related challenges.
- In November 2021, the Experts' Advisory Committee (EAC) of the Department for Promotion of Industry and Internal Trade approved Rs. 3 crore (US\$ 403,293.54) for the Atal Incubation Centre (AIC), Pondicherry Engineering College Foundation (PECF), under the Start-up India Seed Fund scheme.
- 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).
- India outlined a plan in August 2021 to reach its goal of US\$ 1 trillion in manufactured goods exports.
- In July 2021, the government launched six technology innovation platforms to develop technologies and thereby, boost the manufacturing sector in India to compete globally.
- To propagate Make in India, in July 2021, the Defence Ministry issued a tender of Rs. 50,000 crore (US\$ 6.7 billion) for building six conventional submarines under Project-75 India.
- In May 2021, the government approved a PLI scheme worth Rs. 18,000 crore (US\$ 2.47 billion) for production of advanced chemical cell (ACC) batteries; this is expected to attract investments worth Rs. 45,000 crore (US\$ 6.18 billion) in the country, and further boost capacity in core component technology and make India a clean energy global hub.
- In India, the market for grain-oriented electrical steel sheet manufacturing is witnessing high demand from power transformer producers, due to the rising demand for electric power and increasing adoption of renewable energy in the country.
- The Mega Investment Textiles Parks (MITRA) scheme to build world-class infrastructure will enable global industry champions to be created, benefiting from economies of scale and agglomeration. Seven Textile Parks will be established over three years.
- The government proposed to make significant investments in the construction of modern fishing harbours and fish landing centres, covering five major fishing harbours in Kochi, Chennai, Visakhapatnam, Paradip, and Petuaghat, along with a multipurpose Seaweed Park in Tamil Nadu. These initiatives are expected to improve exports from the textiles and marine sectors.
- The 'Operation Green' scheme of the Ministry of the Food Processing Industry, which was limited to onions, potatoes, and tomatoes, has been expanded to 22 perishable products to encourage exports from the agricultural sector. This will facilitate infrastructure projects for horticulture products.

Road Ahead



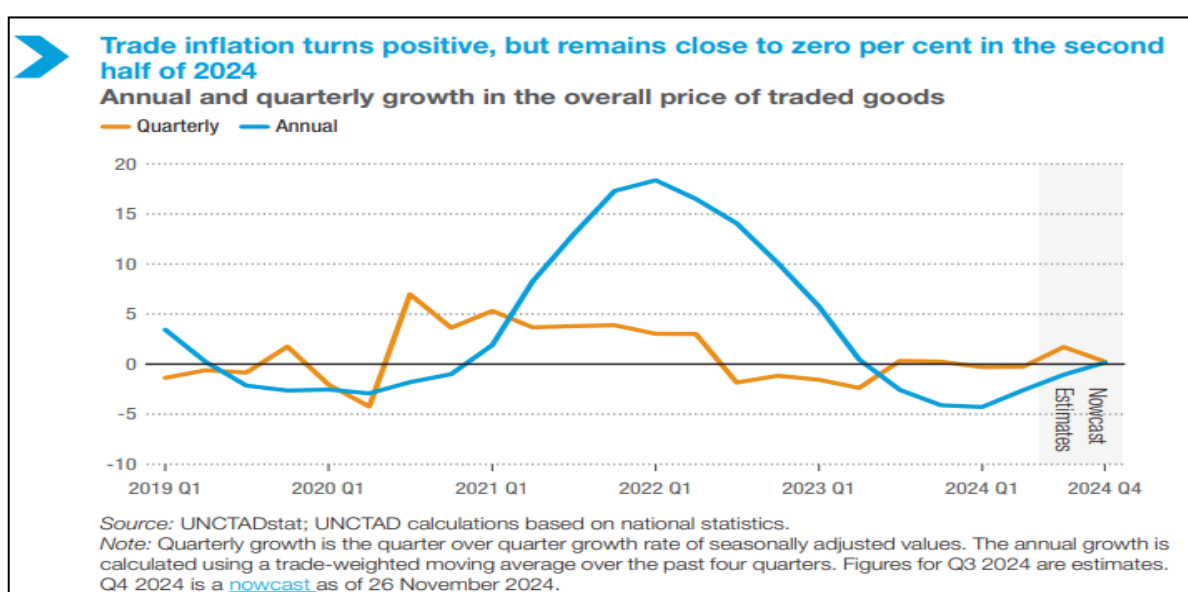
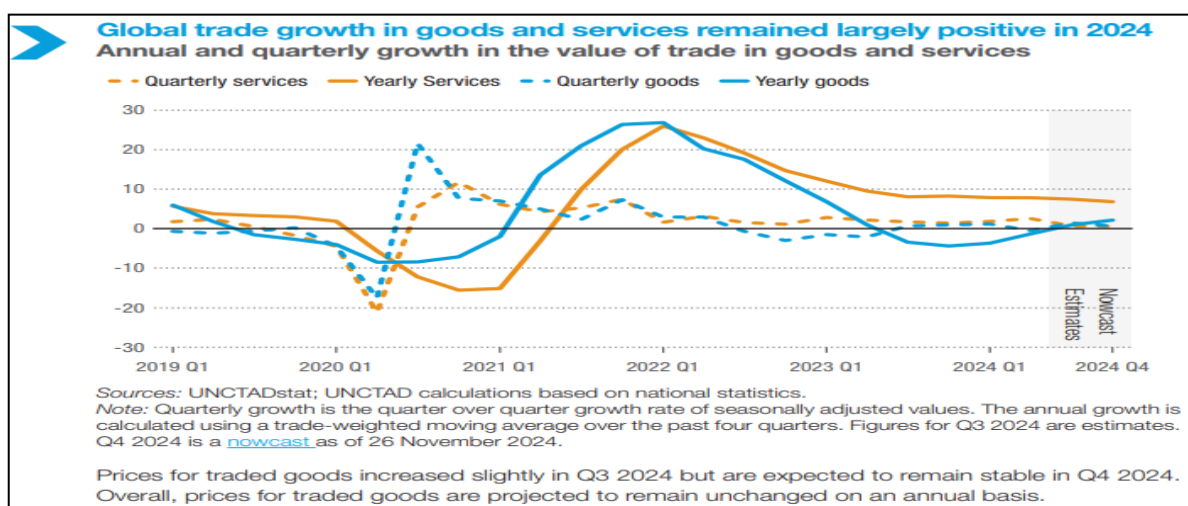
India is an attractive hub for foreign investments in the manufacturing sector. Several mobile phone, luxury, and automobile brands, among others, have set up or are looking to establish their manufacturing bases in the country. The manufacturing sector of India has the potential to reach US\$ 1 trillion by 2025. The implementation of the Goods and Services Tax (GST) will make India a common market with a GDP of US\$ 3.4 trillion along with a population of 1.48 billion people, which will be a big draw for investors. The Indian Cellular and Electronics Association (ICEA) predicts that India has the potential to scale up its cumulative laptop and tablet manufacturing capacity to US\$ 100 billion by 2025 through policy interventions.

One of the initiatives by the Government of India's Ministry for Heavy Industries & Public Enterprises is SAMARTH Udyog Bharat 4.0, or SAMARTH Advanced Manufacturing and Rapid Transformation Hubs. This is expected to increase competitiveness of the manufacturing sector in the capital goods market. With impetus on developing industrial corridors and smart cities, the Government aims to ensure holistic development of the nation.

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

GLOBAL TRADE INDUSTRY

Global trade is expected to maintain its upward trajectory in the second half of 2024. Trade in goods increased by approximately 1.5 per cent quarter-over-quarter (QoQ) in Q3, while services trade grew by around 1 per cent. According to the UNCTAD nowcast, this positive momentum is expected to continue into Q4. As a result, global trade is set to exceed its 2022 record, reaching nearly US\$ 33 trillion in 2024. This record high is largely driven by an annual 7 per cent increase in services trade, while goods trade is projected to grow by about 2 per cent in 2024 and remain below its 2022 peak. Overall, global trade is expected to expand by about US\$ 1 trillion (or 3.3 per cent) in 2024, with both goods and services contributing approximately US\$ 500 billion each.



Throughout 2024, global trade trends continued to follow the gradual increase that began in the second half of 2023. During the last four quarters, trade growth in developing countries generally outpaced that of developed countries. However, this trend inverted in Q3 2024, with trade growth largely driven by positive trade dynamics in developed economies. In contrast, trade growth in East Asia stalled, and some of the largest Asian developing economies saw negative growth. Overall, trade in services substantially outpaced merchandise trade growth in 2024, although this was partially due to services price inflation. Both merchandise and services trade experienced positive quarter-over-quarter growth in Q3 2024 globally, with expectations for continued growth in Q4, also driven by frontloading in anticipation of potential changes in United States trade policy. Trade in services is expected to finish the year on a positive note, but its strong growth in early 2024 appears to have significantly tapered off in the second half of the year.

As we look into 2025, moderating global inflation, stable economic growth forecasts and improving business activity point to continued positive momentum in global trade for early 2025. However, this trend is expected to face substantial challenges. Potential shifts in United States trade policy, and the increased use of industrial policies in many countries, are likely to negatively influence global trade growth. In addition, the threat of renewed and expanded trade wars, along with ongoing geopolitical tensions, casts uncertainty on the outlook for global trade in 2025.

Some factors making global trade outlook very uncertain for 2025 include:

- Shifts in United States trade policy stance

The United States is anticipated to adopt a more protectionist trade policy. In this context, new tariffs may not only be directed at specific products, but rather implemented more broadly. Moreover, tariffs could be affecting not only geopolitical

adversaries but also key trading partners, particularly those with higher tariffs and significant trade surpluses with the United States. Even modest changes in United States tariffs will have substantial effects on global trade dynamics, given the United States's role as a major consumer market and the interconnectedness of cross-border value chains.

- **Ripple effects of trade restrictions**

Unilateral and highly restrictive trade policies frequently prompt retaliatory actions creating a cycle of escalating trade barriers which may eventually involve also third parties. Moreover, tariffs applied to specific segments of global value chains often have a ripple effect, impacting not only the targeted industries and countries, but also the entire value chain. Even in the absence of actual tariff increases, the mere threat of tariffs and possibility of retaliatory actions fosters a less predictable global trade environment, which can negatively impact not only international trade but also investments and overall economic growth.

- **Increase in subsidies and trade restrictive measures**

The prioritization of national concerns and the urgency of fulfilling climate commitments will likely continue to shape changes in both industrial and trade policies into 2025. A rise in trade-restrictive measures and inward-looking industrial policies designed to support the production of sustainable and environmentally friendly products is expected to negatively affect the growth of international trade, particularly in strategic sectors.

- **United States dollar impact on global trade**

Geopolitical tensions and United States policy shifts are expected to potentially lead to an appreciation of the United States dollar. However, possible interest rate cuts in 2025 could also weaken the dollar. Since most commodities and international transactions are priced in United States dollars, its value is crucial for global trade. Consequently, uncertainty about the dollar's strength creates uncertainty in global trade.

- **Lower shipping costs**

In the second half of 2024 there has been a reduction in demand for container shipping, as reflected by a significant decrease in the Shanghai Containerized Freight Rate Index. While these indices indicate lower shipping costs, they also indicate lower global demand both for intermediate inputs and processed goods.

Trade trends in the major economies

Merchandise trade showed mixed trends among major economies in Q3 2024. China and India trade growth, albeit still positive on an annual basis, saw imports and exports contract in Q3. Brazil's trade growth slowed but remained positive both on an annual and quarterly basis. Republic of Korea export growth also decelerated yet stayed the highest among major economies annually. Conversely, trade accelerated in several major economies. Japan and South Africa saw strong Q3 growth, though their annual performance stayed negative. Similar trends are observed for the Republic of Korea's and European Union imports. The United States stood out with robust trade growth on both annual and quarterly bases, particularly driven by imports.

Diverse trends in goods trade among major economies

GOODS (Q3 2024)		Imports growth		Exports growth	
		Annual	Quarterly	Annual	Quarterly
	Brazil	3%	1%	3%	1%
	China	2%	-1%	1%	-2%
	India	4%	-1%	2%	-3%
	Japan	-9%	5%	-2%	5%
	Republic of Korea	-5%	1%	9%	1%
	Russian Federation	-6% *	4% *	-8% *	-1% *
	South Africa	-5%	8%	-3%	2%
	United States	4%	4%	2%	1%
	European Union	-8%	4%	1%	2%

Source: UNCTAD calculations based on national statistics.

Note: Quarterly growth rates are relative to the previous quarter. The annual growth is calculated using a trade-weighted average over four quarters. Data is seasonally adjusted. Data excludes intra-European Union trade. * denotes estimates.

Services trade continued to grow in Q3 2024, but at a slower pace compared to annual figures, suggesting that the positive trend in services trade may have plateaued for most economies. Growth remained strong in the trade of services for the

European Union and the Republic of Korea, as well as in Brazil's and the Russian Federation's imports, and in China's exports. However, imports of services for China saw a substantial deceleration, turning negative in Q3 2024.

Trade in services grows, but with variations among major economies				
SERVICES (Q3 2024)	Imports growth		Exports growth	
	Annual	Quarterly	Annual	Quarterly
Brazil	16%	11%	8%	-4%
China	17%	-1%	9%	9%
India	3%	1%	7%	1%
Japan	5%	4%	13%	1%
Republic of Korea	9%	5%	11%	5%
Russian Federation	3% *	8% *	-1% *	3% *
South Africa ¹	3%	5%	10%	-1%
United States	6%	1%	6%	1%
European Union ¹	8%	6%	8%	6%

Source: UNCTAD calculations based on national statistics.
Note: Quarterly growth rates are relative to the previous quarter. The annual growth is calculated using a trade-weighted average over four quarters. Data is seasonally adjusted. Data excludes intra-European Union trade. *denotes estimates. ¹data is for Q2 2024.

Regional trade trends

In Q3 2024, developed countries reversed a previous downward trend, with both imports and exports showing robust growth. In contrast, developing countries saw weaker trade performance, with quarter-over-quarter growth falling below the annual average, and in the case of imports turning negative. Still, developing countries' trade largely outperformed developed countries' trade on a yearly basis. South-South trade growth was negative in Q3 2024, primarily due to below-average trade growth with the East Asian region.

Developed trade in goods grows in Q3 2024, developing trade lags				
	Quarterly growth		Annual growth	
	Imports	Exports	Imports	Exports
Developed countries	3%	2%	-2%	-2%
Developing countries	-1%	1%	3%	2%
South-South Trade	-1%		4%	
Developing countries (excluding East Asia)	1%	1%	2%	0%
South-South Trade (excluding East Asia)	1%		2%	

Source: UNCTAD estimates based on national statistics.
Note: Quarterly growth rates are relative to the previous quarter. The annual growth is calculated using a trade-weighted average over four quarters. Data is seasonally adjusted. Data does not include trade in services.

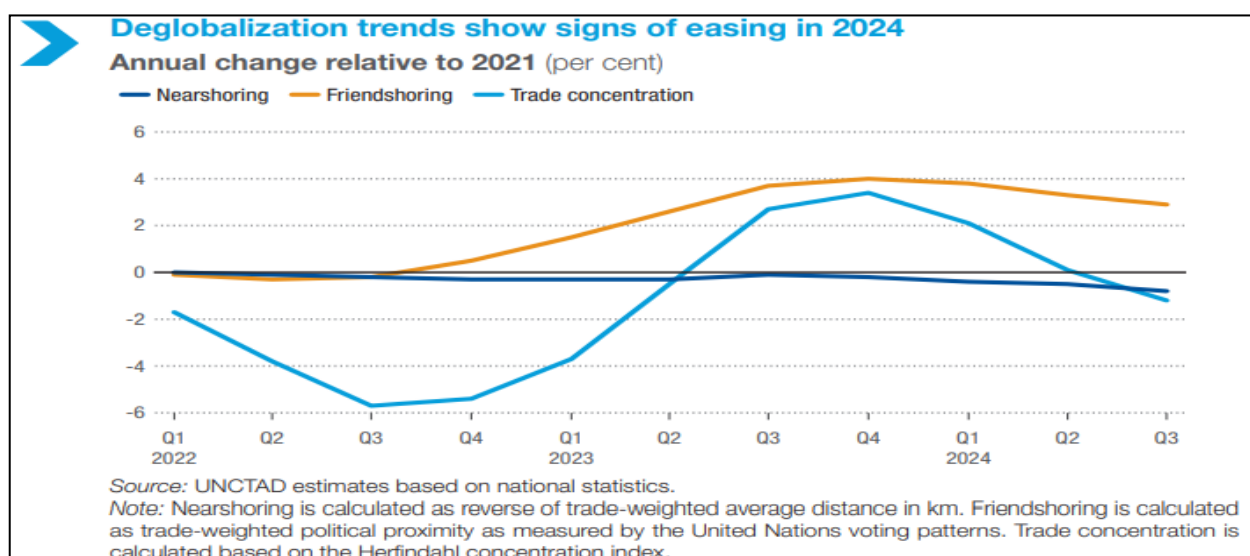
Most regions experienced positive overall trade growth during Q3 2024, however trade contracted in the West and South Asia regions, as well as in imports for the Pacific region. Export growth slowed in East Asia and Africa but increased in North America and Europe. Intra-regional trade growth was generally positive in Q3 2024, except in North America and Africa. On an annual basis, trade growth was stronger in North America and East Asia, while negative in Europe, the region comprising the Russian Federation and in the Pacific region.

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Global trade dynamics and trade dependence

Since the second half of 2022, there has been a significant shift towards more politically aligned trade relationships. This shift suggests that bilateral trade has increasingly favoured countries with similar geopolitical positions, a trend often referred to as friend-shoring. By the second half of 2023, this trend began to stabilize. At the same time, global trade has become more concentrated around major trading partners, although this trend started to reverse in 2024.



Geo economic issues continue to play a significant role in shaping key bilateral trade trends. These factors not only impact trade between the major economies but can also influence their trade dynamics with other trading partners. Another significant factor impacting bilateral trade is the ongoing reshaping of value chains.

Global interdependence trends are shaped by geopolitical and economic factors					
Increasing trade dependence			Decreasing trade dependence		
Dependent	Depending on	Annual change	Dependent	Depending on	Annual change
Russian Federation	China	3.7%	Russian Federation	European Union	-5.1%
Brazil	China	2.1%	Australia	Japan	-2.4%
Russian Federation	India	1.8%	Philippines	China	-2.4%
Malaysia	United States	1.7%	Thailand	Japan	-1.3%
Viet Nam	United States	1.4%	Republic of Korea	China	-1.1%
Republic of Korea	United States	1.2%	Brazil	European Union	-0.6%
Japan	United States	1.0%	United Kingdom	China	-0.6%
United States	Mexico	0.4%	Viet Nam	China	-0.6%
European Union	United States	0.3%	China	European Union	-0.5%
United Kingdom	United States	0.2%	United States	China	-0.4%

Source: UNCTAD estimates based on national statistics.
Note: The dependence of an economy on another is calculated as the ratio of their bilateral trade over the total trade of the dependent economy. Annual change is calculated as a four-quarter average of this ratio relative to the same period in the previous year. Data for Russian Federation includes estimates.

Global trade trends at the sectoral level

Trade growth has shown significant variation across sectors over the past four quarters. This diversity is particularly evident in Q3 2024, where global trade growth was most pronounced in information and communication technology (ICT) sectors, such as communication and office equipment, as well as in apparel. On the other hand, global trade value declined for sectors such as road vehicles, textiles, metals, and energy. On an annual basis, global trade remains negative in several sectors, including apparel, chemicals, energy, metals, and other manufacturing industries. This heterogeneity highlights the uneven recovery and shifting dynamics within global trade, with some sectors continuing to lag while others experience growth.

(Source: <https://unctad.org/publication/global-trade-update-december-2024>)

INDIAN TRADE INDUSTRY

Introduction

India's gross domestic product (GDP) at current prices in the third quarter of 2023-24 is estimated to be Rs. 75.49 lakh crore (~US\$ 915.04 billion), as against Rs. 68.58 lakh crore (~US\$ 831.29 billion) in the third quarter of 2022-23, showing a growth rate of 10.1%.

India's overall exports during April-March 2023-24 were estimated at US\$ 776.68 billion compared to US\$ 776.40 billion during April-March 2022-23.

India's overall exports in March 2024 were estimated to be US\$ 70.21 billion and the overall imports during the same period were estimated to be US\$ 73.12 billion. India's merchandise exports exhibited a positive growth in 17 out of 30 sectors in March 2024 as compared to the same period last year and imports exhibited a negative growth in 18 out of 30 sectors (y-o-y) in the same period. Among the commodity groups, exports of handicrafts excluding hand-made carpet (128.39%), spices (51.01%), coffee (40.3%), organic & inorganic chemicals (39.67%), tobacco (35.81%), tea (27.05%), electronic goods (23.12%), carpet (16.23%), drugs & pharmaceuticals (12.73%), plastic & linoleum (11.16%), engineering goods (10.66%), meat, dairy & poultry products (8.72%), cereal preparations & miscellaneous processed items (8.23%), cotton yarn/fabrics/made-ups, handloom products etc. (6.78%), fruits & vegetables (2.92%), RMG of all textiles (1.7%) and ceramic products & glassware (0.22%), registered growth (y-o-y) in March 2024.



Capital Inflows

As of April 12, 2024, foreign exchange reserves in India stood at US\$ 643.16 billion.

External Sector

Recent developments in the external sector are as follows:

- India and the European Free Trade Association (EFTA) signed a Trade and Economic Partnership Agreement (TEPA) on March 10, 2024. The TEPA, approved by the Union Cabinet, aims to enhance trade and economic collaboration between India and EFTA countries, including Switzerland, Iceland, Norway, and Liechtenstein. The FTA will provide a window to Indian exporters to access large European markets.
- On February 21, 2024, the Union Cabinet, chaired by Prime Minister Mr. Narendra Modi, approved amendments to the Foreign Direct Investment (FDI) policy on the space sector, allowing 100% FDI and liberalized entry routes for various activities such as satellite manufacturing, launch vehicles, and spaceports. These reforms aim to attract investors, boost private sector participation, create employment opportunities, and promote self-reliance in line with the Indian Space Policy 2023.
- In January 2024, the Union Cabinet approved the proposal for the signing of a protocol to establish a Joint Economic and Trade Committee (JETCO) between India and the Dominican Republic, signifying the strengthening of bilateral relations, between the two nations. The establishment of JETCO will bolster economic ties and serve as a platform for discussions, information exchange, and collaboration between India and the Dominican Republic and is also expected to open doors to broader markets in Latin America and the Caribbean.
- On January 16, 2024, Union Minister of Commerce & Industry, Consumer Affairs, Food & Public Distribution, and Textiles, Mr. Piyush Goyal, chaired the second meeting of the reconstituted Board of Trade in New Delhi. He announced the initiation of the Trade Connect ePlatform, facilitating connections between Indian exporters and international trade stakeholders.
- In January 2024, Union Minister of Commerce & Industry, Consumer Affairs, Food & Public Distribution, and Textiles, Mr. Piyush Goyal, aspired to elevate India-UAE bilateral trade to US\$ 100 Billion. Speaking at the 'UAE India Business Summit' during the 10th Vibrant Gujarat Global Summit, he underscored the broad collaboration areas between the two nations, including space exploration, security, education, and climate action.
- In December 2023, India and Oman held second round of discussion on bilateral trade and investment relations. The leaders expressed satisfaction at the pace of ongoing negotiations for signing an India-Oman Comprehensive Economic Partnership Agreement (CEPA)
- In November 2023, The Commerce Ministry announced that it is partnering with e-commerce companies to boost exports from districts through the "Districts as Export Hubs" initiative. This collaborative effort aims to empower MSMEs by leveraging e-commerce platforms. The Directorate General of Foreign Trade (DGFT) has signed a Memorandum of Understanding (MoU) with Amazon, focusing on capacity building for MSMEs in specific districts. This strategic collaboration seeks to enhance the export capabilities of MSMEs in identified areas through the facilitation and support of e-commerce platforms.
- On October 9, 2023, the Commerce Ministry announced that the export status certificate will now be issued based on the available electronic data and traders will not have to apply to get the recognition.
- In September 2023, it was announced that, under the Bay of Bengal Initiative for Multi-sectoral Technical and Economic Corporation (BIMSTEC), India will be annually exporting eggs worth Rs. 350 crore (US\$ 42.1 million) to Sri Lanka's State Trading Corporation to help the island nation tide over the crisis.
- On September 11, 2023, it was notified that India and Saudi Arabia have begun discussions on settling their trade in local currencies.
- In September 2023, India agreed to bring down the import duty to 5-10% on some fresh and processed food items as part of a larger dispute settlement between New Delhi and Washington at the World Trade Organization (WTO).
- In August 2023, Minister of Commerce and Industry, Mr. Piyush Goyal and US Trade Representative Ms. Katherine Tai discussed ways to promote trade and investments between the two countries.
- As notified in August 2023, India's toy exports increased by 60% from US\$ 203.46 million in 2018-19 to US\$ 325.72 million in 2022-23.
- On July 25, 2023, the 8th Foreign Office Consultations between India and Brunei were held in Bandar Seri Begawan. The two sides reviewed their bilateral relations and discussed ways to strengthen cooperation including in trade, commerce, investments, defense, and space.

- As reported in July 2023, Germany's Vice Chancellor and Minister of Economic Affairs and Climate Action Mr. Robert Habeck highlighted that India and Germany want to further strengthen bilateral cooperation and increase investments and collaboration among companies.
- The government, on July 17, 2023, simplified norms for exporters to avail benefits of an advance authorization scheme under which free imports of input materials are allowed. The eligibility of inputs is determined by sector-specific norms committees based on input-output norms.
- India and Indonesia were working on a real-time payment mechanism and trading in local currencies, the two countries announced. The two countries launched an Economic and Financial Dialogue that will focus on enhancing bilateral trade and investment, financial services, and infrastructure development, among others.
- In July 2023, Finance Minister Ms. Nirmala Sitharaman and Canadian Deputy Prime Minister Ms. Chrystia Freeland discussed the progress being made on ongoing bilateral trade negotiations between the two countries.
- As reported in June 2023, India and Israel were planning a slew of initiatives to bolster their cooperation in agriculture. The two countries are planning to push high-level agricultural technology cooperation between Israeli institutions and the Indian Council of Agricultural Research (ICAR).
- The Sharjah Chamber of Commerce and Industry (SCCI) successfully concluded its trade mission to India in June 2023, after five days of fruitful meetings and discussions with Indian business and industrial associations in New Delhi and Mumbai. The trade mission, organized by the Sharjah Exports Development Centre, visited the Indian Capital and commercial hub to discuss potential investment advantages and lucrative opportunities to further strengthen bilateral ties.
- Mango exports to the US from India witnessed unprecedented success in 2023 and are expected to double this year. The presence of a substantial Indian diaspora, numbering 4.7 million strong, has been the primary driving force behind the surge in demand for Indian mango varieties in the North American country.
- On May 29, 2023, India and Singapore agreed to create opportunities for lifelong learning, building a future-ready workforce, and making knowledge and skill development a key pillar of strategic partnership.
- The government on May 24, 2023, allowed the exports of broken rice based on permission given by the government for shipments to other countries to meet their food security needs, although the export of broken rice is banned in general.
- In May 2023, Prime Minister Mr. Narendra Modi and his British counterpart Mr. Rishi Sunak reviewed the progress of the ongoing free trade agreement (FTA) negotiations and agreed for their trade teams to continue at pace towards an "ambitious" deal.
- Exports of engineering goods to Russia jumped eleven times in April 2023 to US\$ 133.6 million as compared to the year-ago month.
- To boost ties between India and Egypt, the Academy of Scientific Research and Technology (ASRT), - an Egyptian council of planning just like NITI Ayog in India, has appointed Dr. Abdul Rehman Ilyas as an advisor to the President of ASRT thereby promoting and propagating the bilateral relationship in different spheres between the two nations.
- The Netherlands emerged as India's third largest export destination after the US and UAE during 2022-23, according to the commerce ministry's data. India's exports to the Netherlands rose by about 48% to US\$ 18.52 billion during 2022-23 as against US\$ 12.5 billion in 2021-22.
- India became Europe's largest supplier of refined fuels in April 2023.
- Electronics export from India became the sixth largest export commodity segment surpassing the readymade garment basket, according to a government estimate for selected major commodities.
- On April 25, 2023, the Indian Apex exporters body- the Federation of Indian Export Organizations (FIEO) announced that it signed a memorandum of understanding (MoU) with Business Russia to promote trade and investments between the two countries. The two organizations will cooperate to arrange exhibitions, buyers-sellers meetings, workshops, and seminars, and encourage enterprises to work in tandem with their counterparts for joint ventures.

- On April 12, 2023, India and Italy discussed the progress of talks on the proposed free trade agreement between New Delhi and the EU and hope for its early conclusion.
- In March 2023, the Government approved the export of 3.5 lakh tonnes (LT) of broken rice to Gambia and Senegal, as earlier, in September 2022, the broken rice shipments were banned.
- In March 2023, India, and the European Union (EU) concluded the fourth round of talks for a comprehensive free trade agreement (FTA) in Brussels.
- In March 2023, India announced wheat assistance of 20,000 million tonnes (MT) to Afghanistan in partnership with the United Nations World Food Programme (UNWFP) through Iran's Chabahar Port.
- In February 2023, India and Iraq discussed ways to further increase and diversify the trade from oil to non-oil sectors to have an economic partnership and technology engagement.
- As reported in February 2023, India, Brazil, and the US, as leading biofuel producers and consumers, will work together during the next few months towards setting up a global biofuel alliance along with other interested countries.
- As of January 2023, the UAE was in early discussions with India to trade non-oil commodities in Indian rupees. The UAE's trade deal with India aims to increase bilateral non-oil trade to US\$ 100 billion in the next five years.
- As reported in January 2023, India's two recently signed Free Trade Agreements (FTAs) with the UAE and Australia resulted in strong double-digit growth in exports to these countries. After the operationalization of the India-UAE Comprehensive Economic Partnership Agreement (CEPA), the gems and jewellery industry witnessed a 25% growth in exports to the UAE.
- During April-December of FY23, the Netherlands emerged as India's third largest export destination after the US and the UAE on account of an increase in shipments of goods such as petroleum products, chemicals, electronic items, and aluminium goods.
- In April-December of the fiscal year 2022-23, the US emerged as India's top destination for merchandise exports at US\$ 59.7 billion.
- In December 2022, India extended its policy to allow imports of lentils and vegetable oils such as palm oil, soy oil, and sunflower oil at lower taxes by a year until March 2024.
- In December 2022, India exported the first consignment of jewellery products made up of gold, silver, and imitation jewellery to Australia worth about Rs. 2,400 crore (US\$ 300 million) under the Economic Cooperation and Trade Agreement. The ECTA is expected to double the bilateral gem and jewellery trade from the present US\$ 1.27 billion to US\$ 2.5 billion over the next three years.
- In December 2022, Bangladesh approached India to source at least 0.5 million tonnes (MT) of parboiled rice on a government-to-government (G2G) basis for distribution through ration shops.
- As of December 2022, Indian banks started looking at the possibility of initiating rupee trade with Bangladesh and African countries like Egypt to make the rupee an international currency. The overseas trade in the rupee would safeguard the external sector from fluctuation in the forex market.
- In November 2022, nine special Vostro accounts have been opened with two Indian banks after permission from the Reserve Bank of India (RBI) to facilitate overseas trade in the Indian rupee.
- In November 2022, India said it would allow cargoes of white and brown rice backed by letters of credit issued before September 9 to be shipped overseas, a measure that provides some relief to exporters grappling with fresh government curbs.
- As reported in September 2022, India's non-petroleum exports to the United Arab Emirates (UAE) grew 14% on year to US\$ 5.92 billion during June-August, from US\$ 5.17 billion a year ago, because of the CEPA agreement.
- In September 2022, GREENEST, a leading plant protein food brand, shipped India's first plant-based meat export consignment of 5,000 Kg to the USA from Gujarat.

- In September 2022, the government amended the Foreign Trade Policy to allow international trade invoicing, payment, and settlement in the Indian rupee, activating the mechanism announced by the Reserve Bank of India (RBI) to facilitate trade in the domestic currency.
- In August 2022, Bangladesh announced deals with Vietnam and India to import a total of 330,000 tonnes of rice as it races to replenish reserves and cool domestic prices.
- In August 2022, Tripura exported nearly 9,909 tonnes of pineapples worth Rs. 14 crore (US\$ 1.71 million) to Dubai, Qatar, and Bangladesh.
- In August 2022, the EU announced the ending duty benefits for 1,800 goods under the Generalised Tariff Preference Scheme. India's exports of plastics, stone, machinery, and mechanical appliances worth US\$ 7.9 billion to the EU will no longer be eligible for low or zero-duty concessions from January 2023.
- In August 2022, the Minister of State for External Affairs and Education met with the visiting Minister of Commerce of Kiribati to discuss strengthening bilateral ties between the two nations.
- In July 2022, 29 non-official members from large and small enterprises and different sectors in the Board of Trade which includes participants from states, union territories, and senior officials from public and private sectors, provide a platform to discuss ways to boost manufacturing and exports.
- In July 2022, The Ministry of Food Processing Industries (MOFPI) signed a Memorandum of Understanding (MoU) with Japan, Italy, Vietnam, and Taiwan for the promotion of investment in the food processing sector, including cold chain.
- In July 2022, the bilateral trade between India and Thailand reached an all-time high of around US\$ 15 billion in 2021-22 as the domestic market remains attractive for Thai investors.
- In July 2022, the Federation of Indian Export Organisations (FIEO) signed a Memorandum of Understanding (MoU) with Rubix Data Sciences to facilitate Legal Entity Identifier (LEI) issuance to Indian exporters and entities.
- In July 2022, the 13th session of the India-Uzbekistan Inter-Governmental Commission (IGC) was held in which 7 emerging areas were identified for increased cooperation such as digital payments, space, agriculture, dairy, and pharma.
- In July 2022, India signed MoUs with Myanmar, Malawi, and Mozambique to increase pulse import.
- In June 2022, ahead of a key ministerial meeting of the World Trade Organization (WTO), at least 60 countries including India, China, Pakistan, Egypt, Indonesia, and South Africa have proposed a new method to calculate subsidies given to purchase, stockpile and distribute food to ensure food security for developing and poor nations.
- As reported in June 2022, India was providing safety certification for dozens of ships managed by a Dubai subsidiary of top Russian shipping group Sovcomflot, enabling oil exports to India and elsewhere after Western certifiers withdrew their services due to global sanctions against Moscow.
- In June 2022, the Centre for Global Affairs and Public Policy hosted a round table conference on "G-20, the Indo-Pacific and the Regional Economic Order: Collaborative Synergies between India and Indonesia" in New Delhi.
- In June 2022, After a nine-year lull, India, and the EU re-launch negotiations for the India-EU Free Trade Agreement.
- In June 2020, Iran's state-run shipping company said it started its first transfer of Russian goods to India, using a new trade corridor that transits the Islamic Republic.
- In June 2022, The Indian Cabinet approved the proposal for signing a bilateral MoU between India and the United Arab Emirates (UAE) on Cooperation in the field of Industries and Advanced Technologies to push commercial ties.
- In May 2022, the Comprehensive Economic Partnership Agreement between India and the UAE will come into effect. The agreement will provide significant benefits to Indian and UAE businesses, including enhanced market access and reduced tariffs.
- In May 2022, India and Germany committed to reforming the WTO to strengthen its principles and functions as well as preserve the autonomy of the two-tier appellate body of the global trade organization.

- In May 2022, Prime Minister Narendra Modi held a series of bilateral meetings with his counterparts from Norway, Sweden, Iceland, and Finland during which he discussed the ways to further deepen bilateral ties and exchanged views on regional and global developments.
- In May 2022, Primark, one of Europe's biggest fast fashion chains, pledged to train an additional 125,000 smallholder cotton farmers in more sustainable farming methods in India, Pakistan, and Bangladesh by the end of 2023.
- In May 2022, Russia offered to export 25 million tonnes of grain to India from August 1, 2022.
- In April 2022, Luxembourg announced its plans to collaborate with India with a focus on sustainable finance. an>
- In April 2022, India agreed to launch the EU-India Trade and Technology Council eyeing closer cooperation on strategic aspects of emerging technologies and building trusted partnerships.pan>
- In April 2022, the government amended the rules of the Foreign Exchange Management Act (FEMA), paving the way for up to 20% foreign direct investment in the insurance behemoth LIC. The government is planning to dilute its stake in LIC through the Initial Public Offering (IPO).
- In April 2022, British Prime Minister Mr. Boris Johnson visited India and announced a raft of commercial agreements and hailed a "new era" in bilateral trade and investment ties during his visit to India.

Foreign Trade Policy

Recent developments in foreign trade policy are as follows:

- On October 9, 2023, the Union Minister of Commerce & Industry, Consumer Affairs, Food & Public Distribution and Textiles Mr. Piyush Goyal unveiled a significant initiative to issue system based automatic 'Status Holder' certificates under the Foreign Trade Policy (FTP) 2023. As a result, the exporters will not be required to apply to the office of Directorate General of Foreign Trade (DGFT) for a Status Certificate and the export recognition will be provided by the IT system based on available Directorate General of Commercial Intelligence and Statistics (DGCIS) merchandise export electronic data and other risk parameters. This will reduce compliance burden, promote ease of doing business and recognise the need of collaboration within the Government.
- The new FTP is introducing a one-time Amnesty Scheme for exporters to close the old pending authorizations and start afresh. It encourages recognition of new towns through the 'Towns of Export Excellence Scheme and exporters through the 'Status Holder Scheme'. The FTP 2023 is facilitating exports by streamlining the popular Advance Authorization and EPCG schemes and enabling merchanting trade from India.
- On March 31, 2023, the Ministry of Commerce and Industry announced the Foreign Trade Policy (FTP) 2023. The FTP 2023 aims at process re-engineering and automation to facilitate ease of doing business for exporters. It also focuses on emerging areas like dual-use high-end technology items under SCOMET, facilitating e-commerce export, and collaborating with States and Districts for export promotion.
- On December 29, 2022, the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA) Australia took effect. A government estimate has put the boost to bilateral trade in goods and services to be at US\$ 45-50 billion over five years, up from US\$ 27.5 billion in 2021. The ECTA could also generate over 1 million jobs in India.
- The third round of the India-EU FTA took place from November 28 to December 9, 2022, in New Delhi. The talks focussed on market access for agricultural goods, digital trade, environment & sustainability, and intellectual property, among other issues. The talks between India and the EU also addressed issues like geographical indicators (GI) as well as investment protection agreements.
- In September 2022, Canada and India concluded the fourth round of negotiations on an Early Progress Trade Agreement (EPTA), bringing both parties one step closer to a much-awaited Canada-India Comprehensive Economic Partnership Agreement (CEPA). The agreement would enable India to source high-quality raw materials and technology from Canada to boost the performance of its domestic manufacturing sector.
- In November 2022, the Minister of Commerce and Industry, Consumer Affairs, Food, and Public Distribution and Textiles, Government of India and the Secretary-General, Gulf Cooperation Council (GCC), held a joint press conference, in New Delhi and decided to pursue the resumption of Free Trade Agreement (FTA) Negotiations aimed to create numerous jobs

and raise living standards in both countries and significantly expand and diversify India's trade with its largest trading bloc GCC.

- In December 2022, the sixth round of talks for the India-UK FTA was conducted. The talks concluded with detailed draft treaty discussions across 11 policy areas over 28 separate sessions. The seventh round is expected to be conducted in January 2023 in the UK.
- In April 2022, The Directorate General of Foreign Trade amended the import policy for ash containing precious metal or precious metal compounds including gold, platinum, and silver to "restricted" from "free" which means a license would be required for their inbound shipments.
- As announced in April 2022, helicopters, light tanks, loitering munition, and a range of missiles and ammunition are on the latest 'no import' list over the next five years to completely procure them from Indian sources to reduce dependence on foreign suppliers.

Road Ahead

India is presently known as one of the most important players in the global economic landscape. Its trade policies, Government reforms, and inherent economic strengths have contributed to its standing as one of the most sought-after destinations for foreign investments in the world. India's Production-Linked Incentive (PLI) schemes have emerged as a catalyst for improving the trade balance by fostering domestic manufacturing. These initiatives, spanning sectors like electronics, pharmaceuticals, and textiles, incentivize companies to enhance production capabilities. The resultant increase in manufacturing not only meets domestic demand but also positions India as a competitive exporter. By reducing import dependency and promoting the export of value-added goods, the PLI schemes contribute significantly to narrowing the trade deficit. This strategic shift aligns with India's goal of becoming self-reliant and underscores the pivotal role of targeted incentives in bolstering the country's trade dynamics. Also, technological, and infrastructural development being carried out across the country augurs well for the trade and economic sector in the years to come. The Government of India has been working on striking important deals with the European Unions and Governments of various countries to increase contribution towards the economic development of the country and growth in the global market. Significant changes to foreign trade policy such as enabling payment and settlement in the Indian Rupee and opening of special rupee Vostro accounts supported by Indian banks will bring ease to international trade transactions. With more than 35 countries expressing interest in this mechanism, the long-term aim is to internationalize the rupee and reduce the depreciation of the domestic currency against the dollar.



(Source: <https://www.ibef.org/economy/trade-and-external-sector>)

INDIAN NUTRACEUTICALS INDUSTRY

The global nutraceutical market is currently estimated at around \$400 billion, blending the fields of food, pharmaceuticals, and biotechnology. India stands out as a key player, supported by its rich heritage of traditional knowledge, especially in Ayurveda, and a unique ecosystem that fosters growth in this sector. However, India's share remains under 2% globally, primarily due to a lack of defined industry classification within Indian ministries, limiting targeted sector support.

Recognizing the sector's immense potential, the Council of Scientific and Industrial Research (CSIR) constituted a Nutraceutical Sector Task Force (TF) in November 2021 under the chairmanship of the Principal Scientific Adviser to the Government of India. This Task Force includes representatives from various ministries, including the Department of Commerce, the Department of Pharmaceuticals, the Food Safety and Standards Authority of India (FSSAI), the Ministry of AYUSH, and the Ministry of Food Processing. The TF also includes significant industry representation, ensuring that industry concerns and challenges are directly addressed. The Task Force's mandate includes proposing policy measures to address challenges and drive initiatives toward the "Harmonized System of Nomenclature" and other international standards.

Key advantages for India in the nutraceutical industry include:

- A longstanding history in health science, especially Ayurveda, offering unique traditional knowledge.
- The presence of 52 agroclimatic zones, making India ideal for cultivating medicinal plants.
- A robust hub of over 1,700 medicinal plants, including globally recognized curcumin, bacopa and ashwagandha, awaiting modern scientific validation.

- Expertise in pharmaceutical formulation, influencing high-quality nutraceutical standards.
- A thriving startup ecosystem and a growing number of successful nutraceutical companies catalysing sectoral growth.

The TF's initiatives have led to significant advancements, including:

- Introduction of HSN Codes: Development of the first-ever Harmonized System of Nomenclature codes for streamlined trade.
- PLI Scheme: Creation of the first-ever Production-Linked Incentive (PLI) scheme for nutraceuticals.
- Nutraceutical Industry Panel: Formation of a dedicated nutraceutical industry panel under SHEFEXIL (Shellac & Forest Products Export Promotion Council) to enhance regulatory and export support.
- Compliance and Export Initiatives: SHEFEXIL has recommended nutraceuticals remain classified as food products under FSSAI's jurisdiction. Additionally, nutraceutical exporters are now included in the Remission of Duties and Taxes on Export Products (RoDTEP) Scheme, aligned with the Biodiversity Act 2023, to offset export costs and ensure EU compliance.

India has also prioritized infrastructure support, with nutraceutical incubation hubs and centers of excellence. NIFTEM-Kundli, Centurion University, and AIC-CSIR-CCMB have developed hubs fostering innovation, while the Kerala government inaugurated the first government-backed Nutraceutical Centre of Excellence in 2024.

Through the Department of Commerce, India has showcased its nutraceutical strengths at global trade fairs, enhancing visibility and forging connections with international stakeholders. The collaboration between the Task Force and the Central Board of Indirect Taxes and Customs (CBIC) is working toward a unique HSN code to streamline exports and simplify customs procedures.

With these strategic initiatives, India's nutraceutical sector is set for unprecedented growth. India aims to position itself as a global leader in nutraceuticals, combining traditional knowledge with modern science to attract global partnerships and investments.

(Source: <https://pib.gov.in/PressReleasePage.aspx?PRID=2071412>)

OUR BUSINESS

Some of the information in this section, including information with respect to our strategies, contain forward-looking statements that involve risks and uncertainties. Prospective investors should read “Forward-Looking Statements” beginning on page 20 for a discussion of the risks and uncertainties related to those statements along with “Risk Factors”, “Other Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 31, 293 and 298 respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our Company’s financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for the six months ended September 30, 2024, and Fiscals 2024, 2023 and 2022, included herein is based on or derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For details, please see “Restated Financial Information” beginning on page 261. The Restated Consolidated Financial Information is based on our audited financial statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations and amendments thereto.

For details relating to the defined terms in the section, please see “Definitions and Abbreviations” beginning on page 1. Unless the context otherwise requires, in this section, references to “our Company” or “the Company” refers to Chemkart India Limited, Easy Raw Materials Private Limited and Vinstar Biotech Private Limited, and references to “we”, “us”, “our” refers to Chemkart India Limited and its Subsidiaries on a consolidated basis.

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in “Risk Factors”, “Industry Overview”, “Other Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 31, 148, 293 and 298 respectively

OVERVIEW

We are a one stop destination for various nutritional, Health and sports supplement products, which are largely biased towards the food products providing health benefits in addition to their nutritional values, reflecting our ability in catering to nutritional as well as health needs of the end customers. Our company is based in Mumbai, offering diverse range of captivated nutritional supplements and components. We offer products across mainly seven product categories, i.e. Amino Acids, Health Supplement, Herbal Extract, Nucleotide, Protein, Sports Nutrition, and Vitamin. Thus, positioning us favorably to adapt to the growing awareness with respect to the needs of nutrition in the food products. For the Financial Year 2024, our revenue from operations was ₹13,202.69 Lakhs, increasing from ₹13,137.76 lakhs for the Financial Year 2023 and ₹8,698.05 lakhs for the Financial Year 2022, growing at a CAGR of 23.20% between the Financial Years 2022 and 2024, further, our revenue from operations was ₹ 11,312.61 lakhs for the period ended September 30, 2024. We specialize in one of the products mainly amino acid (i.e., the process where Amino acids act as the molecules that combine to form proteins), for further details on the product wise revenue, please see below under the heading “Our Competitive Strength” on page no. 181.

Our Company was established in the year 2020 as a Private Limited Company under the name Chemkart India Private Limited vide Certificate of Incorporation dated March 06, 2020 issued by Deputy Registrar of Companies with Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta as the initial subscribers to the Memorandum of Association of our Company. Our Company changed its name to Chemkart India Limited pursuant to issuance of Fresh Certificate of Incorporation dated October 04, 2024 issued by Assistant Registrar of Companies/Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre.

We target the Business to Business (B-to-B) platform which uses our products into manufacturing of finished supplements which includes sports supplements, health supplements, vitamins, protein products etc. Our product assortment and customer-centric approach aims to fulfil the daily and aspirational requirements of the end customers with a focus on variety, affordability, quality and convenience. Since the commencement of our operations, we have developed good standing relationships with our customers. We also engage actively with our suppliers to improve our supply chain processes.

Our Company carries out its operations from its registered office situated at office no. 403/404, 4th Floor, K.L. Accolade, 6th Road, TPS III, Santacruz (East), Mumbai, Maharashtra, India, 400055 and has a warehouse facility located at Survey no. 228, H. No. 5, Gala no. 7, 8, 9, 10, on ground floor, first floor, second floor, bldg. no. E-8, “Shree Arihant Complex”, Kalher, Bhiwandi, Thane, Maharashtra, covering an approximate area of 28,259.16 sq. ft.. which consists of blending and grinding equipment to further process the products as per the customers’ requirements and to store the products being traded to ensure

easy supply chain mechanism. The details for exact usage of the Gala No.'s of the warehouse is provided below under “Our Properties” on page no. 218. The facility is equipped with the necessary workforce and a quality department. The in-built processing and blending facility have a capacity of 1.8 M.T. per day equivalent to 540 M.T. per year from the grinding machine and 1.5 M.T. per day equivalent to 450 M.T. per year from the blending machine, which are used primarily for customer-specific blends which are curated by our team as per the customer’s requirement.

The in-built processing and blending facility specialize in processing raw materials such as L-Leucine Instant, L-Isoleucine, L-Valine, L-Histidine, L-Lysine HCL, DL-Methionine, L-Threonine, L-Phenylalanine, L-tryptophane. This enables us to gain valuable insights into raw material specifications, better understanding of the customer requirements, and effectively assess our geographical reach across India. Processing involves setting up blending or grinding type, on the basis of customer’s demand, inventory levels or forecasted requirements. It outlines the materials, resources and timelines needed for the upcoming blending or grinding process. Blending process is where the raw materials are mixed or processed according to the required formula or recipe for the final product and grinding process refers to the process of mechanically breaking down raw materials into a fine powder by using specialized mills, essentially reducing their particle size to create a consistent and readily usable form for further processing into various supplements.

Following is the bifurcation of our business operations through trading and processing for the period ended September 30, 2024 and for the past 3 financial years March 31, 2024, 2023 and 2022:

Based on Audited Standalone Financial Statements:

(₹ in lakhs)

Particulars	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Trading	10,967.81	96.95%	12,855.76	97.37%	13,137.78	100%	8,698.05	100%
Processing	344.80	3.05%	346.93	2.63%	-	-	-	-
Total	11,312.61	100%	13,202.69	100%	13,137.78	100%	8,698.05	100%

Based on Audited Consolidated Financial Statements:

(₹ in lakhs)

Particulars	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Trading	10,967.81	96.95%	NA	NA	NA	NA	NA	NA
Processing	344.80	3.05%	NA	NA	NA	NA	NA	NA
Total	11,312.61	100%	NA	NA	NA	NA	NA	NA

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

Based on the current initiatives, we have taken the following measures to further boost our sales, strengthen our supply chain, and promote diversification through backward integration with following acquisitions:

- Acquired 99% stake of Easy Raw Materials Private Limited (“**ERMPL**”), in the half year ended September 30 2024 by entering into a Share Purchase Agreement dated September 01, 2024. ERMPL, is incorporated to engage in carrying on the business of marketing and trading in nutraceutical products for both human and animal consumption, including but not limited to vitamins, whey protein, dietary supplements, minerals, amino acids, antioxidants, herbal supplements, probiotics, prebiotics, and other health and wellness-related products. For further details relating to the above detailed acquisitions and business activities of the subsidiary Company, see “History and Certain Corporate Matters” on page 229 of this Draft Red Herring Prospectus.

Further, ERMPL also proposes to engage in manufacture, formulate, package, and sell a wide variety of products such as vitamin supplements, protein powders, dietary supplements, and other health supplements and wellness-related products and engage in the distribution, import, export, and retail of nutraceutical and wellness products and to establish a network of wholesalers, retailers, and e-commerce platforms for the sale of such products. For details relating to the above diversification and integration, see “Objects of the Offer” on page 98 of this Draft Red Herring Prospectus.

- Acquired 99% stake of Vinstar Biotech Private Limited (“VBPL”), in the half year ended September 30 2024 by entering into a Share Purchase Agreement dated September 01, 2024. VBPL, is incorporated to engage in importing, trading of food ingredients and online sales of different types of food supplements, promote, carry on the business of manufactures of and dealers in food ingredients, chemicals, chemical compounds (organic and inorganic) in all forms, and chemical product of any nature and kind whatsoever, and by products and joint product thereof, For further details relating to the above detailed acquisition and business activities of the subsidiary Company, see “History and Certain Corporate Matters” on page 229 of this Draft Red Herring Prospectus.

What is Nutraceutical Product:

The term “nutraceutical” combines the two words of “nutrient,” which is a nourishing food component, and “pharmaceutical,” which is a medical drug. A dietary supplement represents a product that contains nutrients derived from food products and is often concentrated in liquid, capsule, powder, or pill form. Our Company deals in the Nutritional food products.

Our nutraceutical product portfolio comprises mainly over 8 distinct main categories across this industry. Our product portfolio is diverse and designed to meet the varying requirements of nutritional health needs across multiple age types. As of September 30, 2024, we market our products both domestically and internationally.

Our company offers the following main categories of products:

Amino Acids:

Amino acids are the building blocks of protein. Proteins are long chains of amino acids. Each protein has its own sequence of amino acids. The sequence makes the protein take different shapes and have different functions in the body.

Sports Nutrition:

Sports nutrition is the study and practice of how to use diet and nutrition to improve athletic performance. It focuses on the types and quantities of food and fluids an athlete consumes, as well as the nutrients they take in, such as vitamins, minerals, and supplements.

Health Supplements:

A health supplement, also known as a dietary supplement, is a product that is taken orally to support the body's healthy functions and improve the diet. Health supplements are not medicines and are not intended to diagnose, treat, or cure diseases.

Our Company is currently promoted by Mr. Ankit Shailesh Mehta, Ms. Parul Shailesh Mehta and Mr. Shailesh Vinodrai Mehta led by one of the first-generation Promoters, Mr. Ankit Shailesh Mehta. Our Promoters manage and control the major affairs of our business operations with their considerable experience in our Industry. Mr. Ankit Shailesh Mehta, and Ms. Parul Shailesh Mehta have experience of 4 years and 9 years respectively into the nutraceutical industry. We believe that our success is the result of sustained efforts over the years in key aspects of our business, such as process improvements and increased scale of operations. For more details, please see the chapter titled, “Our Management” and “Our Promoters and Promoter Group” on page 236 and 252 of this Draft Red Herring Prospectus.

The products are tested through third party quality experts who generate their report on the basis of their quality and our Company deals with only such products which are quality tested and verified appropriately.

KEY PERFORMANCE INDICATORS OF OUR COMPANY

(₹ in Lakhs)

Key Financial Performance	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (Rs. lakhs) ⁽¹⁾	11,312.61	13,202.69	13,137.78	8,698.05
EBITDA (Rs. lakhs) ⁽²⁾	2,000.86	2,091.20	1,104.99	702.32

Key Financial Performance	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
EBITDA Margin (%) ⁽³⁾	17.69%	15.84%	8.41%	8.07%
PAT (Rs. lakhs) ⁽⁴⁾	1,473.26	1,451.82	766.02	547.93
Net Profit Ratio (times) ⁽⁵⁾	0.13	0.11	0.06	0.06
Return on equity (times) ⁽⁶⁾	0.40	0.67	0.72	1.60
Return on capital employed (times) ⁽⁷⁾	0.32	0.51	0.43	0.60
Debt-Equity Ratio (times) ⁽⁸⁾	0.49	0.43	0.78	0.83
Net fixed asset turnover ratio (times) ⁽⁹⁾	13.23	24.81	23.68	161.11
Current Ratio (times) ⁽¹⁰⁾	1.85	1.99	1.41	1.39

As certified by M/s. Bagaria & Co LLP, Chartered Accountants, by way of their certificate dated March 07, 2025.

Notes:

(1) Revenue from operation means revenue from sale of our products

(2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income

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

(4) PAT is calculated as PBT – Total Tax expense

(5) Net profit ratio is calculated by dividing Net Profit to Revenue from Operations

(6) Return on Equity is calculated by comparing the proportion of net income after tax against the amount of average shareholder equity

(7) Return on Capital Employed is calculated as follows: Profit before tax + Finance Costs (EBIT) divided by (Tangible Net Worth + Total Debt + Deferred Tax Liabilities)

(8) Debt to Equity ratio is calculated as Total Debt divided by equity

(9) Net Fixed asset turnover ratio is calculated by dividing the Revenue from Operations by net Fixed Assets of the Company

(10) Current Ratio is calculated by dividing Current Assets to Current Liabilities

OUR COMPETITIVE STRENGTH

(a) Diversified product portfolio:

We believe that our understanding of the customer's requirements, our product understanding capabilities, has allowed us to develop a comprehensive portfolio of a variety of nutraceutical products. We offer products mainly across seven product categories, i.e. Amino Acids, Health Supplement, Herbal Extract, Nucleotide, Protein, Sports Nutrition, Vitamin and many more under other health products category in different packaging sizes. We believe that our diversified product portfolio enables us to cater to a wide range of customer preferences.

A category-wise breakup offered by our Company for the stub period ended on September 30, 2024 and for the Fiscals 2024, 2023 and 2022 have been provided below based on Audited Standalone Financial Statements:

(₹ in lakhs)

Product Category (Traded Products)	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Amino Acids	4,534.49	40.08%	6,176.68	46.78%	8,375.85	63.75%	5,877.94	67.58%
Health Supplement	1,190.51	10.52%	1,642.95	12.44%	1,064.24	8.10%	495.01	5.69%
Herbal Extract	154.04	1.36%	416.83	3.16%	483.71	3.68%	255.15	2.93%
Nucleotide	74.26	0.66%	194.43	1.47%	115.01	0.88%	47.66	0.55%
Protein	433.36	3.83%	361.21	2.74%	0.11	0.00%	171.24	1.97%
Sports Nutrition	4,048.58	38.83%	2,942.20	20.13%	2,024.30	15.41%	1,456.54	16.75%
Vitamin	246.61	2.18%	899.91	6.82%	755.04	5.75%	201.10	2.31%
Other	295.96	2.62%	221.55	1.68%	319.52	2.43%	193.41	2.22%
Total	10,977.81	97.03%	12,855.76	92.58%	13,137.78	100.00%	8,352.20	100.00%

(₹ in lakhs)

Product Category (Processed Products)	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Sport Nutrition	344.80	3.05%	346.93	2.63%	-	-	-	-
Others	-	-	-	-	-	-	-	-
Total	344.80	3.05%	346.93	2.63%	-	-	-	-

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor through their certificate dated March 07, 2025.

(b) In house processing and warehousing capabilities:

We also provide grinding and blending facility for few of the nutraceutical products at our processing unit. Blended ingredients are the mixture of various ingredients that is required to make a final product in its most authentic form. We are equipped with warehouse which enables blending, grinding and packaging of ingredients all in a hygienic way. We believe that we have trained and experienced staff in terms of blending grinding and hygienic storages/ warehousing facilities. We also use contract labourers for grinding and packaging in large bulk quantities who are specialised in this field.

Our Own warehousing facility located at Bhiwandi, Mumbai spreads across 28,259.16 Sq Ft. comprising of three floors, equipped with all the required machineries to carry out the process of blending, grinding and packing including labelling and sealing of the final ingredients in a smooth and efficient manner.



(c) Value proposition for Customers:

We are catering to B2B segment which give us the advantage of wide spread customer network. We seek to build on existing relationships and also focus on bringing into our portfolio more customers. Our Company believes that business is a by-product of relationship. Our Company believes that a long-term customer relationship with large customers reap fruitful returns. Long-term relations are built on trust and continuous meeting with the requirements of the customers which creates value proposition for our existing as well as future customers and top end advantage is received in nutraceutical sector.

SWOT ANALYSIS –

STRENGTHS –

- (a) Ability to identify trends early:** Our product management and supply chain team can identify global trends early and bring novel products to the Indian market faster than competition. This gives a first-mover advantage to our Company.
- (b) Dynamic team:** Our Company has a dynamic team with both experienced and young professionals steering the company's growth journey.
- (c) Technology adoption:** Our Company has adopted technologies namely Zoho and Xemi systems across its office and warehouse which helps in increasing productivity and efficiency.
- (d) Location advantage:** The company's operations are based in Mumbai and the western state of Maharashtra, being located close to Mumbai port helps the Company on port-to-warehouse logistics.

WEAKNESS –

- (a) Lack of exclusive contracts with suppliers:** Our Company does not have any exclusive supply contracts with its vendors.
- (b) High Working Capital Requirements:** The robust inventory management system and ability to supply during shortages may lead to high working capital needs, creating financial strain during slower sales periods.
- (c) Dependency on Key Personnel:** A reliance on specific team members for critical functions, such as trend identification or supply chain management, could pose risks in case of attrition.

OPPORTUNITIES –

- (a) **Manufacturing for export market:** Our Company has a large opportunity in health and nutraceutical ingredients for the export market.
- (b) **Rising Health Consciousness:** With an increasing focus on wellness, Customers are more inclined towards preventive healthcare rather than treatment of illnesses. This has led to a rise in the demand for dietary supplements, functional foods and beverages that promote overall health.
- (c) **Sports Nutrition:** With a rise of fitness culture, there is an increasing demand for sports nutrition products, such as protein powders, amino acids and energy supplements. This trend is particularly notable among the youth and urban working professionals.

THREAT –

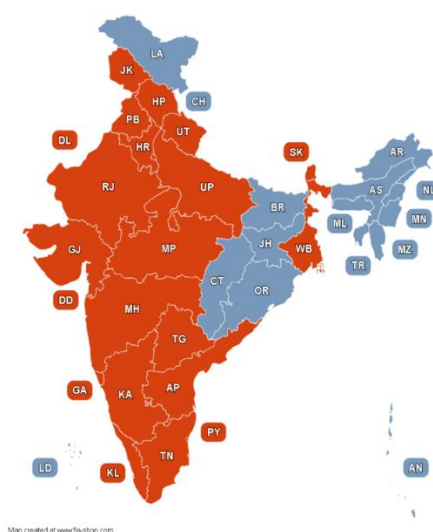
- (a) **Dependence on China:** Our Company has a reasonable amount of dependence on imports from China, it remains a significant source of supply for the Company. Hence, we may face risk with respect to geopolitical event if occurred in future.
- (b) **Dependence on global freight rates:** Freight rates have been volatile in the past 4 years and a continuation in volatility could result in higher freight costs or lower availability of key products for the Company.
- (c) **Changes in government policy:** Any change in government policy towards the supply of nutraceutical or health ingredients could create challenges for the Company.

OUR GEOGRAPHICAL PRESENCE

Currently majority of our sales is derived from the state of Maharashtra, Gujarat and New Delhi. For the period ended September 30, 2024 and for the financial years ended March 31, 2024, 2023 and 2022 on the basis of Audited Standalone Financial Statements, our sales were ₹ 5,866.74 Lakhs, ₹ 8,786.82 Lakhs, ₹ 10,209.32 and ₹ 6,578.09 Lakhs which constitutes 51.86%, 66.55%, 77.71% and 75.63% respectively of the Revenue from operations from the states mentioned above. We have minority portion of sales from international market, there are constraints on exports. We gradually intend to expand our business operations to other states of the country as well as into global markets also, for further details in relation to concentration of business from above mentioned states, please refer risk factor no. __ under chapter titled “Risk Factors” on page no. 31 of this Draft Red Herring Prospectus.

For the period ended September 30, 2024 and for the financial years ended 2024, 2023 and 2022, our revenue from operations was ₹ 11,312.61 Lakhs, ₹ 13,202.69 Lakhs, ₹ 13,137.78 Lakhs and ₹ 8,698.05 respectively. Our EBITDA (earnings before interest, depreciation and tax excluding other income) for the period ended September 30, 2024 and for the financial year ended 2024, 2023 and 2022 was ₹ 2,000.86 Lakhs, ₹ 1,084.51 Lakhs, ₹ 1,120.64 and ₹ 522.96 Lakhs, respectively, while our profit after tax for the period ended September 30, 2024 and for the financial years ended 2024, 2023 and 2022 was ₹ 1,473.26 Lakhs, ₹ 1,451.82 Lakhs, ₹ 766.02 Lakhs and ₹ 547.93 Lakhs, respectively.

OUR CUSTOMER FOOTPRINTS IN INDIA



Following is the breakup of the revenue earned from domestic and export operations of our Company for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022:

Based on Standalone Audited Financial Statements:

(₹ in lakhs)

S. No.	Particulars	For the period/ year ended							
		September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
		Amount	% of revenue from operation	Amount	% of revenue from operation	Amount	% of revenue from operation	Amount	% of revenue from operation
1.	Domestic	11,177.40	98.80%	13,167.82	99.74%	13,044.37	99.29%	8,697.81	100.00%
2.	Exports	135.21	1.20%	34.87	0.26%	93.41	0.72%	0.24	0.00%
	Total	11,312.61	100.00%	13,202.69	100.00%	13,137.78	100.00%	8,698.05	100.00%

Based on Consolidated Audited Financial Statements:

(₹ in lakhs)

S. No.	Particulars	For the period/ year ended							
		September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
		Amount	% of revenue from operation	Amount	% of revenue from operation	Amount	% of revenue from operation	Amount	% of revenue from operation
1.	Domestic	11,177.40	98.80%	-	-	-	-	-	-
2.	Exports	135.21	1.20%	-	-	-	-	-	-
	Total	11,312.61	100%	-	-	-	-	-	-

Following is the break-up of revenue generated from domestic market for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022:

As per Audited Standalone Financial Statements:

For the period ended September 30, 2024		
Region (Domestic)	Revenue (₹ in lakhs)	% of revenue from operations
Andhra Pradesh	44.86	0.40%
Dadra and Nagar Haveli and Daman and Diu	66.83	0.59%
Goa	39.44	0.35%
Gujarat	1,527.69	13.50%
Haryana	2,189.77	19.36%
Himachal Pradesh	436.78	3.86%
Jammu and Kashmir	0.68	0.01%
Karnataka	378.53	3.35%
Kerala	4.13	0.04%
Madhya Pradesh	96.63	0.85%
Maharashtra	3,640.54	32.18%
New Delhi	698.51	6.17%
Pondicherry	0.07	0.00%
Punjab	908.95	8.03%
Rajasthan	20.09	0.18%
Sikkim	3.63	0.03%
Tamil Nadu	265.18	2.34%
Telangana	137.09	1.21%
Uttar Pradesh	581.40	5.14%
Uttarakhand	136.17	1.20%
West Bengal	0.45	0.00%
Total	11,177.40	98.80%

For the Financial Year ended March 31, 2024		
Region (Domestic)	Revenue (₹ in lakhs)	% of revenue from operations
Andhra Pradesh	108.97	0.83%
Chhattisgarh	0.08	0.00%
Dadra and Nagar Haveli and Daman and Diu	248.96	1.89%
Goa	79.07	0.60%
Gujarat	1,539.82	11.66%
Haryana	772.84	5.85%
Himachal Pradesh	530.08	4.01%
Karnataka	586.56	4.44%
Kerala	7.48	0.06%
Madhya Pradesh	74.91	0.57%
Maharashtra	6,106.46	46.25%
New Delhi	1,140.54	8.64%
Pondicherry	0.28	0.00%
Punjab	644.39	4.88%
Rajasthan	25.35	0.19%
Tamil Nadu	316.96	2.40%
Telangana	197.73	1.50%
Uttar Pradesh	600.06	4.54%
Uttarakhand	185.69	1.41%
West Bengal	1.61	0.01%
Total	13,167.82	99.74%

For the Financial Year March 31, 2023		
Region (Domestic)	Revenue (₹ in lakhs)	% of revenue from operations
Andhra Pradesh	46.55	0.35%
Chandigarh	0.05	0.00%
Dadra and Nagar Haveli and Daman and Diu	102.20	0.78%
Goa	47.94	0.36%
Gujarat	1,118.55	8.51%
Haryana	395.33	3.01%
Himachal Pradesh	238.05	1.81%
Jammu and Kashmir	45.25	0.34%
Karnataka	288.21	2.19%
Kerala	0.64	0.00%
Madhya Pradesh	191.14	1.45%
Maharashtra	7,480.42	56.94%
Mizoram	2.97	0.02%
New Delhi	1,610.35	12.26%
Odisha	0.05	0.00%
Pondicherry	101.81	0.77%
Punjab	242.37	1.84%
Rajasthan	19.82	0.15%
Sikkim	0.03	0.00%
Tamil Nadu	172.07	1.31%

Telangana	165.05	1.26%
Uttar Pradesh	712.05	5.42%
Uttarakhand	63.25	0.48%
West Bengal	0.22	0.00%
Total	13,044.37	99.29%

For the period ended March 31, 2022		
Region (Domestic)	Revenue (₹ in lakhs)	% of revenue from operations
Andhra Pradesh	18.08	0.21%
Dadra and Nagar Haveli and Daman and Diu	198.30	2.28%
Goa	13.48	0.15%
Gujarat	494.56	5.69%
Haryana	492.35	5.66%
Himachal Pradesh	146.78	1.69%
Jammu and Kashmir	3.73	0.04%
Karnataka	128.59	1.48%
Kerala	47.24	0.54%
Madhya Pradesh	183.15	2.11%
Maharashtra	4,715.11	54.21%
New Delhi	1,368.42	15.73%
Pondicherry	0.7	0.01%
Punjab	291.27	3.35%
Rajasthan	19.71	0.23%
Sikkim	0.1	0.00%
Tamil Nadu	73.61	0.85%
Telangana	69.25	0.80%
Uttar Pradesh	426.21	4.90%
Uttarakhand	3.87	0.04%
West Bengal	3.30	0.04%
Total	8,697.81	100%

As per Audited Consolidated Financial Statements:

For the period ended September 30, 2024		
Region (Domestic)	Revenue (₹ in lakhs)	% of revenue from operations
Andhra Pradesh	44.86	0.40%
Dadra and Nagar Haveli and Daman and Diu	66.83	0.59%
Goa	39.44	0.35%
Gujarat	1,527.69	13.50%
Haryana	2,189.77	19.36%
Himachal Pradesh	436.78	3.86%
Jammu and Kashmir	0.68	0.01%
Karnataka	378.53	3.35%
Kerala	4.13	0.04%
Madhya Pradesh	96.63	0.85%
Maharashtra	3,640.54	32.18%
New Delhi	698.51	6.17%
Pondicherry	0.07	0.00%

Punjab	908.95	8.03%
Rajasthan	20.09	0.18%
Sikkim	3.63	0.03%
Tamil Nadu	265.18	2.34%
Telangana	137.09	1.21%
Uttar Pradesh	581.40	5.14%
Uttarakhand	136.17	1.20%
West Bengal	0.45	0.00%
Total	11,177.40	98.80%

Following is the break-up of revenue generated from international market for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022:

As per Audited Standalone Financial Statements:

For the period ended September 30, 2024		
Country (Export)	Revenue (₹ in lakhs)	% of revenue from operations
Germany	0.10	0.00%
New Zealand	0.04	0.00%
Portugal	0.10	0.00%
Saudi Arabia	47.72	0.42%
South Korea	31.23	0.28%
Sri Lanka	0.16	0.00%
Switzerland	2.71	0.02%
Turkey	1.12	0.01%
United Arab Emirates	52.02	0.46%
Total	135.21	1.20%

For the Financial Year ended March 31, 2024		
Country (Export)	Revenue (₹ in lakhs)	% of revenue from operations
China	28.58	0.22%
Egypt	2.81	0.02%
Malaysia	0.12	0.00%
Netherlands	1.36	0.01%
South Korea	0.25	0.00%
Switzerland	1.33	0.01%
Turkey	0.28	0.00%
United Arab Emirates	0.13	0.00%
Total	34.87	0.26%

For the Financial Year ended March 31, 2023		
Country (Export)	Revenue (₹ in lakhs)	% of revenue from operations
China	79.05	0.60%
United Arab Emirates	14.36	0.11%
Total	93.41	0.71%

For the Financial Year ended March 31, 2022		
Country (Export)	Revenue (₹ in lakhs)	% of revenue from operations
United Arab Emirates	0.24	0.00%
Total	0.24	0.00%

As per Audited Consolidated Financial Statements:

For the period ended September 30, 2024		
Country (Export)	Revenue (₹ in lakhs)	% of revenue from operations
Germany	0.10	0.00%
New Zealand	0.04	0.00%
Portugal	0.10	0.00%
Saudi Arabia	47.72	0.42%
South Korea	31.23	0.28%
Sri Lanka	0.16	0.00%
Switzerland	2.71	0.02%
Turkey	1.12	0.01%
United Arab Emirates	52.02	0.46%
Total	135.21	1.20%

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

OUR BUSINESS STRATEGIES

(a) Backward integrating our nutraceutical product business to capitalize on the global demand for nutraceutical products

We are a one stop destination for various nutritional, Health and sports supplement products, which are largely biased towards the food products providing health benefits in addition to their nutritional values, reflecting our ability in catering to nutritional as well as health needs of the end customers. Our company is based in Mumbai, offering diverse range of captivated nutritional supplements and components. We offer products across mainly seven product categories, i.e. Amino Acids, Health Supplement, Herbal Extract, Nucleotide, Protein, Sports Nutrition, and Vitamin. Thus, positioning us favorably to adapt to the growing awareness with respect to the needs of nutrition in the food products.

As a part of our proposed backward integration initiatives, we are in the process of setting up a Manufacturing Facility at JNPA SEZ, through investment in our Wholly-Owned Subsidiary (WOS) Company, Easy Raw Materials Private Limited (ERMPL). The manufacturing facility is proposed to be developed, operated and maintained by our WOS company for setting up of manufacturing facility which will include production, procurement and export, warehousing and labelling and packaging, ensuring an efficient supply chain. Our WOS company pursuant to a lease deed dated September 28, 2023, have been allotted an industrial land admeasuring approximately 4,120 Sq. Mt. (44,347 Sq. Ft.) on a leasehold basis for a period of 60 years in the JNPA SEZ area. Pursuant to setting up the Manufacturing Facility, we intend to commence the manufacturing of nutraceutical products, including Tablets, Capsules, Jars and Sachets, at the proposed Manufacturing Facility, in the nutraceutical industry.

Through this backward integration, following benefits shall be accrued to our Company:

- Bulk Procurement Cost Savings
- Centralized Sourcing & Supply Chain Efficiency
- Tax & Duty Benefits on Raw Material Imports
- Competitive Advantage & Market Expansion

We intend to deploy ₹3,622.36 Lakhs from the Net Proceeds towards setting up of proposed Manufacturing Facility. For further details, see “Objects of the Offer - Financing the capital expenditure towards setting up of the Manufacturing Facility through investment in our Wholly-Owned Subsidiary (WOS) Company, Easy Raw Materials Private Limited” on page 98 of this Draft Red Herring Prospectus.

(b) Continue to focus on product innovation and design and further diversify our portfolio

Our focus on R&D has been instrumental in driving the growth of our business and enhancing our ability to meet the specific requirements of our customers. We intend to further diversify our product portfolio through our R&D initiatives. We are focused on investing in technology, equipment and skilled workforce with the aim of delivering high-quality, innovative and technology-driven products in response to customer requirements thereby strengthening our relationships with our customers across a range of product categories. We intend to introduce diverse range of nutraceuticals and health supplements, including

Tablets, Capsules, Jars and Sachets through the proposed manufacturing facility. We intend to manufacture products with advanced machinery for precise formulations and efficient workflows and with robust quality assurance systems to meet stringent industry benchmarks.

(c) Improve Debt – Equity Ratio

As on September 30, 2024, our debt - equity ratio stands at 0.49. We intend to repay certain amount of the loans to improve our debt equity ratio and also this will help our company to obtain working capital loans / term loans for expansion in future which will improve our operational efficiency. Further, repayment of loans and borrowings will reduce burden of repayment of loans repayable and enhance our financial stability and reduce long term liabilities.

(d) Leveraging our market skills and relationships

This is a continuous process in our organization and the skills that we impart in our people, gives importance to customers. We aim to enhance the growth by leveraging our relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our customer relationship and renewing our relationship with existing Suppliers.

OUR PRODUCT PORTFOLIO

Our company has a diversified product portfolio which mainly consists of 7 Categories of products and the sub- Products which are as follows:

The following infographic sets forth few of our product categories:

Our Product category includes Amino Acids, Health Supplement, Herbal Extract, Nucleotide, Protein, Sports Nutrition, and Vitamin. The details of which are as follows:

Sr. No.	Name of the Category	Description
1	Amino Acid	Amino acids are organic compounds that serve as the building blocks of proteins, which are vital for virtually all biological processes. There are 20 standard amino acids, and they link together in various sequences to form proteins. Amino acids contain an amino group ($-NH_2$) and a carboxyl group ($-COOH$), making them both acidic and basic in nature. Amino acids play various roles in metabolism, enzyme function, and as precursors to important compounds, including neurotransmitters, hormones, and energy molecules.
2	Health Supplement	Health Supplement covers a broad category of supplements which includes essential nutrients, functional ingredients, and bioactive compounds that support overall well-being.
3	Herbal Extract	Herbal Extract are derived from medicinal plants and are used for the therapeutic and functional benefits.
4	Nucleotide	Nucleotides are essential components for cellular function and plays a vital role in immune support, gut health, and infant nutrition.
5	Protein	Proteins play a crucial role in muscle growth, immune function, and overall health.
6	Sports Nutrition	Sports nutrition focuses on providing high-performance ingredients that support athletic performance, endurance, and recovery.
7	Vitamins	Vitamins are crucial micronutrients required for various physiological functions.

Details of few of our top 10 sub-products offered by our Company are as follows:

Sr. No.	Name of the Sub-product	Specifications	Images

1	Glycine	• Form: Fine crystalline powder • Color: White • Taste: Sweet • Solubility: Highly soluble in water • Application: Used as a neurotransmitter, protein synthesis aid, and buffering agent in food, pharmaceuticals, and personal care products.	
2	Creatine Monohydrate 200 Mesh	• Form: Fine powder (200 mesh) • Color: White • Taste: Slightly bitter, neutral in blends • Solubility: Moderately soluble in water • Application: Enhances ATP production, supporting muscle strength and endurance in sports nutrition supplements.	
3	Inositol	• Form: Fine crystalline powder • Color: White • Taste: Slightly sweet • Solubility: Soluble in water • Application: Supports cell membrane function, insulin sensitivity, and mental health; used in nutraceuticals and pharmaceuticals.	

4	BCAA 2:1:1 (Leucine, Isoleucine, Valine)	• Form: Fine powder • Color: White to off-white • Taste: Bitter • Solubility: Partially soluble in water • Application: Supports muscle protein synthesis and recovery, commonly used in sports and energy supplements.	 The image shows three pieces of ChemKart BCAA 2:1:1/4:1:1/8:1:1 product packaging. On the left is a large tan metal drum with a white label. In the center is a small black resealable pouch. On the right is a tan cardboard box. All three items feature the ChemKart logo and detailed product information including batch number, net weight, and expiration date.
5	L-Glutamine	• Form: Fine Crystalline powder • Color: White • Taste: Neutral • Solubility: Highly soluble in water • Application: Aids muscle recovery, gut health, and immune function; used in sports nutrition and medical nutrition formulations.	 The image shows three pieces of ChemKart L-Glutamine product packaging. On the left is a large tan metal drum with a white label. In the center is a small black resealable pouch. On the right is a tan cardboard box. All three items feature the ChemKart logo and detailed product information including batch number, net weight, and expiration date.

6	L-Carnitine	• Form: Powder or liquid (varies by derivative) • Color: White to slightly off-white • Taste: Slightly sour • Solubility: Highly soluble in water • Application: Plays a key role in fat metabolism and energy production; used in weight management and performance supplements.	
7	N-Acetyl L-Cysteine (NAC)	• Form: Fine Crystalline Powder • Color: White to slightly yellow • Taste: Slightly sour, sulphuric odor • Solubility: Soluble in water • Application: A powerful antioxidant precursor to glutathione, supporting liver health and respiratory function.	
8	Taurine	• Form: Fine Crystalline Powder • Color: White • Taste: Slightly bitter • Solubility: Highly soluble in water • Application: Supports cardiovascular, neurological, and muscular functions; used in energy drinks, sports supplements, and pharmaceuticals.	

9	L-Glutathione (Reduced)	• Form: Fine Powder • Color: White to slightly white • Taste: Slightly bitter • Solubility: Soluble in water • Application: A strong antioxidant used for detoxification, skin health, and immune support	
10	Whey Protein Concentrate 80%	• Form: Fine Powder • Color: Creamy white to light yellow • Taste: Mild dairy taste • Solubility: Highly soluble in water • Application: A high-protein ingredient used in muscle-building supplements, meal replacements, and functional foods.	

CATEGORY WISE, SUB PRODUCT WISE, TOP 5 CUSTOMERS, TOP 10 CUSTOMERS AND B2B AND D2C REVENUE BIFURCATION

- a. A category-wise breakup offered by our Company for the stub period ended on September 30, 2024 and for the Fiscals 2024, 2023 and 2022 have been provided below based on Audited Standalone Financial Statements:

(₹ in lakhs)

Product Category (Traded Products)	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Amino Acids	4,534.49	40.08%	6,176.68	46.78%	8,375.85	63.75%	5,877.94	67.58%
Health Supplement	1,190.51	10.52%	1,642.95	12.44%	1,064.24	8.10%	495.01	5.69%
Herbal Extract	154.04	1.36%	416.83	3.16%	483.71	3.68%	255.15	2.93%
Nucleotide	74.26	0.66%	194.43	1.47%	115.01	0.88%	47.66	0.55%
Protein	433.36	3.83%	361.21	2.74%	0.11	0.00%	171.24	1.97%
Sports Nutrition	4,048.58	38.83%	2,942.20	20.13%	2,024.30	15.41%	1,456.54	16.75%
Vitamin	246.61	2.18%	899.91	6.82%	755.04	5.75%	201.10	2.31%
Other	295.96	2.62%	221.55	1.68%	319.52	2.43%	193.41	2.22%
Total	10,977.81	97.03%	12,855.76	92.58%	13,137.78	100.00%	8,352.20	100.00%

(₹ in lakhs)

Product Category (Processed Products)	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Sport Nutrition	344.80	3.05%	346.93	2.63%	-	-	-	-
Others	-	-	-	-	-	-	-	-
Total	344.80	3.05%	346.93	2.63%	-	-	-	-

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor through their certificate dated March 07, 2025.

- b. A sub-product-wise breakup offered by our Company for the stub period ended on September 30, 2024 and for the Fiscals 2024, 2023 and 2022 have been provided below as per Audited Standalone Financial Statements:

(₹ in lakhs)

Sub-Products (Traded Products) Top 10	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Glycine	1,772.67	15.67%	1,899.93	14.39%	4,913.21	37.40%	3,487.21	40.09%
Creatine Monohydrate 200Mesh	3,546.07	31.35%	1,919.27	14.54%	986.72	7.51%	687.96	7.91%
Inositol	163.18	1.44%	761.78	5.77%	653.71	4.98%	69.14	0.79%
L-ARGININE	223.88	1.98%	218.57	1.66%	210.71	1.60%	232.93	2.68%
L-Glutamine	369.61	3.27%	395.99	3.00%	259.75	1.98%	330.94	3.80%
L-Carnitine	300.64	2.66%	292.16	2.21%	511.61	3.89%	238.97	2.75%
N-Acetyl L-Cysteine	131.80	1.17%	374.80	2.84%	307.97	2.34%	240.72	2.77%
Taurine	325.34	2.88%	132.16	1.00%	342.35	2.61%	199.75	2.30%
L-Glutathione (Reduced)	361.41	3.19%	439.74	3.33%	143.37	1.09%	23.83	0.27%
Whey Protein Concentrate 80%	416.77	3.68%	342.26	2.59%	0.03	0.00%	171.24	1.97%
Total	7,611.37	67.29%	6,776.66	51.33%	8,329.43	63.40%	5,682.69	65.33%

(₹ in lakhs)

Sub-Products (Processed Products)	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
BCAA 2:1:1	335.66	2.97	317.39	2.40%	-	-	-	-
Essential Amino Acids Blends (EAA)	9.14	0.08	29.54	0.22%	-	-	-	-
Total	344.80	3.05%	317.39	2.40%	-	-	-	-

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor through their certificate dated March 07, 2025.

- c. The revenue breakup of the top five and top ten customers of our Company for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022:

Based on Standalone Audited Financials:

(₹ in lakhs)

Particulars	For the period/ year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% Revenue from Operations	Amount	% Revenue from Operations	Amount	% Revenue from Operations	Amount	% Revenue from Operations
Top five customers	3,935.25	34.79%	4,172.38	31.60%	5,818.92	44.29%	4,487.91	51.60%
Top ten customers	5,479.40	48.44%	5,365.88	40.64%	7,174.80	54.61%	5,163.04	59.36%

Based on Consolidated Audited Financials:

(₹ in lakhs)

Particulars	For the period/ year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% Revenue from Operations	Amount	% Revenue from Operations	Amount	% Revenue from Operations	Amount	% Revenue from Operations
Top five customers	3,935.25	34.79%	NA	NA	NA	NA	NA	NA
Top ten customers	5,479.40	48.44%	NA	NA	NA	NA	NA	NA

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025

d. List of top ten customers for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022:

Based on Standalone Audited Financials:

September 30, 2024		
Customers	Revenue (₹ in lakhs)	% of revenue from operations
Customer 1	1,194.90	10.56%
Customer 2	890.58	7.87%
Customer 3	861.17	7.61%
Customer 4	529.49	4.68%
Customer 5	459.11	4.06%
Customer 6	389.86	3.45%
Customer 7	335.35	2.96%
Customer 8	328.50	2.90%
Customer 9	283.51	2.51%
Customer 10	206.93	1.83%

March 31, 2024		
Customers	Revenue (₹ in lakhs)	% of revenue from operations
Customer 1	1,427.41	10.81%
Customer 2	1,203.70	9.12%
Customer 3	573.97	4.35%
Customer 4	516.78	3.91%
Customer 5	450.52	3.41%
Customer 6	289.87	2.20%
Customer 7	252.95	1.92%
Customer 8	220.48	1.67%
Customer 9	219.95	1.67%
Customer 10	210.25	1.59%

March 31, 2023		
Customers	Revenue (₹ in lakhs)	% of revenue from operations
Customer 1	4,230.30	32.20%
Customer 2	418.83	3.19%
Customer 3	403.77	3.07%
Customer 4	402.73	3.07%
Customer 5	363.29	2.77%
Customer 6	334.57	2.55%
Customer 7	302.35	2.30%
Customer 8	278.47	2.12%
Customer 9	221.06	1.68%
Customer 10	219.41	1.67%

March 31, 2022		
Customers	Revenue (₹ in lakhs)	% of revenue from operations
Customer 1	3,018.65	34.70%
Customer 2	787.62	9.06%
Customer 3	293.80	3.38%
Customer 4	197.19	2.27%
Customer 5	190.65	2.19%
Customer 6	162.76	1.87%
Customer 7	158.81	1.83%
Customer 8	138.60	1.59%
Customer 9	110.13	1.27%
Customer 10	104.83	1.21%

Based on Consolidated Audited Financials:

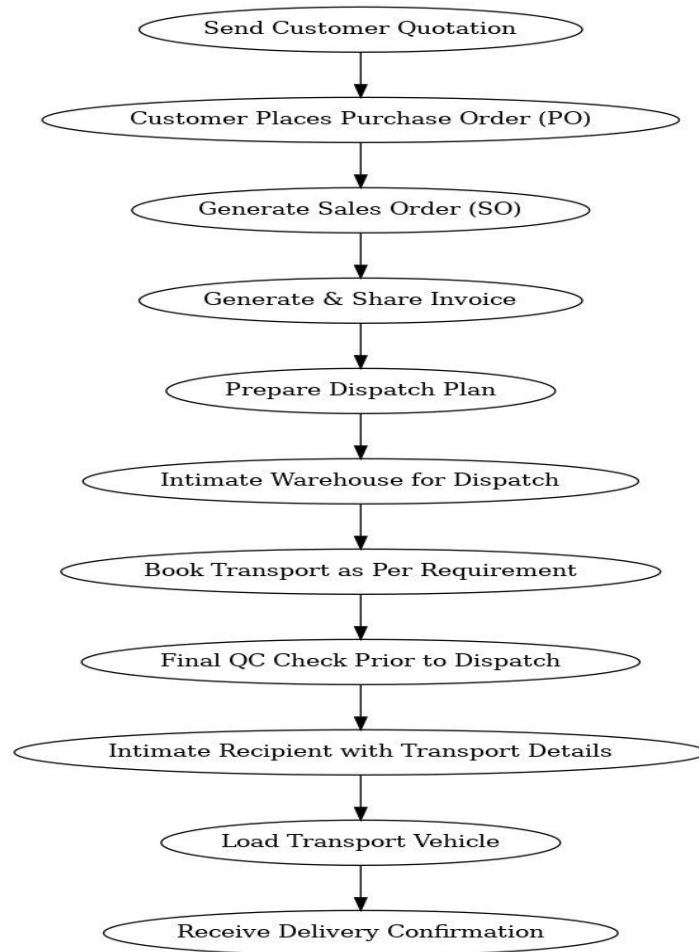
September 30, 2024		
Customers	Revenue (₹ in lakhs)	% of revenue from operations
Customer 1	1,194.90	10.56%
Customer 2	890.58	7.87%
Customer 3	861.17	7.61%
Customer 4	529.49	4.68%
Customer 5	459.11	4.06%
Customer 6	389.86	3.45%
Customer 7	335.35	2.96%
Customer 8	328.50	2.90%
Customer 9	283.51	2.51%
Customer 10	206.93	1.83%

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BUSINESS TRADING AND PROCESSING OPERATIONS

1. BUSINESS TRADING PROCESS

The process of trading is as follows:



A. Customer Quotation & Order Processing

Steps:

1. Send Customer Quotation

- Based on the customer's inquiry, a quotation is prepared with product details, pricing, availability, delivery timelines, and payment terms.
- The quotation is shared with the customer for review and approval.

2. Customer Places Purchase Order (PO)

- Once the customer agrees to the quotation, they send a formal purchase order (PO) specifying the product name, quantity, delivery address, and agreed pricing.
- The purchase order is reviewed and confirmed by the sales and finance teams.

3. Generate Sales Order (SO)

- A sales order is created based on the PO, initiating the internal process for dispatch planning and invoicing.
- The warehouse and logistics teams are notified about the upcoming order fulfilment.

B. Invoicing & Payment Processing

Steps:

1. Generate & Share Invoice

- The finance team generates an invoice based on the sales order and purchase order details.
- The invoice is sent to the customer, specifying payment terms (advance payment, credit terms, etc.)
- Payment confirmation is obtained if required before proceeding with dispatch.

C. Dispatch Planning & Execution

Steps:**1. Prepare for Dispatch**

- The dispatch team decides the dispatch of goods considering inventory availability, transport requirements, and delivery deadlines.

2. Intimate Warehouse for Dispatch

- The warehouse team is informed about the dispatch plan.
- The necessary stock is picked from inventory and packing is scheduled.
- Documentation such as packing list, transport challan, and compliance certificates (if required) are prepared.

3. Book Transport as Per Requirement

- Logistics team books transportation based on shipment size, weight and urgency.
- Options may include third-party transport providers, courier services or dedicated freight services.

4. Final QC Check Prior to Dispatch

- Before dispatch, a final quality check is performed to ensure product specifications and packaging integrity.
- Compliance checks for labelling, barcodes, and regulatory requirements are conducted.

5. Intimate Recipient with Transport Details

- Once the goods are ready for dispatch, the recipient (customer or distributor) is informed.
- Details such as tracking number, expected delivery time and transport provider contact are shared.

6. Load Transport Vehicle

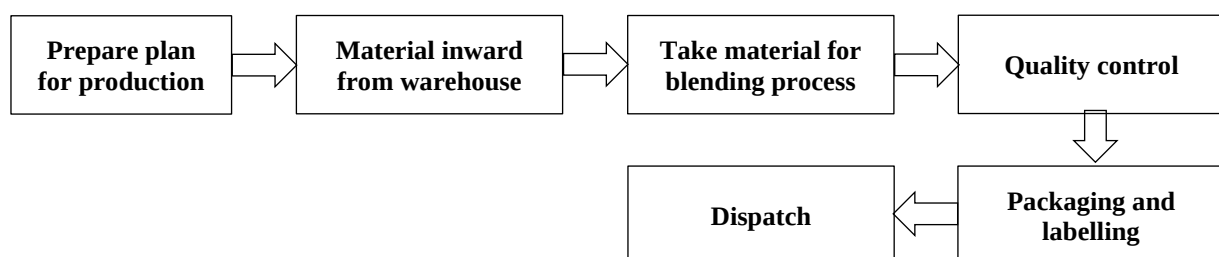
- Products are securely packed and loaded onto the transport vehicle.
- Proper handling procedures are followed to prevent any damage in transit.

D. Delivery & Confirmation**Steps:****1. Receive Delivery Confirmation**

- Upon reaching the destination, the recipient confirms receipt of goods.
- The delivery acknowledgment is recorded, and any discrepancies (damage, missing items) are addressed immediately.
- The order is marked as completed in the system.

2. PROCESSING OPERATIONS

The basic process of processing operations is as follows:

**A. Prepare plan for production:****Steps:****1. Customer Order Review**

- Gather order details, including quantity, formulation and special requirements.
- Check if the requested formulation is a standard one or a new blend.
- Verify compliance with regulatory and quality standards.

2. Material Requirement Planning

- Review stock availability of required ingredients in the warehouse.

- If ingredients are short, generate a procurement request.
- Calculate batch size and production capacity based on available resources.

3. Production Scheduling

- Assign a production batch number for traceability.
- Schedule blending and processing based on priority and equipment availability.
- Allocate manpower and define specific responsibilities for each stage.

4. Equipment Readiness

- Ensure all machinery (blender, grinder, sieves, weighing scales, etc.) is clean, calibrated and in working condition.
- Check availability of tools like scoops, measuring cups, and PPE (gloves, masks, aprons).

5. Document Approval

- Prepare a batch processing record (BPR) containing ingredient details, weights, and process parameters.
- Get approval from the production manager before initiating the process.

B. Product Inward from Warehouse

Steps:

1. Requisition & Verification

- Issue a material requisition slip to the warehouse team.
- Verify batch numbers, expiry dates, and COA (Certificate of Analysis) for each ingredient.

2. Material Handling & Storage

- Transfer ingredients to the processing area in sanitized containers or sealed bags.
- Maintain temperature and humidity control as per ingredient storage guidelines.

3. Weighing & Pre-Processing

- Weigh ingredients individually as per formulation.
- Record the weight, batch number, and expiry date in the batch processing sheet.
- If required, pre-screen or sieve raw materials before blending.

C. Take Product for Blending Process

Steps:

1. Loading Ingredients

- Verify ingredient weights before loading them into the blender.
- Add ingredients in the correct sequence to ensure even distribution.

2. Blending Parameters

- Set blending speed, time, and rotation as per the formulation specifications.
- If using a ribbon blender, V-blender, or other equipment, ensure even mixing without ingredient degradation.

3. Mixing & Homogeneity Check

- Blend ingredients for the specified duration.
- Take a sample and perform a visual inspection for uniformity.
- If required, mix further to improve homogeneity.

D. Grinding Process (If required)

Steps:

1. Pre-Grinding Inspection

- Check for any large lumps or agglomerations.
- Ensure the grinder is clean and calibrated.

2. Grinding Process

- Feed the blended product into the grinder at a controlled rate.
- Set machine parameters like RPM, sieve size, and air pressure (if using an air mill).

- Collect ground material in a separate sanitized container.

3. **Post-Grinding Quality Check**

- Sieve the ground product to remove oversized particles.
- Take samples and test for particle size consistency.

E. Quality Control (QC)

Steps:

1. **Sample Collection**

- Take a representative sample from the blended batch.

2. **Quality Testing**

- Conduct chemical tests (moisture content, active ingredient concentration).

F. Packaging and Labelling

Steps:

1. **Packaging Selection**

- Choose suitable packaging (bags, bottles, pouches) based on product stability.
- Ensure packaging material is pre-sterilized and compliant with food/health regulations.

2. **Filling & Sealing**

- Weigh the final product for accurate dosing.
- Fill into primary packaging (bags, jars, sachets).
- Seal the packaging using heat sealing, vacuum sealing, or other methods.

3. **Labeling**

- Apply labels with product name, batch number, manufacturing & expiry date.
- Include regulatory compliance information (e.g., FSSAI, GMP, etc.).

4. **Final Inspection**

- Check for any packaging defects (leakage, mislabelling, weight variation).
- Conduct a random weight check to ensure uniformity.

5. **Storage Before Dispatch**

- Store packed products in a designated area under controlled conditions.

G. Dispatch

Steps:

1. **Order Verification**

- Cross-check product details with customer order.
- Verify batch numbers and QC clearance.

2. **Shipping Preparation**

- Generate invoices and dispatch documents.
- Select appropriate transportation (ambient, refrigerated, etc.).
- Ensure proper secondary packaging (carton boxes, pallets).

3. **Handover to Logistics**

- Load products into the transport vehicle with correct stacking.
- Provide tracking details to the customer.

4. **Customer Notification & Handover**

- Share dispatch confirmation with the customer.
- Maintain proof of delivery (POD) records.

PRODUCT PROCUREMENT

As our company is engaged in distribution and processing of wide range of Food and Health ingredients. We are using domestic purchased products for trading purpose and imported products for further processing and trading business. Our Product requirements is majorly procured from the international market considering factors such as quality, price, lead time, inventory levels and credit terms. Our Company maintains a base of reliable material suppliers who consistently provide products as per our requirements. We usually do not enter long-term supply contracts with any of our products suppliers, for further details on the lack of long term supply contracts, see risk factor no. 1 *“Our business operations rely significantly on the continuous and timely supply of products from top 5 and top 10 suppliers, Also, we do not have continuing and exclusive supply agreement with them. Any interruptions or discontinuation of same will adversely impact our overall performance and profitability.”* under Risk Factor Chapter on page no. 31 of this Draft Red Herring Prospectus.

Following is the product procurement process:

a. Requirement Identification

- Identify the required products based on business needs.
- Confirm product specifications, quantity, and quality standards.

b. Supplier Selection

- Source and evaluate potential suppliers.
- Assess suppliers based on quality, pricing, terms, and past performance.

c. Quotation Request

- Request quotations from shortlisted suppliers via WeChat or Email.
- Gather pricing, lead time, and payment terms.

d. Quotation Evaluation

- Compare supplier quotations on cost, delivery timeline, and compliance.
- Negotiate pricing and terms via WeChat or Email.

e. Sales Contract Finalization

- Upon order, the supplier sends a Sales Contract via Email.
- Review the contract terms, payment conditions and delivery commitments.
- Sign and return the contract to the supplier.

f. Purchase Order Placement

- Issue a Purchase Order (PO) to the supplier with agreed terms and conditions.

g. Proforma Invoice Review & Advance Payment (if any)

- Supplier sends a Proforma Invoice via email.
- Review and approve the Proforma Invoice.
- If required, process the advance payment based on the agreed terms.

h. Shipment Arrangement

- Supplier arranges shipment and provides the necessary documents.
- Our logistics team coordinates for smooth shipping.

i. Shipping Documentation

- Supplier provides the following shipping documents:

1. Commercial Invoice
2. Packing List
3. Certificate of Analysis
4. Certificate of Origin
5. Bill of Lading
6. Packing images

j. Customs Clearance

- We share the shipping documents with our Clearing Agent.
- The Clearing Agent files for Bill of Entry (BE) with customs.
- Customs clearance is completed as per import regulations.

k. Goods Receipt & Inspection

- Once the shipment is cleared, we generate an Inward E-Way Bill.
- The goods are transported to our warehouse.
- Upon arrival, the warehouse team inspects the shipment for quality and quantity compliance.

l. Final Payment

- After successful inspection, the final payment is processed to the supplier as per the agreed payment schedule.

m. Record Keeping

- Maintain records of the entire transaction, including PO, contracts, invoices, payment proof, and customs documents for future reference and audits.

1. Purchase bifurcation on the basis of domestic source and imports for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022.**Based on Standalone Audited Financials:***(₹ in lakhs)*

Particulars	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products
Domestic Source	975.09	9.99%	1,841.73	17.53%	3,325.75	28.53%	2,734.52	37.66%
Imports	8,788.63	90.01%	8,665.94	82.47%	8,331.50	71.47%	4,526.87	62.34%
Total	9,763.72	100.00%	10,507.67	100.00%	11,657.25	100.00%	7,261.39	100.00%

Based on Consolidated Audited Financials:*(₹ in lakhs)*

Particulars	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products	Amount	% of total Purchase of Products
Domestic Source	975.09	9.99%	-	-	-	-	-	-
Imports	8,788.63	90.01%	-	-	-	-	-	-
Total	9,763.72	100%	-	-	-	-	-	-

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

State-Wise Domestic Purchase Bifurcation:**As per Audited Standalone Financial Statements:**

For the period ended September 30, 2024		
Region (Domestic Source)	Amount (₹ in lakhs)	% of total Purchase of Products
Maharashtra	815.68	8.35%
Dadra & Nagar Haveli and Daman & Diu	52.31	0.54%
Karnataka	52.06	0.53%
Gujarat	37.56	0.38%
Rajasthan	9.20	0.09%
Delhi	5.72	0.06%

Tamil Nadu	1.15	0.01%
Madhya Pradesh	1.05	0.01%
Uttar Pradesh	0.35	0.00%
Total	975.08	9.99%

March 31, 2024		
Region (Domestic Source)	Amount (₹ in lakhs)	% of total Purchase of Products
Maharashtra	1,686.13	16.05%
Dadra & Nagar Haveli and Daman & Diu	16.75	0.16%
Karnataka	24.24	0.23%
Gujarat	9.69	0.09%
Rajasthan	15.80	0.15%
Delhi	22.95	0.22%
Tamil Nadu	27.83	0.26%
Madhya Pradesh	4.26	0.04%
Uttar Pradesh	1.21	0.01%
Haryana	19.35	0.18%
Telangana	13.52	0.13%
Total	1,841.73	17.53%

March 31, 2023		
Region (Domestic Source)	Amount (₹ in lakhs)	% of total Purchase of Products
Maharashtra	3,038.51	26.07%
Dadra & Nagar Haveli and Daman & Diu	31.74	0.27%
Karnataka	23.74	0.20%
Gujarat	5.42	0.05%
Rajasthan	10.10	0.09%
Delhi	31.35	0.27%
Tamil Nadu	23.29	0.20%
Madhya Pradesh	0.05	0.00%
Uttar Pradesh	2.04	0.02%
Haryana	79.96	0.69%
Telangana	4.33	0.04%
Andhra Pradesh	0.22	0.00%
Bihar	75.00	0.64%
Total	3,325.75	28.53%

March 31, 2022		
Region (Domestic Source)	Amount (₹ in lakhs)	% of total Purchase of Products
Maharashtra	2,386.41	32.86%
Dadra & Nagar Haveli and Daman & Diu	9.74	0.13%
Karnataka	120.11	1.65%
Gujarat	11.21	0.15%
Rajasthan	13.13	0.18%
Delhi	110.82	1.53%
Tamil Nadu	25.19	0.35%
Madhya Pradesh	35.25	0.49%
Uttar Pradesh	1.42	0.02%
Haryana	20.14	0.28%
Telangana	0.06	0.00%
Uttarakhand	1.05	0.01%
Total	2,734.52	37.66%

As per Audited Consolidated Financial Statements:

For the period ended September 30, 2024		
Region (Domestic Source)	Amount (₹ in lakhs)	% of total Purchase of Products
Maharashtra	815.68	8.35%
Dadra & Nagar Haveli and Daman & Diu	52.31	0.54%
Karnataka	52.06	0.53%
Gujarat	37.56	0.38%
Rajasthan	9.20	0.09%
Delhi	5.72	0.06%
Tamil Nadu	1.15	0.01%
Madhya Pradesh	1.05	0.01%
Uttar Pradesh	0.35	0.00%
Total	975.08	9.99%

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

Country-Wise Purchase Bifurcation

As per Audited Standalone Financial Statements:

For the period ended September 30, 2024		
Region (Import)	Amount (₹ in lakhs)	% of total Purchase of Products
China	7,953.19	81.46%
South Korea	675.03	6.91%
Germany	113.79	1.17%
London	46.61	0.48%
Total	8,788.63	90.01%

March 31, 2024		
Region (Import)	Amount (₹ in lakhs)	% of total Purchase of Products
China	7,925.62	75.43%
South Korea	662.99	6.31%
Germany	77.33	0.74%
Total	8,665.94	82.47%

March 31, 2023		
Region (Import)	Amount (₹ in lakhs)	% of total Purchase of Products
China	8,183.01	70.20%
Germany	103.43	0.89%
Indonesia	45.05	0.39%
Total	8,331.49	71.47%

March 31, 2022		
Region (Import)	Amount (₹ in lakhs)	% of total Purchase of Products
China	4,526.87	62.34%
Total	4,526.87	62.34%

As per Audited Consolidated Financial Statements:

For the period ended September 30, 2024		
Region (Import)	Amount (₹ in lakhs)	% of total Purchase of Products
China	7,953.19	81.46%
South Korea	675.03	6.91%
Germany	113.79	1.17%
London	46.61	0.48%
Total	8,788.63	90.01%

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

2. The purchase breakup of the top five and top ten suppliers of our Company for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022:

Based on Standalone Audited Financials:

(₹ in lakhs)

Particulars	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of total Purchase	Amount	% of total Purchase	Amount	% of total Purchase	Amount	% of total Purchase
Top five suppliers	4,676.55	47.90%	4,358.13	41.48%	5,426.84	46.55%	4,784.28	65.89%
Top ten suppliers	6,369.03	65.23%	6,025.23	57.34%	7,318.79	62.78%	5,648.02	77.78%

Based on Consolidated Audited Financials:

(₹ in lakhs)

Particulars	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of total Purchase	Amount	% of total Purchase	Amount	% of total Purchase	Amount	% of total Purchase
Top five suppliers	4,676.55	47.90%	NA	NA	NA	NA	NA	NA
Top ten suppliers	6,369.03	65.23%	NA	NA	NA	NA	NA	NA

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

List of top ten customers for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022:

Based on Audited Standalone Financial Statements:

For the period ended September 30, 2024		
Suppliers	Amt (₹ in lakhs)	% of total purchase
Supplier 1	1,247.72	12.78%
Supplier 2	1,225.70	12.55%
Supplier 3	946.12	9.69%
Supplier 4	718.28	7.36%
Supplier 5	629.73	6.45%
Supplier 6	452.27	4.63%
Supplier 7	305.84	3.13%
Supplier 8	303.46	3.11%
Supplier 9	299.89	3.07%
Supplier 10	240.03	2.46%
Supplier 11	211.44	2.17%

March 31, 2024		
Suppliers	Amt (₹ in lakhs)	% of total purchase
Supplier 1	1,427.51	13.59%
Supplier 2	1,130.30	10.76%
Supplier 3	733.52	6.98%
Supplier 4	615.63	5.86%
Supplier 5	451.16	4.29%
Supplier 6	402.97	3.84%
Supplier 7	355.48	3.38%
Supplier 8	319.21	3.04%
Supplier 9	304.14	2.89%
Supplier 10	285.29	2.72%
Supplier 11	276.56	2.63%

March 31, 2023		
Suppliers	Amt (₹ in lakhs)	% of total purchase
Supplier 1	2,605.01	22.35%
Supplier 2	870.66	7.47%
Supplier 3	855.22	7.34%
Supplier 4	638.45	5.48%
Supplier 5	457.50	3.92%
Supplier 6	409.28	3.51%
Supplier 7	402.82	3.46%
Supplier 8	401.92	3.45%
Supplier 9	362.72	3.11%
Supplier 10	315.20	2.70%
Supplier 11	293.59	2.52%

March 31, 2022		
Suppliers	Amt (₹ in lakhs)	% of total purchase
Supplier 1	2,022.64	27.85%
Supplier 2	1,412.57	19.45%
Supplier 3	587.85	8.10%
Supplier 4	479.04	6.60%
Supplier 5	282.19	3.89%
Supplier 6	237.48	3.27%
Supplier 7	178.74	2.46%
Supplier 8	171.45	2.36%
Supplier 9	164.19	2.26%
Supplier 10	111.87	1.54%

Based on Audited Consolidated Financial Statements:

For the period ended September 30, 2024		
Suppliers	Amt (₹ in lakhs)	% of total purchase
Supplier 1	1,247.72	12.78%
Supplier 2	1,225.70	12.55%
Supplier 3	946.12	9.69%
Supplier 4	718.28	7.36%
Supplier 5	629.73	6.45%
Supplier 6	452.27	4.63%
Supplier 7	305.84	3.13%
Supplier 8	303.46	3.11%
Supplier 9	299.89	3.07%
Supplier 10	240.03	2.46%
Supplier 11	211.44	2.17%

March 31, 2024		
Suppliers	Amt (₹ in lakhs)	% of total purchase
NA	NA	NA

March 31, 2023		
Suppliers	Amt (₹ in lakhs)	% of total purchase
NA	NA	NA

March 31, 2022		
Suppliers	Amt (₹ in lakhs)	% of total purchase
NA	NA	NA

OUR WAREHOUSE AND REGISTERED OFFICE FACILITIES

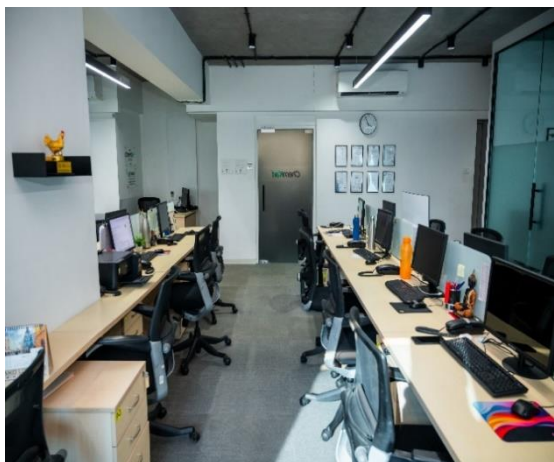
❖ Our Company has a registered office address situated at:

Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, TPS III, Santacruz (East), Mumbai, Maharashtra, India, 400055 covering an approximate area of 1299.20 sq. ft.

Some of the pictures of the registered office are as follows:



Entrance of the office area



Working area for employees



Conference area/Meeting Room



Employees working in the office area



***Certifications received by the company
showcased on office walls***



A dedicated team of employees of Chemkart

❖ Our Company also has a warehouse facility situated at:

Survey no. 228, H. No. 5, Gala no. 7, 8, 9, 10, on ground floor, first floor, second floor, bldg. no. E-8, “Shree Arihant Complex”, Kalher, Bhiwandi, Thane, Maharashtra, covering an approximate area of 28,259.16 sq. ft..

Some of the pictures of the warehouse facility are as follows:



Full Image of Warehouse



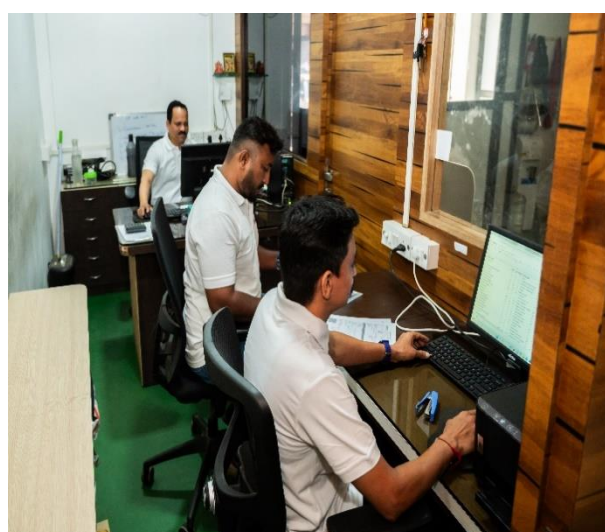
Outer view of the warehouse facility



Entrance of the warehouse facility for staff



Stock-in-trade stored in the warehouse



Accountants and technical team working and managing the stock-in-trade in and out

Warehouse facility also includes the processing of raw material area. The pictures of the processing area are as follows:



Raw materials stored for processing



Blender machine used for processing



Grinder machine used for processing



Weighing and scaling of raw materials taking place



Seiving of raw material particles

taking place through seaving machine



Packing of Raw material taking place after processing



Accountants managing on order processing



Warehousing and processing team

PLANT AND MACHINERY

We have also invested largely in machineries to ensure consistent quality processing and packaging. This helped us introduce blending, grinding, re-packaging of food and health ingredients. Below mentioned is the list of owned plant and machineries installed at our facility.

Sr. No.	Name of Machines	Year of Purchase	Owned/Leased	Quantity	Purpose
(a)	Blending Machine	2023	Owned	1	Used for mixing various ingredients to achieve a homogeneous blend
(b)	Packing Machine	2023	Owned	1	Semi Auto Impulse Sealer (constant handheld heat sealer)
(c)	Grinding Machine	2024	Owned	1	Used for reducing the size of materials by grinding or pulverizing

(a) Octagonal Blender- capacity (250 kg/hr)

- (b) Grinding Machine- capacity (300 kg/hr)
- (c) Packing Machine- Vertical chamber vacuum packing machine
- (d) Other Accessories- weight scale, material handling equipment

The above-mentioned information is certified by chartered engineer Mr. Santosh R. Jaiswar vide certificate dated January 17, 2025.

CAPACITY AND CAPACITY UTILISATION

Sr. No.	Machine	Combine Installation Capacity (Unit-MT)	Actual Combined Production (Unit-MT)	Percentage %
A	April 2023 to March 2024			
1	Blending	450	1.1	0.15
B	April 2024 to September 2024			
2	Grinding	540	190.225	35.23
3	Blending	450	55.09	12.24

Note: Since the machines were purchased in September 2023 and March 2024, hence we are unable to provide capacity for the prior periods i.e. from December 01, 2022 to March 31, 2023.

The above-mentioned information is certified by chartered engineer Mr. Santosh R. Jaiswar vide certificate dated January 17, 2025.

PRICING

We determine the prices for our products based on various parameters, including market demand, transportation costs, inventory levels, credit terms. Our pricing decisions are made after considering the costs of the product and transportation cost, labour overheads and other relevant expenses.

UTILITIES

PACKAGING:

The primary packaging materials used by us is double liner polybags. For special products like glutathione, vitamins, we use vacuum-sealed packing to keep the product life intact. We also use vacuum packaging machines to pack our products into their different pack sizes. For secondary packaging for shipping and distribution purposes, we use corrugated carton boxes, Plastic drums and HDPE paper bags to protect the primary packs in different stages of sales and distribution.

POWER:

We consume a substantial amount of power and fuel for our Business Operations. The requirement of power for our operations at warehouse facility is met through Torrent Power Limited and at the registered office of the Company is met through Adani Electricity and the same is sufficient for our day-to-day functioning. To meet exigencies in case of power failure, we have also installed Diesel Generator sets at our warehouse facilities.

WATER:

Water is only used for drinking and sanitation purposes at our warehouse facility and registered office.

CUSTOMERS, SALES AND MARKETING

The efficiency of the marketing network is critical to the success of our Company. Our success lies in the strength of our relationship with our customers who have been associated with our Company. We believe that our team through their vast experience owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company. Further we also have our own website at <https://chemkart.com/> which serves as a powerful marketing tool for showcasing our company's product offerings, building brand credibility and driving customer engagement thereby supporting in promotion of our products.

We constantly engage with our customers through marketing via personal interactions with them. Our sales team works closely with our customers to obtain their insights and feedbacks about the upcoming trends in the industry which enables

us to procure our products to fulfil the requirements of the market. To further create brand visibility, we also participate in exhibitions and fairs. The exhibitions and fair give us a platform to exhibit our products.

Some of the pictures of such exhibitions and interactions with the customers are as follows:





To strengthen our presence across India and increase our customer base, we utilize online platforms like IndiaMart, combined with a direct approach from our dedicated sales team. Here's how our Company reach and grow its customer base across the country:

Leveraging Online Marketplaces: IndiaMart is a prominent B2B marketplace where millions of buyers and suppliers connect every day. We have list of our Company on such platform, which gives the following benefits:

- (a) **Enhance Visibility:** IndiaMart attracts a large audience of businesses looking for chemical products. By showcasing our products here, we gain visibility across multiple industries in every region of India.
- (b) **Reach Pan-India Customers:** IndiaMart's vast user base allows us to reach potential customers from tier-1 cities to smaller towns, ensuring our products are accessible to a wider audience.
- (c) **Easy Lead Generation:** With IndiaMart's tools and search filters, businesses looking for chemicals or related products can easily find our company, leading to qualified leads and inquiries from across the nation.

Along with above online platforms our company also uses social media channels like Facebook, Instagram, YouTube to reach out to customers which enable us to reach and engage with a wider audience. We have created our accounts on such social media platforms on which videos, photos and other content related to our product is posted which enhances our visibility and brand image.

LOGISTICS

Our suppliers directly deliver traded products to our warehouse facility. We outsource the delivery of our products to either third-party logistic companies or as mutually agreed shipment terms as decided with the customers. We instruct the delivery companies to collect products from specified locations and deliver to our customers in accordance with their orders.

COMPETITION

The Indian nutraceutical market is largely fragmented comprising of organized and unorganized sectors. The rates vary depending upon the demand supply pattern prevailing in the market. Geographies also play a vital role in deciding the rates. We face competition from local dealers as well as from organized players which are larger and have substantially greater resources than us. However, we have been able to leverage economies of scale to gain an advantage. We believe that our wide range of products with low cost and best storage facilities, provides us an edge in the competition.

INFORMATION TECHNOLOGY

We believe that an appropriate information technology infrastructure is important in order to support the growth of our business. Our Company is a technology-first company and have adopted and own various tools to manage the business operations efficiently:

- (a) Zoho Books – ERP for accounting and MIS
- (b) Zoho Work Place
- (c) Xemi System

Some key benefits of having a well-integrated Zoho and Xemi system:

Streamlined Operations: A Zoho system helps automate and streamline various processes, reducing manual effort and improving efficiency. This includes functions like order processing, inventory management and quality control.

Data Analysis and Reporting: Zoho systems provide real-time access to accurate data, allowing for better analysis and reporting. This enables Company to make informed decisions based on reliable information, identify trends and forecast future demand or supply requirements.

Supply Chain Management: With an integrated Xemi system, we can effectively manage the supply chain by tracking inventory levels, optimizing procurement, and coordinating with suppliers. This helps eliminate bottlenecks, reduce lead times, and enhance overall supply chain efficiency.

QUALITY CONTROL

We believe that we are a quality focused company. We are committed to maintain quality at all steps from procurement till dispatch. Before any trading or processing begins, the products purchased are thoroughly tested by internal quality personnel to ensure they align with our quality requirements. Additionally, to ensure full transparency and confidence in the products we supply, we provide lab reports issued from the outside laboratories, if required as per our customers' specifications or if we require for further quality check.

Our Company has obtained various essential quality assurance licenses which are required for our business operations which are elaborated as below:

Sr. No.	Particulars	Date of application/Date of License	Certificate No. /Application No.	Validity
1.	Food Safety and Standards Authority of India License under FSS Act, 2006 (<i>fssai</i>) (For Warehouse facility)	January 15, 2025	10021022000867	March 28, 2027
2.	Food Safety and Standards Authority of India License under FSS Act, 2006 (<i>fssai</i>) (For Registered office)	June 26, 2024	10021022000867	March 28, 2027
4.	Global Accreditation Certification Board (GACB) to comply with HALAL Assurance System Guidelines	June 06, 2024	QCS-2024-CAPL-0103	June 05, 2027
5.	ISO 9001:2015 - 1451/7, E-8, Gala no.-7 to 10, Shree Arihanth Compound, Reti Bunder Road, Kalher, Bhiwandi, Thane - 421302 (Maharashtra) (India)	March 08, 2024	EUAC/QMS/1020-2024	March 07, 2027
6.	MQA Certification Services (KOSHER)	June 06, 2024	KOSHER/24M02824	June 05, 2027
7.	ISO 9001:2015 - 403/404, 4th Floor, K1 Accolade, 6th Road, Santacruz Post Office, Mumbai Suburban – 400055, Maharashtra India	June 06, 2024	IN/50413612/5547	June 05, 2027

ENVIRONMENT, HEALTH & SAFETY

Our activities are subject to various environmental laws and regulations which govern, among other matters, the handling, storage and employee health and employee safety. For further information, see “*Key Industry Regulations and Policies*” beginning on page 220.

We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations. We have complied, and will continue to comply with all applicable environmental and associated laws, rules and regulations. For further information, see “*Government and Other Statutory Approvals*” beginning on page 319.

CORPORATE SOCIAL RESPONSIBILITY

Our Company is liable to spend under CSR as per the provisions of section 135 of the Companies Act, 2013. As our company falls in the criteria specified in Section 135 of Companies Act, 2013 as per the Financial Statements for the year ended March

31, 2024, March 31, 2023 and March 31, 2022, however, the amount spent in CSR activities does not exceed Rs. 50 Lakhs, hence, our Company has not constituted Corporate Social Responsibility Committee.

Following are the details of amount spent by the company for F.Y. 2023-24 and F.Y. 2024-25:

1. Our Company has spent ₹ 19.45 Lakhs as a CSR expenditure as a general donation to Anvi Medical & Educational Foundation for the FY 2023-24.
2. Our Company has spent ₹ 27.50 Lakhs as a CSR expenditure as a donation to Anvi Medical & Educational Foundation for the FY 2024-25.

HUMAN RESOURCE

We believe that our employees are key contributors to our business success and thus we focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

As on, January 31, 2025, we have employed 31 personnel at our warehouse facility and Registered Office. The permanent employees at our warehouse unit includes personnel in processing activities such as blending, grinding and testing of products, quality assurance and receipt and dispatch of materials and also working in other departments apart from processing as detailed below. We do not hire contract labourers in our warehouse Facility, however the local labourers available at the location of the warehouse are hired for loading and unloading the products and other task as and when required at the warehouse.

The following table sets forth a breakdown of our permanent employees by function as on the date of January 31, 2025:

Department	No. of Employees as on January 31, 2024
Finance and Accounts Department	5
Human Resource & Administration Department	2
Marketing & Business Development Department	6
Purchase Department	3
Warehouse Department	10
Sales & Sales Coordination Department	4
Compliance	1
Total	31

The following table sets forth attrition rates of our employees for the periods/years indicated:

Attrition Rate	For the period ended January 31, 2025*
Attrition Rate (%) ⁽¹⁾	20.34%
No. of employees who resigned during the period	6

⁽¹⁾Calculated as the number of employees that left during a period over the average number of employees for the period. The average number of employees for a period is calculated as the average of the number of employees at the beginning of the period and the number of employees at the end of the period.

*Kindly note that list of employees is provided as at January 31, 2025, hence, the attrition period is also taken as January 31, 2025.

Training to the Employees:

We focus on providing training to our employees, which includes regulatory compliances and commercial trainings on regular basis to keep our employees updated with all the compliances which are required to be fulfilled required for the business operations of our Company.

Details of Employees' Provident Fund and Employees State Insurance Corporation as on January 31, 2025:

Particulars	Number of employees registered	Amount paid (₹ in lakhs)
Employees' Provident Fund	30	11.35

Employees State Insurance Corporation	10	1.04

We seek to maintain a performance-based work culture on values of development and collaboration. The key elements driving our practices include customer focus, process orientation, people focus, drive for results, business acumen and communication. Our employees are not part of any union, and we have not experienced any work stoppages due to labour disputes or cessation of work in the recent past.

EXPORT OBLIGATION

Our Company does not have any export obligation, as on date of this Draft Red Herring Prospectus.

COLLABORATIONS/TIE UPS/ JOINT VENTURES

As on date of this Draft Red Herring Prospectus, we do not have any Collaboration/Tie Ups/ Joint Ventures as on date of this Draft Red Herring Prospectus, except that one of the WOS of our Company ERMPL has entered into technical collaboration agreement with Shriram Institute for Industrial Research (SRIFIR), The purpose of the Agreement is to establish a collaboration between SRIFIR and ERMPL for the development, production and formulation of a new nutraceuticals product, utilizing SRIFIR's Technical Know-How and ERMPL's expertise in the field of nutraceuticals formulation, manufacturing, and regulatory affairs.

INSURANCE

Our operations are subject to various risks inherent in our Industry. We have obtained insurance in order to manage the risk of losses from potentially harmful events regarding any property. These insurance policies are renewed periodically to ensure that the coverage is adequate.

We believe that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such Insurance Companies. Our policies are subject to standard limitations. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies.

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period	Policy No.	Sum Insured (₹ in Lakhs)	Premium p.a. (₹ in Lakhs)
1.	Go Digit General Insurance Ltd.	Digit Marine Cargo Policy	From: 06/07/2024, 00:00:01 To: 05/07/2025, 23:59:59	D155469550	Rs. 6,000.00/-	Rs. 1.34/-
2.	ICICI Lombard General Insurance Company Limited	ICICI Bharat Griha Raksha Policy	From: 00:00 Hours of 29/08/2024 To: 23:59 Hours of 28/08/2025	1015/358149549/00/000	Rs. 450.00/-	Rs. 0.27/-
3.		Burglary Insurance Policy	From: 00:00 Hours of 27/09/2024 To: Midnight of 26/09/2025	4002/361639559/00/000	Rs. 2,000.00/-	Rs. 0.10/-
4.		ICICI Lombard MSME Suraksha Kavach	From: 00:00 Hours of 27/09/2024	1021/361639553/00/000	Rs. 2,000.00/-	Rs. 1.30/-

		(Complete Fire Insurance)	To: 23:59 Hours of 26/09/2025			

OUR PROPERTIES

Owned Property:

Sr. No.	Address	Seller	Date of Agreement Sale	Area of	Consideration (₹ in Lakhs)	Purpose
1	Survey no. 228, H. No. 5, Gala no. 7, 8, 9, 10, on ground floor, first floor, second floor, bldg. no. E-8, "Shree Arihant Complex", Kalher, Bhiwandi, Thane, Maharashtra	Smt. Vibha Bharat Thakkar and M/s. Prime Dental Products Private Limited (through its Director Shri Bharat Vinod Thakkar)	December 01, 2022	28,259.16 sq. ft.	490.00	Gala no. 7 and 8 - Warehouse and Processing Facility Survey no. 228, H. No. 5, Gala no. 9, bldg. no. E-8, "Shree Arihant Complex", Kalher, Bhiwandi, Thane, Maharashtra – Given on Rent to Vinstar Biotech Private Limited (VBPL) (WOS) through a rent agreement dated January 21, 2025, used as the registered office of the Company Survey no. 228, H. No. 5, Gala no. 10, bldg. no. E-8, "Shree Arihant Complex", Kalher, Bhiwandi, Thane, Maharashtra – Given on Rent to Profoods Nutrition Private Limited (PNPL) through a rent agreement dated January 21, 2025, used as the registered office of the Company

Leased Property:

Date of Lease and License	Lessor/Licensor	Address of the Property	Period of Lease	Area	Monthly rent (₹ in Lakhs)	Purpose
June 02, 2023 and Supplement Agreement to Leave and License Agreement dated January 06, 2025	Mrs Falguni Nitin Sanghavi	Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, TPS III, Santacruz (East), Mumbai, Maharashtra,	June 02, 2023 to May 31, 2028	1299.204 sq. ft.	₹ 1.6/- for 1 st 24 months and ₹ 1.72 for next 12 months and ₹ 1.80 for next 12 months and ₹1.89 for next 12 months	Registered office of our Company and Supplement Agreement to the Leave and License Agreement dated January 06, 2025 to use the licensed premises as registered office

Date of Lease and License	Lessor/Licensor	Address of the Property	Period of Lease	Area	Monthly rent (₹ in Lakhs)	Purpose
		India, 400055				of wholly-Owned Subsidiary Company, ERMPL

The Lessor of our Registered Office is not related to our Company, our Promoters or to our Promoter Group, hence, Mrs Falguni Nitin Sanghavi is not a related party to our Company.

INTELLECTUAL PROPERTIES

Sr. No.	Brand Name/Logo Trademark	Class	Nature of Trademark and application/registration number	Owner	Date of Registration/ Application & Validity	Authority	Status
1.		Class:5	Nature of Trademark: Device -“Chemkart” Application Number: 11733934	Chemkart India Limited	Date of Application: January 03, 2025	Trade Marks Registry	Formality Check Pass
2.		Class:35	Nature of Trademark: Device -“ Chemkart” Application Number: 11733975				

Domain Name:

Sr. No.	Domain Name and ID	Registry Domain ID	Registrant Name, Address	Creation Date	Registry Expiry Date
1.	https://chemkart.com/	BigRock Solutions Ltd	Chemkart India Limited	Creation date: January 13, 2016 Updated date: January 03, 2024	January 13, 2027

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Approvals” on page 319 of this Draft Red Herring Prospectus.

THE COMPANIES ACT

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made thereunder.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

SEBI REGULATIONS

Securities And Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by the SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

TAX RELATED REGULATIONS

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 31st October of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Goods and Service Tax Act, 2017

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the central and state governments on goods as services. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination-based taxation principle in addition to the Customs Duty which has not been subsumed in the GST.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India.

Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code) in terms of provisions of the Foreign Trade Development and Regulation Act, 1992. Imported goods in India attract basic customs duty, additional customs duty and cesses in terms of the provisions of the Customs Act, 1962, Customs Tariff Act, 1975 and the relevant provisions made thereunder. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the assessable value of the goods. Customs duties are administrated by Central Board of Indirect Taxes and Customs under the Ministry of Finance.

State Tax on Profession, Trades, Callings and Employment Rules, 1975

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

BUSINESS/ TRADE RELATED LAWS/ REGULATIONS

The Food Safety and Standards Act, 2006 (“FSSA”) and the regulations framed thereunder

The FSSA was enacted on August 23, 2006 repealing and replacing the Prevention of Food Adulteration Act, 1954. The FSSA pursues to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India (“FSSAI”) for laying down scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption, and for matters connected therewith or incidental thereto. The standards prescribed by the FSSAI include specifications for food additives, flavorings, processing aids and materials in contact with food, ingredients, contaminants, pesticide residue, biological hazards and labels. Under the provisions of the FSSA, no person may carry on any food business except under a license granted by the FSSAI. The FSSA sets forth the requirements for licensing and registering food businesses in addition to laying down the general principles for safety, responsibilities and liabilities of food business operators.

Various Rules and Regulations framed under FSSA:

- The Food Safety and Standards Rules, 2011 (“FSSR”)
FSSAI has also framed the Food Safety and Standards Rules, 2011 (“FSSR”). The FSSR sets out the enforcement structure of ‘commissioner of food safety’, ‘the food safety officer’ and ‘the food analyst’ and procedures of taking extracts, seizure, sampling and analysis. The FSSA also lays down penalties for various offences, including recall procedures.
- The Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011:
These Regulations provides for the conditions and procedures for registration and licensing process for food business and lays down general requirements to be fulfilled by various food business operators (“FBOs”), including petty FBOs as well as specific requirements to be fulfilled by businesses dealing with certain food products.
- The Food Safety and Standards (Food Recall Procedure) Regulations, 2017
In terms of these regulations, every FBO engaged in manufacture, importation or wholesale supply of food is required to have a food recall plan.
- The Food Safety and Standards (Packaging) Regulations, 2018 and Food Safety and Standards (Labelling and Display) Regulations 2020:
The packaging done by a FBO is required to comply with the Food Safety and Standards (Packaging) Regulations, 2018, while labelling and display of pre-packaged food items must comply with the Food Safety and Standards (Labelling and Display) Regulations 2020.
- The Food Safety and Standards (Licensing and Registration of Food Business) Amendment Regulations, 2018:
According to these regulations, an e-commerce FBO (which includes sellers and brand owner who display or offer their food products, through e-commerce, and providers of transportation services for the food products and/or providing last mile delivery transportation to the end consumers), is required to obtain central license from the concerned central licensing authority.

- Food Safety and Standards (Food Products Standards And Food Additives) Regulations, 2011

Food additive is any substance intentionally added to food for a technological purpose. This may be to improve shelf life, maintaining its nutritional qualities and sensorial attributes (taste, texture, appearance). Food additives are not normally consumed as a food by itself. These regulations aims at regulating the compositional and chemical standards of processed food products added with food additives including dehydrated food products.

Drugs and Cosmetics Act, 1940 (the “Drugs Act”), the Drugs and Cosmetics Rules, 1945 (the “Drugs Rules”)

The Drugs Act regulates the import, manufacture, distribution, and sale of drugs and prohibits the import, manufacture and sale of certain drugs and cosmetics which are, inter alia, misbranded, adulterated or spurious. The Drugs Act and the Drugs Rules specify the conditions for grant of a license for the manufacture, sale, import or distribution of any drug or cosmetic. It further mandates that every person holding a license to maintain such records that may be open to inspection by relevant authorities. Any violations of the provisions of the Drugs Act, including those pertaining to the manufacturing and import of spurious drugs, non-disclosure of specified information and a failure to keep the required documents are punishable with a fine, or imprisonment or both.

The Drugs Rules lay down the functions of the central drugs laboratory established under Section 6 of the Drugs Act. Under the Drugs Rules, an import license is required for importing drugs. The form and manner of application for import license has also been provided under the Drug Rules.

Drugs (Control) Act, 1950 (the “Drugs Control Act”)

The Drugs Control Act provides for control of sale, supply, and distribution of drugs. Under the Drugs Act, any drug may be declared by the Central Government by notification to be a drug within its purview. The authorities may also prohibit the disposal or direct the sale of any specified drug.

The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 (the “DMRA”)

The DMRA seeks to control advertisements of drugs in certain cases and prohibits advertisement of remedies that claim to possess magic qualities. In terms of the DMRA, advertisements include any notice, circular, label, wrapper or other document and any announcement made orally or by any means of producing or transmitting light, sound or smoke. It also specifies the ailments for which no advertisement is allowed. DMRA prohibits advertisements that give false impression regarding the true character of a drug, make false claims for a drug, or are otherwise false or misleading in any material particular. Further, the Drugs and Magic Remedies (Objectionable Advertisements) Rules, 1955 have been framed for effective implementation of the provisions of the DMRA.

The Guidelines for Prevention of Misleading Advertisements and Endorsements for Misleading Advertisements, 2022(“Advertisement Guidelines”)

The Advertisement Guidelines provide for the prevention of false or misleading advertisements and making endorsements relating thereto. The Advertisement Guidelines apply inter alia to a manufacturer and to all advertisements regardless of form, format or medium. The Advertisement Guidelines law, lay down the conditions for non-misleading and valid advertisement and prohibit surrogate or indirect advertisements of goods or services whose advertising is prohibited or restricted by law, by portraying it to be an advertisement for other goods or services, the advertising of which is not prohibited or restricted by law. Further, the Advertisement Guidelines lay down duties of inter alia a manufacturer and provide inter alia that every manufacturer shall ensure that all descriptions, claims and comparisons in an advertisement which relate to matters of objectively ascertainable facts shall be capable of substantiation. The Advertisement Guidelines further provide that any endorsement in an advertisement must reflect the genuine, reasonably current opinion of the individual, group or organization making such representation and must be based on adequate information about, or experience with, the identified goods, product or service and must not otherwise be deceptive.

The Essential Commodities Act, 1955 (“EC Act”)

The EC Act provides for the regulation and control of production, supply, distribution and pricing of commodities which are declared as essential, for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices. Under Section 3 of the EC Act, if the Government of India, in the interest of maintaining or increasing supplies of any essential commodity or for securing their equitable distribution and availability at fair prices, it may, by order, provide for regulating or prohibiting the production, supply and distribution thereof and trade and commerce therein. Such orders may provide for, among other things, controlling the price at which essential commodities are sold, requiring any person producing an essential commodity to sell the whole or a part of the produce and so on. Violation of the terms of these orders

is punishable under Section 7 of the EC Act. Further, the Schedule of the EC Act provides for a list of essential commodities, including but not limited to drugs, fertilizers (whether inorganic, organic or mixed, foodstuffs and petroleum. Under Section 2A of the EC Act, the Government of India may add or remove any commodity from the Schedule.

Drugs (Prices Control) Order, 2013 (“DPCO”)

The DPCO prescribes inter alia the ceiling price of scheduled formulations, retail price of a new drug for existing manufacturers of scheduled formulations, maximum retail price of scheduled formulations. Under the DPCO, the Central Government may issue directions to the manufacturers of active pharmaceutical ingredients or bulk drugs and formulations to increase production or sell such active pharmaceutical ingredient or bulk drug to such manufacturers of formulations and direct the formulators to sell the formulations to institutions, hospitals or any agency. The DPCO specifies procedures for fixing the ceiling price of scheduled formulations of specified strengths or dosages, retail price of new drug for existing manufacturers of scheduled formulations, and penalties for contravention of its provisions.

Consumer Protection Act, 2019 (the “Consumer Protection Act”) and the rules made thereunder:

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” under the Consumer Protection Act also includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

Legal Metrology Act, 2009

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

Legal Metrology (Packaged Commodities) Rules, 2011 (“Packaged Commodities Rules”) and Amendment Rules, 2017

The Packaged Commodities Rules lay down specific provisions applicable to packages intended for retail sale, whole sale and for export and import and also regulate pre-packaged commodities in India, inter alia by mandating certain labelling requirements prior to sale of such commodities. Legal Metrology (Packaged Commodities) (Amendment) Rules (“Packaged Commodity Amendment Rules”) issued on June 23, 2017 have introduced important amendments to the Packaged Commodity Rules, especially in relation to ecommerce entities. The Packaged Commodity Amendment Rules came into force from January 1, 2018. The key provisions of the Packaged Commodity Amendment Rules are regarding the size of declarations on the label, declaration on e-commerce platforms, declaration of name and address of the manufacturer and fine for contravention.

REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT

The Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI Policy Circular of 2020 (“FDI Policy 2020”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at <https://firms.rbi.org.in>.

Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations.

Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations framed thereunder:

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. 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 FIF 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 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 for regulation on exports of goods and services.

Ownership restrictions of FIIs

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company

Laws related to Overseas Investment by Indian Entities:

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI has vide notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

Foreign Trade Policy 2023:

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services.

LAWS RELATED TO ENVIRONMENTAL LAWS

National Environmental Policy, 2006

The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource.

Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)

The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards, to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

The Air (Prevention & Control of Pollution) Act, 1981(the “Air Act”)

One Central Pollution Control Board, as well as state pollution control boards formed under water act shall be deemed to be Central Board & State Board for the Prevention and Control of air Pollution. The Air Act prohibits that no person operating any industrial plant, in any air pollution control area shall discharge or cause or permit to be discharged the emission of any air pollutant in excess of the standards laid down by the State Board. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Waste Rules”)

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste. Under the Hazardous Waste Rules, “hazardous waste” inter alia means any waste which by reason of characteristics such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances. Every occupier and operator of a facility generating hazardous waste must obtain authorization has been relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment or third party resulting from the improper handling and management and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

Municipal Solid Wastes (Management and Handling) Rules, 2000 (“Waste Management Rules, 2000”) as superseded by Solid Waste Management Rules, 2016 (“Waste Management Rules, 2016”)

The Waste Management Rules, 2000 applied to every municipal authority responsible for collection, segregation, storage, transportation, processing and disposal of municipal solid wastes. Any municipal solid waste generated in a city or a town was required to be managed and handled in accordance with the compliance criteria and the procedure laid down in Schedule II of the Waste Management Rules, 2000. The Waste Management Rules, 2000 made the persons or establishments generating municipal solid wastes responsible for ensuring delivery of wastes in accordance with the collection and segregation system as notified by the municipal authority. The Waste Management Rules, 2000 have been superseded by the Waste Management Rules, 2016 which stipulate various duties of waste generators which, inter alia, include segregation and storage of waste generated by them in the manner prescribed in the Waste Management Rules, 2016; separate storage of construction and demolition waste and payment of user fee for solid waste management as specified in the bye-laws of the local bodies.

Environment Impact Assessment Notification of 2006

The Ministry of Environment, Forests and Climate Change has notified the Environment Impact Assessment Notification of 2006 in September 2006. The notification makes it mandatory for various projects to get environment clearance.

LAWS RELATING TO INTELLECTUAL PROPERTY

Trade marks Act, 1999

Under the Trademarks Act, 1999 (“Trademarks Act”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof.

The Patents Act, 1970:

The Patents Act, 1970 as amended from time to time, in India has been enacted to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent.

LAWS RELATED TO EMPLOYMENT OF MANPOWER:

Code on Wages, 2019

The Code on Wages, 2019 regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976 received the assent of the President of India on August 8, 2019. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Only few section of the Code has yet been notified vide notification no. S.O. 4604(E) dated December 18, 2020.

The Industrial Relations Code, 2020

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

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 Code on Wages, 2019, The Code on Social Security, 2020, (enacted by the Parliament of India and assented to by the President of India) will come into force as may be notified in the Official Gazette by the Central Government of India, different dates may be appointed for different provisions of the Codes.

Employees Provident Fund and Miscellaneous Provisions Act, 1952

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

Employees State Insurance Act, 1948, as amended (the "ESI Act")

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

Payment of Gratuity Act, 1972, as amended (the "Gratuity Act")

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are

employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

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

- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 (“MWA Rules”)
- Industrial (Development and Regulation) Act, 1951 (“IDRA”)
- Industrial Disputes Act, 1947 (“ID Act”)
- Payment of Bonus Act, 1965 (“POB Act”)
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)
- Employees' Compensation Act, 1923
- 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
- Apprentice Act, 1961 read with The National Policy of Skill Development and Entrepreneurship 2015,
- Contract Labour (Regulation and abolition) act, 1970
- Workmen's Compensation Act, 1923
- Weekly Holidays Act, 1942

OTHER GENERAL REGULATIONS

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 Aadhaar Memorandum in the form and manner specified in the notification.

State Laws

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Approvals from Local Authorities

Setting up of a factory or manufacturing / housing unit 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 are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

Other regulations:

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996 are also applicable to the company.

PROPERTY RELATED LAWS

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, Stamp Act of Relevant State and Indian Easements Act, 1882.

HISTORY AND CERTAIN CORPORATE MATTERS

BRIEF HISTORY OF OUR COMPANY

Our Company was incorporated on March 06, 2020 as “*Chemkart India Private Limited*”, a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated March 06, 2020 issued by Deputy Registrar of Companies. Further, our Company was converted into a public limited company pursuant to a resolution passed by the Board of Directors in their meeting held on August 16, 2024 and by our Shareholders at an Extra-Ordinary General Meeting held on August 16, 2024 at shorter notice and consequently the name of our Company was changed to ‘*Chemkart India Limited*’ and a fresh certificate of incorporation dated October 04, 2024 was issued by Assistant Registrar of Companies/Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre. The corporate identification number of our Company is U51220MH2020PLC338631.

Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta were the initial subscribers to the Memorandum of Association of our Company. Mr. Ankit Shailesh Mehta, Ms. Parul Shailesh Mehta and Mr. Shailesh Vinodrai Mehta are the current Promoters of our Company. For further details of our promoters please refer the chapter titled “*Our Promoters and Promoter Group*” beginning on page 252 of this Draft Red Herring Prospectus.

We are a one stop destination for various nutritional, Health and sports supplement products, which are largely biased towards the food products providing health benefits in addition to their nutritional values, reflecting our ability in catering to nutritional as well as health needs of the end customers. Our company is based in Mumbai, offering diverse range of captivated nutritional supplements and components. We offer products across mainly seven product categories, i.e. Amino Acids, Health Supplement, Herbal Extract, Nucleotide, Protein, Sports Nutrition, and Vitamin. Thus, positioning us favorably to adapt to the growing awareness with respect to the needs of nutrition in the food products. For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapter titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Restated Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 178, 148, 236, 261 and 298 respectively of this Draft Red Herring Prospectus.

Our Company has 7 (Seven) Shareholders as on the date of filing of this Draft Red Herring Prospectus.

CHANGE IN REGISTERED OFFICE OF OUR COMPANY

The details of changes made to our Registered Office post incorporation of our Company are provided below:

From	To	With effect from	Reason for Change
C/o Shailesh Mehta & Parul Mehta A/201 Nandadevi CHS CTS106 Prabhat Col. Rd 8, YATRI HOTEL SANTACRUZ (E), Mumbai City, Maharashtra, India, 400055	Office No. 403/404, 4 th Floor, K.L. Accolade, 6 th Road, TPS III, Santacruz (East), Mumbai, Maharashtra, India, 400055	February 28, 2024	Administration purpose

MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Year	Key Events/ Milestones/ Achievements
2020	Incorporation of our Company as a private limited company under the name ‘ <i>Chemkart India Private Limited</i> ’ ISO 9001:2015 Quality Management System certified for the following activities Importers, Manufacturers and distributors of Health Supplements, Pharma Bulk Drugs, Food and Feed Ingredients.
2021	Received FSSAI License
2024	Certificate of registration re-issued to certify that the quality management systems of our Company have been audited and have found to be compliant with standards prescribed under ISO 9001:2015 Received FSSAI License Certificate of Compliance issued and assessed by GACB that the Plant situated at Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, TPS III, Santacruz (East), Mumbai, Maharashtra, India, 400055 has been audited and assessed and found to comply with the requirements of the HALAL Assurance System Guidelines. Certificate of Compliance issued that confirms that the products manufactured by the company are KOSHER. Certificate of registration issued to certify that audit has been conducted by ICV and found to be in compliance with the quality management systems with standards prescribed under ISO 9001:2015

Year	Key Events/ Milestones/ Achievements
	Converted to Public Limited Company and Name changed to “Chemkart India Limited”
	Our Company entered into Share Purchase Agreement to acquire majority stake of Easy Raw Materials Private Limited and Vinstar Biotech Private Limited.

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:

- (a) To engage in importing and trading of food ingredients.
- (b) To engage in the business of manufacturing of health supplements and online sales of health supplements.

The main objects as contained in the MOA enable our Company to carry on the business presently being carried out and the activities proposed to be undertaken pursuant to the objects of this Offer.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY IN LAST 10 YEARS

The following amendments have been made to the Memorandum of Association of our Company in the last ten (10) years:

Date of shareholder's resolution	Nature of amendments
February 25, 2022	Alteration in Capital Clause: Clause V of the MoA was amended to reflect the increase in the authorized share capital of our Company from ₹ 5,00,000 divided into 50,000 Equity Shares of ₹ 10 each to ₹ 1,50,00,000 divided into 15,00,000 Equity Shares of ₹ 10 each.
March 04, 2024	Alteration in Capital Clause: Clause V of the MoA was amended to reflect the increase in the authorized share capital of our Company from ₹ 1,50,00,000 divided into 15,00,000 Equity Shares of ₹ 10 each to ₹ 25,00,00,000 divided into 2,50,00,000 Equity Shares of ₹ 10 each.
August 16, 2024	Alteration in Name Clause: Our Company was converted from a private limited company to a public limited company and consequently, the name of our Company was changed from “Chemkart India Private Limited” to “Chemkart India Limited”. Clause I of the MoA was amended to reflect the conversion of our Company from a private limited company to a public limited company.

CORPORATE PROFILE OF OUR COMPANY

For details regarding the description of our Company’s activities, services, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, launch of key products or services, entry in new geographies or exit from existing markets, major suppliers, distributors and customers segment, capacity/facility creation, capacity built-up, marketing and competition, please refer to the chapters titled “Our Business”, “Our Management” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 178, 236 and 298 respectively, of this Draft Red Herring Prospectus.

CHANGES IN ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE (5) YEARS

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

HOLDING COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

SUBSIDIARIES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company has two subsidiaries (in terms of the definition of ‘subsidiary’ stipulated under section 2(87) of the Companies Act, 2013).

(a) EASY RAW MATERIALS PRIVATE LIMITED (ERMPL)

Corporate Information

ERMPL was incorporated as a private limited company on December 14, 2020 as “Eazy Raw material Private Limited” under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Deputy Registrar of Companies. The Company’s name was changed from “Eazy Raw material Private Limited” to “Easy Raw Materials Private Limited” pursuant to a fresh certificate of incorporation dated July 07, 2021 issued by the Registrar of Companies, Mumbai. Its registered office is located at Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, TPS III, Santacruz (East), Mumbai, Maharashtra, India, 400055. Its corporate identification number is U51909MH2020PTC351813.

Nature of Business

ERMPL is incorporated to engage in following business activities as per the main objects mentioned in the Memorandum of Association:

Carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis, e-commerce platform for buying and selling raw materials in India or elsewhere.

Carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/ dealt with/provided by the Company.

Act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liaison, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.

Carry on the business of manufacturing, marketing, and trading in nutraceutical products for both human and animal consumption, including but not limited to vitamins, whey protein, dietary supplements, minerals, amino acids, antioxidants, herbal supplements, probiotics, prebiotics, and other health and wellness-related products. It is also engaged in research, development, innovation, and commercialization of nutraceuticals, functional foods, food supplements, and other health products intended to promote well-being, vitality, and health.

Proposes to engage in manufacture, formulate, package, and sell a wide variety of products such as vitamin supplements, protein powders, dietary supplements, and other health supplements and wellness-related products under various brand names and engage in the distribution, import, export, and retail of nutraceutical and wellness products and to establish a network of wholesalers, retailers, and e-commerce platforms for the sale of such products.

Capital Structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of ERMPL is ₹ 5,00,000 divided into 50,000 equity shares of ₹ 10 each and its issued, subscribed and paid-up share capital is ₹ 1,00,000 divided into 10,000 equity shares of ₹10 each.

Shareholding Pattern

The following table sets forth the details of the shareholding of ERMPL, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholders	Number of equity shares of face value ₹10 each	Percentage of total equity shareholding (%)
1.	Ankit Shailesh Mehta	100	1.00%
2.	Chemkart India Limited	9,900	99.00%
	Total	10,000	100.00%

Financial Performance

As required under the SEBI ICDR Regulations and amendments thereto, ERMPL shall host the financial information derived from the audited financial statements for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 on the website of company i.e. <https://chemkart.com/>

There are no accumulated profits or losses of any Subsidiaries that are not accounted for by our Company in the Restated Consolidated Financial Information.

(b) VINSTAR BIOTECH PRIVATE LIMITED (VBPL)

Corporate Information

VBPL was incorporated as a private limited company on March 16, 2023 under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. Its registered office is located at Gala No.9, Second Floor, Building No. E/8, Shree Arihant Compound, Reti Bunder Road, Plot No. 1451, Kalher, Thane, Bhiwandi, Maharashtra, India, 421302. Its corporate identification number is U21001MH2023PTC399095.

Nature of Business

VBPL is incorporated to engage in following business activities as per the main objects mentioned in the Memorandum of Association:

To engage in the business of importing, trading of food ingredients and online sales of different types of food supplements, promote, carry on the business of manufactures of and dealers in food ingredients, chemicals, chemical compounds (organic and inorganic) in all forms, and chemical product of any nature and kind whatsoever, and by products and joint product thereof.

To engage in carrying on business as importers, exporters, chemical engineers, analytical, chemists, manufacturers of and dealers in heavy chemicals, acids, alkalies, petrochemicals, chemical, compounds, and chemicals of all kinds (solid, liquid and gaseous), drugs, medicines, pharmaceuticals, antibiotics, tannins, tannin , extracts, essences, solvents, plastics of all types, dyestuffs, intermediates, textile auxiliaries, cellophanes, colors, days paints, varnishes, vat and other organic dyestuffs, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, biochemicals and pharmaceutical, medicinal, sizing, bleaching, photographic and other preparations and articles.

To engage in carrying on the business as manufacture of chemicals, medicines, manures, distillers, dye makers, metallurgists and electrical and mechanical manufacturing and consulting engineering, rolling stock wagons manufacturers, wharfingers, warehousemen, barge-owners, forwarding agent, planters, farmers, and sugar merchants and so far as may be deemed expedient to the business of general merchants.

To engage in manufacturing, buying, selling, importing, exporting, and dealing in chemicals, chemical compounds, chemical products, acids, alkalies, petrochemicals, chemical medicines, drugs, pharmaceuticals, antibiotics, tannin, tannin extracts, essences, solvents, plastic of all types, dyes, dye stuff, intermediate, paints, varnishes, disinfectants, insecticides, fungicides, deodorants, bio-chemicals and sizing, bleaching and photographic materials.

Capital Structure

As on the date of this Draft Red Herring Prospectus, the authorised share capital of VBPL is ₹ 5,00,000 divided into 50,000 equity shares of ₹ 10 each and its issued, subscribed and paid-up share capital is ₹ 1,00,000 divided into 10,000 equity shares of ₹10 each.

Shareholding Pattern

The following table sets forth the details of the shareholding of VBPL, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholders	Number of equity shares of face value ₹10 each	Percentage of total equity shareholding (%)
1.	Ankit Shailesh Mehta	100	1.00%
2.	Chemkart India Limited	9,900	99.00%
	Total	10,000	100.00%

Financial Performance

As required under the SEBI ICDR Regulations, VBPL shall host the financial information derived from the audited financial statements for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 on the website of our company i.e. <https://chemkart.com/>

There are no accumulated profits or losses of any Subsidiaries that are not accounted for by our Company in the Restated Consolidated Financial Information.

ASSOCIATE OR JOINT VENTURES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures or associate companies.

ACQUISITION OF BUSINESSES/UNDERTAKINGS, MERGER, AMALGAMATION OR REVALUATION OF ASSETS IN LAST 10 YEARS

Our Company has not made any material acquisitions or divestments of any business or undertaking and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years except that the Company had entered into a Share Purchase Agreement dated September 01, 2024 with Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta to Purchase the shareholding of Vinstar Biotech Private Limited and Easy Raw Materials Private Limited as a WOS of our company.

DEFAULTS OR RESCHEDULING/ RESTRUCTURING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

There have been no defaults or rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our Company's borrowings from the lenders.

STRATEGIC AND FINANCIAL PARTNERS

As on date of this Draft Red Herring Prospectus our Company does not have any strategic and financial partners except that one of the WOS of our Company, ERMPL has entered into technical collaboration agreement with Shriram Institute for Industrial Research (SRIFIR). The purpose of the Agreement is to establish a collaboration between SRIFIR and ERMPL for the development, production and formulation of a new nutraceuticals product, utilizing SRIFIR's Technical Know-How and ERMPL's expertise in the field of nutraceuticals formulation, manufacturing, and regulatory affairs.

DETAILS OF GUARANTEES GIVEN TO THIRD PARTIES BY THE PROMOTERS OFFERING THE EQUITY SHARES IN OFFER

Except as in the chapter titled, "*Financial Indebtedness*" on page 296, our Promoters selling shareholders have not provided guarantees to any third parties as on the date of this Draft Red Herring Prospectus.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT PERSONNEL, DIRECTORS, PROMOTER, OR ANY OTHER EMPLOYEE

Our Key Managerial Personnel or Senior Management Personnel, Director, Promoters, or any other employee have not entered into any agreement, either by themselves or on behalf of any other person with any shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company except that the Company had entered into a Share Purchase Agreement dated September 01, 2024 with Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta to Purchase the shareholding of Vinstar Biotech Private Limited and Easy Raw Materials Private Limited as a WOS of our company.

SHAREHOLDERS AGREEMENTS

There are no subsisting shareholder's agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Draft Red Herring Prospectus except that the Company had entered into a Share Purchase Agreement dated September 01, 2024 with Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta to Purchase the shareholding of Vinstar Biotech Private Limited and Easy Raw Materials Private Limited as a WOS of our company. Following are the details of the same:

Transfer details with respect to ERMPL:

Seller	Number of Equity Shares purchased	Acquirer	Price per shares	Total Consideration (₹ in Lakhs)	% of the Shareholding acquired
Mr. Ankit Shailesh Mehta	9,800	Chemkart India Limited (formerly known as Chemkart India Private Limited)	10/-	0.98	98.98%
Ms. Parul Shailesh Mehta	100		10/-	0.01	1.01%
Total	9,900				99.99%

Transfer details with respect to VBPL:

Seller	Number of Equity Shares purchased	Acquirer	Price per shares	Total Consideration (₹ in Lakhs)	% of the Shareholding acquired
Mr. Ankit Shailesh Mehta	4,900	Chemkart India Limited (formerly known as Chemkart India Private Limited)	10/-	0.49	49.49%
Ms. Parul Shailesh Mehta	5,000		10/-	0.50	50.50%
Total	9,900				99.99%

TIME AND COST OVERRUN IN SETTING UP PROJECTS

Except as disclosed in “Risk Factors – Our projects are exposed to various implementation and other risks, including risks of time and cost overruns, and uncertainties, which may adversely affect our business, financial condition, results of operations, and prospects.” on page 31, our Company has not experienced any time or cost overruns in relation to any projects since incorporation.

LOCK OUTS AND STRIKES

There have been no lock outs or strikes at any of the location of our Company as on the date of this Draft Red Herring Prospectus.

LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY OR EXIT IN NEW GEOGRAPHIES

For details of launch of key products or services, entry in new geographies or exit from existing markets, locations, please see chapter titled “Our Business” beginning on page 178 of this Draft Red Herring Prospectus.

COLLABORATION AGREEMENTS

As on date of this Draft Red Herring Prospectus, Our Company is not a party to any collaboration agreements except that one of the WOS of our Company ERMPL has entered into technical collaboration agreement with Shriram Institute for Industrial Research (SRIFIR), The purpose of the Agreement is to establish a collaboration between SRIFIR and ERMPL for the development, production and formulation of a new nutraceuticals product, utilizing SRIFIR’s Technical Know-How and ERMPL’s expertise in the field of nutraceuticals formulation, manufacturing, and regulatory affairs.

MATERIAL AGREEMENTS

Our Company has not entered into any material agreements with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business of our Company except the following:

1. Company had entered into a Share Purchase Agreement dated September 01, 2024 with Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta to Purchase the shareholding of Vinstar Biotech Private Limited and Easy Raw Materials Private Limited as a WOS of our company.
2. Loan Agreement entered between the Company and ERMPL dated October 03, 2022 wherein our Company had provided an unsecured loan of ₹ 381.80 Lakhs on demand for the purpose of purchasing a property at JNPA to enter into manufacturing business by ERMPL, for further details see chapter titled “Objects of the Offer” beginning on page 98 of this Draft Red Herring Prospectus.
3. One of the WOS of our Company ERMPL has entered into technical collaboration agreement with Shriram Institute for Industrial Research (SRIFIR), The purpose of the Agreement is to establish a collaboration between SRIFIR and ERMPL

for the development, production and formulation of a new nutraceutical products, utilizing SRIFIR's Technical Know-How and ERMPL's expertise in the field of nutraceuticals formulation, manufacturing, and regulatory affairs.

DETAILS OF GUARANTEES GIVEN TO THIRD PARTIES BY OUR PROMOTERS AND SELLING SHAREHOLDERS

For details of guarantees given by our Promoters in relation to the credit facilities availed by our Company, see "*Financial Indebtedness*" on page 296.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As on the date of this Draft Red Herring Prospectus, we have Six (06) Directors on our Board, which includes one (1) Chairman & Managing Director, two (2) as an Executive Directors and three (3) as the Non-Executive Independent Directors, out of which, Board of Directors comprises of one (1) woman director.

Set forth below, are details regarding our Board as on the date of this Draft Red Herring Prospectus:

Name, Father's name, Age, Date of Birth, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/Re appointment	Other Directorships
Name: Mr. Ankit Shailesh Mehta Father's Name: Mr. Shailesh Vinodrai Mehta Age: 34 years Date of Birth: September 10, 1990 Designation: Chairman and Managing Director Address: A/1001 Nandadevi CHS, CTS No 106, Prabhat Colony, Road No 8, Near Bhoomi Tower, Santacruz East, Mumbai Suburban Maharashtra – 400 055, India. Occupation: Salaried Nationality: Indian Term: Re-designated as Chairman & Managing Director for a period of three (03) years with effect from November 15, 2024, liable to retire by rotation DIN: 06792217	Appointed as First Director (Executive Director) of the Company on March 06, 2020 (at the time of Incorporation). Subsequently, re-designated as Chairman and Managing Director with effect from November 15, 2024 for a period of 3 years.	• Vinstar Biotech Private Limited • Easy Raw Materials Private Limited • Profoods Nutrition Private Limited • Tuvan Enterprises LLP*
Name: Ms. Parul Shailesh Mehta Father's Name: Late Himatlal Prabhudas Ajmera Age: 64 years Date of Birth: February 06, 1961 Designation: Executive Director Address: A/1001 Nandadevi CHS, CTS 106, Prabhat Colony, Road No 8, Near Bhoomi Tower, Santacruz East, Mumbai Suburban Maharashtra – 400 055, India. Occupation: Business Nationality: Indian	Appointed as First Director (Executive Director) of the Company on March 06, 2020 (at the time of Incorporation).	• Vinstar Biotech Private Limited • Easy Raw Materials Private Limited • Profoods Nutrition Private Limited

Name, Father's name, Age, Date of Birth, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/Re appointment	Other Directorships
Term: Appointed as First Director (Executive Director) of the Company on March 06, 2020 (at the time of Incorporation). DIN: 08718563		
Name: Mr. Shailesh Vinodrai Mehta Father's Name: Late Vinodrai Panachand Mehta Age: 66 years Date of Birth: November 18, 1958 Designation: Executive Director Address: A/1001 Nandadevi CHS, 10thFloor, CTS No 106, Prabhat Colony, Road No.8, Nr. Yatri Hotel, Santacruz East, Mumbai, Maharashtra – 400055, India. Occupation: Business Nationality: Indian Term: Re-designated as an Executive Director in the subsequent Annual General Meeting held on September 30, 2024. DIN: 10563871	Appointed as an Additional Director (Non-Executive) with effect from July 04, 2024. Subsequently, regularized his appointment as an Executive Director in the subsequent Annual General Meeting held on September 30, 2024.	Nil
Name: Mr. Rajesh Kalro Father's Name: Mr. V R Kalro Age: 43 years Date of Birth: May 09, 1981 Designation: Non-Executive Independent Director Address: B-1803, Fountain Height, Lokhandwala Complex, Akurli Road, Opp Mahindra Gate No. 4, Kandivali East, Mumbai – 400 101, Maharashtra, India. Occupation: Professional Nationality: Indian Term: Appointed as Non-Executive Independent Director of the Company on January 13, 2025 for a term of 3 years. DIN: 05288562	Appointed as Non-Executive Independent Director of the Company on January 13, 2025 for a term of 3 years.	Nil
Name: Mr. Anirudh Ruia Father's Name: Mr. Brijkishore Kamalnayan Ruia	Appointed as Non-Executive Independent Director of the Company	Picturepost Studios Limited

Name, Father's name, Age, Date of Birth, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/Re appointment	Other Directorships
Age: 34 years Date of Birth: October 06, 1990 Designation: Non-Executive Independent Director Address: Ruia House, 75 Juhu Lane, Andheri West, Mumbai, Maharashtra – 400058, India. Occupation: Service Nationality: Indian Term: Appointed as Non-Executive Independent Director of the Company on November 15, 2024 for a term of 3 years. DIN: 10421244	on November 15, 2024 for a term of 3 years.	
Name: Mr. Abhishek Kamdar Father's Name: Mr. Sunil Jashwant Kamdar Age: 34 years Date of Birth: June 20, 1990 Designation: Non-Executive Independent Director Address: 29/5 Swadhin Sadan 50, C Road Near Wankhede Stadium, Churchgate, Mumbai – 400020, Maharashtra, India. Occupation: Professional Nationality: Indian Term: Appointed as Non-Executive Independent Director of the Company on January 13, 2025 for a term of 3 years. DIN: 06422005	Appointed as Non-Executive Independent Director of the Company on January 13, 2025 for a term of 3 years.	• Blue Chip Tex Industries Limited • Auto Hangar Advantage Private Limited • Casablanca Outsourcing LLP • Value Plus Advisors LLP

**As on the date of this Draft Red Herring Prospectus, striking off application is filed by Tuvan Enterprises LLP.*

BRIEF PROFILE OF OUR DIRECTORS

Mr. Ankit Shailesh Mehta, aged 34 years, is one of the Promoter, Chairman and Managing Director of our Company. He holds a bachelor's degree in Technology (Chemical Engineering) from Mukesh Patel School of Technology Management & Engineering. He also holds a Master's degree in business administration in Technology Management from Mukesh Patel School of Technology Management & Engineering. He is associated with Tuvan Enterprises LLP as the Designated Partner from February, 2014, he has contributed in toy production and distribution. He was associated with Robotrix Technologies LLP as Designated Partner from October 31, 2014 to June 30, 2018, he was leader in handling key responsibilities, contributing to the growth of the LLP in toy industry. Currently, he is associated with Profoods Nutrition Private Limited since May 18, 2020 as the Founder, First Director and Subscriber to Memorandum of Association of the Company and is responsible for strategic leadership, synergy creation, team collaboration and innovation in the product dealings and overall business operations in re-packing of health supplements in smaller quantities. He is also associated with Easy Raw Materials Private Limited since December 14, 2020 as the First Director and Subscriber to Memorandum of Association of the Company and has shown leadership in cross functional teams across group companies and has implemented innovative

business models and is looking after overall business operations in the nutraceutical and health supplement industry, he also intends to enter the manufacturing of nutraceutical products through Easy Raw Materials Private Limited being Wholly-Owned Subsidiary of our Company. He was also associated with Moksha Lifecare Private Limited as an Additional Director from December, 2022 to July, 2024, he was responsible for strategic growth and operational efficiency in food supplements. Currently, he is also associated with Vinstar Biotech Private Limited since March 16, 2023 as First Director and Subscriber to Memorandum of Association of the Company and is responsible for strategic leadership, operational Management, Business collaboration, Product and Service Development, Market expansion and overall business operations in the health supplementary industry. He was appointed as the first Executive Director of our Company from the time of Company's Incorporation since March 06, 2020 and subsequently was re-designated as the Chairman and Managing Director with effect from November 15, 2024 and he is the subscriber to memorandum of association and a Shareholder in our Company and in Profoods Nutrition Private Limited, Vinstar Biotech Private Limited and Easy Raw Materials Private Limited. He is responsible for managing our company's strategic direction, ensuring sustained growth and operational efficiency in nutraceutical industry. He has 11 years of work experience in toy production including 4 years of work experience in the nutraceutical Industry in which our Company operates.

Ms. Parul Shailesh Mehta, aged 64 years, is one of the Promoter and Executive Director of our company. She holds a bachelor's degree in Science (Special) from Bhavnagar University. She has also been awarded a certificate in Medical Laboratory Technology from Tuberculosis Research centre of K. J. Mehta T. B. Hospital, Amargadh. She is associated with M/s. Chemkart (sole proprietorship) from October 2015 till now and she is handling the overall business operations which includes procurement, sales, logistics, quality check and compliances in nutraceutical industry. She is associated with Profoods Nutrition Private Limited since May 18, 2020 as the First Director and Subscriber to Memorandum of Association of the Company and is responsible for brand strategy, Partnership development, resource optimization, product line expansion for health focused product lines. She is also associated with Easy Raw Materials Private Limited since January 30, 2023 as the Director of the Company and is responsible for strategic marketing leadership and supplier and client engagement in the nutraceutical and health supplement sector. She is also associated with Vinstar Biotech Private Limited since March 16, 2023 as the First Director and subscriber to Memorandum of Association and is responsible for innovative marketing leadership, brand building and visibility, partnership development and check market trend and take insights on the same in the health supplement industry. She was appointed as the first Director (Executive Director) of our Company from the time of Company's Incorporation since March 06, 2020 and she is the subscriber to memorandum of association in our Company. She has 9 years of experience in the nutraceutical industry in which our company operates. In our Company she is responsible for strategic market leadership, business expansion initiatives etc. in nutraceutical and food supplement sector.

Mr. Shailesh Vinodrai Mehta, aged 66 years, is one of the Promoter and Executive Director of our Company. He holds a bachelor's degree in commerce from University of Bombay. He is associated with Chemical Scientific Centre (formerly known as Atul Chemicals), a Proprietorship concern which is in the business of chemical sector since 2007. He is responsible for overall growth of proprietorship in chemical sector and is responsible for business expansion, strategic growth, quality check and operational management. He was appointed as an additional director on the Board of our Company on July 04, 2024 and regularised as an Executive Director with effect from September 30, 2024. He has 17 years of work experience in chemical sector which includes 6 months of experience in nutraceutical and food supplement sector.

Mr. Rajesh Kalro, aged 43 years, is the Non-Executive Independent Director of our Company. He holds a bachelor's degree in Science from D. G. Ruparel College of Arts, Science and Commerce. Further he has completed Post Graduate Diploma in Business Administration from Indian Education Society's Management College, Mumbai. He was associated with Adlabs Films Limited as a Management Trainee – Finance from March 2006 to March 2007, he was also associated with CRISIL Limited as an Executive Analyst from May 2007 to September 2008, he was also associated with Mahindra & Mahindra Limited as the Finance Manager, Mahindra 2-Wheeler Sector from September 2008 to March 2011, He was also associated with Imagicaaworld Entertainment Limited from March 2011 to June 2017 as Vice President – Accounts and Finance. Further he was also associated with Mumbai Mantra Media Limited from July 2017 to March 2021 as Vice President - Finance, He was also associated with Cinestaan Digital Private Limited and Cinestaan Film Company Private limited for providing consultancy services related to finance w.e.f. July, 2017 to December, 2022. He is also associated with Buxaout Advisory LLP since January 2023 and is still in association. He has been appointed as the Non-Executive Independent Director in our Company w.e.f. January 13, 2025 for a term of 3 years. He has a total experience of 17 years in the fields of Finance.

Mr. Anirudh Ruia, aged 34 years, is the Non-Executive Independent Director of our Company. He holds Bachelor's degree in Financial Markets from University of Mumbai. In his previous and current stint, he is associated with Madhav Motor Stores Private Limited from April 2014 and looks after overall affairs of the Business of the Company. He has a total experience of 10 years in Petrochem industry, He has been appointed as the Non-executive Independent Director in Picturepost Studios Limited with effect from January 24, 2024. He has been appointed as the Non-Executive Independent Director in our Company w.e.f. November 15, 2024 for a term of 3 years.

Mr. Abhishek Kamdar, aged 34 years, is the Non-Executive Independent Director of our Company. He holds Bachelor's of Engineering degree from University of Mumbai and holds Post Graduate in Management from The Indian school of Business. In his previous stint he was associated with Rothschild (India) Private Limited as an intern in Global Financial Advisory Division from June 2012 to April 2014. He is also appointed as director in Auto Hanger Advantage Private Limited and handles operations and strategies to expand the business and he is also as an independent director in Blue Chip Tex Industries Limited since 2022 and he is also serving as a Chairman of Audit Committee and Stakeholders Relationship Committee in the Company and still is in association. He is also associated with Casablanca Outsourcing LLP from November 2012 to December 2015 as a Designated Partner and was re-appointed since April 2023 and still is in association, he is responsible for mutual fund distribution and wealth management, marketing and operations and also serving as a Designated Partner in Value Plus Advisors LLP from April 2014 to December 2015 and was re-appointed since August 2016 and is still in association, he is responsible for areas of strategies, operations, Human Resource and Finance. He has been appointed as the Non-Executive Independent Director in our Company w.e.f. January 13, 2025 for a term of 3 years.

CONFIRMATIONS

As on the date of this Draft Red Herring Prospectus:

- None of the Directors of our Company are related to each other as per Section 2(77) of the Companies Act, 2013, except for that:
Ms. Parul Shailesh Mehta and Mr. Ankit Shailesh Mehta are Mother and Son.
Mr. Shailesh Vinodrai Mehta and Ms. Parul Shailesh Mehta are Husband and Wife.
Mr. Shailesh Vinodrai Mehta and Mr. Ankit Shailesh Mehta are Father and Son.
- There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors were selected as a director or member of senior management.
- The directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
- None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations.
- None of our Directors are or were directors of any listed Company whose shares have been/were suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years or delisted from the stock exchange(s) during the term of their directorship in such companies.
- None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of the Promoters or Directors has been or is involved as a promoters or director 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.
- No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce them to become or to help them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.
- There are none of the Directors on the Board appointed as the Nominee Director.

DETAILS OF BORROWING POWERS

Pursuant to a Special Resolution passed at an Extra-Ordinary General Meeting of our Company held on January 16, 2025 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company are authorized to borrow monies from time to time, with or without security, any sum or sums of money, on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained /

to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 20,000.00 Lakhs.

REMUNERATION OF OUR DIRECTORS

Mr. Ankit Shailesh Mehta

Mr. Ankit Shailesh Mehta was appointed as First Director (Executive Director) of the Company on March 06, 2020 (at the time of Incorporation). Pursuant to a resolution passed by the Board of Directors at the meeting held on November 15, 2024 and approved by the Shareholders of our Company at the Extra-Ordinary General Meeting held on November 15, 2024 at shorter notice, Mr. Ankit Shailesh Mehta was re-designated as the Chairman and Managing Director of our Company for a period of three (03) years with effect from November 15, 2024 along with the terms of remuneration, in accordance with Sections 196, 197, 198, 203 and Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms and conditions approved by the Board of Directors and the Shareholders have been summarised below:

Basic Salary	₹ 3.00 lakhs per month
Perquisites	He will be entitled to furnished/non-furnished accommodation or house rent allowance for an amount not exceeding ₹ 1,00,000/- (Rupees One Lakhs Only) per month and gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, Company's maintained car, telephone and such other perquisites in accordance with the Company's policy.
Minimum Remuneration	The remuneration payable to the Managing Director shall not exceed the limits specified in Schedule V of the Companies Act 2013. Further, pursuant to the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act 2013 and the rules framed thereunder, where in any financial year during the period of the office of the Managing Director, if the Company has no profits or its profits are inadequate, our Company may pay Mr. Ankit Shailesh Mehta, remuneration not exceeding ₹ 3.00 lakhs by way of salary, allowance & perquisites within limits prescribed under Schedule V of the Companies Act. 2013. However, the overall managerial remuneration payable to the Managing Director and Whole Time Director/Executive Director(s) shall not exceed the maximum limits i.e. ten percent (10%) of the net profits of our Company as laid down in Section 197 (1) of the Companies Act 2013.

In Fiscal 2024, he received an aggregate remuneration of ₹ 15.00 Lakhs.

Ms. Parul Shailesh Mehta

Ms. Parul Shailesh Mehta was appointed as the First Director (Executive Director) at the time of Incorporation of the Company dated March 06, 2020. Her Remuneration was fixed Pursuant to a resolution passed by the Board of Directors at the meeting held on May 31, 2024 in accordance with the relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms and conditions approved by the Board of Directors have been summarised below:

Remuneration	₹ 3.00 lakhs per month

In Fiscal 2024, she received an aggregate remuneration of ₹ 15.00 Lakhs.

Mr. Shailesh Vinodrai Mehta

Mr. Shailesh Vinodrai Mehta was appointed as an Additional Director (Non-Executive Director) of the Company pursuant to a Board resolution dated July 04, 2024 and subsequently his appointment was regularized as an Executive Director in the subsequent Annual General Meeting held on September 30, 2024. His Remuneration was fixed Pursuant to a resolution passed by the Board of Directors at the meeting held on September 30, 2024 in accordance with the relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms and conditions approved by the Board of Directors have been summarised below:

Remuneration	₹ 1.50 lakhs per month

In Fiscal 2024, he has not received director's remuneration.

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any 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, for the time being in force).

SITTING FEES

Pursuant to the Resolution passed by the Board of Directors of our Company on December 18, 2024, the Independent Directors of our Company would be entitled to a sitting fee of ₹ 5,000/- with effect from December 18, 2024 for attending every meeting of Board and committees thereof.

PAYMENT OF BENEFITS (NON-SALARY RELATED)

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Executive Directors except the normal remuneration for services rendered as a Director of our Company.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

None of our Directors are a party to any bonus or profit-sharing plan.

REMUNERATION PAID TO OUR DIRECTORS BY OUR SUBSIDIARY

No remuneration is being paid to our Directors by our Subsidiary Companies.

LOANS TO DIRECTORS

There are no loans that have been availed by the Directors from our Company that are outstanding as on the date of this Draft Red Herring Prospectus.

SHAREHOLDING OF DIRECTORS IN OUR COMPANY

Except as stated below, none of our directors hold any Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of Director	Number of Equity Shares	% of the pre-Issue Equity Share Capital
1)	Mr. Ankit Shailesh Mehta	47,49,465	50.00%
2)	Ms. Parul Shailesh Mehta	47,49,500	50.00%
3)	Mr. Shailesh Vinodrai Mehta	7	Negligible
Total		94,98,972	100.00%

Our Articles of Association do not require our directors to hold any qualification Equity Shares in the Company.

SHAREHOLDING OF OUR DIRECTORS IN OUR SUBSIDIARIES

Except for 100 equity shares held by Mr. Ankit Shailesh Mehta in Easy Raw Materials Private Limited and Vinstar Biotech Private Limited in each of the subsidiaries as a shareholder, none of our directors hold any shares in the Subsidiaries of our Company.

INTEREST OF OUR DIRECTORS

All our directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or Committees thereof payable to them.

Further our directors may be deemed to be interested to the extent of shareholding held by them in our Company or held by the entities in which they are associated as directors or partners, 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 Offer and any dividend and other distributions payable in respect of such Equity Shares. For the shareholding of the Directors, please refer chapter titled “Our Management – Shareholding Of The Key Management Personnel And Senior Management” on page 250 of this Draft Red Herring Prospectus.

Except for the two of the Promoters, Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta who are also interested in our Wholly Owned Subsidiary Companies, ERMPL and in our promoter group entities and group companies, Profoods Nutrition Private Limited and Moksha Lifecare Private Limited to the extent of Directorship and/or Shareholding, who are into same line of business activities of nutraceutical industry, none of the other Directors are interested in the other Companies with similar businesses.

Further, relatives of certain of our directors are also shareholders of our Company and may be deemed to be interested to the extent of the dividends declared on the Equity Shares held by them, if any. For further details, see “Restated Financial Statements – Annexure IX - Related Party Transactions” on page 261 of this Draft Red Herring Prospectus.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise for services rendered by them by such firm or company, in connection with the promotion or formation of our Company.

Except as stated in the heading titled “Our Properties” under the chapter titled “Our Business”, beginning on page 218 of this Draft Red Herring Prospectus, none of our directors have interest in any property acquired or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery, if any.

Except as stated in “Restated Financial Information – Related Party Transactions” from the chapter titled “Restated Financial Information” on Page No. 261 of this Draft Red Herring Prospectus, our directors do not have any other interest in the business of our Company.

Except Mr. Ankit Shailesh Mehta, Ms. Parul Shailesh Mehta and Mr. Shailesh Vinodrai Mehta, who are the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Sr. No.	Name of the Director	Date of Appointment / Change in designation	Reason for Change
1.	Mr. Shailesh Vinodrai Mehta	July 04, 2024	Appointed as an Additional Director (Non-Executive)
2.	Mr. Shailesh Vinodrai Mehta	September 30, 2024	Regularized as an Executive Director
3.	Mr. Ankit Shailesh Mehta	November 15, 2024	Re-designated from Executive Director to Chairman & Managing Director
4.	Mr. Mukesh Kumar Rathi	November 15, 2024	Appointed as the Non-Executive Independent Director
5.	Mr. Anirudh Ruia	November 15, 2024	Appointed as the Non-Executive Independent Director
6.	Mr. Suraj Sharma	November 15, 2024	Appointed as the Non-Executive Independent Director
7.	Mr. Mukesh Kumar Rathi	January 13, 2025	Resigned as the Non-Executive Independent Director
8.	Mr. Suraj Sharma	January 13, 2025	Resigned as the Non-Executive Independent Director
9.	Mr. Rajesh Kalro	January 13, 2025	Appointed as the Non-Executive Independent Director
10.	Mr. Abhishek Kamdar	January 13, 2025	Appointed as the Non-Executive Independent Director

CORPORATE GOVERNANCE

We are in compliance with the requirements of the Companies Act in respect of corporate governance including constitution of the Board and committees thereof. Further, conditions of corporate governance as stipulated in Regulation 17 to 27 of the

SEBI LODR Regulations is not applicable to our company in terms of the Regulation 15(2)(b) of the SEBI LODR Regulations. Our Board has been constituted in compliance with the Companies Act. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on date of this Draft Red Herring Prospectus, we have six (06) Directors on our Board, which includes one (1) Chairman & Managing Director, two (2) Executive Directors, and three (3) Non-Executive Independent Directors. Out of which board of directors comprises of one (1) woman director.

COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors presently has four (4) committees which have been constituted in accordance with the relevant provisions of the Companies Act: (i) Audit Committee, (ii) Stakeholders' Relationship Committee, (iii) Nomination and Remuneration Committee and (iv) Corporate Social Responsibility Committee.

Audit Committee:

Our Board has constituted the Audit Committee vide Board Resolution dated January 13, 2025 which was in accordance with Section 177 of the Companies Act, 2013. The audit committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Rajesh Kalro	Non-Executive Independent Director	Chairman
Mr. Anirudh Ruia	Non-Executive Independent Director	Member
Mr. Ankit Shailesh Mehta	Chairman and Managing Director	Member

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

The role of Audit Committee shall include but shall not be restricted to the following:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approving payments to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements 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; g. Qualifications in the draft audit report;
 - Qualifications in the draft audit report;
- Reviewing with the management the quarterly financial statements before submission to the board for approval;

6. Reviewing, with the management, the statement of uses/application of funds raised through an offer (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/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;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
9. 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;
10. Discussion with internal auditors any significant findings and follow up there on;
11. 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;
12. 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;
13. 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;
14. To review the functioning of the Whistle Blower mechanism;
15. Approval of appointment of CFO (or the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
16. Approval or any subsequent modification of transactions of the company with related parties;
17. Scrutiny of inter-corporate loans and investments;
18. Valuation of undertakings or assets of the Company, whenever it is necessary;
19. Evaluation of internal financial controls and risk management systems;
20. Review of management discussion and analysis report, management letters issued by the statutory auditors, etc;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
22. 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; and
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Ind AS 24, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee enjoys following powers:

- (i) To investigate any activity within its terms of reference.
- (ii) To seek information from any employee.
- (iii) To obtain outside legal or other professional advice.
- (iv) To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- (i) Management discussion and analysis of financial condition and results of operations;
- (ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- (iv) Internal audit reports relating to internal control weaknesses; and
- (v) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
- (vi) statement of deviations: (a) quarterly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI LODR Regulations; and (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI LODR Regulations.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

Meeting of Audit Committee and Relevant Quorum

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 for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

Stakeholders' Relationship Committee

Our Board has constituted the Stakeholders' Relationship Committee vide Board Resolution dated January 13, 2025 pursuant to Section 178 of the Companies Act, 2013. The Stakeholder's Relationship Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Anirudh Ruia	Non-Executive Independent Director	Chairman
Mr. Abhishek Kamdar	Non-Executive Independent Director	Member
Ms. Parul Shailesh Mehta	Executive Director	Member

The Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

1. resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc;
2. review of measures taken for effective exercise of voting rights by shareholders;
3. review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent;
4. review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. approve, register, refuse to register transfer or transmission of shares and other securities;
7. sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. allotment and listing of shares;
9. authorise affixation of common seal of the Company;

10. issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
11. approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
12. dematerialize or rematerialize the issued shares;
13. ensure proper and timely attendance and redressal of investor queries and grievances;
14. carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time; and
15. further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Meeting of Stakeholders' Relationship Committee and Relevant Quorum

The stakeholders' Relationship committee shall meet at least four times in a year and shall report to the Board of Directors on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for a meeting of the Stakeholder's Relationship Committee shall be two members present.

Nomination and Remuneration Committee

Our Board has constituted the Nomination and Remuneration Committee vide Board Resolution dated January 13, 2025 pursuant to section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Abhishek Kamdar	Non-Executive Independent Director	Chairman
Mr. Anirudh Ruia	Non-Executive Independent Director	Member
Mr. Rajesh Kalro	Non-Executive Independent Director	Member

The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - (i) use the services of an external agencies, if required;
 - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - (iii) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of Independent Directors and the Board;
4. devising a policy on Board diversity;
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and
7. recommend to the board, all remuneration, in whatever form, payable to senior management.

Meeting of Nomination and Remuneration Committee and Relevant Quorum

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members. The Committee shall meet as and when required.

Corporate Social Responsibility Committee

Our Board has constituted the Corporate Social Responsibility Committee vide Board Resolution dated January 13, 2025 pursuant to section 135 of the Companies Act, 2013.

The Corporate Social Responsibility Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Ankit Shailesh Mehta	Chairman and Managing Director	Chairman
Ms. Parul Shailesh Mehta	Executive Director	Member
Mr. Abhishek Kamdar	Non-Executive Independent Director	Member

The scope of Corporate Social Responsibility Committee shall include but shall not be restricted to the following:

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
3. To monitor the CSR policy of the Company from time to time; and
4. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

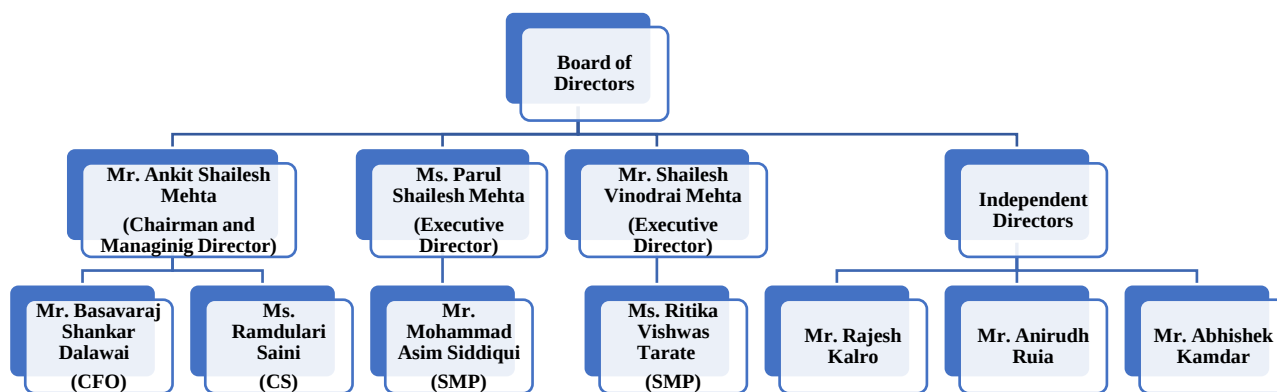
Meeting of Corporate Social Responsibility Committee and Relevant Quorum

The quorum necessary for a meeting of the Corporate Social Responsibility Committee shall be two members or one third of the members of the committee whichever is greater. The Committee shall meet at least once in a year.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of its Equity Shares on the BSE SME platform. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchange. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons. 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.

ORGANIZATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel and senior management of our Company:

Key Managerial Personnel of our Company:

Mr. Ankit Shailesh Mehta is the Chairman & Managing Director of our Company, for detailed profile, see para, “Our Management -Brief Profile of our Directors” on page 238 of this Draft Red Herring Prospectus.

Mr. Basavaraj Shankar Dalawai, aged 32 years, is the Chief Financial Officer of our Company. He holds a bachelor’s degree in Business Administration from Shivaji University, Kolhapur and a master’s degree in Business Administration from Shivaji University, Kolhapur. In his previous stint, he was associated with Geometry Design services from May 2017 to September 2018 as a Junior Accounts Head. He has been associated with our Company since October 2018 as an Assistant Manager – Accounts and was promoted to the position of a Chief Financial Officer with effect from November 15, 2024. He has total 7 years of experience in the field of Accounts and finance and has received ₹ 4.98 Lakhs remuneration for the Fiscal year 2024.

Ms. Ramdulari Saini, aged 35 years, is the Company Secretary and Compliance Officer of our Company. She has completed Bachelor’s degree in Commerce from University of Rajasthan and Master’s degree in Commerce from University of Rajasthan. She has completed Company Secretary Course from Institute of Company Secretaries of India. she is an Associate member of the Institute of Company Secretaries of India. In her previous stint, she was associated with Harmony Capital Services Limited as a Company Secretary and Compliance Officer from June 2019 to May 2023 and was responsible for ensuring compliances and corporate governance of the organization. She has a total work experience of 4 years in the secretarial and compliance related field. She has been associated with our Company as a Company Secretary with effect from September 01, 2024 and designated as a Compliance officer with effect from January 13, 2025 and she has not received remuneration for fiscal year 2024, however, she has received ₹ 0.25 Lakhs remuneration for the period ended September 30, 2024.

Senior Management Personnel of our Company:

In addition to the above, the details of our other Senior Management Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Red Herring Prospectus are set forth below:

Mr. Mohammad Asim Siddiqui, aged 37 years, is a manager – Accounts & finance of our Company. He has completed Bachelor’s degree in Commerce from University of Mumbai. He has also completed Master’s Program in Business Administration (MBA) from Indian School of Business Management & Administration. In his previous stint, he was associated with N G Rao Associates as Accounts Assistant from August 2008 to October 2011, he was also associated with Sanghavi Electronics Private Limited from November 2011 to February 2016 as Senior Executive- Accounts and Finance, he was also associated with Mettler Toledo India Private Limited as Accounts Executive from March 2016 to December 2017. He was further associated with Foss India Private Limited from March 2018 to May 2024 as a Deputy Manager – Accounts & Taxation. He was also associated with Hinduja Global Solutions Limited from May 2024 to October 2024 as a Manager Internal F & A. He has a total work experience of 15 years in the field of Accounts and Finance. He was appointed as the Manager – Accounts & finance of our Company on November 04, 2024 and was re-designated as a Senior Management Personnel with effect from December 18, 2024. He was not paid salary in Fiscal year 2024.

Ms. Ritika Vishwas Tarate, aged 30 years, is a Senior Executive – Business Development of our Company. She holds B. Pharmacy degree from Savitribai Phule Pune University. She also holds Master's in Business Administration degree from Amity University, Uttar Pradesh. In her previous stint she was associated with Synapse Labs Private Limited as an Associate – Project Management from August 2016 to December 2019, she was also associated with Turacoz Healthcare Solutions Private Limited from June 2022 to August 2023 as an Associate – Project Management. She was also associated with ProadWise Communications from October 2023 to July 2024 as Manager – Business excellence. She has a total work experience of 5 years in the field of Business Development. She was appointed as the Senior Executive – Business Development of our Company on August 01, 2024. She was re-designated as the Senior Management Personnel on December 18, 2024. She was not paid salary in Fiscal year 2024.

STATUS OF OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

All our Key Managerial Personnel and senior management are permanent employees of our Company.

RELATIONSHIP BETWEEN OUR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

None of our directors are related to each other or to our Key Managerial Personnel and Senior Management. Except for the following:

Ms. Parul Shailesh Mehta and Mr. Ankit Shailesh Mehta are Mother and Son.
Mr. Shailesh Vinodrai Mehta and Ms. Parul Shailesh Mehta are Husband and Wife.
Mr. Shailesh Vinodrai Mehta and Mr. Ankit Shailesh Mehta are Father and Son.

SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT

Except for the following, none of our KMPs or senior management hold any shares of our Company as on the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Director	Designation	No. of Equity Shares	Percentage of Pre-Issue Capital (%)
1.	Mr. Ankit Shailesh Mehta	Chairman & Managing Director	47,49,465	50.00%

SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Key Managerial Personnel or Senior Management have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company.

INTEREST OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

None of our Key Management Personnel or Senior Management has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel or Senior Management may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares in future.

ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel or senior management have been selected as the Key Managerial Personnel or senior management of our Company.

BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT

There are no profit-sharing plan or performance linked bonus for the Key Managerial Personnel or senior management.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

There is no contingent or deferred compensation payable to our Key Managerial Personnel and senior management, which form part of their remuneration.

EMPLOYEE SHARE PURCHASE, EMPLOYEE STOCK OPTION PLAN AND STOCK APPRECIATION RIGHT

Our Company does not have an employee share purchases, employee stock option and stock appreciation right scheme as on the date of this Draft Red Herring Prospectus.

PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

No non salary related amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

CHANGES IN OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT IN THE LAST THREE YEARS FROM THE DATE OF FILING OF THIS DRAFT RED HERRING PROSPECTUS

The changes in our Key Managerial Personnel and Senior Management during the three years immediately preceding the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr. No.	Name of the Director	Date of Appointment / Change in designation	Reason for Change
1.	Ms. Ramdulari Saini	January 13, 2025	Appointed as Compliance Officer
2.	Mr. Mohammad Asim Siddiqui	December 18, 2024	Re-designated as the Senior Management Officer
3.	Ms. Ritika Vishwas Tarate	December 18, 2024	Re-designated as the Senior Management Officer
4.	Mr. Basavaraj Shankar Dalawai	November 15, 2024	Re-designated as the Chief Financial Officer of the Company
5.	Mr. Ankit Shailesh Mehta	November 15, 2024	Re-designated from Executive Director to Chairman & Managing Director
6.	Mr. Mohammad Asim Siddiqui	November 04, 2024	Appointed as Manager – Accounts and Finance
7.	Ms. Ramdulari Saini	September 01, 2024	Appointed as the Company Secretary
8.	Ms. Ritika Vishwas Tarate	August 01, 2024	Senior Executive – Business Development
9.	Ms. Jagriti Mishra	May 31, 2024	Resigned as the Whole-Time Company Secretary
10.	Ms. Jagriti Mishra	March 01, 2024	Appointed as the Whole-Time Company Secretary

OUR PROMOTERS AND PROMOTER GROUP

As on the date of this Draft Red Herring Prospectus, Mr. Ankit Shailesh Mehta, Ms. Parul Shailesh Mehta and Mr. Shailesh Vinodrai Mehta holds 94,98,972 Equity Shares which constitute 100.00% of the issued and paid-up Equity Share capital of our Company. Our Promoters and Promoter Group will continue to hold the majority of our post- Offer paid-up equity share capital of our Company.

The details of our Promoters are as under:

Mr. Ankit Shailesh Mehta	
	Mr. Ankit Shailesh Mehta, aged 34 years, is the Promoter, Chairman and Managing Director of our Company. Date of Birth: September 10, 1990 Nationality: Indian PAN: AQFPM6813L Residential Address: A/1001 Nandadevi CHS, CTS No 106, Prabhat Colony, Road No 8, Near Bhoomi Tower, Santacruz East, Mumbai Suburban, Maharashtra – 400 055, India. Other Interests: (a) Profoods Nutrition Private Limited (b) Easy Raw Materials Private Limited (c) Vinstar Biotech Private Limited (d) Moksha Lifecare Private Limited (e) Tuvan Enterprises LLP* (f) Robotrix Technologies LLP# For his complete profile along with the details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see “Our Management” on page 236 of this Draft Red Herring Prospectus.
Ms. Parul Shailesh Mehta	
	Ms. Parul Shailesh Mehta, aged 64 years, is the Promoter and Executive Director of our Company. Date of Birth: February 06, 1961 Nationality: Indian PAN: ADFPA9422N Residential Address: A/1001 Nandadevi CHS, CTS 106, Prabhat Colony, Road No 8, Near Bhoomi Tower, Santacruz East, Mumbai Suburban Maharashtra – 400 055, India. Other Interests: 1. Profoods Nutrition Private Limited 2. Easy Raw Materials Private Limited 3. Vinstar Biotech Private Limited 4. M/s. Chemkart (Proprietor of Ms. Parul Shailesh Mehta) For her complete profile along with the details of her educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see “Our Management” on page 236 of this Draft Red Herring Prospectus.

Mr. Shailesh Vinodrai Mehta	
	Mr. Shailesh Vinodrai Mehta , aged 66 years, is the Promoter and Executive Director of our Company.
	Date of Birth: November 18, 1958
	Nationality: Indian
	PAN: AABPM2251N
	Residential Address: A/1001 Nandadevi CHS, 10thFloor, CTS No 106, Prabhat Colony, Road No.8, Nr. Yatri Hotel, Santacruz East, Mumbai, Maharashtra – 400055, India.
	Other Interests: 1. M/s. Chemical Scientific Centre (<i>formerly known as M/s. Atul Chemicals</i>) (Proprietor of Mr. Shailesh Vinodrai Mehta) For his complete profile along with the details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see “Our Management” on page 236 of this Draft Red Herring Prospectus.

**As on the date of this Draft Red Herring Prospectus, striking off application is filed by Tuvan Enterprises LLP.*

#Kindly note that Mr. Ankit Shailesh Mehta was a Designated Partner at Robotrix Technologies LLP which is struck off w.e.f. May 31, 2018 by Registrar of Companies, Maharashtra, Mumbai.

DECLARATION

- (a) We confirm that the Permanent Account Number, Bank Account number, Passport number, Driving License Number, Aadhaar Card number of our Promoters have been submitted to the Stock Exchange at the time of filing of the Draft Red Herring Prospectus with the Stock Exchange. One of our Promoters, Ms. Parul Shailesh Mehta has confirmed that she is not holding Driving License as on the date of this Draft Red Herring Prospectus.
- (b) Present Promoters of Our Company are Mr. Ankit Shailesh Mehta, Ms. Parul Shailesh Mehta and Mr. Shailesh Vinodrai Mehta. Initial subscribers to the MoA of our Company were Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta. For details of the shareholding acquired by the current promoters of our Company refer the capital build-up of our Promoters under chapter “Capital Structure” beginning on page 86 of this Draft Red Herring Prospectus.
- (c) None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:
- Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
 - Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
 - No material regulatory or disciplinary action is taken by stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.
 - There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.
- (d) None of our Promoters and Promoter group has been declared as “Fraudulent Borrowers” by the lending banks or financial institutions or consortium, in terms of RBI Circular dated July 01, 2016.
- (e) None of our Promoters, person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

- (f) The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled “Outstanding Litigations and Material Developments” beginning on page 313 of this Draft Red Herring Prospectus.

CHANGE IN CONTROL OF OUR COMPANY

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

Our Promoters Mr. Ankit Shailesh Mehta, Ms. Parul Shailesh Mehta and Mr. Shailesh Vinodrai Mehta do not have direct experience in the proposed manufacturing activity to be conducted by our wholly owned subsidiary namely Easy Raw Materials Private Limited. The promoters and directors of ERMPL have conducted extensive market research, industry analysis, and engaged with experts to gain a fundamental understanding of the dynamics, challenges, and opportunities within this sector and for this purpose ERMPL has entered into technical collaboration agreement with Shriram Institute for Industrial Research (SRIFIR). The purpose of the Agreement is to establish a collaboration between SRIFIR and ERMPL for the development, production and formulation of a new nutraceuticals product, utilizing SRIFIR’s Technical Know-How and ERMPL’s expertise in the field of nutraceuticals formulation, manufacturing, and regulatory affairs.

The promoter's skills in areas such as project management, financial acumen, team leadership, and customer relationship management are highly transferable and can be leveraged to build a successful operation in the new line of business.

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter “*Our Management*” beginning on page 236 of this Draft Red Herring Prospectus.

INTEREST OF OUR PROMOTERS

Our Promoters do not have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by them or their relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled “*Capital Structure*”, “*Restated Financial Information*” and “*Our Management*” beginning on pages 86, 261 and 236 of this Draft Red Herring Prospectus.

Except as stated in the chapter titled “History and Certain Corporate Matters” on page no. 229 of this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please see chapter titled “*Restated Financial Information*” and “*History and Certain Corporate Matters*” beginning on page 261 and 229 of this Draft Red Herring Prospectus.

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company and our WOS, ERMPL and VBPL to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company. Our Promoters may also be deemed to be interested to the extent of Equity Shares held by them and their immediate relatives in our Company and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares in our Company. For details regarding the shareholding of our Promoters in our Company, see the chapter titled “*Capital Structure*” on page 86 of this Draft Red Herring Prospectus.

Except as stated in the heading titled “*Our Properties*” under the chapter titled “*Our Business*” and “*Restated Financial Information*” beginning on page 218 and 261 respectively, of this Draft Red Herring Prospectus, our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus.

Further, other than as mentioned in the chapter titled “*Our Business*” beginning on page 178 of this Draft Red Herring Prospectus. Our Promoters does not have any interest in any land or property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or

arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Our Promoters are not interested as member of a firm or company and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

Our Promoters who are also the Directors of our Company may be deemed to be interested to the extent of remuneration, commission and reimbursement of expenses payable to them as per the terms of his appointment, the Articles of Association of our Company and relevant provisions of Companies Act. For further information on our Promoter's compensation and other details please refer to the chapter titled "*Our Management*" on page 236 of this Draft Red Herring Prospectus.

Our Promoters, Mr. Ankit Shailesh Mehta, Ms. Parul Shailesh Mehta and Mr. Shailesh Vinodrai Mehta has given personal guarantee for the Credit facility availed by our company and may be deemed to be interested to that extent. For details, please see the "*Restated Financial Information*" on page 261 of this Draft Red Herring Prospectus.

Except as mentioned in this chapter and chapters titled "*Our Business*", "*History and Certain Corporate Matters*", "*Our Management*" and "*Restated Financial Information*" beginning on pages 178, 229, 236 and 261 respectively, our Promoters do not have any other interest in our Company.

Except for the two of the Promoters, Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta who are also interested in our Wholly Owned Subsidiary Company, ERMPL and in our promoter group entities and group companies, Profoods Nutrition Private Limited and Moksha Lifecare Private Limited to the extent of Directorship and/or Shareholding, who are into same line of business activities of nutraceutical industry, no other Promoter or promoter group persons are interested in the other Companies with similar businesses.

COMMON PURSUITS OF OUR PROMOTERS

Our Promoters are not involved with any ventures which are in the same line of activity or business as that of our Company, except Profoods Nutrition Private Limited, Easy Raw Materials Private Limited and Moksha Lifecare Private Limited our one of the wholly owned subsidiary Company and Promoter group companies.

Our one of the wholly owned subsidiary Company viz Easy Raw Materials Private Limited (ERMPL) and our Promoter Group Companies viz Profoods Nutrition Private Limited (PNPL) and Moksha Lifecare Private Limited (MLPL) are incorporated to engage in the same line of business products in which our Company operates. ERMPL is proposed to engage in one of the business of manufacturing, warehousing and trading of nutraceutical products, food and health supplements. PNPL is engaged in one of the businesses of packing of nutraceutical products in smaller quantities and selling it through the online platforms, MLPL is engaged in the production and sale of health supplements and compounds, the company's product portfolio includes veterinary healthcare items, nutraceuticals, dietary supplements, and fitness products. Our Promoter group companies and one of the subsidiary Companies and our Company operates in the same line of nutraceutical Industry, this may lead to potential conflict of interest between us and these entities. There can be no assurance that our Group Companies, Subsidiary Companies and Promoter Group companies will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our Reputation, Business, Results of Operations and Financial Condition of the Company.

PAYMENT OF AMOUNTS OR BENEFITS TO THE PROMOTERS OR PROMOTER GROUP DURING THE LAST TWO YEARS

Except as stated in the chapter titled "*Restated Financial Information*" beginning on page 261 of this Draft Red Herring Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoters or members of our Promoter Group.

MATERIAL GUARANTEES

Except as stated in the chapter titled "*History and Certain Corporate Matters*" and "*Restated Financial Information*" beginning on pages 229 and 261 of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

Mr. Ankit Shailesh Mehta, Ms. Parul Shailesh Mehta and Mr. Shailesh Vinodrai Mehta, the Promoters of the Company have given personal guarantee for the borrowings availed by our Company.

OUR PROMOTER GROUP

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI ICDR Regulations, the following individuals and entities shall form part of our Promoter Group:

(g) Natural Persons who are Part of the Promoter Group

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter Group:

Relationship	Mr. Ankit Shailesh Mehta	Ms. Parul Shailesh Mehta	Mr. Shailesh Vinodrai Mehta
Father	Mr. Shailesh Vinodrai Mehta	Late Himmatlal	Late Vinodrai P. Mehta
Mother	Ms. Parul Shailesh Mehta	Late Manjulaben	Late Pannaben Vinodrai Mehta
Spouse	Ms. Joanna Margarita San Pedro Mehta	Mr. Shailesh Vinodrai Mehta	Ms. Parul Shailesh Mehta
Brother	-	Mr. Ajmera Manojkumar H	Mr. Atul Vinodrai Mehta
Sister	Ms. Jaini Shailesh Mehta	Ms. Latta Kirit Parekh	Ms. Bhavna Bharat Bhayani & Late Priti Jaiveer Mehta
Son	-	Mr. Ankit Shailesh Mehta	Mr. Ankit Shailesh Mehta
Daughter	-	Ms. Jaini Shailesh Mehta	Ms. Jaini Shailesh Mehta
Spouse's Father	Late Enrico Aquino San Pedro	Late Vinodrai P. Mehta	Late Himmatlal
Spouse's Mother	Late Editha Santos San Pedro	Late Pannaben Vinodrai Mehta	Late Manjulaben
Spouse's Brother	-	Mr. Atul Vinodrai Mehta	Mr. Ajmera Manojkumar H
Spouse's Sister	Ms. Maria Regina	Ms. Bhavna Bharat Bhayani & Late Priti Jaiveer Mehta	Ms. Latta Kirit Parekh

(h) Entities forming part of the Promoter group pursuant to Regulation 2(1) (pp)(iv) of the SEBI ICDR Regulations

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter group.

Sr. No.	Name of Promoter group Entity/Company
1.	Moksha Lifecare Private Limited
2.	Profoods Nutrition Private Limited
3.	Easy Raw Materials Private Limited
4.	Vinstar Biotech Private Limited
5.	Tuvan Enterprises LLP*
6.	M/s. Chemkart (Proprietor of Ms. Parul Shailesh Mehta)
7.	M/s. Chemical Scientific Centre (formerly known as Atul Chemicals) (Proprietor of Mr. Shailesh Vinodrai Mehta)
8.	Shailesh Mehta HUF
9.	M/s. Atulya Chemicals (Partnership firm of Mr. Atul Vinodrai Mehta and Mr. Dharmil Mehta)
10.	M/s. Atul Enterprise (Proprietor of Mr. Atul Vinodrai Mehta)
11.	Robotrix Technologies LLP [#]

*As on the date of this Draft Red Herring Prospectus, striking off application is filed by Tuvan Enterprises LLP.

[#]Kindly note that Mr. Ankit Shailesh Mehta was a Designated Partner at Robotrix Technologies LLP which is struck off w.e.f. May 31, 2018 by Registrar of Companies, Maharashtra, Mumbai.

SHAREHOLDING OF THE PROMOTER GROUP IN OUR COMPANY

For details of shareholding of members of our Promoter Group as on the date of this Draft Red Herring Prospectus, please see the chapter titled “Capital Structure” beginning on page 86 Of this Draft Red Herring Prospectus.

COMPANIES WITH WHICH THE PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS

None of our Promoters has disassociated themselves from any of the Companies, Firms or other entities during the last three years preceding the date of this Draft Red Herring Prospectus except, Mr. Ankit Shailesh Mehta has ceased to be an Additional Director in Moksha Lifecare Private Limited w.e.f. July 26, 2024.

LITIGATION DETAILS PERTAINING TO OUR PROMOTERS

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “*Outstanding Litigations and Material Developments*” beginning on page 313 of this Draft Red Herring Prospectus.

RELATED PARTY TRANSACTIONS

For the transactions with our Promoter Group entities please refer to chapter titled “*Restated Financial Information*” on page 261 of this Draft Red Herring Prospectus.

Except as stated in chapter titled “*Restated Financial Information*” on page 261 of this Draft Red Herring Prospectus, and as stated therein, our Promoters or any of the Promoter Group do not have any other interest in our business.

OTHER VENTURES OF OUR PROMOTERS

Save and except as disclosed in this section titled “*Our Promoters and Promoter Group*” and “*Our Group Companies*” beginning on page 252 and 258 Respectively of this Draft Red Herring Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests as on date of this Draft Red Herring Prospectus.

OUR GROUP COMPANIES

The definition of ‘Group Companies’ as per the SEBI ICDR Regulations, shall include such companies (other than promoters(s), holding Company and subsidiary/subsidiaries) with which there were related party transactions, during the period for which Financial Statements is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board.

In terms of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025 and in terms of the policy of materiality defined by the Board pursuant to its resolution dated March 11, 2025 our Group Companies includes:

- (a) Those companies disclosed as related parties in accordance with Accounting Standard (“AS 18”) issued by the Institute of Chartered Accountants of India, during the period for which Financial Information is disclosed.
- (b) All such companies which are deemed to be material by the Board of Directors.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Board has identified **Profoods Nutrition Private Limited (PNPL)** and **Moksha Lifecare Private Limited (MLPL)** as the group companies of our Company (“Group Companies”).

DETAILS OF OUR GROUP COMPANIES

PROFOODS NUTRITION PRIVATE LIMITED (PNPL)

PNPL is incorporated on May 18, 2020 in the name of Profoods Nutrition Private Limited. The CIN is U15490MH2020PTC339815 and Registered Office is situated at Gala No.10, 2nd Floor, Building No. E/8, Shree Arihant Compound, Reti Bunder Road, Plot No. 1451, Kalher, Thane, Bhiwandi, Maharashtra, India, 421302. PNPL is in the business of packing of nutraceutical products into smaller quantities.

Financial Performance

As required under the SEBI ICDR Regulations, PNPL shall host the financial information derived from the audited financial statements for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 on the website of company i.e. <https://chemkart.com/>

Moksha Lifecare Private Limited (MLPL)

MLPL is incorporated on December 06, 2016 in the name of Moksha Lifecare Private Limited. The CIN is U15400MP2016PTC041946 and Registered Office is situated at 129 Sundram Complex Bhanwarakua Main Road, Indore, Madhya Pradesh, India, 452001. MLPL is engaged in the production and sale of health supplements and compounds, the company's product portfolio includes veterinary healthcare items, nutraceuticals, dietary supplements, and fitness products.

Financial Performance

As required under the SEBI ICDR Regulations, MLPL shall host the financial information derived from the audited financial statements for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 on the website of company i.e. <https://chemkart.com/>

LITIGATION

Other than as disclosed in “Outstanding Litigations and Material Developments” on page 313 of this Draft Red Herring Prospectus, our Group Companies are not a party to any litigation which may have material impact on our Company.

NATURE AND EXTENT OF INTEREST OF GROUP COMPANY

Our Group Companies do not have any interest in the promotion of our Company.

None of our Group Companies are interested in any property acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

Our Group Companies are not interested in any transactions for acquisition of land, construction of building or supply of machinery.

COMMON PURSUITS BETWEEN OUR GROUP COMPANIES AND OUR COMPANY

Our Group Companies viz Profoods Nutrition Private Limited (PNPL) and Moksha Lifecare Private Limited (MLPL) are engaged in the same line of business products in which our Company operates. PNPL is engaged in one of the businesses of packing of nutraceutical products in smaller quantities and selling it through the online platforms, MLPL is engaged in the production and sale of health supplements and compounds, the company's product portfolio includes veterinary healthcare items, nutraceuticals, dietary supplements, and fitness products. Our group companies operate in the same line of nutraceutical Industry, this may lead to potential conflict of interest between us and these entities. There can be no assurance that our Group Companies will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our Reputation, Business, Results of Operations and Financial Condition of the Company.

RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Other than the transactions disclosed in “*Restated Financial Information*” beginning on page 261 of this Draft Red Herring Prospectus, there are no other business transactions between our Company and the Group Companies which are significant to the financial performance of our Company.

BUSINESS INTERESTS OR OTHER INTERESTS

Except as disclosed in “*Restated Financial Information*” beginning on page 261 of this Draft Red Herring Prospectus, our Group Companies do not have any business interest in our Company.

OTHER CONFIRMATIONS

Our Group Companies are not listed on any stock exchange.

DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does not have any formal dividend policy for the Equity Shares. The dividend pay - out shall be determined by our Board after taking into account a number of factors, including but not limited to : (i) internal factors such as profits earned during the year, present and future capital requirements of the existing businesses, business acquisitions, expansion/modernization of existing businesses, availability of external finance and relative cost of external funds, additional investments in subsidiaries/associates/joint ventures of our Company and restrictions on loan agreement(s); and (ii) external factors such as economic and industry outlook, growth outlook, statutory/regulatory restrictions and covenants with lenders/bond holders. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board.

For details of risks in relation to our capability to pay dividend, see Risk Factors – *“Our Company’s ability to pay dividends in the future will depend on our Company’s future results of operations, financial condition, cash flows and working capital and capital expenditure requirements”* on page no. 31 of this Draft Red Herring Prospectus.

Our Company has not paid / declared any dividend in six-month period ended September 30, 2024 and in last three financial years from date of this Draft Red Herring Prospectus.

SECTION VII – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED SUMMARY STATEMENTS

To,
The Board of Directors,
Chemkart India Limited
("Formerly known as Chemkart India Private limited")
Office No. 403/404, 4th Floor,
K.L. Accolade, 6th Road, Santacruz (East),
Mumbai-400055, Maharashtra

Dear Sirs,

1. We Bagaria & Co LLP, Chartered Accountants, have examined attached Restated Consolidated Summary Statements of **Chemkart India Limited** (Formerly known as **Chemkart India Private limited**) (*hereinafter referred to as "the Company"*) and its subsidiaries (*the Company and its subsidiaries together referred to as the "Group"*) comprising the Restated Consolidated Summary Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 & March 31, 2022, the Restated Consolidated Summary Statements of Profit and Loss, the Restated Consolidated Summary Cash Flow Statements for period ended on September 30, 2024, and for the financial year ended March 31, 2024, March 31, 2023 & March 31, 2022, the Summary statement of Significant Accounting Policies and other explanatory Information (collectively, the "Restated Consolidated Summary Statements") annexed to this report for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus (DRHP, RHP and Prospectus collectively referred to as "Offer Documents"), prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("Offer"). The Restated Consolidated Summary Statements, has been approved by the board of directors of the Company (the "Board of Directors") at their meeting held on March 7, 2025 and have been prepared by the Company in accordance with the requirements of:
 - a) the Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
 - b) the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors are responsible for the preparation of Restated Consolidated Summary Statements for the purpose of inclusion in the Offer Documents to be filed with the SME platform of BSE limited ("BSE SME") ("the Stock Exchange") and Registrar of Companies, Mumbai in connection with the Issue. The Restated Consolidated Summary Statements have been prepared by the management of the Company in accordance with the basis of preparation stated in Note 2 to Annexure IV of the Restated Consolidated Summary Statements. The Board of Directors of the Company is responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Summary Statements. The respective Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined the Restated Consolidated Summary Statements taking into consideration:
- a) the terms of reference and our engagement agreed with you vide our engagement letter dated November 18, 2024, in connection with the Issue;
 - b) The Guidance Note also requires that we comply with the ethical requirements as stated in the Code of Ethics issued by the ICAI;
 - c) the concepts of test check and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Summary Statements; and
 - d) the requirements of Section 26 of the Act and the SEBI ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the Issue.

4. These Restated Consolidated Summary Statements have been compiled by the management from:
- a) Audited Special Purpose Interim Financial Statements of the Company as at and for the period ended September 30, 2024 prepared in accordance with Accounting Standard (AS) 25 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India and approved by the Board of Directors at their meeting held on March 7, 2025.
 - b) Audited Special Purpose Financial Statements of the Company for the year ended March 31, 2024 prepared in accordance with the applicable accounting standards, specified under section 133 of the Act and other accounting principles generally accepted in India and approved by the Board of Directors at their meeting held on March 7, 2025.
 - c) Audited Financial Statements of the Company for the year ended March 31, 2023 & March 31, 2022 prepared in accordance with the applicable accounting standards, specified under section 133 of the Act and other accounting principles generally accepted in India and approved by the Board of Directors at their meeting held on September 01, 2023 & September 30, 2022 respectively.
5. For the purpose of our examination report, we have relied on:
- a) Auditors report issued by us dated March 7, 2025 on the Special Purpose Interim Financial Statements of the Company for the Period ended on September 30, 2024 and Special Purpose Financial Statements of the Company for the Financial year ended March 31, 2024, as referred to in para 4(a) and 4(b) above. We have audited these special purpose financial information of the Company for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by ICDR Regulations in relation to proposed IPO.
 - b) Auditors report issued by the Statutory Auditor i.e. M/s Mehta & Associates (the "Statutory Auditors") dated September 1, 2023 and September 30, 2022 for the financial years ended March 31, 2023 & March 31, 2022 respectively, as referred to in para 4(c) above.
 - c) The audits were conducted by the Company's statutory auditor, and accordingly reliance has been placed on the statement of assets and liabilities and statements of profit and loss, the Significant Accounting Policies, and other explanatory information and (collectively, the "Audited Financial Statement") examined by them for the said years and is based solely on the

audit reports submitted by the Statutory Auditor. They have also confirmed that the March 31, 2023 and March 31, 2022 Restated Financial Information:

- i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the financial years ended March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six-month period ended September 30, 2024;
 - ii. do not require any adjustment for modification as there is no modification in the underlying audit reports; and
 - iii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
6. The audit reports on Consolidated Interim Financial Statements of the Group for the period ended September 30, 2024 referred to in paragraph 5(a) above include the financial statements of M/s Easy Raw Material Private Limited and M/s Vinstar Biotech Private Limited ("the subsidiaries") which have become subsidiaries of the Company with effect from September 01, 2024, whose financial statements reflect total assets of Rs. 382.50 lakhs and Rs. 0.30 lakhs respectively, total income/(loss) of Rs. (0.36) lakhs and Rs. (1.50) lakhs respectively, and net cash outflows of Rs. (0.06) lakhs and Rs. (0.87) lakhs respectively which have been audited by M/s Mehta & Associates, Chartered Accountants (also referred to as the "other auditor"), whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such audited financial statements as provided by the other auditor.

The Other Auditor have examined the Restated Standalone Summary Statements in respect of the subsidiaries. The Other Auditor have also confirmed that the Restated Standalone Summary Statements of the subsidiaries for the period ended September 30, 2024:

- i. Adjustment in relation to changes in accounting policies, material errors and regrouping / reclassifications is not applicable since the subsidiaries have acquired during the period ended September 30, 2024.
 - ii. do not require any adjustment for modification as there is no modification in the underlying audit reports; and
 - iii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination reports submitted by (a) the Statutory Auditor as at and for the years ended March 31, 2023 and March 31, 2022 and (b) Other Auditor as at and for the period ended September 30, 2024 in respect of the Company's subsidiaries, we report that Restated Consolidated Summary Statements of the Group:
- a) have been prepared after incorporating adjustments for changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and groupings/classifications followed as at and for the period ended September 30, 2024;
 - b) do not require any adjustment for modification as there is no modification in the underlying audit reports; and
 - c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. The Restated Consolidated Summary Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited special purpose interim financial statements and audited financial statements mentioned in paragraph 4 above except
 - The effect of issue of bonus shares on Earning per share (EPS) subsequent to signing of special purpose interim financial statements.
10. We have not audited any financial statements of the Company as of any date or for any period subsequent to September 30, 2024. Accordingly, we express no opinion on the financial position, results of operations, cash flows of the Company as of any date or for any period subsequent to September 30, 2024.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous auditor's reports issued by us or by Previous Statutory Auditors nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of this report.
13. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Document to be filed with the Stock exchange and the ROC in connection with the proposed 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 Bagaria & Co LLP
Chartered Accountants
FRN : 113447W/W-100019

sd/-

Mohak Goel
Partner
Membership No: 159883
UDIN: 25159883BMITAD5255

Place: Mumbai
Date: March 7, 2025

Chemkart India Limited (Formerly Known as Chemkart India Private Limited)

(CIN: U51220MH2020PLC338631)

(Address: Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, Santacruz (East), Mumbai-400055, Maharashtra)

Annexure I : Restated Consolidated Summary Statement of Assets and Liabilities

(All Amounts are in Indian Rupees lakhs, unless otherwise stated)

Particulars	Note	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
I. EQUITY AND LIABILITIES					
(1) Shareholders' funds					
(a) Share Capital	3	135.70	135.70	135.70	135.70
(b) Reserves and Surplus	4	4,240.19	2,765.77	1,313.95	547.93
Total		4,375.89	2,901.47	1,449.65	683.63
(2) Minority Interest		(1.38)	-	-	-
(3) Non-current liabilities					
(a) Long Term Borrowings	5	15.07	19.77	28.70	37.04
(b) Deferred Tax Liabilities (net)	6	2.32	6.33	2.49	0.59
(c) Long Term Provisions	7	5.52	3.83	1.90	0.98
Total		22.92	29.94	33.09	38.61
(4) Current liabilities					
(a) Short-term Borrowings	8	2,118.06	1,234.98	1,104.52	529.04
(b) Trade Payables	9				
- Due to Micro and Small Enterprises		-	-	-	-
- Due to Others		1,333.67	953.85	1,067.30	828.99
(c) Other Current Liabilities	10	128.04	119.49	26.35	230.07
(d) Short-term Provisions	11	571.19	111.51	67.36	143.81
Total		4,150.95	2,419.83	2,265.53	1,731.91
Total Equity and Liabilities		8,548.37	5,351.23	3,748.26	2,454.15
II. ASSETS					
(1) Non-current assets					
(a) Property, Plant and Equipment and Intangible Assets					
(i) Property, Plant and Equipment	12	854.77	532.21	554.89	53.99
(b) Other Non Current Asset	13	23.41	5.00	-	-
Total		878.18	537.21	554.89	53.99
(2) Current assets					
(a) Inventories	14	1,869.92	779.83	772.24	189.56
(b) Trade Receivables	15	5,442.21	3,161.05	2,238.19	1,917.67
(c) Cash and cash equivalents	16	128.59	6.65	12.37	0.05
(d) Short-term Loans and Advances	17	226.91	866.49	165.65	292.87
(e) Other Current Assets	18	2.56	-	4.92	-
Total		7,670.20	4,814.02	3,193.37	2,400.16
Total Assets		8,548.37	5,351.23	3,748.26	2,454.15

Significant Accounting Policies

1 & 2

Notes to Restated Consolidated Summary Statements

3 to 47

The above Annexure should be read with the Basis of Preparation and Significant Accounting Policies appearing in Annexure IV, Notes to the Restated Consolidated Summary Statements and Statement of Adjustments to the Restated Consolidated Summary Statements appearing in Annexure V.

As per our report of even date

For Bagaria & Co. LLP

Chartered Accountants

FRN- 113447W/W-100019

Peer Auditor No. 014670

sd/-

Mohak Goel

Partner

Membership No. 159883

Place: Mumbai

Date: March 7, 2025

UDIN: 25159883BMITAD5255

For and on behalf of the Board of

Chemkart India Limited (Formerly Known as Chemkart India Private Limited)

sd/-

Ankit Mehta

Chairman & Managing Director

DIN : 06792217

sd/-

Basavaraj Dalwai

Chief Financial Officer

Place: Mumbai

Date: March 7, 2025

sd/-

Parul Mehta

Executive Director

DIN : 08718563

sd/-

Ramdulhari Saini

Company Secretary

Chemkart India Limited (Formerly Known as Chemkart India Private Limited)

(CIN: U51220MH2020PLC338631)

(Address: Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, Santacruz (East), Mumbai-400055, Maharashtra)

Annexure II : Restated Consolidated Summary Statement of Profit and loss

(All Amounts are in Indian Rupees lakhs, unless otherwise stated)

Particulars	Note	For the period April 1, 2024 to September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from Operations	19	11,312.61	13,202.69	13,137.78	8,698.05
Other Income	20	130.80	80.08	30.84	45.16
Total Income		11,443.41	13,282.77	13,168.62	8,743.21
Expenses					
Cost of Materials Consumed	21	313.83	10.39	-	-
Purchases of Stock in Trade	22	9,737.59	10,701.57	11,986.40	7,627.08
Changes in Inventories of Stock in Trade	23	(1,090.09)	(7.59)	(582.68)	(189.56)
Employee Benefit Expenses	24	109.27	114.49	71.46	50.63
Finance Costs	25	90.90	134.44	58.65	14.49
Depreciation	26	41.28	41.45	25.45	0.78
Other Expenses	27	241.16	292.61	557.61	507.59
Total expenses		9,443.93	11,287.37	12,116.89	8,011.00
Restated Profit/(Loss) before Exceptional and Extraordinary Item and Tax		1,999.48	1,995.40	1,051.73	732.21
Exceptional Item		-	-	-	-
Restated Profit/(Loss) before Extraordinary Item and Tax		1,999.48	1,995.40	1,051.73	732.21
Extraordinary Item		-	-	-	-
Restated Profit/(Loss) before Tax		1,999.48	1,995.40	1,051.73	732.21
Tax Expenses	28				
- Current Tax		514.25	507.16	265.40	183.69
- Deferred Tax		(4.01)	3.84	1.89	0.59
- Excess/Short Provision Written back/off		15.98	32.57	18.42	-
Restated Profit/(Loss) after Tax		1,473.26	1,451.82	766.02	547.93
Restated Profit/(Loss) for the period (before Minority interest adjustment)		1,473.26	1,451.82	766.02	547.93
Less: Minority interest in Profit/(Loss)		(1.15)	-	-	-
Restated Profit/(Loss) for the period (after Minority interest adjustment)		1,474.42	1,451.82	766.02	547.93
Earnings Per Share (Face Value per Share Rs.10 each)					
-Basic (In Rs)	30	15.51	15.28	8.06	6.71
-Diluted (In Rs)	30	15.51	15.28	8.06	6.71

Significant Accounting Policies

1 & 2

Notes to Restated Consolidated Summary Statements

3 to 47

The above Annexure should be read with the Basis of Preparation and Significant Accounting Policies appearing in Annexure IV, Notes to the Restated Consolidated Summary Statements and Statement of Adjustments to the Restated Consolidated Summary Statements appearing in Annexure V.

As per our report of even date

For Bagaria & Co. LLP

Chartered Accountants

FRN- 113447W/W-100019

Peer Auditor No. 014670

For and on behalf of the Board of

Chemkart India Limited (Formerly Known as Chemkart India Private Limited)

sd/-

Mohak Goel

Partner

Membership No. 159883

Place: Mumbai

Date: March 7, 2025

UDIN: 25159883BMITAD5255

sd/-

Ankit Mehta

Chairman & Managing Director

DIN : 06792217

sd/-

Parul Mehta

Executive Director

DIN : 08718563

sd/-

Basavaraj Dalwai

Chief Financial Officer

sd/-

Ramdulari Saini

Company Secretary

Place: Mumbai

Date: March 7, 2025

Chemkart India Private Limited (Formerly Known as Chemkart India Limited)

(CIN: U51220MH2020PLC338631)

(Address: Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, Santacruz (East), Mumbai-400055, Maharashtra)

Annexure III : Restated Consolidated Summary of Cash Flow Statement

(All Amounts are in Indian Rupees lakhs, unless otherwise stated)

Particulars	Note	For the period April 1, 2024 to September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
CASH FLOW FROM OPERATING ACTIVITIES					
Restated Profit/(Loss) before Tax		1,999.48	1,995.40	1,051.73	732.21
Adjustments for:					
Depreciation		41.28	41.45	25.45	0.78
Provision for Employee Benefits		1.74	2.03	1.16	0.98
Minority Interest		1.15	-	-	-
Interest Paid		65.18	106.16	34.36	7.86
Operating Profit before working capital changes		2,108.82	2,145.03	1,112.69	741.83
Adjustment for:					
(Increase)/Decrease in Inventories		(1,090.09)	(7.59)	(582.68)	(189.56)
(Increase)/Decrease in Trade Receivables		(2,281.15)	(922.86)	(320.52)	(1,917.67)
(Increase)/Decrease in Loans and Advances		639.58	(700.85)	127.23	(292.87)
(Increase)/Decrease in Other Current Assets		(2.56)	4.92	(4.92)	-
(Increase)/Decrease in Other Non current Assets		-	(5.00)	-	-
Increase/(Decrease) in Trade Payables		379.82	(113.45)	238.32	828.99
Increase/(Decrease) in Other Current Liabilities		8.55	93.14	(203.72)	230.07
Increase/(Decrease) in Short-term Provisions		51.06	1.70	4.53	5.28
Cash (Used in)/Generated from Operations		(185.96)	495.04	370.93	(593.95)
Tax paid(Net)		(121.66)	(497.38)	(365.03)	(45.16)
Net Cash (Used in)/Generated from Operating Activities		(307.63)	(2.34)	5.90	(639.11)
CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Property, Plant and Equipment		(363.84)	(18.77)	(526.35)	(54.77)
Purchase of Fixed Deposit		(18.41)	-	-	-
Net Cash (Used in)/Generated from Investing Activities		(382.24)	(18.77)	(526.35)	(54.77)
CASH FLOW FROM FINANCING ACTIVITIES					
Proceeds from Issue of Share Capital		-	-	-	134.70
Proceeds from Long Term Borrowings		-	-	-	37.04
Repayment of Long Term Borrowings		(4.70)	(8.93)	(8.35)	-
Proceeds/(Repayment) of Short Term Borrowings (Net)		883.08	130.47	575.48	529.04
Minority Interest Movement		(1.38)	-	-	-
Interest Paid		(65.18)	(106.16)	(34.36)	(7.86)
Net Cash (Used in)/Generated from Financing Activities		811.82	15.38	532.78	692.92
Net Increase/(Decrease) in Cash and Cash Equivalents		121.94	(5.72)	12.33	(0.95)
Opening Balance of Cash and Cash Equivalents		6.65	12.37	0.05	1.00
Closing Balance of Cash and Cash Equivalents	16	128.59	6.65	12.37	0.05

Components of cash and cash equivalents	30 September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash on hand	0.96	0.11	0.21	0.05
Balances with banks in current accounts	127.63	6.54	12.16	-
Cash and cash equivalents as per Cash Flow Statement	128.59	6.65	12.37	0.05

Note:

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

Significant Accounting Policies

1 & 2

Notes to Restated Consolidated Summary Statements

3 to 47

The above Annexure should be read with the Basis of Preparation and Significant Accounting Policies appearing in Annexure IV, Notes to the Restated Consolidated Summary Statements and Statement of Adjustments to the Restated Consolidated Summary Statements appearing in Annexure V.

As per our report of even date

For Bagaria & Co. LLP

Chartered Accountants

FRN- 113447W/W-100019

Peer Auditor No. 014670

For and on behalf of the Board of**Chemkart India Limited (Formerly Known as Chemkart India Private Limited)**

sd/-

Mohak Goel**Partner**

Membership No. 159883

Place: Mumbai

Date: March 7, 2025

UDIN: 25159883BMITAD5255

sd/-

Ankit Mehta**Chairman & Managing Director**

DIN : 06792217

sd/-

Basavaraj Dalwai**Chief Financial Officer**

sd/-

Parul Mehta**Executive Director**

DIN : 08718563

sd/-

Ramdulari Saini**Company Secretary**

Place: Mumbai

Date: March 7, 2025

Chemkart India Limited (Formerly Known as Chemkart India Private Limited)

(CIN: U51220MH2020PLC338631)

(Address: Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, Santacruz (East), Mumbai-400055, Maharashtra)

Annexure IV : Significant Accounting Policies to Restated Consolidated Summary Statements

Significant Accounting policies and explanatory notes to the Restated Consolidated Summary Statements

1. a Corporate Information

CHEMKART INDIA LIMITED (Formerly Known as Chemkart India Private Limited) ("the Company" or "the Parent Company") is an Unlisted Public Limited Company registered under the provisions of the Companies Act 2013 with the Registrar of Companies, Mumbai and bearing CIN U51220MH2020PLC338631.

The Parent Company is mainly engaged in the business of Processing and Trading of Nutritional and Health Supplements. The company is registered under FSSAI.

Details of Subsidiaries - During the period of restatement, the Parent Company is having following subsidiaries.

Name of Company	Nature	% of Holding
		As at Sept 30, 2024
Easy Raw Materials Private Limited	Subsidiary	99%
Vinstar Biotech Private Limited	Subsidiary	99%

The Restated Consolidated Summary Statements were authorised for issue by the Board of Directors on 7th March, 2025.

2 Basis of Preparation, Consolidation, Presentation and Disclosure of Restated Consolidated Summary Statements

2.1 Basis of Preparation

The Restated Consolidated Summary Statements of the Company and its Subsidiaries (hereinafter referred to as the "Group") comprises of the Restated Consolidated Summary Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, the Restated Consolidated Summary Statements of Profit and Loss, the Restated Consolidated Cash Flow Statement for the period ended September 30, 2024 and financial years ended March 31, 2024, 2023 and 2022, the Summary Statement of significant accounting policies, and other explanatory information (collectively, the 'Restated Consolidated Summary Statements').

The Restated Consolidated Summary Statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on the accrual basis. GAAP comprises of accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended from time to time and the Companies Act, 2013.

The accounting policies have been consistently applied by the Group in preparation of the Restated Consolidated Summary Statements.

These Restated Consolidated Summary Statements have been prepared specifically for inclusion in the Draft Red Herring Prospectus ("DRHP") to be filed by the Company with the SME platform of BSE limited ("BSE SME") in connection with proposed initial public offer of fresh issue and offer for sale of its equity shares, in accordance with the requirements of:

- Section 26 of Part I of Chapter III of the Companies Act, 2013;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") as issued by the Securities and Exchange Board of India ("SEBI") on 11th September 2018 as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992; and
- Guidance Note on Reports in Company Prospectus (Revised 2019) as issued by the Institute of Chartered Accountants of India ("ICAI").

2.2 Basis of Consolidation

On September 01, 2024 the Company acquired 99% stake in Easy Raw Material Private Limited (ERMPL) and Vinstar Biotech Private Limited (VBPL). The Financial Statements of ERMPL & VBPL have been consolidated effective from the acquisition date and hence previous year's figures are not comparable.

Restated Consolidated summary statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the restated consolidated summary statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's summary statements in preparing the restated consolidated summary statements to ensure conformity with the group's accounting policies.

Consolidation procedure

- The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intragroup transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements"
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill/ reserve.
- Eliminate in full intragroup assets and liabilities, equity, income, expenses relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and Property Plant and Equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the restated consolidated summary statements.

Restated Consolidated Summary Statement of profit and loss are attributed to the equity holders of the parent of the Group and to the minority interests, even if this results in the minority interests having a deficit balance. When necessary, adjustments are made to the summary statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.3 Presentation and Disclosure of Restated Consolidated Summary Statements

All assets and liabilities have been classified as current & non-current as per Company's normal operating cycle and other criteria set out the Schedule III of the Companies Act, 2013.

As of the reporting date, the Company's operating cycle is considered to be 12 months.

These Restated Consolidated Summary Statements are presented in Indian Rupees which is the functional currency of the Company. All amounts disclosed in the Restated Consolidated Summary Statements which also include the accompanying notes have been rounded off to the nearest lakhs up to two decimal places, as per the requirement of Schedule III to the Companies Act, 2013, other than shares and per share amounts, unless otherwise stated. Wherever an amount is represented as INR '0.00' (zero) it construes a value less than rupees five hundred.

The figures for the previous years have been reclassified / regrouped wherever necessary including for amendments relating to Schedule III of the Companies Act, 2013 for better understanding and comparability. The reclassifications / regroupings do not have material impact on the restated consolidated summary statements

2.4 Significant Accounting Policies

a Use of Estimates

The preparation of the Restated Consolidated Summary Statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets, Liabilities, revenues and expenses and disclosure of contingent liabilities on the date of the Restated Consolidated Summary Statements. The estimates and assumptions used in the accompanying Restated Consolidated Summary Statements are based upon management's evaluation of the relevant facts and circumstances as of the dates of the Restated Consolidated Summary Statements. Actual results could differ from the estimates and assumptions used in preparing the accompanying Restated Consolidated Summary Statement. Any revision to accounting estimates is recognized prospectively in current and future periods.

b Property, Plant and Equipment

-Recognition & Measurement

Property, plant and equipment are stated at cost, net of accumulated depreciation (other than freehold land) and impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Capitalisation of costs in the carrying amount of property, plant and equipment ceases when the item is in the location and condition necessary for it to be capable of operating in the manner intended by the Group. Any trade discounts and rebates are deducted in arriving at the purchase price.

The Group identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset. These components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset.

-Subsequent Costs

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. Incomes and expenses related to the incidental operations not necessary to bring the item to the location and the condition necessary for it to be capable of operating in the manner intended by the Group are recognised in the Statement of profit and loss. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit & Loss for the period/year in which such expenses are incurred.

Capital work-in-progress comprises of property, plant and equipment that are not ready for their intended use at the end of reporting period and are carried at cost comprising direct costs, related incidental expenses, other directly attributable costs and borrowing costs.

-Disposal

An item of property, plant and equipment is derecognised upon disposal or when no future benefits are expected from its use or disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within other income/ expenses in the statement of profit and loss.

c Depreciation and amortization

Depreciation on Property Plant and Equipment is provided on the written-down-value method using the management assessed useful lives of the assets which is in line with the manner prescribed in Schedule II of the Companies Act, 2013. Estimated useful lives of the assets, based on technical assessment, which are different in certain cases from those prescribed in Schedule II of the Act are as follows:

Type of Assets	Useful Life Considered as per Management estimate	Useful Life as per schedule II of the Companies Act, 2013
Plant and Equipment	8 Years	15 Years
Office equipment	3 Years	5 Years

d Impairment of assets

the Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

e Investment

Investments are classified into current investments and non-current investments. Current investments i.e. investments that are readily realizable and intended to be held for not more than a year valued at cost. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit & loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

f Inventories

Inventories held under current assets are valued at cost or net realizable value, whichever is less. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

g Cash and cash equivalents

the Group considers all highly liquid financial instruments, which includes cash in hand, bank balances, and all short term deposits or investments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

h Revenue recognition

Income from sale of goods is recognized on transfer of significant risks and rewards of ownership of the goods to the customer and to the extent that it is probable that the economic benefits will flow to the Group and the reliably measured.

Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

i Employee Benefits

Short Term employee benefits

Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the period/year.

Post employment Benefits

(a) Defined contribution plans

Contributions to the provident fund, which is defined contribution scheme, are recognised as an employee benefit expense in the statement of profit and loss in the period in which the contribution is due. Contributions are made in accordance with the rules of the statute and are recognised as expenses when employees render service entitling them to the contributions.

(b) Defined benefit plans

The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on government securities as at the reporting date, having maturity periods approximating to the terms of related obligations.

In case of funded plans, the fair value of the planned assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis. When the benefits of the plan are changed or when a plan is curtailed, the resulting change in benefits that relates to past service or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. the Group recognises gains/ losses on settlement of a defined plan when the settlement occurs.

j Foreign Currency Transactions

Foreign currency transactions are recorded using the exchange rates prevailing on the date of the respective transactions or that approximates the actual rate at the date of transaction. Exchange differences arising on foreign currency transactions, settled during the year, are recognised in the statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are reported using the foreign exchange rates as at the balance sheet date. The resultant exchange differences are recognized in the Statement of Profit & Loss. Non-monetary assets and liabilities are carried at the rates prevailing on the date of transaction.

k Taxation

(a) Current Year Income Tax:

Provision for current tax is made considering various allowances and benefit available to the Group under the provisions of Income Tax Act, 1961.

(b) Deferred Income Tax:

In accordance with Accounting Standard AS-22 "Accounting for Taxes on Income", deferred tax resulting from timing differences between book and tax profits are accounted for at tax rate substantially enacted by the Balance Sheet date to the extent the timing differences are expected to be crystallized.

Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each balance sheet date.

l Earnings Per Shares

Basic earning per share is computed 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 earning per share is computed by taking into account the weighted average number of equity shares outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all dilutive potential equity shares into equity shares.

m Cash Flow Statements

Cash flows are reported using the indirect method, whereby net profit/loss before tax is adjusted for the effects of transactions of non-cash nature, any deferrals of accruals of past or future operating cash receipts or payments and item of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

n Provisions, Contingent liabilities and Contingent assets

the Group recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

Where there is a possible obligation or a present obligation but the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent Assets are neither recognized nor disclosed.

**For and on behalf of the Board of
Chemkart India Limited (Formerly Known as Chemkart India Private Limited)**

sd/-
Ankit Mehta
Chairman & Managing Director
DIN : 06792217

sd/-
Parul Mehta
Executive Director
DIN : 08718563

sd/-
Basavaraj Dalwai
Chief Financial Officer

sd/-
Ramdulhari Saini
Company Secretary

Place: Mumbai
Date: March 7, 2025

Chemkart India Limited (Formerly Known as Chemkart India Private Limited)
(CIN: U51220MH2020PLC338631)
(Address: Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, Santacruz (East), Mumbai-400055, Maharashtra)
Annexure V : Notes to Restated Consolidated Summary Statements
(All Amounts are in Indian Rupees lakhs, unless otherwise stated)

3 Share Capital

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Authorised Share Capital				
Equity Shares, of Rs. 10 each, 2,50,00,000 (March 31, 2024: 2,50,00,000, March 31, 2023: 15,00,000; March 31, 2022: 15,00,000) Equity Shares	2,500.00	2,500.00	150.00	150.00
Issued, Subscribed and Fully Paid up Share Capital				
Equity Shares, of Rs. 10 each, 13,57,000 (March 31, 2024: 13,57,000, March 31, 2023: 13,57,000; March 31, 2022: 13,57,000) Equity Shares. (Refer Note.45(a))	135.70	135.70	135.70	135.70
Total	135.70	135.70	135.70	135.70

(i) Reconciliation of number of shares

Particulars	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Equity Shares								
Opening Balance	13,57,000	135.70	13,57,000	135.70	13,57,000	135.70	10,000	1.00
Issued during the year	-	-	-	-	-	-	13,47,000	134.70
Closing balance	13,57,000	135.70	13,57,000	135.70	13,57,000	135.70	13,57,000	135.70

(ii) Change in Authorized Share Capital

- a. During the financial year 2021-22, the Parent Company increased its Authorized Share Capital from 50,000 shares to 15,00,000 shares by passing a resolution at the Extraordinary General Meeting (EGM) held on February 25, 2022.
- b. During the financial year 2023-24, the Parent Company increased its Authorized Share Capital from 15,00,000 shares to 2,50,00,000 shares by passing a resolution at the Extraordinary General Meeting (EGM) held on March 4, 2024.

(iii) Issue of Right shares

Pursuant to the approval of the Board of Directors at their meeting held on March 28, 2022, the Parent Company has issued 1,347,000 fully paid-up equity shares to the existing eligible shareholders on a rights basis, based on the equity shares held by them on the record date of March 28, 2022.

(iv) Changes in Share Capital Subsequent to period end as at September 30, 2024

Issue of Bonus shares

Pursuant to the approval of the Board of Directors at their meeting dated December 27, 2024, the Parent Company offered 81,42,000 fully paid up bonus equity shares to the existing shareholders in the ratio of 6 (six) equity shares for every 1 (one) equity shares held by them on the record date.

(v) Rights, preferences and restrictions attached to shares

Equity Shares: The Parent Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Parent Company after distribution of all preferential amounts, in proportion to their shareholding.

(vi) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the Parent company

Equity Shares	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of Shareholding	No. of shares	% of Shareholding	No. of shares	% of Shareholding	No. of shares	% of Shareholding
Name of Shareholder								
Ankit Mehta	6,78,495	50.00%	6,78,500	50.00%	6,78,500	50%	6,78,500	50%
Parul Mehta	6,78,500	50.00%	6,78,500	50.00%	6,78,500	50%	6,78,500	50%

(vii) Shareholdings of Promoter and Promoter group :

Name of Promoter	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of Shareholding	No. of shares	% of Shareholding	No. of shares	% of Shareholding	No. of shares	% of Shareholding
Ankit Mehta	6,78,495	50.00%	6,78,500	50.00%	6,78,500	50%	6,78,500	50%
Parul Mehta	6,78,500	50.00%	6,78,500	50.00%	6,78,500	50%	6,78,500	50%
Jaini Shailesh Mehta	1	0.00%	-	0.00%	-	0%	-	0%
Shailesh Vinodrai Mehta	1	0.00%	-	0.00%	-	0%	-	0%

Change in % of Shareholdings of Promoter and Promoter group :

Name of Promoter	Class of Shares	% Change during the period from March 31, 2024 to September 30, 2024	% Change during the year from March 31, 2023 to March 31, 2024	% Change during the year from March 31, 2022 to March 31, 2023	% Change during the year from March 31, 2021 to March 31, 2022
Ankit Mehta	Equity	0.00%	0.00%	0.00%	13470%
Parul Mehta	Equity	0.00%	0.00%	0.00%	13470%

4 Reserves and Surplus

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Statement of Profit and loss				
Balance at the beginning of the year	2,765.77	1,313.95	547.93	-
Add: Restated Net Profit/(loss) during the year transferred from Restated Consolidated Summary Statement of Profit and Loss	1,474.42	1,451.82	766.02	547.93
Balance at the end of the year	4,240.19	2,765.77	1,313.95	547.93
Total	4,240.19	2,765.77	1,313.95	547.93

5 Long Term Borrowings

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured				
- From Bank	24.31	28.70	37.03	44.86
Less : Current Maturity	(9.24)	(8.93)	(8.34)	(7.82)
Total	15.07	19.77	28.70	37.04

5.1 Particulars of Long term Borrowings

Details of Secured Long term Borrowings (Fund Based)

Name of Lender	Type of Loan	Nature of Security	Sanctioned Amount	Rate of Interest	Monthly Installments	No of Installment
Axis Bank	Car Loan	Hypothecation of Car	44.85	6.90%	88,597.00	60.00

Detail of Secured Long term Borrowings (Non Fund Based)

Name of Lender	Type of Loan	Nature of Security	Sanctioned Amount	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ICICI Bank*	Bank Guarantee	Bank Deposit amounting to Rs. 18.41 lakhs	17.85	17.85	-	-	-

(* Refer to Note 32)

6 Deferred tax liabilities (Net)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Deferred Tax Liability				
Arising on account of:				
a) Difference between depreciation on property, plant and equipment as per Companies Act, 2013 and Income Tax Act, 1961	3.81	7.38	3.02	0.84
b) Expense allowed on payment basis as per Income Tax Act, 1956	(1.48)	(1.05)	(0.54)	(0.25)
Total	2.32	6.33	2.49	0.59

7 Long Term Provisions

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for Gratuity	5.52	3.83	1.90	0.98
Total	5.52	3.83	1.90	0.98

8 Short term borrowings

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured				
Current Maturity of Long Term Borrowings	9.24	8.93	8.34	7.82
Loans repayable on demand from banks	1,657.40	706.05	757.42	214.37
Unsecured				
Loans and advances repayable on demand from related parties	451.42	520.00	338.76	306.85
Total	2,118.06	1,234.98	1,104.52	529.04

Particulars of Short term Borrowings

Details of Secured Loan

Name of Lender/Type of Loan	Nature of Facility	Purpose	Sanctioned Limit	Rate of Interest	Nature of Security
ICICI BANK LIMITED	Common Credit Account (CCA)	Working Capital	2900.00	Repo Rate* - 6.50% + Spread Rate - 2.60%	As per Table given below

* The Repo Rate component of the Interest Rate shall be reset after every 3 months following the date of account opening /limit set-up /renewal (as applicable), as a sum of Repo Rate + 'Spread', plus applicable statutory levy, if any. The applicable Repo Rate shall be the rate prevailing one Business Day preceding the reset date.

Security Details	Timeline for Security Creation	Timeline for CHG 1	Timeline for Security Perfection	Security Provider	Facility	Nature of Charge	Description / Property Address
Immovable Fixed Assets	Upfront	30 days from date of security creation	Not Applicable	CHEMKART INDIA PRIVATE LIMITED	Cash Credit & Letter of Credit	Exclusive Charge	Gala no. 7 to 10, Building no. E8, Shree Arihantcomplex, Ground,First nd Second floor, S. No. 228 H. No. 5,MoujeKalher, Bhiwandi, Near Pipeline road, Arihant
Immovable Fixed Assets	Upfront	Not Applicable	Not Applicable	Ankit Mehta & Parul Mehta & Shailesh Mehta	Cash Credit & Letter of Credit	Exclusive Charge	1001, Nandadevi CHSL Prabhat Colony Santacruz East, Road no.3, Mumbai, Mumbai, MAHARASHTRA, India, 400055
Current Assets	Upfront	Upfront	Upfront	CHEMKART INDIA PRIVATE LIMITED	Cash Credit & Letter of Credit	Exclusive Charge	
Personal Guarantee				Ankit Mehta & Parul Mehta & Shailesh Mehta	Cash Credit & Letter of Credit		

Details of Unsecured Loans

Name of Lender/Type of Loan	Nature of Facility	Repayment term	Amount Outstanding
- Ms. Parul Mehta	Business Loan	On Demand	423.42
- Mr. Ankit Mehta			28.00

9 Trade payables

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Due to Micro, small and medium enterprises	-	-	-	-
Due to others	1,333.67	953.85	1,067.30	828.99
Total	1,333.67	953.85	1,067.30	828.99

9.1 Refer Note. 35 for balances of related party included in Trade Payables

9.2 Trade Payable ageing schedule

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Micro, small and medium enterprises				
Disputed Dues	-	-	-	-
Undisputed Dues				
- Less than 1 year	-	-	-	-
- 1-2 years	-	-	-	-
- 2-3 years	-	-	-	-
- More than 3 years	-	-	-	-
Total	-	-	-	-
Other than Micro, small and medium enterprises				
Disputed Dues	-	-	-	-
Undisputed Dues				
- Less than 1 year	1,305.73	865.55	1,060.69	828.99
- 1-2 years	15.88	88.30	6.62	-
- 2-3 years	12.06	-	-	-
- More than 3 years	-	-	-	-
Total	1,333.67	953.85	1,067.30	828.99

9.3 Disclosure u/s 22 of Micro, Small and Medium Enterprises Development Act, 2006

Disclosure of outstanding dues to vendors registered with appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006 is to the extent of information available with the Group. Disclosure required under the Act are as given below:

Particulars	As at September 30, 2024		31 March 2024		As at March 31, 2023		As at March 31, 2022	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
a) Amount Due to Supplier								
-Principal amount paid beyond appointed date	-	-	-	-	-	-	-	-
-Interest due and payable for the year	-	-	-	-	-	-	-	-
b) Interest accrued and remaining unpaid	-	-	-	-	-	-	-	-
c) Interest paid other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-	-	-	-	-	-	-
d) Interest paid under Section 16 of MSMED Act to suppliers registered under the MSMED Act beyond the appointed day during the year.	-	-	-	-	-	-	-	-
e) Further interest remaining due and payable for earlier years.	-	-	-	-	-	-	-	-

Note: The Group has disclosed the suppliers who have registered themselves under "Micro, Small and Medium Enterprises Development Act, 2006" to the extent they have identified on the basis of information available with the Group.

10 Other current liabilities

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Statutory dues	75.74	112.47	9.87	108.70
Advances from customers	52.21	6.15	8.78	121.23
Interest accrued but not due	0.09	0.11	0.14	0.15
Provision for CSR*	-	0.76	7.56	-
Total	128.04	119.49	26.35	230.07

(* Refer to Note 44)

11 Short term provisions

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for salary	48.51	6.20	4.50	3.67
Provision for Expenses	14.07	5.31	5.31	1.61
Provision for Gratuity	0.38	0.33	0.24	0.00
Provision for Income Tax (net of advance tax)	508.24	99.67	57.31	138.53
Total	571.19	111.51	67.36	143.81

Chemkart India Limited (Formerly Known as Chemkart India Private Limited)

(CIN: U51220MH2020PLC338631)

(Address: Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, Santacruz (East), Mumbai-400055, Maharashtra)

Annexure V : Notes to Restated Consolidated Summary Statements

(All Amounts are in Indian Rupees lakhs, unless otherwise stated)

12 Property, Plant & Equipment

Description	Land	Building	Computers	Furniture and Fixtures	Office equipment	Plant and Equipment	Vehicles	Total Owned Assets
Gross Carrying Amount								
Balance as at April 1, 2021	-	-	-	-	-	-	-	-
Additions during the year	-	-	-	-	0.30	-	54.47	54.77
Disposals/ Reclassifications during the year	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	-	-	-	-	0.30	-	54.47	54.77
Additions during the year	-	517.59	0.11	0.90	0.30	-	7.45	526.35
Disposals/ Reclassifications during the year	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	-	517.59	0.11	0.90	0.60	-	61.91	581.11
Additions during the year	-	-	1.66	2.63	0.51	13.97	-	18.77
Disposals/ Reclassifications during the year	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	-	517.59	1.77	3.53	1.10	13.97	61.91	599.88
Additions during the period	357.04	-	1.44	-	2.54	2.82	-	363.84
Disposals/ Reclassifications during the period	-	-	-	-	-	-	-	-
Balance as at September 30, 2024	357.04	517.59	3.21	3.53	3.65	16.79	61.91	963.72
Accumulated Depreciation								
Balance as at April 1, 2021	-	-	-	-	-	-	-	-
Depreciation expense for the year	-	-	-	-	0.08	-	0.70	0.78
Balance as at March 31, 2022	-	-	-	-	0.08	-	0.70	0.78
Depreciation expense for the year	-	8.36	0.01	0.05	0.15	-	16.88	25.45
Balance as at March 31, 2023	-	8.36	0.01	0.05	0.23	-	17.58	26.23
Depreciation expense for the year	-	24.80	0.77	0.23	0.42	1.38	13.85	41.45
Balance as at March 31, 2024	-	33.16	0.78	0.27	0.65	1.38	31.43	67.68
Depreciation expense for the period	-	23.59	1.06	0.84	1.62	4.64	9.52	41.28
Balance as at September 30, 2024	-	56.75	1.84	1.12	2.27	6.02	40.95	108.95
Net Carrying amount								
Balance as at March 31, 2022	-	-	-	-	0.22	-	53.77	53.99
Balance as at March 31, 2023	-	509.23	0.10	0.85	0.37	-	44.33	554.89
Balance as at March 31, 2024	-	484.44	0.99	3.26	0.46	12.58	30.48	532.21
Balance as at September 30, 2024	357.04	460.84	1.36	2.41	1.38	10.77	20.96	854.77

12.A Details of Title Deeds of immovable Property not held in the name of the Group

The Group does not have any Immovable Property whose title deeds are not held in the name of either the parent company or its subsidiaries.

Chemkart India Limited (Formerly Known as Chemkart India Private Limited)
(CIN: U51220MH2020PLC338631)
(Address: Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, Santacruz (East), Mumbai-400055, Maharashtra)
Annexure V : Notes to Restated Consolidated Summary Statements
(All Amounts are in Indian Rupees lakhs, unless otherwise stated)

13 Other Non current Assets

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Deposits with original maturity for more than 12 months*	18.41	-	-	-
Security Deposits	5.00	5.00	-	-
Total	23.41	5.00	-	-

(*On lien against Bank Guarantee. Refer Note 5.1)

14 Inventories

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Stock In Trade	1,869.92	779.83	772.24	189.56
Total	1,869.92	779.83	772.24	189.56

14.1 Inventories are valued at cost or net realizable value whichever is lower. Refer note 2.4(f) for detailed accounting policy for inventory valuation.

15 Trade receivables

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured considered good	5,442.21	3,161.05	2,238.19	1,917.67
Total	5,442.21	3,161.05	2,238.19	1,917.67

15.1 Refer Note 35 for balances of related party included in Trade Receivables.

15.2 Trade Receivables ageing schedule

As at September 30, 2024

Particulars	Not Due	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - Considered good	-	5,400.08	16.14	14.36	11.63	-	5,442.21
Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed trade receivables - Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Less: Allowance for Expected Credit Loss	-	-	-	-	-	-	-
Total	-	5,400.08	16.14	14.36	11.63	-	5,442.21

As at March 31, 2024

Particulars	Not Due	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - Considered good	-	1,581.94	1,567.30	11.81	-	-	3,161.05
Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed trade receivables - Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Less: Allowance for Expected Credit Loss	-	-	-	-	-	-	-
Total	-	1,581.94	1,567.30	11.81	-	-	3,161.05

As at March 31, 2023

Particulars	Not Due	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - Considered good	-	2,215.06	16.48	6.65	-	-	2,238.19
Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed trade receivables - Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Less: Allowance for Expected Credit Loss							
Total	-	2,215.06	16.48	6.65	-	-	2,238.19

As at March 31, 2022

Particulars	Not Due	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - Considered good	-	1,916.73	0.94	-	-	-	1,917.67
Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed trade receivables - Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Less: Allowance for Expected Credit Loss							
Total	-	1,916.73	0.94	-	-	-	1,917.67

16 Cash and cash equivalents

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Cash on hand	0.96	0.11	0.21	0.05
Balances with banks in current accounts	127.63	6.54	12.16	-
Total	128.59	6.65	12.37	0.05

17 Short term loans and advances

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good				
Loans to related parties	-	381.80	12.00	-
Loans and advances to employees*	0.90	3.50	3.00	2.50
Advances to suppliers	226.02	481.19	150.65	290.37
Total	226.91	866.49	165.65	292.87

(* Refer Note 35 for balances of related party transactions and balances.)

18 Other current assets

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance with Government Authorities	0.08	-	4.92	-
Prepaid Expenses	1.74	-	-	-
Excess CSR Spent	0.74	-	-	-
Total	2.56	-	4.92	-

19 Revenue from operations

Particulars	For the period April 1, 2024 to September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Products				
-Domestic	11,177.40	13,167.82	13,044.37	8,697.82
-Export	135.21	34.87	93.41	0.24
Total	11,312.61	13,202.69	13,137.78	8,698.05

(Refer Note 30 for sale of products to related party).

20 Other Income

Particulars	For the period April 1, 2024 to September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Gain on foreign currency transaction and translation	130.56	79.55	30.72	44.58
Other Non-operating Income	0.24	0.54	0.12	0.58
Total	130.80	80.08	30.84	45.16

21 Cost of Materials Consumed

Particulars	For the period April 1, 2024 to September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Raw Materials Consumed				
Opening stock	-	-	-	-
Add: Purchases	313.83	10.39	-	-
Less: Closing stock	-	-	-	-
Total	313.83	10.39	-	-
Total	313.83	10.39	-	-

22 Purchases of Stock in Trade

Particulars	For the period April 1, 2024 to September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Purchases of Traded goods	9,449.89	10,497.27	11,657.11	7,261.68
Add: Direct Expenses	287.70	204.30	329.29	365.40
Total	9,737.59	10,701.57	11,986.40	7,627.08

(Refer Note. 30 for purchases from related party.)

23 Changes in Inventories of Stock in Trade

Particulars	For the period April 1, 2024 to September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventories at the beginning of the period/year				
Stock in Trade	779.83	772.24	189.56	-
Inventories at the end of the period/year				
Stock in Trade	1,869.92	779.83	772.24	189.56
Total	(1,090.09)	(7.59)	(582.68)	(189.56)

24 Employee benefit expenses

Particulars	For the period April 1, 2024 to September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Directors Remuneration	36.00	30.00	24.00	12.00
Salaries and Wages	67.67	78.00	46.31	37.65
Contribution to provident and other funds	5.60	6.50	1.16	0.98
Total	109.27	114.49	71.46	50.63

25 Finance costs

Particulars	For the period April 1, 2024 to September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest expense	65.27	106.27	34.50	8.01
Other borrowing cost	25.63	28.17	24.15	6.48
Total	90.90	134.44	58.65	14.49

26 Depreciation

Particulars	For the period April 1, 2024 to September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on property, plant and equipment	41.28	41.45	25.45	0.78
Total	41.28	41.45	25.45	0.78

27 Other expenses

Particulars	For the period April 1, 2024 to September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Transport Expenses	48.54	36.91	22.17	12.28
Warehouse Expenses	16.83	67.58	39.04	52.23
Auditors' Remuneration (Refer Note 31)	1.60	1.60	1.60	0.25
Administrative Expenses	5.15	13.35	4.03	4.21
Advertisement	14.94	21.43	193.95	11.90
Commission	13.81	26.55	211.41	298.82
Insurance	0.82	3.21	1.74	0.54
Power and fuel	0.75	0.33	-	-
Professional fees	36.70	38.21	40.22	33.65
Rent	9.60	16.00	5.06	18.45
Repairs to buildings	-	4.50	1.42	-
Telephone Expenses	0.68	0.55	1.61	0.43
Travelling Expenses	8.24	3.61	5.43	7.01
Miscellaneous Expenses	28.44	31.20	12.63	7.96
Business promotion	18.33	3.45	6.41	15.06
CSR Expenses*	26.00	12.65	7.56	-
Export Expenses	2.39	0.56	0.77	-
Labour Charges	7.61	10.36	2.36	44.63
License Fee	0.72	0.56	0.20	0.17
Total	241.16	292.61	557.61	507.59

*(Refer Note. 45)

28 Tax Expenses

Particulars	For the period April 1, 2024 to September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Current Tax	514.25	507.16	265.40	183.69
Deferred Tax	(4.01)	3.84	1.89	0.59
Total	510.24	511.00	267.29	184.28

29 Employee Benefit Obligation

Assets and liabilities relating to Employee Benefits

See accounting policy in Note 2.4 (i)

For details about the related employee benefit expenses, see Note 24

A. Defined Contribution Plan:

The Group's defined contribution plans are superannuation, employees state insurance scheme and provident fund administered by Government since the Group has no further obligation beyond making the contributions.

The expenses recognised during the year towards defined contribution plans are as detailed below:

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provident Fund and other Funds	6.36	6.68	-	-
Total (included in Note 24 - 'Contribution to provident and other funds')				

B. Defined Benefit Obligation:

The Group provides for gratuity for employees as per the Payment of Gratuity Act, 1972/ company policy. Employees who are in continuous service for a period of 5 years or more are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employee's last drawn salary per month computed proportionately as per the Payment of Gratuity Act, 1972/ company policy multiplied for the number of years of service.

The results of the actuarial study for the obligation for employee benefits as computed by the actuary are shown below:

Actuarial study analysis	Gratuity			
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Principal actuarial assumptions				
Discount rate	7.00%	7.25%	7.25%	7.25%
Salary Growth rate	5.00%	5.00%	5.00%	5.00%
Mortality	IALM 2012-14	IALM 2012-14	IALM 2012-14	IALM 2012-14
Expected rate of return	0.00%	0.00%	0.00%	0.00%
Withdrawal Rate p.a	10.00%	10.00%	10.00%	10.00%

Actuarial study analysis	Gratuity			
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Liability at the beginning of the year	4.16	2.14	0.98	-
Current Service Cost	0.94	1.44	0.77	0.98
Interest Cost	0.15	0.15	0.07	-
Actuarial (gain)/loss on obligations	0.64	0.43	0.31	-
Past Service Cost	-	-	-	-
Benefits paid	-	-	-	-
Liability at the end of the period/ year	5.90	4.16	2.14	0.98
- Non-current portion of defined benefit obligation	5.52	3.83	1.90	0.98
- Current portion of defined benefit obligation	0.38	0.33	0.24	0.00
Amount Recognised in the Restated Consolidated Summary Statement of assets and liability				
Liability at the end of the period	5.90	4.16	2.14	0.98
Expenses recognized in the Restated Consolidated Summary Statement of profit and loss				
Service Cost	0.94	1.44	0.77	0.98
Interest Cost	0.15	0.15	0.07	-
Past Service Cost	-	-	-	-
Actuarial loss/(Gain)	0.64	0.43	0.31	-
Expenses recognized in the Restated Consolidated Summary Statement of profit and loss	1.74	2.03	1.16	0.98

Sensitivity analysis of significant assumptions

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below. Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

C.

Sensitivity of DBO, Service Cost, and P&L Account	Gratuity							
	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	% increase in DBO	Liability	% increase in DBO	Liability	% increase in DBO	Liability	% increase in DBO	Liability
Discount rate								
+ 1% discount rate	7.00%	5.56	6.00%	3.90	6.00%	2.00	7.00%	0.91
- 1% discount rate	7.00%	6.39	7.00%	4.46	7.00%	2.29	8.00%	1.06
Salary increase								
+ 1% salary growth	7.00%	6.39	7.00%	4.47	7.00%	2.29	8.00%	1.06
- 1% salary growth	7.00%	5.55	7.00%	3.89	6.00%	2.00	7.00%	0.91
Withdrawal rate								
+ W.R. x 1%	0.00%	5.93	0.00%	4.14	1.00%	2.11	2.00%	0.96
- W.R. x 1%	0.00%	5.95	0.00%	4.17	1.00%	2.15	2.00%	1.00

Note:

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors as supply and demand in the employment market.

Chemkart India Limited (Formerly Known as Chemkart India Private Limited)
(CIN: U51220MH2020PLC338631)
(Address: Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, Santacruz (East), Mumbai-400055, Maharashtra)
Annexure V : Notes to Restated Consolidated Summary Statements
(All Amounts are in Indian Rupees lakhs, unless otherwise stated)

30 Earning per share

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Profit attributable to equity shareholders	1,473.26	1,451.82	766.02	547.93
Weighted average number of Equity Shares	94,99,000	94,99,000	94,99,000	81,66,762
Earnings per share basic (Rs)	15.51	15.28	8.06	6.71
Earnings per share diluted (Rs)	15.51	15.28	8.06	6.71
Face value per equity share (Rs)	10.00	10.00	10.00	10.00

Note : The basic and diluted earnings per share for the Equity Shares of our Company has been presented to reflect the adjustments for issue of bonus shares on December 27, 2024 .

31 Auditors' Remuneration

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Payments to auditor as				
- Statutory Audit Fees*	1.00	1.00	1.00	0.20
- Tax Audit Fees*	0.60	0.60	0.60	0.05
Total	1.60	1.60	1.60	0.25

*Excluding goods and service tax

32 Contingent Liabilities and Commitments

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Claims against the Company not acknowledged as debt				
- Income tax demands	-	-	-	-
- Indirect tax demands	-	-	-	-
- Bank Guarantees given on Behalf of the Company	17.85	-	-	-
Total	17.85	-	-	-

33 Expenditure in Foreign Currency

		For the period April 1, 2024 to September 30, 2024		For the period April 1, 2023 to March 31, 2024		For the period April 1, 2022 to March 31, 2023		For the period April 1, 2021 to March 31, 2022	
Expense Head	Foreign Currency	Amount in Foreign Currency	INR	Amount in Foreign Currency	INR	Amount in Foreign Currency	INR	Amount in Foreign Currency	INR
Purchase	USD	97.02	8,198.80	96.11	8,047.30	97.24	7,880.58	57.51	4,347.14

34 Earnings in Foreign Currency

		For the period April 1, 2024 to September 30, 2024		For the period April 1, 2023 to March 31, 2024		For the period April 1, 2022 to March 31, 2023		For the period April 1, 2021 to March 31, 2022	
Expense Head	Foreign Currency	Amount in Foreign Currency	INR	Amount in Foreign Currency	INR	Amount in Foreign Currency	INR	Amount in Foreign Currency*	INR
Export Sales	USD	1.62	135.21	0.43	34.87	1.15	93.41	0.00	0.24

*USD '0.00' (zero) it construes a value less than USD five hundred.

35 Particulars of unhedged foreign currency exposure

		For the period April 1, 2024 to September 30, 2024		For the period April 1, 2023 to March 31, 2024		For the period April 1, 2022 to March 31, 2023		For the period April 1, 2021 to March 31, 2022	
Particulars	Foreign Currency	Amount in Foreign Currency	INR	Amount in Foreign Currency	INR	Amount in Foreign Currency	INR	Amount in Foreign Currency	INR
Trade Payables	USD	12.68	1,062.84	2.59	215.89	5.72	473.98	0.87	66.27
Trade Receivables	USD	-	-	-	-	0.17	14.36	-	-

36 Related Party Disclosure

(i) Name and relationships of related parties

a. Key Management Personnel ("KMP")

Mr. Ankit Mehta - Chairman & Managing Director

Mr. Basavaraj Dalwai - Chief Financial Officer

Ms. Ramdulari Saini - Company Secretary

b. Director

Ms. Parul Mehta - Promoter and Executive Director

M/s Shailesh Mehta - Promoter and Executive Director

c. Relatives of Key Management Personnel

(only where there are transactions)

Ms. Jaini Mehta - Sister of Ankit Mehta

d. Enterprise over which Key Management Personnel have significant influence

M/s Chemkart (Prop. Parul Mehta)

M/s. Moksha Lifecare Private Limited

M/s. Profoods Nutrition Private Limited

M/s. Easy Raw Materials Private Limited (Upto 01/09/2024)

M/s. Vinstar Biotech Private Limited (Upto 01/09/2024)

e. Enterprise over which Relative of Key Management Personnel have significant influence

M/s Chemical Scientific Centre (Prop. Shailesh Mehta)

f. Subsidiaries

M/s. Easy Raw Materials Private Limited (Subsidiary w.e.f 01/09/2024)

M/s. Vinstar Biotech Private Limited (Subsidiary w.e.f 01/09/2024)

(ii) Related Party Transactions

Particulars	Relationship	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Loan Taken					
- Ms. Parul Mehta	Promoter and Executive Director	68.92	160.23	700.95	386.75
- Mr. Ankit Mehta	Promoter, Chairman and Managing Director	83.50	93.00	-	-
Loan Repaid					
- Ms. Parul Mehta	Promoter and Executive Director	72.50	71.99	669.04	79.90
- Mr. Ankit Mehta	Promoter, Chairman and Managing Director	148.50	-	-	-
Loan Given					
- Mr. Ankit Mehta	Promoter, Chairman and Managing Director	-	-	5.00	-
- M/s. Easy Raw Materials Private Limited	Wholly Owned Subsidiary Company	-	381.80	7.00	-
Remuneration					
- Mr. Ankit Mehta	Promoter, Chairman and Managing Director	18.00	15.00	12.00	-
- Ms. Parul Mehta	Promoter and Executive Director	18.00	15.00	12.00	12.00
- Mr. Basavaraj Dalwai	Chief Financial Officer	2.80	4.98	4.30	3.00
- Ms. Ramdulari Saini*	Company Secretary	0.25	-	-	-
(* Appointed on September 2024)					
Professional Fees					
- M/s Shailesh Mehta	Promoter and Executive Director	-	-	12.00	-
- Ms. Jaini Mehta	Relative of KMP	-	18.00	12.00	18.00
Purchase of Material					
- M/s Chemkart (Prop. Parul Mehta)	Enterprise over which Key Management Personnel have significant influence	7.14	26.40	2,605.01	2,022.64
- M/s. Moksha Lifecare Private Limited	Enterprise over which Key Management Personnel have significant influence	1.05	4.26	-	-
- M/s Chemical Scientific Centre (Prop. Shailesh Mehta)	Enterprise over which Relative of Key Management Personnel have significant influence	1.43	2.85	0.06	0.14
- M/s. Profoods Nutrition Private Limited	Enterprise over which Key Management Personnel have significant influence	39.26	-	-	-
Sale of Material					
- M/s Chemkart (Prop. Parul Mehta)	Enterprise over which Key Management Personnel have significant influence	-	47.29	-	21.12
- M/s. Moksha Lifecare Private Limited	Enterprise over which Key Management Personnel have significant influence	-	9.25	15.26	54.28
- M/s. Profoods Nutrition Private Limited	Enterprise over which Key Management Personnel have significant influence	59.85	-	-	-
- M/s Chemical Scientific Centre (Prop. Shailesh Mehta)	Enterprise over which Relative of Key Management Personnel have significant	0.12	0.13	1.21	-

(iii) Related Party Balances

Particulars	Relationship	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured Loans					
- Ms. Parul Mehta	Promoter and Executive Director	(423.42)	(427.00)	(338.76)	(306.85)
- Mr. Ankit Mehta	Promoter, Chairman and Managing Director	(28.00)	(93.00)	5.00	-
- M/s. Easy Raw Materials Private Limited	Wholly Owned Subsidiary Company	-	381.80	7.00	-
Advance Salary					
- Mr. Ankit Mehta	Promoter, Chairman and Managing Director	0.40			
Trade Payable					
- M/s Chemkart (Prop. Parul Mehta)	Enterprise over which Key Management Personnel have significant influence	(6.75)	(10.53)	(49.06)	(264.33)
- M/s Chemical Scientific Centre (Prop. Shailesh Mehta) (Previously also known as Atul Chemicals)	Enterprise over which Relative of Key Management Personnel have significant	(0.10)	(0.65)	(0.16)	(0.16)
Trade Receivable					
- M/s. Moksha Lifecare Private Limited	Enterprise over which Key Management Personnel have significant influence	0.76	9.34	3.01	8.57
- M/s. Profoods Nutrition Private Limited	Enterprise over which Key Management Personnel have significant influence	24.29	-	-	-

37 Financial Ratios

(a) Ratio Analysis & its elements

Particulars	Numerator/Denominator	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	1.85	1.99	1.41	1.39
(b) Debt-Equity Ratio	$\frac{\text{Total Debts}}{\text{Shareholder's Equity}}$	0.49	0.43	0.78	0.83
(c) Debt Service Coverage Ratio	$\frac{\text{Earning available for Debt Service}}{\text{Debt Service}}$	0.96	1.56	0.95	1.29
(d) Return on Equity Ratio	$\frac{\text{Profit after Tax}}{\text{Average Shareholder's Equity}}$	0.40	0.67	0.72	1.60
(e) Inventory turnover ratio	$\frac{\text{Cost of goods sold}}{\text{Average Inventories}}$	6.76	13.79	23.71	78.47
(f) Trade receivables turnover ratio	$\frac{\text{Net Sales}}{\text{Average Trade Receivable}}$	2.63	4.89	6.32	9.07
(g) Trade payables turnover ratio	$\frac{\text{Net Credit Purchases}}{\text{Average Trade Payable}}$	8.51	10.59	12.64	18.40
(h) Net capital turnover ratio	$\frac{\text{Net Sales}}{\text{Average Working capital}}$	3.83	7.95	16.46	26.03
(i) Net profit ratio	$\frac{\text{Net Profit}}{\text{Net Sales}}$	0.13	0.11	0.06	0.06
(j) Return on Capital employed	$\frac{\text{Earning before interest and taxes}}{\text{Capital Employed}}$	0.32	0.51	0.43	0.60
(k) Return on investment	$\frac{\text{Return on Investment}}{\text{Total Investment}}$	-	-	-	-

Note:

Earning available for Debt Service = Net Profit before taxes + Non-cash operating expenses + Interest + other exceptional item

Debt service = Interest & Lease Payments + Principal Repayments

Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability

Cost of Goods Sold = Cost of Material Consumed + Purchases + Changes in Inventories + Other Direct expenses

(b) Change in ratios

Financials Ratios	% Change from March 31, 2024 to September 30, 2024	% Change from March 31, 2023 to March 31, 2024	% Change from March 31, 2022 to March 31, 2023	% Change from March 31, 2021 to March 31, 2022
(a) Current Ratio	-7.12%	41.14%	1.71%	NA
(b) Debt-Equity Ratio	12.72%	-44.68%	-5.60%	NA
(c) Debt Service Coverage Ratio	-38.68%	64.01%	-25.98%	NA
(d) Return on Equity Ratio	-39.33%	-7.08%	-55.20%	NA
(e) Inventory turnover ratio	-50.96%	-41.83%	-69.78%	NA
(f) Trade receivables turnover ratio	-46.23%	-22.65%	-30.30%	NA
(g) Trade payables turnover ratio	-19.60%	-16.23%	-31.30%	NA
(h) Net capital turnover ratio	-51.86%	-51.72%	-36.76%	NA
(i) Net profit ratio	18.43%	88.60%	-7.44%	NA
(j) Return on Capital employed	-37.24%	19.13%	-28.08%	NA
(k) Return on investment				

(b) Reasons for Variances

Financials Ratios	% Change from March 31, 2024 to September 30, 2024	% Change from March 31, 2023 to March 31, 2024	% Change from March 31, 2022 to March 31, 2023	% Change from March 31, 2021 to March 31, 2022
(a) Current Ratio	-	Due to Increase in Receivable and Loan to Subsidiary Easy Raw Materials	-	-
(b) Debt-Equity Ratio	-	Increase in Profit and Proportionate decrease in Loan for the year	-	-
(c) Debt Service Coverage Ratio	-	Due to increase in Profit	Due to increase in utilisation of Cash Credit Account	-
(d) Return on Equity Ratio	-	Due to increase in Profit	Due to average of Equity	-
(e) Inventory turnover ratio	-	Due to Increase in inventory	Due to average of Inventory for FY2021-22	-
(f) Trade receivables turnover ratio	-	-	Due to considering Average of receivables for FY2021-22	-
(g) Trade payables turnover ratio	-	-	Due to considering Average amount for FY2021-22	-
(h) Net capital turnover ratio	-	Due to Increase in Receivable and Loan to Subsidiary Easy Raw Materials	Due to considering Average amount for FY2021-22	-
(i) Net profit ratio	-	Due to increase in Profit		-
(j) Return on Capital employed	-	-	Due to increase in utilisation of Cash Credit Account	-
(k) Return on investment	-	-	-	-

*Please note that Figures and Ratios for the period ending 30th June 2024 are non Comparable and thus not justified with reason.

38 Other Adjustments on Restatement

Part A: Statement of Restatement Adjustments to Audited Consolidated Financial Statements

Reconciliation of total shareholder's funds as per the Audited Interim Financial Statements for the period ended September 30, 2024 and Audited Financial Statements for the year ended March 31, 2024 and audited financials for March 31, 2023 and March 31, 2022 with the total shareholder's funds as per the Restated Consolidated Summary Statement of Assets and Liabilities :

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Total Shareholder's Fund	4,438.76	2,875.32	1,481.57	684.36
Adjustments:				
1. Accounting Impact of actuarial valuation of gratuity provision	0.04	(4.17)	(2.14)	(0.98)
2. Difference on account of Change in Depreciation	(36.60)	(17.20)	(8.39)	(0.05)
3. Difference on account of Change in Deferred Tax	6.27	0.24	(3.37)	(1.18)
4. Difference on account of (Increase)/Decrease in expenses	(34.96)	9.70	(50.43)	(4.84)
5. Difference on account of Change in Provision for Tax	2.37	37.57	32.40	6.31
Total Shareholder's funds as per the Restated Consolidated Summary Statement of Assets and Liabilities	4,375.89	2,901.47	1,449.65	683.63

Reconciliation of profit/(loss) for the period/ year after tax as per the Audited Interim Financial Statements for the period ended September 30, 2024 and Audited Financial Statements for the year ended March 31, 2024 and audited financials for March 31, 2023 and March 31, 2022 with the restated profit after tax as per the Restated Consolidated Summary Statement of Profit and Loss:

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Profit/(loss) for the year	1,563.68	1,393.75	797.21	548.66
Adjustments:				
1. Accounting Impact of actuarial valuation of gratuity provision	4.21	(2.03)	(1.16)	(0.98)
2. Difference on account of Increase in Depreciation	(19.40)	(8.81)	(8.34)	(0.05)
3. Difference on account of Change in Deferred Tax	6.03	3.61	(2.19)	(1.18)
4. Difference on account of (Increase)/Decrease in expenses	(44.91)	60.13	(45.59)	(4.84)
5. Difference on account of Change in Provision for Tax	(35.20)	5.18	26.09	6.31
Total Profit and Loss as per the Restated Consolidated Summary Statement of Profit and Loss	1,474.42	1,451.83	766.02	547.93

Part B : Notes on Material Adjustments pertaining to prior years

1. Accounting Impact of actuarial valuation of gratuity provision

Provision for gratuity is not recognized in Audited Financials which has been recognized in Restated Consolidated Summary Statements.

2. Difference on account of Increase in Depreciation

Corrected depreciation expenses has now been recognized in Restated Consolidated Summary Statements.

3. Difference on account of Change in Deferred Tax

On account of the changes in the depreciation expenses and recognition of provision of gratuity, deferred tax also was recalculated and accordingly has been recognised in Restated Consolidated Summary Statements.

4. Difference on account of (Increase)/Decrease in expenses

Difference on account of (Increase)/Decrease in expenses, is due to correction of errors in expenses pertaining to the relevant years.

5. Difference on account of Change in Provision for Tax

Since the Restated Profit is changed accordingly, provision for Income Tax also got changed.

Part C : Material Regrouping

Appropriate regroupings have been made in the restated summary statements of assets and liabilities, profit and loss and cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cashflows, in order to bring them in line with the accounting policies and classification as per the financial information of the Group for the period ended September 30, 2024 prepared in accordance with Schedule III of Companies Act, 2013, and other applicable AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

Part D : Non adjusting Items

Audit qualifications for the respective years, which do not require any adjustments in the Restated Consolidated Summary Statement are as follows:

There is no audit qualification in auditor's report on the Statutory Financial Statements for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 and Interim Financial statements for the period ended September 30, 2024.

Chemkart India Limited (Formerly Known as Chemkart India Private Limited)

(CIN: U51220MH2020PLC338631)

(Address: Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, Santacruz (East), Mumbai-400055, Maharashtra)

Annexure V : Notes to Restated Consolidated Summary Statements

(All Amounts are in Indian Rupees lakhs, unless otherwise stated)

Additional Regulatory Information**39 Details of Benami Property held**

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

40 Disclosure where company has given loan or invested to other person or entity to lend or invest in another person or entity

There are no loans and advances granted to promoters, directors, key managerial personnel (KMPs) and the related parties which are repayable on demand or without specifying any terms or period of repayment except salary advance given to the directors and related parties in accordance with the employee advance policy of the Group.

41 Wilful Defaulter

The Group has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

42 Relationship with Struck off Companies

The Group does not have any transactions and balances with companies which are struck off.

43 Registration of Charge

The Group does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

44 Undisclosed Income

There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.

45 CSR Expenditure

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Gross Amount Required to be spent by the Parent Company :	26.00	12.65	7.56	-
Amount spent during the year / period on:				
Promoting healthcare including preventive health care	27.50	19.45	-	-
Provision movement during the year/ Period:				
Opening provision	0.76	7.56	-	-
Addition during the year / Period	26.00	12.65	7.56	-
Utilised during the year /Period	27.50	19.45	-	-
Closing provision	(0.74)	0.76	7.56	-

45 Details of Crypto Currency

The Group has not traded or invested in crypto currency or virtual currency during the year.

46 Events after the reporting period

- a** Pursuant to the approval of the Board of Directors at their meeting dated December 27, 2024 , the Parent Company offered 81,42,000 fully paid up bonus equity shares to the existing shareholders in the ratio of 6 (six) equity shares for every 1 (one) equity shares held by them on the record date.

The impact of issue of bonus shares are retrospectively considered for the computation of EPS as per the requirement of Accounting Standard AS-20 "Earnings per share (EPS)".

- b** Pursuant to special resolution passed by the Members in the Extraordinary General Meeting dated August 16, 2024 and as approved by the Registrar of the Companies subsequent to period end w.e.f.October 4, 2024, the Parent Company has been converted from Private Limited Company into a Public Limited Company including adoption of new Memorandum of Association and new Articles of Association as applicable to the Public Company in place of existing Memorandum of Association and Articles of Association of the Company.

Chemkart India Limited (Formerly Known as Chemkart India Private Limited)

(CIN: U51220MH2020PLC338631)

(Address: Office No. 403/404, 4th Floor, K.L. Accolade, 6th Road, Santacruz (East), Mumbai-400055, Maharashtra)

Annexure V : Notes to Restated Consolidated Summary Statements

(All Amounts are in Indian Rupees lakhs, unless otherwise stated)

47 Additional information as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiary

Name of the entity in the group	Net assets i.e., total assets minus total liabilities		Share in profit or Loss	
	% of consolidated net assets	Amount (Rs. in lakhs)	% of consolidated profit or Loss	Amount (Rs. in lakhs)
Parent				
Chemkart India Limited (Formerly known as Chemkart India Private Limited)	99.97%	4,373.03	100.05%	1,473.97
Subsidiaries				
- Easy Raw Material Private Limited	-0.01%	(0.40)	-0.02%	(0.36)
- Vinstar Biotech Private Limited	0.01%	0.50	-0.10%	(1.50)
Non controlling Interest in subsidiary				
- Easy Raw Material Private Limited	0.01%	0.30	0.00%	0.06
- Vinstar Biotech Private Limited	0.02%	1.08	0.07%	1.09
Grand Total	100.00%	4,374.51	100.00%	1,473.26

Annexure VI : Restated Statement of Tax Shelter

(All Amounts are in Indian Rupees lakhs, unless otherwise stated)

Sr. No	Particulars	As At			
		September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
A	Restated Profit Before Tax	1,999.48	1,995.40	1,051.73	732.21
	Restated Profit Before Tax of Subsidiaries	(1.86)	-	-	-
	Restated Profit Before Tax of Parent Company	2,001.34	1,995.40	1,051.73	732.21
	-Normal Tax Rate	25.17%	25.17%	25.17%	25.17%
	-Minimum Alternate Tax Rate	17.28%	17.28%	17.28%	17.28%
	-STCG Tax Rate	15%	15%	15%	15%
	-LTCG Tax Rate	10%	10%	10%	10%
	Income from Capital Gain (Chargeable at Special Rate)	-	-	-	-
	Income Chargeable at Normal Tax Rate	2,001.34	1,995.40	1,051.73	732.21
B	Permanent Differences				
	Disallowance u/s 37(1)	-	34.97	10.29	-
	Disallowance u/s 40(a)(ii)	-	-	-	-
	Interest on TDS / TCS Written off	-	-	-	-
	Loss on sale of Investments	-	-	-	-
	Total (B)	-	34.97	10.29	-
C	Timing Differences				
	Depreciation as per Books of Accounts	41.28	41.45	25.45	0.78
	Depreciation as per Income Tax Act	27.08	58.75	34.13	4.11
	Difference between tax depreciation and book depreciation	14.20	-17.30	-8.68	-3.34
	Gratuity Provision in Books	1.74	2.03	1.16	0.98
	Gratuity actually paid	-	-	-	-
	Total (C)	15.93	(15.28)	(7.52)	(2.36)
D	Net Adjustments (D = B+C)	15.93	19.70	2.77	-2.36
E	Total Taxable Income for the period/year (E = A+D)	2,017.27	2,015.09	1,054.50	729.85
F	Total Current Tax Expense	514.25	507.16	265.40	183.69
G	Interest on Income Tax				
	-Interest u/s 234 B	5.08	5.98	3.44	8.31
	-Interest u/s 234 C	25.67	20.24	11.99	8.62
H	Total Tax expense	545.00	533.38	280.83	200.62

The above Annexure should be read with the Basis of Preparation and Significant Accounting Policies appearing in Annexure IV, Notes to the Restated Consolidated Summary Statements and Statement of Adjustments to the Restated Consolidated Summary Statements appearing in Annexure V.

OTHER FINANCIAL INFORMATION

Accounting ratios derived from the Restated Consolidated Summary Statement

The accounting ratios of our Company as required under Item 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(₹ in Lakhs, unless otherwise mentioned)

Particular		For the period ended Sep 30, 2024*	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit as Restated	(A)	1473.26	1451.82	766.02	547.93
Add: Depreciation		41.28	41.45	25.45	0.78
Add: Interest on Loan		90.90	134.44	58.65	14.49
Add: Income Tax/Deferred Tax		526.22	543.58	285.71	184.28
Less : Other Income		130.80	80.08	30.84	45.16
EBITDA		2000.86	2091.20	1104.99	702.32
EBITDA Margin (%)		17.69%	15.84%	8.41%	8.07%
Net Worth as Restated	(B)	4,375.89	2,901.47	1,449.65	683.63
Return on Net worth (%) as Restated	(A/B)	33.67%	50.04%	52.84%	80.15%
Equity share at the end of year (in nos.)	(C)	13,57,000	13,57,000	13,57,000	13,57,000
Weighted No. of Equity Share (Pre-Bonus in nos.)	(D)	13,57,000	13,57,000	13,57,000	24,762
Weighted No. of Equity share (Post-Bonus in nos.)#	(E)	94,99,000	94,99,000	94,99,000	81,66,762
Basic & Diluted Earning per Equity share as Restated (Pre Bonus)	(A/D)	108.57	106.99	56.45	2,212.81
Basic & Diluted Earning per Equity share as Restated (after considering sub division and Bonus Impact with retrospective effect)	(A/E)	15.51	15.28	8.06	6.71
Net Asset Value Per Equity Share as Restated (Pre Bonus)	(B/D)	322.47	213.82	106.83	2,760.84
Net Asset Value Per Equity Share as Restated (After Considering sub division and Bonus Impact with retrospective effect)	(B/E)	46.07	30.55	15.26	8.37
Equity share at the end of year (in Nos.)	(F)	13,57,000	13,57,000	13,57,000	13,57,000
Equity share at the end of year (in Nos. after considering sub division and Bonus	(G)	94,99,000	94,99,000	94,99,000	81,66,762

*Figures for the period are not annualised

Notes:

1. The ratios have been computed as below:

- Basic earnings per share (Rs.) :- Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year
- Diluted earnings per share (Rs.) :- Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS
- Return on net worth (%) :- Net profit after tax (as restated) / Net worth at the end of the period or year
- Net assets value per share :- Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year
- EBITDA has been calculated as Profit before Tax + Depreciation + Interest Expenses - Other Income

2. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year. In case of Subdivision and Bonus issue, the event has been considered as if it had occurred at the beginning of restatement period.

3. Net worth for ratios mentioned is equals to Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4. The figures disclosed above are based on the restated consolidated summary statement.

5. Pursuant to the approval of the Board of Directors at their meeting held on March 28, 2022, the Parent Company has issued 1,347,000 fully paid-up equity shares to the existing eligible shareholders on a rights basis, based on the equity shares held by them on the record date of March 28, 2022.

6. Pursuant to the approval of the Board of Directors at their meeting dated December 27, 2024 , the Parent Company offered 81,42,000 fully paid up bonus equity shares to the existing shareholders in the ratio of 6 (six) equity shares for every 1 (one) equity shares held by them on the record date.

CAPITALISATION STATEMENT

RESTATED CONSOLIDATED STATEMENT OF CAPITALISATION

The following table sets forth our capitalisation derived from our Restated Consolidated Summary Statement as at September 30, 2024 and as adjusted for the offer

(₹ in Lakhs, unless otherwise mentioned)

	Pre-offer as at September 30, 2024	As adjusted for the offer [#] [Note: To be inserted post offer]
Total equity		
Share Capital	135.70	[•]
Reserves and Surplus	4,240.19	[•]
Total Equity (A)	4,375.89	
Total borrowings		
Current borrowings	2,118.06	[•]
Non-current borrowings (including current maturity and interest accrued and due on borrowings) (B)	15.07	[•]
Total Borrowings (C)	2,133.13	[•]
Non-current borrowings (including current maturity and interest accrued and due on borrowings)/Total Equity ratio (B/A)	0.00	[•]
Total borrowings / shareholder's' fund (Net worth) ratio (C/A)	0.49	[•]

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but excludes installment of term loans repayable within 12 months grouped under other Short term borrowings.
3. The figures disclosed above are based on restated consolidated summary statement of Assets and Liabilities of the Company as at September 30, 2024.

OTHER FINANCIAL INFORMATION

ANNEXURE – X: RESTATED CONSOLIDATED STATEMENT OF MANDATORY ACCOUNTING RATIOS

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations and amendments thereto, as derived from the Restated Consolidated Financial Information, are given below:

(₹ in Lakhs except the percentage % data)

Particulars		For the period ended/ year ended			
		September 30, 2024*	March 31, 2024	March 31, 2023	March 31, 2022
Net Profit as Restated	(A)	1473.26	1451.82	766.02	547.93
Add: Depreciation		41.28	41.45	25.45	0.78
Add: Interest on Loan		90.90	134.44	58.65	14.49
Add: Income Tax/Deferred Tax		526.22	543.58	285.71	184.28
Less: Other Income		130.80	80.08	30.84	45.16
EBITDA		2000.86	2091.20	1104.99	702.32
EBITDA Margin (%)		17.69%	15.84%	8.41%	8.07%
Net Worth as Restated	(B)	4,375.89	2,901.47	1,449.65	683.63
Return on Net worth (%) as Restated	(A/B)	33.67%	50.04%	52.84%	80.15%
Equity shares at the end of year (in nos.)	(C)	13,57,000	13,57,000	13,57,000	13,57,000
Weighted No. of Equity Share (Pre-Bonus in nos.)	(D)	13,57,000	13,57,000	13,57,000	24,762
Weighted No. of Equity share (Post-Bonus in nos.)[#]	(E)	94,99,000	94,99,000	94,99,000	81,66,762
Basic & Diluted Earning per Equity share as Restated (Pre Bonus)	(A/D)	108.57	106.99	56.45	2,212.81
Basic & Diluted Earning per Equity share as Restated (after considering sub division and Bonus Impact with retrospective effect)	(A/E)	15.51	15.28	8.06	6.71
Net Asset Value Per Equity Share as Restated (Pre Bonus)	(B/D)	322.47	213.82	106.83	2,760.84
Net Asset Value Per Equity Share as Restated (After Considering sub division and Bonus Impact with retrospective effect)	(B/E)	46.07	30.55	15.26	8.37
Equity shares at the end of year (in Nos.)	(F)	13,57,000	13,57,000	13,57,000	13,57,000
Equity shares at the end of year (in Nos. after considering sub division and Bonus)	(G)	94,99,000	94,99,000	94,99,000	81,66,762

*Figures for the period are not annualised

Notes:

1. The ratios have been computed as below:

(a) Basic earnings per share (Rs.) -: Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year

(b) Diluted earnings per share (Rs.) -: Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS

(c) Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the period or year

(d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

(e) EBITDA has been calculated as Profit before Tax + Depreciation + Interest Expenses - Other Income

2. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year. In case of Subdivision and Bonus issue, the event has been considered as if it had occurred at the beginning of restatement period.

3. Net worth for ratios mentioned is equals to Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4. The figures disclosed above are based on the restated financial information.

5. Pursuant to the approval of the Board of Directors at their meeting held on March 28, 2022, Our Company has issued 1,347,000 fully paid-up equity shares to the existing eligible shareholders on a rights basis, based on the equity shares held by them on the record date of March 28, 2022.

6. Pursuant to the approval of the Board of Directors at their meeting dated December 27, 2024, Our Company offered 81,42,000 fully paid up bonus equity shares to the existing shareholders in the ratio of 6 (six) equity shares for every 1 (one) equity shares held by them on the record date.

CAPITALISATION STATEMENT

RESTATED CONSOLIDATED STATEMENT OF CAPITALISATION

The following table sets forth our capitalisation derived from our Restated Consolidated Financial Information as at September 30, 2024 and as adjusted for the offer. This table should be read in conjunction with “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, “*Restated Financial Information*” and “*Risk Factors*” on pages 298, 261, and 31, respectively of this Draft Red Herring Prospectus.

(₹ in Lakhs)

Particulars	Pre Offer	Post Offer*
	September 30, 2024	
Debt		
Short Term Debt	2,118.06	*
Long Term Debt	15.07	*
Total Debt	2,133.13	*
Shareholders' Fund (Equity)		
Share Capital	135.70	*
Reserves & Surplus	4,240.19	*
Total Shareholders' Fund (Equity)	4,375.89	*
Long Term Debt/Equity	0.00	*
Total Debt/Equity	0.49	*

* The corresponding post issue figures are not determinable at this stage.

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but excludes installment of term loans repayable within 12 months grouped under Short term borrowings.
3. The figures disclosed above are based on Restated Financial Information of the Company as at September 30, 2024.

FINANCIAL INDEBTEDNESS

Our Company has availed borrowings in the ordinary course of our business. Set forth below is a brief summary of our aggregate outstanding borrowings as on September 30, 2024:

(₹ in Lakhs)

Nature of Borrowing	Amount
Secured Borrowing	1,681.71
Unsecured Borrowings	451.42
Total	2,133.13

DETAILS OF BORROWINGS:

Details of Secured Borrowings:

Fund Based

(₹ in Lakhs)

Name of Lender	Purpose	Sanction Date	Sanction Limit	Securities offered	Rate of Interest p.a.	Re-Payment Schedule	Outstanding amount as on (as per Books) September 30, 2024
ICICI Bank Limited	Working Capital	January 21, 2022	2,900.00	Refer Note 1	Refer Note 2	NA	1,657.40
Axis Bank	Car Loan	March 15, 2022	44.85	Hypothecation of Car	6.90%	60 Months	24.31
Total			2,945.85				1,681.71

Non- Fund Based

(₹ in Lakhs)

Name of Lender	Type of Loan	Nature of Security	Sanctioned Amount	As at September 30, 2024
ICICI Bank	Bank Guarantee	Bank Deposit amounting to Rs. 18.41 lakhs	17.85	17.85

Details of Unsecured Borrowings:

(₹ in Lakhs)

Name of Lender	Purpose	Securities offered	Rate of Interest	Repayment Schedule	Outstanding amount as on (as per Books) As at September 30, 2024
Parul Mehta	Business Loan	NA	NA	On Demand	423.42
Ankit Mehta	Business Loan	NA	NA	On Demand	28.00

Note 1.

Security Details	Security Provider	Facility	Nature of Charge	Description / Property Address
Immovable Fixed Assets	Chemkart India Limited (Chemkart India Private Limited)	Cash Credit & Letter of Credit	Exclusive Charge	Gala no. 7 to 10, Building no. E8, Shree Arihant complex, Ground, First and Second floor, S. No. 228 H. No. 5, Mouje Kalher, Bhiwandi, Near Pipeline road, Arihant complex, Thane, Bhiwandi, Maharashtra, India, 421302
Immovable Fixed Assets	Ankit Mehta & Parul Mehta & Shailesh Mehta	Cash Credit & Letter of Credit	Exclusive Charge	1001, Nandadevi CHSL Prabhat Colony Santacruz East, Road no.3, Mumbai, Mumbai, Maharashtra, India, 400055

Current Assets	Chemkart India Limited (Chemkart India Private Limited)	Cash Credit & Letter of Credit	Exclusive Charge	NA
Personal Guarantee	Ankit Mehta & Parul Mehta & Shailesh Mehta	Cash Credit & Letter of Credit	NA	NA

Note 2.

Rate of Interest: Repo Rate* - 6.50% + Spread Rate - 2.60%

The Repo Rate component of the Interest Rate shall be reset after every 3 months following the date of account opening /limit set-up /renewal (as applicable), as a sum of Repo Rate + 'Spread', plus applicable statutory levy, if any. The applicable Repo Rate shall be the rate prevailing one Business Day preceding the reset date.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations for the period ended on September 30, 2024 and for the Fiscal Years 2024, 2023, and 2022 is based on, and should be read in conjunction with, our Restated Financial Information, including the schedules, notes and significant accounting policies thereto, included in the chapter titled "Restated Financial Information" beginning on page 261 of this Draft Red Herring Prospectus. Our Restated Financial Information have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. Our financial statements are prepared in accordance with AS.

You should read the following discussion of our financial condition and results of operations together with our restated financial information included in this Draft Red Herring Prospectus. You should also read the section titled "Risk Factors" beginning on page 31 of this Draft Red Herring Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Chemkart India Limited, our Company. Unless otherwise indicated, financial information included herein are based on our "Restated Financial Information" for the period ended on September 30, 2024 and for the Financial Years 2024, 2023, and 2022 included in this Draft Red Herring Prospectus beginning on page 261 of this Draft Red Herring Prospectus.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward Looking Statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

BUSINESS OVERVIEW

We are a one stop destination for various nutritional, Health and sports supplement products, which are largely biased towards the food products providing health benefits in addition to their nutritional values, reflecting our ability in catering to nutritional as well as health needs of the end customers. Our company is based in Mumbai, offering diverse range of captivated nutritional supplements and components. We offer products across mainly seven product categories, i.e. Amino Acids, Health Supplement, Herbal Extract, Nucleotide, Protein, Sports Nutrition, and Vitamin. Thus, positioning us favorably to adapt to the growing awareness with respect to the needs of nutrition in the food products. For the Financial Year 2024, our revenue from operations was ₹13,202.69 Lakhs, increasing from ₹13,137.76 lakhs for the Financial Year 2023 and ₹8,698.05 lakhs for the Financial Year 2022, growing at a CAGR of 23.20% between the Financial Years 2022 and 2024, further, our revenue from operations was ₹ 11,312.61 lakhs for the period ended September 30, 2024. We specialize in amino acid (i.e., the process where Amino acids act as the molecules that combine to form proteins), for further details on the product wise revenue, please see below under the heading "Our Competitive Strength" on page no. 181.

Our Company was established in the year 2020 as a Private Limited Company under the name Chemkart India Private Limited vide Certificate of Incorporation dated March 06, 2020 issued by Deputy Registrar of Companies with Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta as the initial subscribers to the Memorandum of Association of our Company. Our Company changed its name to Chemkart India Limited pursuant to issuance of Fresh Certificate of Incorporation dated October 04, 2024 issued by Assistant Registrar of Companies/Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre.

We target the Business to Business (B-to-B) platform which uses our products into manufacturing of finished supplements which includes sports supplements, health supplements, vitamins, protein products etc. Our product assortment and customer-centric approach aims to fulfil the daily and aspirational requirements of the end customers with a focus on variety, affordability, quality and convenience. Since the commencement of our operations, we have developed good standing relationships with our customers. We also engage actively with our suppliers to improve our supply chain processes.

Our Company carries out its operations from its registered office situated at office no. 403/404, 4th Floor, K.L. Accolade, 6th Road, TPS III, Santacruz (East), Mumbai, Maharashtra, India, 400055 and has a warehouse facility located at Survey no. 228, H. No. 5, Gala no. 7, 8, 9, 10, on ground floor, first floor, second floor, bldg. no. E-8, "Shree Arihant Complex", Kalher, Bhiwandi, Thane, Maharashtra, covering an approximate area of 28,259.16 sq. ft.. which consists of blending and grinding equipment to further process the products as per the customers' requirements and to store the products being traded to ensure easy supply chain mechanism. The details for exact usage of the Gala No.'s of the warehouse is provided below under "Our

Properties” on page no. 218. The facility is equipped with the necessary workforce and a quality department. The in-built processing and blending facility have a capacity of 1.8 M.T. per day equivalent to 540 M.T. per year from the grinding machine and 1.5 M.T. per day equivalent to 450 M.T. per year from the blending machine, which are used primarily for customer-specific blends which are curated by our team as per the customer’s requirement.

The in-built processing and blending facility specialize in processing raw materials such as L-Leucine Instant, L-Isoleucine, L-Valine, L-Histidine, L-Lysine HCL, DL-Methionine, L-Threonine, L-Phenylalanine, l-tryptophane. This enables us to gain valuable insights into raw material specifications, better understanding of the customer requirements, and effectively assess our geographical reach across India. Processing involves setting up blending or grinding type, on the basis of customer’s demand, inventory levels or forecasted requirements. It outlines the materials, resources and timelines needed for the upcoming blending or grinding process. Blending process is where the raw materials are mixed or processed according to the required formula or recipe for the final product and grinding process refers to the process of mechanically breaking down raw materials into a fine powder by using specialized mills, essentially reducing their particle size to create a consistent and readily usable form for further processing into various supplements.

Following is the bifurcation of our business operations through trading and processing for the for the period ended September 30, 2024 and for the past 3 financial years March 31, 2024, 2023 and 2022:

Based on Audited Standalone Financial Statements:

(₹ in lakhs)

Particulars	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Trading	10,967.81	96.95%	12,855.76	97.37%	13,137.78	100%	8,698.05	100%
Processing	344.80	3.05%	346.93	2.63%	-	-	-	-
Total	11,312.61	100%	13,202.69	100%	13,137.78	100%	8,698.05	100%

Based on Audited Consolidated Financial Statements:

(₹ in lakhs)

Particulars	For the period/ financial year ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Trading	10,967.81	96.95%	NA	NA	NA	NA	NA	NA
Processing	344.80	3.05%	NA	NA	NA	NA	NA	NA
Total	11,312.61	100%	NA	NA	NA	NA	NA	NA

As certified by M/s. Mehta & Associates, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 07, 2025.

Based on the current initiatives, we have taken the following measures to further boost our sales, strengthen our supply chain, and promote diversification through backward integration with following acquisitions:

- Acquired 99% stake of Easy Raw Materials Private Limited (“**ERMPL**”), in the half year ended September 30 2024 by entering into a Share Purchase Agreement dated September 01, 2024. ERMPL, is engaged in carrying on the business of marketing and trading in nutraceutical products for both human and animal consumption, including but not limited to vitamins, whey protein, dietary supplements, minerals, amino acids, antioxidants, herbal supplements, probiotics, prebiotics, and other health and wellness-related products. It is also engaged in research, development, innovation, and commercialization of nutraceuticals, functional foods, food supplements, and other health products intended to promote well-being, vitality, and health. For further details relating to the above detailed acquisitions and business activities of

the subsidiary Company, see “History and Certain Corporate Matters” on page 229 of this Draft Red Herring Prospectus.

Further, ERMPL also proposes to engage in manufacture, formulate, package, and sell a wide variety of products such as vitamin supplements, protein powders, dietary supplements, and other health supplements and wellness-related products and engage in the distribution, import, export, and retail of nutraceutical and wellness products and to establish a network of wholesalers, retailers, and e-commerce platforms for the sale of such products. For details relating to the above diversification and integration, see “Objects of the Offer” on page 98 of this Draft Red Herring Prospectus.

- Acquired 99% stake of Vinstar Biotech Private Limited (“VBPL”), in the half year ended September 30 2024 by entering into a Share Purchase Agreement dated September 01, 2024. VBPL, is in the business of engaging in importing, trading of food ingredients and online sales of different types of food supplements, promote, carry on the business of manufactures of and dealers in food ingredients, chemicals, chemical compounds (organic and inorganic) in all forms, and chemical product of any nature and kind whatsoever, and by products and joint product thereof, For further details relating to the above detailed acquisition and business activities of the subsidiary Company, see “History and Certain Corporate Matters” on page 229 of this Draft Red Herring Prospectus.

What is Nutraceutical Product:

The term “nutraceutical” combines the two words of “nutrient,” which is a nourishing food component, and “pharmaceutical,” which is a medical drug. A dietary supplement represents a product that contains nutrients derived from food products and is often concentrated in liquid, capsule, powder, or pill form. Our Company deals in the Nutritional food products.

Our nutraceutical product portfolio comprises mainly over 8 distinct main categories across this industry. Our product portfolio is diverse and designed to meet the varying requirements of nutritional health needs across multiple age types. As of September 30, 2024, we market our products both domestically and internationally.

Our company offers the following main categories of products:

Amino Acids:

Amino acids are the building blocks of protein. Proteins are long chains of amino acids. Each protein has its own sequence of amino acids. The sequence makes the protein take different shapes and have different functions in the body.

Sports Nutrition:

Sports nutrition is the study and practice of how to use diet and nutrition to improve athletic performance. It focuses on the types and quantities of food and fluids an athlete consumes, as well as the nutrients they take in, such as vitamins, minerals, and supplements.

Health Supplements:

A health supplement, also known as a dietary supplement, is a product that is taken orally to support the body's healthy functions and improve the diet. Health supplements are not medicines and are not intended to diagnose, treat, or cure diseases.

Our Company is currently promoted by Mr. Ankit Shailesh Mehta, Ms. Parul Shailesh Mehta and Mr. Shailesh Vinodrai Mehta led by one of the first-generation Promoters, Mr. Ankit Shailesh Mehta. Our Promoters manage and control the major affairs of our business operations with their considerable experience in our Industry. Mr. Ankit Shailesh Mehta, and Ms. Parul Shailesh Mehta have experience of 4 years and 9 years respectively into the nutraceutical industry. We believe that our success is the result of sustained efforts over the years in key aspects of our business, such as process improvements and increased scale of operations. For more details, please see the chapter titled, “Our Management” and “Our Promoters and Promoter Group” on page 236 and 252 of this Draft Red Herring Prospectus.

The products are tested through third party quality experts who generate their report on the basis of their quality and our Company deals with only such products which are quality tested and verified appropriately.

KEY PERFORMANCE INDICATORS OF OUR COMPANY

(₹ in Lakhs)

Key Financial Performance	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (Rs. lakhs) ⁽¹⁾	11,312.61	13,202.69	13,137.78	8,698.05
EBITDA (Rs. lakhs) ⁽²⁾	2,000.86	2,091.20	1,104.99	702.32
EBITDA Margin (%) ⁽³⁾	17.69%	15.84%	8.41%	8.07%
PAT (Rs. lakhs) ⁽⁴⁾	1,473.26	1,451.82	766.02	547.93
Net Profit Ratio (times) ⁽⁵⁾	0.13	0.11	0.06	0.06
Return on equity (times) ⁽⁶⁾	0.40	0.67	0.72	1.60
Return on capital employed (times) ⁽⁷⁾	0.32	0.51	0.43	0.60
Debt-Equity Ratio (times) ⁽⁸⁾	0.49	0.43	0.78	0.83
Net fixed asset turnover ratio (times) ⁽⁹⁾	13.23	24.81	23.68	161.11
Current Ratio (times) ⁽¹⁰⁾	1.85	1.99	1.41	1.39

*As certified by M/s. Bagaria & Co LLP, Chartered Accountants, by way of their certificate dated March 07, 2025.

Notes:

(1) Revenue from operation means revenue from sale of our products

(2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income

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

(4) PAT is calculated as PBT – Total Tax expense

(5) Net profit ratio is calculated by dividing Net Profit to Revenue from Operations

(6) Return on Equity is calculated by comparing the proportion of net income after tax against the amount of average shareholder equity

(7) Return on Capital Employed is calculated as follows: Profit before tax + Finance Costs (EBIT) divided by (Tangible Net Worth + Total Debt + Deferred Tax Liabilities)

(8) Debt to Equity ratio is calculated as Total Debt divided by equity

(9) Net Fixed asset turnover ratio is calculated by dividing the Revenue from Operations by net Fixed Assets of the Company

(10) Current Ratio is calculated by dividing Current Assets to Current Liabilities

SIGNIFICANT DEVELOPMENTS AFTER SEPTEMBER 30, 2024

In the opinion of the Board of Directors of our Company, since the date of the stub period as disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months, except for the following events which do not have a material impact on the profitability of our Company.

1. The members of our Company approved the proposal of Board of Directors to raise funds through initial public offering in the EOGM held on January 16, 2025.
2. Our Company was converted into a public limited company pursuant to a resolution passed by the Board of Directors in their meeting held on August 16, 2024 and by our Shareholders at an extra-ordinary general meeting held on August 16, 2024 and consequently the name of our Company was changed to 'Chemkart India Limited' and a fresh certificate of incorporation dated October 04, 2024.
3. Pursuant to the approval of the Board of Directors at their meeting dated December 27, 2024, our Company allotted 81,42,000 fully paid-up bonus equity shares to the existing shareholders in the ratio of 6 (six) equity shares for every 1 (one) equity shares held by them on the record date.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to the chapter titled "Restated Financial Statements" beginning on page 261 of this Draft Red Herring Prospectus.

RESULTS OF OUR OPERATION

The following discussion on results of operations should be read in conjunction with the Restated Consolidated Financial Statements of our Company for the period ended September 30, 2024 and financial years ended on 2024, 2023 and 2022:

(₹ in lakhs)

Particulars	For the Period/ Year Ended							
	September 30, 2024	% of Total Revenue	March 31, 2024	% of Total Revenue	March 31, 2023	% of Total Revenue	March 31, 2022	% of Total Revenue
Revenue:								
Revenue from Operations	11,312.61	98.86%	13,202.69	99.40%	13,137.78	99.77%	8,698.05	99.48%
Other income	130.80	1.14%	80.08	0.60%	30.84	0.23%	45.16	0.52%
Total revenue	11,443.41	100.00%	13,282.77	100.00%	13,168.62	100.00%	8,743.21	100.00%
Expenses:								
Cost of Material Consumed	313.83	2.74%	10.39	0.08%	-	-	-	-
Purchases of Stock in Trade	9,737.59	85.09%	10,701.57	80.57%	11,986.40	91.02%	7,627.08	87.23%
Change in inventories of Stock-in-trade	(1,090.09)	(9.53%)	(7.59)	(0.06%)	(582.68)	(4.42%)	(189.56)	(2.17%)
Employees Benefit Expenses	109.27	0.95%	114.49	0.86%	71.46	0.54%	50.63	0.58%
Finance costs	90.90	0.79%	134.44	1.01%	58.65	0.45%	14.49	0.17%
Depreciation and Amortization	41.28	0.36%	41.45	0.31%	25.45	0.19%	0.78	0.01%
Other expenses	241.16	2.11%	292.61	2.20%	557.61	4.23%	507.59	5.81%
Total Expenses	9,443.93	82.53%	11,287.37	84.98%	12,116.89	92.01%	8,011.00	91.63%
Profit before tax	1,999.48	17.47%	1,995.40	15.02%	1,051.73	7.99%	732.21	8.37%
Tax expense:								
Current tax	514.25	4.49%	507.16	3.82%	265.40	2.02%	183.69	2.10%
Deferred Tax	(4.01)	(0.04%)	3.84	0.03%	1.89	0.01%	0.59	0.01%
Excess/Short Provision Written back/off	15.98	0.14%	32.57	0.25%	18.42	0.14%	-	-
Net Total Tax Expenses	526.22	0.05	543.58	0.04	285.71	0.02	184.28	0.02
Profit After tax	1,473.26	12.87%	1,451.82	10.93%	766.02	5.82%	547.93	6.27%

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” beginning on page 31 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- (i) Disruption in the stock market in India or Globally.
- (ii) Failure to comply with laws and regulations prescribed by authorities of the jurisdictions in which we operate;
- (iii) General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- (iv) Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
- (v) Disruption in the network connection and Internet services;
- (vi) Recession in the market;
- (vii) Changes in laws and regulations relating to the industries in which we operate;
- (viii) Our ability to successfully implement our growth strategy and expansion plans;

- (ix) Our ability to meet our capital expenditure requirements;
- (x) Our ability to attract, retain and manage skilled qualified personnel;
- (xi) Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
- (xii) Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- (xiii) The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition;
- (xiv) Any adverse outcome in the legal proceedings in which we are involved;
- (xv) Our ability to expand our geographical area of operation;

KEY COMPONENTS OF COMPANY'S PROFIT AND LOSS STATEMENT

Revenue from operations: Revenue from operations mainly consists from Sales of goods/products.

Other Income: Other Income includes foreign currency fluctuation gains and miscellaneous incomes.

Expenses: Company's expenses consist of Cost of Material Consumed, Purchase of stock in trade, Change in inventories of stock-in-trade, Employee Benefit Expenses, Finance Cost, Depreciation Expenses, Other Expenses and tax expenses.

Cost of Material Consumed: Cost of Material Consumed includes Purchases of Raw Material for processing goods.

Purchase of Stock-in-Trade: The purchase of stock in trade includes purchases made of the stock.

Increase/Decrease in Stock-in-Trade: Increase/Decrease in Stock in Trade includes Change in Inventory of stock in trade.

Employee Benefits Expense: Employee benefit expenses include Salaries and Wages, Directors Remuneration & Contribution to provident and other funds etc.

Finance Cost: Finance Cost includes Interest on Borrowings, bank charges and other borrowing costs.

Depreciation and Amortization Expense: We recognize Depreciation and Amortization expense on a WDV basis as per the rates set forth in the Companies Act, 2013, as applicable.

Other Expenses: Other expenses include Auditors' Remuneration, administrative expenses, insurance, professional fees, advertisement, commission, power and fuel, professional fees, interest on late payment of taxes, Rent, repairs to buildings, telephone expenses, traveling expenses, transport expenses, warehouse expenses, business promotion expenses, miscellaneous expenses etc.

REVIEW OF OPERATIONS FOR THE PERIOD ENDED ON SEPTEMBER 30, 2024

Revenue from Operation

Revenue from operations for the period ended on September 30, 2024 amounting to ₹11,312.61 lakhs represents 98.86% of Total Revenue.

Other Income

Other Income consisting of foreign currency fluctuation gain of ₹130.56 lakhs and miscellaneous income of ₹0.24 lakhs represents 1.14% of Total Revenue.

Cost of Material Consumed

Cost of Material Consumed includes Purchases of Raw Material for processing goods, total amounting to ₹313.83 lakhs represents 2.74% of Total Revenue.

Purchases of Stock in trade

Purchases of Stock in trade includes purchases amounting to ₹9,449.89 lakhs and direct expenses amounting to ₹287.70 lakhs represents 82.58% and 2.51% of Total Revenue respectively.

Increase/ Decrease in Stock in Trade

Inventory has increased by ₹1090.09 lakhs from ₹779.83 lakhs as at March 31, 2024 to ₹1,869.92 lakhs as at period ended September 30, 2024.

Employee Benefit Expenses

Employee benefit expenses include Salaries and Wages of ₹67.67 lakhs, Directors Remuneration of ₹36.00 lakhs & Contribution to provident and other funds amounting to ₹5.60 Lakhs represents 0.59%, 0.31% and 0.05% of Total Revenue respectively.

Finance Cost

Finance Cost includes interest expenses and other borrowing costs amounting to ₹90.90 Lakhs represents 0.79% of Total Revenue.

Depreciation and Amortization Expenses

Depreciation and amortization expenses is charged on WDV method amounting to ₹41.28 Lakhs represents 0.36% of Total Revenue. This was due to company has made purchase of property, plant and equipment of ₹363.84 Lakhs during the period ended September 30, 2024.

Other Expenses

Other expenses include transport expenses of ₹48.54 Lakhs, warehouse expenses ₹16.83 Lakhs, Auditors' Remuneration of ₹1.60 Lakhs, administrative expenses of ₹5.15 Lakhs, advertisement of ₹14.94 Lakhs, commission of ₹13.81 Lakhs, professional fees of ₹36.70 Lakhs, Rent of ₹9.60 Lakhs, telephone expenses of ₹0.68 Lakhs, miscellaneous expenses of ₹28.44 Lakhs, business promotion expenses of ₹18.33 Lakhs, CSR expenses of ₹26.00 Lakhs, labour charges of ₹7.61 Lakhs etc. represents 2.11% of Total Revenue.

Profit Before Tax

The Profit before tax for the period ended on September 30, 2024 was ₹1999.48 lakhs representing 17.47% of Total Revenue.

Tax Expenses

Tax Expenses consisting of Current Tax, Deferred Tax and tax provision written back for the period ended on September 30, 2024 was ₹514.25 lakhs, (₹4.01) lakhs and ₹15.98 lakhs respectively, representing 4.49%, (0.04%) and 0.14% respectively of Total Revenue.

Profit after Tax

After accounting for taxes at applicable rates, our Company reported a net profit of ₹1473.26 lakhs for the period ended September 30, 2024.

FISCAL 2024 COMPARED WITH FISCAL 2023

Revenue from Operation

Revenue from operations increased by 0.49%, from ₹13,137.78 lakhs in fiscal year 2023 to ₹13,202.69 lakhs in fiscal year 2024. This marginal increase was primarily driven by correction in the pricing of the traded goods post Covid 19. After a peak in prices in fiscal 2023, the nutraceutical industry experienced a noticeable price correction in fiscal 2024. This decline

was primarily driven by the resolution of supply chain disruptions and improved availability of raw materials. The following statistics provide evidence of this trend:

1. Change in price of our top 10 products from fiscal 2023 to fiscal 2024 is as follows:

Product (Rs./ kg)	Avg. Price FY'24	Avg. Price FY'23	Price var (%)
Creatine Monohydrate	467	1,271	-63.26%
Inositol	1,425	1,857	-23.26%
L-Glutathione (Reduced)	7,778	10,121	-23.15%
L-Carnosine	12,913	17,826	-27.56%
L-Glutamine	678	740	-8.38%
N-Acetyl L-Cysteine	1,412	1,938	-27.14%
Whey Protein Con 80%	916	1,600	-42.75%
L-Leucine	758	795	-4.65%
L-Carnitine	1,305	3,088	(57.73)%
L-Proline	923	1,418	(34.91)%

2. But company has made improved quantity of sales of these products from Fiscal 2023 to Fiscal 2024 is as follows:

Product (Rs./ kg)	Qty FY'24	Qty FY'23	Qty var (%)
Creatine Monohydrate	4,10,632	77,609	429.10%
Inositol	53,475	35,210	51.87%
L-Glutathione (Reduced)	5,654	1,417	299.01%
L-Carnosine	3,221	1,230	161.87%
L-Glutamine	58,425	35,080	66.55%
N-Acetyl L-Cysteine	26,553	15,887	67.14%
Whey Protein Con 80%	37,360	2	1867900.00%
L-Leucine	42,798	27,040	58.28%
L-Carnitine	22,381	16,566	35.10%
L-Proline	29,274	13,025	124.76

3. Additionally, in Fiscal 2024, the company began actively participating as an exhibitor in domestic exhibitions. Below is a list of the exhibitions attended, along with the number of new customer introductions that successfully converted into revenue:

Exhibition	Month/Year	City	Focus	New customer introductions
Exhibition 1	Feb-2023	Delhi	Nutraceuticals Dietary supplements	19
Exhibition 2	Jul-2023	Chennai	Pharmaceuticals	4
Exhibition 3	Aug-2023	Mumbai	Food ingredients	11
Exhibition 4	Nov-2023	Hyderabad	Animal health	2
Exhibition 5	Nov-2023	Delhi	Pharmaceuticals and Nutraceuticals	8
Exhibition 6	Feb-2024	Mumbai	Nutraceuticals Dietary supplements	24

4. Our company introduced approximately 32 new products, which together contributed ₹885.59 lakhs to our revenue in Fiscal 2024. Below are the top 10 new products that made the largest contribution to our total revenue.

New Products	Qty (kgs)	Price/kg	Amt (Rs in Lakhs)
WP BCAA	44,725	1,480	661.86
Magnesium L-Threonate	1,947	3,048	59.34
MYO-INOSITOL	2,315	1,401	32.44
Sodium Lactate 60% USP	25,000	100	25.00

Ginseng Extract 4%	5,000	480	24.00
Cytidine '5' Monophosphate Disodium Salt	319	5,702	18.17
Vitamin A Acetate powder 500CWS	494	2,934	14.49
ALPHA GPC	125	9,728	12.16
Magnesium Taurine	550	1,936	10.65
Ergothioneine	2	4,00,000	8.00

Other Income

Other income had increased by 159.68% from ₹30.84 lakhs in Fiscal 2023 to ₹80.08 lakhs in Fiscal 2024, due to increase in Foreign Currency Fluctuation Gain from ₹30.72 lakhs in Fiscal 2023 to ₹79.55 lakhs in Fiscal 2024.

Cost of Material Consumed

The cost of materials consumed include purchases of Raw Material for processing goods, total amounting to ₹10.39 lakhs represents 0.08% of Total Revenue.

Purchase of stock in trade

Purchase of stock in trade has decreased by 10.72% from ₹11,986.40 lakhs in Fiscal 2023 to ₹10,701.57 lakhs in Fiscal 2024. This decline was primarily due to decreased in purchase of stock in trade from ₹11,657.11 lakhs in Fiscal 2023 to ₹10,497.27 lakhs in Fiscal 2024.

Increase/Decrease in Stock in Trade

Stock in Trade have increased by ₹7.59 lakhs from ₹772.24 lakhs in Fiscal 2023 to ₹779.83 lakhs in Fiscal 2024.

Employee Benefit Expenses

Employee benefit expenses had increased by 60.22% from ₹71.46 lakhs in Fiscal 2023 to ₹114.49 lakhs in Fiscal 2024. This was primarily due to increase in Salaries & wages from ₹46.31 lakhs in Fiscal 2023 to ₹78.00 lakhs in Fiscal 2024, Directors Remuneration from ₹24.00 lakhs in Fiscal 2023 to ₹30.00 lakhs in Fiscal 2024 and contribution to provident and other funds from ₹1.16 lakhs in Fiscal 2023 to ₹6.50 lakhs in Fiscal 2024.

Finance Cost

Finance Cost had increased from ₹58.65 lakhs in Fiscal 2023 to ₹134.44 lakhs in Fiscal 2024. This was primarily due to increase in interest expenses from ₹34.50 lakhs in Fiscal 2023 to ₹106.27 lakhs in Fiscal 2024 and other borrowing cost from ₹24.15 lakhs in Fiscal 2023 to ₹28.17 lakhs in Fiscal 2024.

Depreciation and Amortization Expenses

Depreciation had increased by 62.89% from ₹25.45 lakhs in Fiscal 2023 to ₹41.45 lakhs in Fiscal 2024. This was primarily due to capitalising of Building of ₹517.59 lakhs during the end of Fiscal 2023 and further addition of ₹18.77 lakhs during the Fiscal 2024.

Other Expenses

Other expenses had decreased by 47.52% from ₹557.61 lakhs in Fiscal 2023 to ₹292.61 lakhs in Fiscal 2024. The decrease was primarily due to decrease in advertisement expense by ₹172.52 lakhs from ₹193.95 lakhs in Fiscal 2023 to ₹21.43 lakhs in Fiscal 2024, Commission expense by ₹184.85 lakhs from ₹211.41 lakhs in Fiscal 2023 to ₹26.55 lakhs etc. in Fiscal 2024.

Tax Expenses

The Company's tax expenses had increased by ₹257.87 lakhs from ₹285.71 lakhs in the Fiscal 2023 to ₹543.58 lakhs in Fiscal 2024. This was primarily due to increase in current tax expenses during the year which got increased from ₹265.40 Lakhs in the year 2023 to ₹507.16 lakhs in the year 2024, deferred tax has increased from ₹1.89 Lakhs in the year 2023 to ₹3.84 lakhs in the year 2024 and tax provision written back from ₹18.42 Lakhs in the year 2023 to ₹32.57 lakhs in the year 2024.

Profit after Tax

For Fiscal 2024, the Company reported a net profit of ₹1,451.82 lakhs, a significant increase compared to ₹766.02 lakhs in Fiscal 2023. Despite a marginal increase in revenue from operations, the Company successfully improved its profit margin, which rose from 5.83% in Fiscal 2023 to 11.00% in Fiscal 2024. This enhancement in profitability was largely driven by following:

1. Company has removed the commission agents appointed in previous year for the sales and has started direct selling of goods to the customers and vendors during Fiscal 2024. Thus, the commission expenditure has reduced by ₹184.85 lakhs from ₹211.41 lakhs in the Fiscal 2023 to ₹26.55 lakhs in the Fiscal 2024.
2. Further company has also reduced its advertisement expenditure by ₹172.52 lakhs from ₹193.95 lakhs in the Fiscal 2023 to ₹21.43 lakhs in the Fiscal 2024.

FISCAL 2023 COMPARED WITH FISCAL 2022

Revenue from Operation

Revenue from operations increased by 51.04%, rising from ₹8,698.05 lakhs in fiscal 2022 to ₹13,137.78 lakhs in fiscal 2023. This growth was primarily driven by growth in the immune health supplements market due to increase in the consumption of the health supplements post Covid 19. There is a growing consumer demand for dietary supplements that offer multiple health benefits, including immune support. The following statistics provide evidence of this trend:

1. Below is a list of our top 10 products, which have shown growth in quantity sold and pricing between Fiscal 2022 and Fiscal 2023.

*(Rs in Lakhs)

Product Name	For the Financial Year ended						Variances		
	March 31, 2023			March 31, 2022					
	Revenue*	Qty (MT)	Price (Rs/ kg)	Revenue*	Qty (MT)	Price (Rs/ kg)	Rev growth (%)	Qty growth (%)	Price variance (%)
Glycine	4,913.21	2,113	232	3,487.21	918	380	40.89%	130.28%	(38.82)%
Creatine Monohydrate 200 Mesh	986.72	78	1,271	687.96	66	1,049	43.43%	18.30%	21.24%
Inositol	653.71	35	1,857	69.14	11	603	845.45%	207.28%	207.68%
L-Carnitine	511.61	17	3,088	238.97	8	2,950	114.09%	104.51%	4.68%
BCAA 2:1:1	401.27	48	829	344.98	42	829	16.32%	16.31%	0.01%
Taurine	342.35	108	317	199.75	64	310	71.38%	67.54%	2.30%
Rutin	324.04	8	4,298	146.51	3	4,745	121.18%	144.23%	(9.44)%
N-Acetyl L-Cysteine	307.97	16	1,938	240.72	13	1,829	27.94%	20.70%	6.00%
L-Glutamine	259.75	35	740	330.94	49	682	(21.51)%	(27.69)%	8.55%
Beta Alanine	243.49	66	368	193.83	42	464	25.62%	58.44%	(20.71)%
Total – Others	4,193.66	413	1,017	2,758.03	339	813	52.05%	21.57%	25.07%
Total	13,137.78	2,936	447	8,698.05	1,555	559	51.04%	88.85%	(20.02)%

From the table above, it is evident that there has been an 88.85% growth in the quantity sold of our products. In cases where there was a decrease in quantity sold, the price of the products increased, and vice versa. This dual impact contributed significantly to the company's revenue growth over the year. The lower prices of Glycine resulted in higher volumes sold to our customers. Additionally, Creatinine Monohydrate 200 Mesh and Inositol experienced increased demand from certain customers. Our revenue growth in products such as L-Carnitine, BCAA 2:1:1, Taurine, and Rutin was primarily driven by an increase in volumes. This two-fold effect helped the company to improve its revenue over the year.

2. Our company introduced approximately 115 new products, which together contributed ₹213.51 lakhs to our revenue in Fiscal 2023. Below are the top 10 new products that made the largest contribution to our total revenue.

New Products	Qty (kgs)	Price/kg	Amt (Rs in Lakhs)
Alanyl Glutamine	760	5600	42.56
Resverastrol	199	18314.57	36.45
Alkalized Cocoa Powder Dark Brown BC 710	13001	175.03	22.76
Cytidine 5' Monophosphate	271	7047.97	19.10
3-N-Butylphthalide	25	70000	17.50
L-Citrulline DL- Malate	2477	645.35	15.99
Resveratrol	50	17000	8.50
Alkalized Cocoa Powder Light Brown BC310	5000	168	8.40
5-HTP (Hydroxytryptophan)	50	15720	7.86
Alkalized Cocoa Powder Black BC 910	2500	200	5.00

3. In Fiscal 2023 our company also tried hands attending and participating as an exhibitor in the exhibitions. Doing so company onboarded 19 new customers in the very first exhibition in fiscal 2023. These new customers contributed almost.

Other Income

Other income had decreased by 31.71% from ₹45.16 lakhs in Fiscal 2022 to ₹30.84 lakhs in Fiscal 2023, due to decrease in Foreign Currency Fluctuation Gain from ₹44.58 lakhs in Fiscal 2022 to ₹30.72 lakhs in Fiscal 2023.

Purchase of stock in trade

Purchase of stock in trade has increased by 57.16% from ₹7627.08 lakhs in Fiscal 2022 to ₹11986.40 Lakhs in Fiscal 2023. This increase was primarily due to decreased in purchase of stock in trade from ₹7,261.68 lakhs in Fiscal 2022 to ₹11,657.11 lakhs in Fiscal 2023.

Increase/Decrease in Stock in Trade

Stock in Trade have increased by ₹582.68 lakhs from ₹189.56 lakhs in Fiscal 2022 to ₹772.24 lakhs in Fiscal 2023.

Employee Benefit Expenses

Employee benefit expenses had increased by 41.16% from ₹50.63 lakhs in Fiscal 2022 to ₹71.46 lakhs in Fiscal 2023. This was primarily due to increase in Salaries & wages from ₹37.65 lakhs in Fiscal 2022 to ₹46.31 lakhs in Fiscal 2023, Directors Remuneration from ₹12.00 lakhs in Fiscal 2022 to ₹24.00 lakhs in Fiscal 2023 and Contribution to provident and other funds from ₹0.98 lakhs in Fiscal 2022 to ₹1.16 lakhs in Fiscal 2023.

Finance Cost

Finance Cost had Increased by 304.72% from ₹14.49 lakhs in Fiscal 2022 to ₹58.65 lakhs in Fiscal 2023. This was primarily due to increase in interest expenses from ₹8.01 lakhs in Fiscal 2022 to ₹34.50 lakhs in Fiscal 2023 and other borrowing cost from ₹6.48 lakhs in Fiscal 2022 to ₹24.15 lakhs in Fiscal 2023 due to increase in Short-Term Borrowings.

Depreciation and Amortization Expenses

Depreciation had increased by 3170.68% from ₹0.78 lakhs in Fiscal 2022 to ₹25.45 lakhs in Fiscal 2023. This was primarily due to addition of Building of ₹517.59 lakhs during Fiscal 2023.

Other Expenses

Other expenses had increased by 9.85% from ₹507.59 lakhs in Fiscal 2022 to ₹557.61 lakhs in Fiscal 2023. The increase was primarily due to increase in transport expenses by ₹9.89 lakhs, advertisement expenses by ₹182.05 lakhs professional fees by ₹6.57 lakhs, CSR expenses by ₹7.56 lakhs, decrease in commission by ₹87.41 lakhs, labour charges by ₹42.27 lakhs in Fiscal 2023.

Tax Expenses

The Company's tax expenses had increased by ₹101.43 lakhs from ₹184.28 lakhs in the Fiscal 2022 to ₹285.71 lakhs in Fiscal 2023. This was primarily due to increase in current tax expenses during the year which got increased from ₹183.69 Lakhs in the Fiscal 2022 to ₹265.40 lakhs in the Fiscal 2023, deferred tax has increased from ₹0.59 Lakhs in the Fiscal 2022 to ₹1.89 lakhs in the Fiscal 2023 and tax provision written back of ₹18.42 Lakhs in the Fiscal 2023.

Profit after Tax

For Fiscal 2023, after accounting for taxes at the applicable rates, the Company reported a net profit of ₹766.02 lakhs, from ₹547.93 lakhs in Fiscal 2022. However, the profit margin decreased to 5.83% in Fiscal 2023, down from 6.30% in the previous year. This decline was primarily due to company has made advertisement expenditure of ₹193.95 lakhs in Fiscal 2022 which has reduced profitability of the company in relative terms. But in absolute terms company has made incremental profit of ₹218.09 lakhs during Fiscal 2023.

CASH FLOWS

Cash Flows

	(₹ in lakhs)			
Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash from Operating Activities	(307.63)	(2.34)	5.90	(639.11)
Net Cash from Investing Activities	(382.24)	(18.77)	(526.35)	(54.77)
Net Cash from Financing Activities	811.82	15.38	532.78	692.92

Cash Flows from Operating Activities

For the period ended September 30, 2024

Our cash outflow from operating activities for period ended September 30, 2024 was at ₹307.63 lakhs as compared to the Profit Before Tax at ₹1,999.48 lakhs. Our operating profit before working capital changes was ₹2,108.82 Lakhs for the period ended September 30, 2024 which was primarily adjusted against increase in Inventories by ₹1090.09 lakhs, increase in trade receivables by ₹2281.15 Lakhs, decrease in loans and advances by ₹639.57 Lakhs, increase in other current asset by ₹2.56 Lakhs, increase in trade payables by ₹379.82 Lakhs, increase in other current liabilities by ₹8.55 Lakhs, increase in short term provisions by ₹51.06 Lakhs and Net income taxes paid of ₹121.66 lakhs.

For the financial year ended March 31, 2024

Our cash outflow from operating activities was ₹2.34 Lakhs for the financial year ended March 31, 2024. Our operating profit before working capital changes was ₹2145.03 Lakhs for the financial year ended March 31, 2024 which was primarily adjusted against increase in Inventories by ₹7.59 Lakhs, increase in trade receivables by ₹922.86 Lakhs, increase in loans and advances by ₹700.85 Lakhs, decrease in other current asset by ₹4.92 Lakhs, increase in other non current assets by ₹5.00 Lakhs, decrease in trade payables by ₹113.45 Lakhs, increase in other current liabilities by ₹93.14 Lakhs, increase in short term provisions by ₹1.70 lakhs and Net income taxes paid of ₹497.38 lakhs.

For the financial year ended March 31, 2023

Our cash inflow from operating activities was ₹5.90 Lakhs for the financial year ended March 31, 2023. Our operating profit before working capital changes was ₹1112.69 Lakhs for the financial year ended March 31, 2023 which was primarily adjusted against increase in inventories by ₹582.68 Lakhs, increase in trade receivables by ₹320.52 Lakhs, decrease in loans and advances by ₹127.23 Lakhs, increase in other current asset by ₹4.92 Lakhs, increase in trade payables by ₹238.32 lakhs, decrease in other current liabilities by ₹203.72 Lakhs, increase in short term provisions by ₹4.53 lakhs and Net income taxes paid of ₹365.03 lakhs.

For the financial year ended March 31, 2022

Our cash outflow from operating activities was ₹639.11 Lakhs for the financial year ended March 31, 2022. Our operating profit before working capital changes was ₹741.83 Lakhs for the financial year ended March 31, 2022 which was primarily adjusted against increase in Inventories by ₹189.56 Lakhs, increase in trade receivables by ₹1917.67 Lakhs, increase in loans and advances by ₹292.87 Lakhs, increase in trade payables by ₹828.99 Lakhs, increase in other current liabilities by ₹230.07 Lakhs, increase in short term provisions by ₹5.28 lakhs and Net income taxes paid of ₹45.16 Lakhs.

Cash Flows from Investment Activities

For the period ended September 30, 2024

Out cash outflow from investing activities was ₹382.84 lakhs. This was on account of Purchases of Fixed Assets of ₹363.84 lakhs and purchase of fixed deposit of ₹18.41 lakhs.

For the financial year ended March 31, 2024

Our cash outflow from investing activities was ₹18.77 lakhs. This was mainly on account of Purchases of Fixed Assets of ₹18.77 lakhs.

For the financial year ended March 31, 2023

Our cash outflow from investing activities was ₹526.35 lakhs. This was mainly on account of Purchases of Fixed Assets of ₹526.35 lakhs.

For the financial year ended March 31, 2022

Our cash outflow from investing activities was ₹54.77 lakhs. This was mainly on account of Purchases of Fixed Assets of ₹54.77 lakhs.

Cash Flows from Financing Activities

For the period ended September 30, 2024

Our cash inflow from financing activities was ₹811.82 lakhs. This was mainly on account of repayment of Long-Term Borrowings of ₹4.70 lakhs, proceeds from Short-Term Borrowings of ₹883.08 lakhs, minority interest movement of ₹1.38 lakhs and Interest paid of ₹65.18 lakhs.

For the financial year ended March 31, 2024

Our cash inflow used in financing activities was ₹15.38 lakhs. This was mainly on account of repayment of Long-Term Borrowings of ₹8.93 lakhs, proceeds from Short-Term Borrowings of ₹130.47 lakhs and Interest paid of ₹106.16 lakhs.

For the financial year ended March 31, 2023

Our cash inflow from financing activities was ₹532.78 lakhs. This was mainly on account of repayment of Long-Term Borrowings of ₹8.35 lakhs, proceeds from Short-Term Borrowings of ₹575.48 lakhs and Interest paid of ₹34.36 lakhs.

For the financial year ended March 31, 2022

Our cash inflow from financing activities was ₹692.92 lakhs. This was mainly on account of Issuance of Share Capital of ₹134.70 lakhs, proceeds from Long-Term Borrowings of ₹37.04 lakhs, proceeds from Short-Term Borrowings of ₹529.04 lakhs and Interest paid of ₹7.86 lakhs.

RELATED PARTY TRANSACTIONS

Related party transactions with certain of our promoter, directors and their entities and relatives primarily relate to remuneration, salary, commission and issue of Equity Shares. For further details of related parties kindly refer chapter titled “Restated Consolidated Financial Statements” beginning on page 261 of this Draft Red Herring Prospectus.

OFF-BALANCE SHEET ITEMS

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

QUALIFICATIONS OF THE STATUTORY AUDITORS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

There are no qualifications in the audit report that require adjustments in the Restated Consolidated Financial Statements.

QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations in future and our access to funds.

Effect of Inflation

We are affected by inflation as it has an impact on the salary, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

OTHER MATTERS

Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution

Except as disclosed in chapter titled “*Restated Consolidated Financial Statements*” beginning on page 261 of this Draft Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Fiscals.

Unusual or infrequent events or transactions

Except as described in this Draft Red Herring Prospectus, during the period/ years under review there have been no transactions or events, which in our best judgment, would be considered “unusual” or “infrequent”.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations. There are no significant economic changes that materially affected our Company’s operations or are likely to affect income from continuing operations except as described in chapter titled “*Risk Factors*” beginning on page 31 of this Draft Red Herring Prospectus.

Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the section titled “*Risk Factors*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on page 31 and 298 of this Draft Red Herring Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

Future relationship between Costs and Income

Other than as described in the section titled “*Risk Factors*” beginning on page 31 of this Draft Red Herring Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices

Changes in revenue in the last three financial years are as explained in the part “*Financial Year 2023-24 compared with financial year 2022-23 and Financial Year 2022-23 Compared with Financial Year 2021-22*” above.

Significant dependence on a single or few Suppliers or Customers

Our revenue is not dependent on a single or a few customers /suppliers.

Status of any publicly announced new products or business segments

Please refer to the chapter titled “*Our Business*” beginning on page 178 of this Draft Red Herring Prospectus for new products or business segments.

The extent to which the business is seasonal

Our business is not seasonal in nature.

Competitive Conditions

Competitive conditions are as described in the Chapter “*Our Business*” beginning on page 178 of the Draft Red Herring Prospectus.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoter or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoter or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Red Herring Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Red Herring Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.

For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Draft Red Herring Prospectus:

- a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, or Group Companies, as the case may be shall be deemed to be material;
- b) All pending litigation involving our Company, Promoter, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of lower of the following shall be considered material:
 - i. 2% of turnover as per latest annual restated consolidated financial statements of the issuer;
 - ii. 2% of net worth, as per the latest annual restated consolidated financial statements of the issuer, (Not to be considered if the arithmetic value of the net worth is negative);
 - iii. 5% of the average of absolute value of profit or loss after tax, as per the last 3 annual restated consolidated financial statements of the issuer

However, where the monetary liability is not quantifiable, each such case involving our Company, Promoter, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of our Company and as required under the SEBI Regulations have been disclosed on our website at <https://chemkart.com/>

- c) Notices received by our Company, Promoter, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.

Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTER AND SUBSIDIARIES:

PART 1: LITIGATION RELATING TO OUR COMPANY

A. FILED AGAINST OUR COMPANY

1) Litigation involving Criminal Laws

NIL

1) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

2) Disciplinary Actions by Authorities

NIL

3) Litigation involving Tax Liability

Indirect Tax: NIL

Direct Tax:

A.Y. 2023-24

M/s. Chemkart India Limited (Hereinafter referred to as the “Assessee”) have been served with a notice bearing number **ITBA/AST/F/142(1)/2024-25/1070007234(1)** dated October 29, 2024 under the provisions of Section 142 of the Act, informing the assessee of its selection for the assessment for the Assessment year 2023-24 and have accordingly been required to submit certain documents with respect to financial information relevant to the year and the matter is pending.

4) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. CASES FILED BY OUR COMPANY

1) Litigation involving Criminal Laws

Cases Filed by Chemkart India Limited against M/s. PERTs Sports Science (Accused) filed under the provisions of Section 138 r.w.s. 141 of the Negotiable Instrument Act, 1881, for default on account of dishonour of cheques with remarks “EXCEEDS ARRANGEMENT”, issued against a net balance of payment of Rs. 4,94,163/- default in various parties:

Sr. No.	Case Number	Accused	Cheque No. And Date	Nature of Dues	Amount Involved
1	Misc. Case /5801678/2024 filed and pending before the Metropolitan Magistrate, Bandra, Mumbai	PERTs Sports Sciences	Cheque No. 751511 dated April 25, 2023 for an amount of Rs. 54,907/- Cheque No. 751512 dated May 16, 2023 for an amount of Rs. 54,907/- Cheque No. 751513 dated June 20, 2023 for an amount of Rs. 54,907/-	Business transaction	Rs. 1,64,721/-
2	Misc. Case /5801677/2024 filed and pending before the Metropolitan Magistrate, Bandra, Mumbai	PERTs Sports Sciences	Cheque No. 751508 date January 1, 2023 for an amount of Rs. 54,907/- Cheque No. 751509 dated February 10, 2023 for an amount of Rs. 54,907/- Cheque No. 751510 dated March 16, 2023 for an amount of Rs. 54,907/-	Business transaction	Rs. 1,64,721/-

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability**Indirect Tax:** NIL**Direct Tax:** NIL**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

PART 2: LITIGATION RELATING TO OUR PROMOTERS/ DIRECTORS/ KEY MANAGERIAL PERSONS / SENIOR MANAGERIAL PERSONS OF THE COMPANY**A. LITIGATION AGAINST OUR PROMOTERS/ DIRECTORS /KEY MANAGERIAL PERSONS/SENIOR MANAGERIAL PERSONS****1) Litigation involving Criminal Laws**

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability**Indirect Tax:****Chemkart (Parul Shailesh Mehta) (Promoter cum Director):**

Sr. No	Entity and GSTIN	Name of Authority	Notice /Demand Order Id & Period	Notice /Order Description	Amount in Dispute (Rs.)	Current Status
1.	M/s. Chemkart (Proprietorship of Ms. Parul Mehta Promoter) 27ADFPA9422N1ZD	Deputy Commissioner of State Tax, Bandra West, Santacruz	SCN reference No. ZD270623041355H dated June 22, 2023 followed by Demand Order in DRC-07 bearing no. ZD270723004823H dated July 04, 2023 Period: 2019-2020	Show Cause notice issued alledging the assessee of non payment or short payment or erroneous refund of input tax credit followed by Demand order issued u/s. 73 of the GST Act	Rs. 2,48,616/- (Tax: Rs. 1,31,186/-; Interest: Rs. 97,430/-; Penalty: Rs. 20,000/-)	The Amount is pending to be paid by the assessee

Sr. No	Entity and GSTIN	Name of Authority	Notice /Demand Order Id & Period	Notice /Order Description	Amount in Dispute (Rs.)	Current Status
2.	M/s. Chemkart (Proprietorship of Ms. Parul Mehta Promoter) 27ADFPA9422N1ZD	Deputy Commissioner of State Tax, Bandra West, Santacruz	DRC-01A ZD2709240534438 dated September 23, 2024 Period: 2021-22	Intimation of tax ascertained as being payable under Section 73(5) of the GST Act due to discrepancies in returns filed	Rs. 8,80,494/-	The assessee is yet to file response to the notice
3.	M/s. Chemkart (Proprietorship of Ms. Parul Mehta Promoter) 27ADFPA9422N1ZD	Deputy Commissioner of State Tax, Bandra West, Santacruz	Intimation in ASmT-10 bearing no. ZD270225050171U dated February 10, 2025 Period: 2022-23	Notice issued u/s. 61, intimating discrepancy in the return after scrutiny	Rs. 68,82,000/- towards tax	The assessee is yet to file response to the notice

Direct Tax: NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. LITIGATION FILED BY OUR PROMOTERS/ DIRECTORS/ KEY MANAGERIAL PERSONS/SENIOR MANAGERIAL PERSONS

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax: NIL

Direct Tax: NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES AND/OR GROUP COMPANIES

A. LITIGATION AGAINST OUR SUBSIDIARIES AND /OR GROUP COMPANIES

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax: NIL

Direct Tax: NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. LITIGATION FILED BY OUR SUBSIDIARIES AND/ OR GROUP COMPANIES

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax: NIL

Direct Tax: NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTER, DIRECTORS, KEY MANAGERIAL PERSON, SENIOR MANAGERIAL PERSONS, GROUP COMPANIES AND PROMOTOR GROUP DURING THE LAST 5 FINANCIAL YEARS

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Draft Red Herring Prospectus in the case of our Company, Promoter, Directors. Other than as described above, there have been no prosecutions filed (whether pending

or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Draft Red Herring Prospectus

OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of the Draft Red Herring Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

NON-PAYMENT OF STATUTORY DUES

As on the date of the Draft Red Herring Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

MATERIAL FRAUDS AGAINST OUR COMPANY

There have been no material frauds committed against our Company in the five years preceding the year of this Draft Red Herring Prospectus.

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

DISCLOSURES PERTAINING TO FRAUDULENT BORROWER

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled "Management's Discussion & Analysis of Financial Conditions & Results of Operations" beginning on page 298 there have been no material developments that have occurred after the Last Balance Sheet Date.

OUTSTANDING DUES TO 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, 2024: -

Name	Balance as on September 30, 2024 (in Lakhs)
Total Outstanding dues to Micro and Small & Medium Enterprises	NIL
Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	1,333.67

GOVERNMENT AND OTHER STATUTORY APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake this Offer and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Offer or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

Approvals In Relation to Our Company's incorporation

1. Certificate of Incorporation dated March 06, 2020 from the Deputy Registrar of Companies, Central Registration Centre, issued under the Companies Act, 2013 as "Chemkart India Private Limited" (Company Identification no. U51220MH2020PTC338631)
2. Fresh Certificate of Incorporation dated October 04, 2024 from the Assistant Registrar of Companies, Deputy Registrar of Companies, Registrar of Companies, Central Processing Centre, consequent to conversion of the Company from "Chemkart India Private Limited" to "Chemkart India Limited" (Corporate Identification No. - U51220MH2020PLC338631)

Approvals in relation to the Offer

Corporate Approvals

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on January 13, 2025 authorized the Offer, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated January 16, 2025, under Section 62(1) (c) of the Companies Act, 2013, authorized the Offer.
3. Our Board of Directors has, pursuant to a resolution dated March 21, 2025 and [●] authorized our Company to take necessary action for filing the Draft Red Herring Prospectus and Red Herring Prospectus respectively with BSE SME.

Approvals from Stock Exchange

1. Our Company has received in- principle listing approval from the BSE SME dated [●] for listing of Equity Shares issued pursuant to the issue.

Other Approvals

1. The Company has entered into a tripartite agreement dated May 06, 2024 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.
2. The Company has entered into an agreement dated October 28, 2024 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.

APPROVALS / LICENSES / PERMISSIONS IN RELATION TO OUR BUSINESS:

Tax Related Approvals

S. No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Permanent Account Number (PAN)	M/s. Chemkart India Limited	AAICC6748A	Income Tax Department	March 06, 2020	Valid till Cancelled
2.	Tax Deduction and Collection Account Number (TAN)	M/s. Chemkart India Limited, 403/404, 4th Floor, K.L. Accolade, 6th Road, TPS III, Santacruz (East), Mumbai, Mumbai, Maharashtra, India, 400055	MUMC26235G	Income Tax Department	March 06, 2020	Valid till Cancelled
3.	GST Registration Certificate	M/s. Chemkart India Limited, 4th Floor, 403/404, KL Accolade, 6th Road, Santacruz Sub Post Office, Santacruz East, Mumbai Suburban, Maharashtra, 400055 Additional Place business: Ground Floor, 1451/7, E-8, Gala No 7 to 10, Shree Arihanth Compound, Reti Bandar Road, Kalher, Bhiwandi, Thane, Maharashtra, 421302	27AAICC6748 A1ZP	Goods and Services Tax department	issued on March 11, 2020 Latest Amended Certificate dated November 19, 2024	Valid till Cancelled
4.	Professions Tax Registration Certificate (P.T.R.C)	M/s. Chemkart India Private Limited, E-8, Gala No 7 To 10, Ground Floor, Shree Arihanth Compound, Reti Bunder Road, Kalher, Bhiwandi, Thane, 421302	27702144815P	Maharashtra State Tax Department	Certificate with effect from April 27, 2023	Valid till Cancelled
5.	Professions Tax Enrollment Certificate (P.T.E.C)	M/s. Chemkart India Private Limited, E-8, Gala No 7 to 10, Ground Floor, Shree Arihanth Compound, Reti Bunder Road, Kalher, Bhiwandi, Thane, 421302	99264560430P	Maharashtra State Tax Department	Certificate with effect from April 01, 2023 Certificate Issue Date April 27, 2023	Valid till Cancelled

Registrations related to Labour Laws:

S. No.	Description	Address	License Number	Issuing Authority	Date of issue	Date of Expiry
1	UDYAM Registration Certificate	M/s. Chemkart India Limited, 403/404, K. L. Accolade 4th Floor, 6th Road Above Capitan Gym, Mumbai Suburban, Santacruz East, Mumbai, Maharashtra 400055	UDYAM-MH-19-0053716	Ministry of Micro, Small and Medium Enterprises	March 26, 2021	Valid till Cancelled
2	Registration under Employee State Insurance Act (ESIC)	M/s. Chemkart India Private Limited,	3500084829000 0304	Employees' State Insurance Corporation, Mumbai	August 26, 2023	Valid till Cancelled

		403-404, 4th Floor, K L Accolade 6th Road, Near R.k. Hospital Santacruz East, 400055				
3	Registration under Employee State Insurance Act (ESIC)	M/s. Chemkart India Private Limited, 1451/7, E-8, Gala No 7 to 10, Shree Arihanth Compound, RetiBunder Road, Kalher, Bhiwandi	3435084829001 0304	Employees' State Insurance Corporation, Mumbai	August 26, 2023	Valid till Cancelled
4.	Registration under the Employees Provident fund (EPF)	M/S. Chemkart India Private Limited, 403-404, 4th Floor, K L Accolade 6th Road, Near R.K. Hospital, Santacruz East Mumbai Suburban Maharashtra - 400055	MHBAN30531 32000	Employees' Provident Fund Organisation, Mumbai	August 26, 2023	Valid till Cancelled
5.	Registration under The Maharashtra Shops and Establishment Act 1948	Chemkart India Limited 4Th Floor, 403/404, K1 Accolade, 6Th Road, Santacruz Sub Post Office, Santacruz East, Mumbai Suburban, Maharashtra, 400055	Intimation no. 890950439/HE Ward/Shop I	Maharashtra a shop and Establishments	February 25, 2025	Valid till Cancelled
6.	Registration under The Maharashtra Shops and Establishment Act 1948	Chemkart India Limited 1451/E8/7-8-9-10, Arihanth Godown Complex, Kalher, Near Shilpa Hotel, Bhiwandi, Kalher City, Bhiwandi, Thane 421302, Maharashtra, India	101211232503	Maharashtra a shop and Establishments	January 28, 2025	Valid till Cancelled
7.	Registration under The Maharashtra Shops and Establishment Act 1948	Chemkart India Private Limited A/201/106, Nandadevi CHS, Prabhat Colony Road No. 8, Near Yatri Road, Santacruz East, Mumbai-400055, Maharashtra, India (Laboratory Chemicals)	890465993/HE Ward/ Commercial II	Maharashtra a Shop and Establishments	April 14, 2021	Valid till Cancelled

Business Related Approvals:

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Import Export Code (IEC)	M/s. Chemkart India Limited Office No 403/404, 4th Floor, K L Accolade, Road No 6, Nr R K Hospital, Santacruz East, Mumbai, Mumbai Suburban, Maharashtra, 400055	AAICCC6748A	Ministry of Commerce and Industry Directorate General of Foreign Trade	August 20, 2020 Latest modified certificate dated – December 31, 2024	Valid till Cancelled
2.	Registration Certificate For Importer (Under Rule-13(2) of the Plastic Waste Management Rules, 2016 as amended)	M/s. Chemkart India Private Limited 1451/7, E-8, Gala No 7 to 10, Shree Arihanth Compound, RetiBunder Road, Kalher, Bhiwandi, Thane, Maharashtra, 421302	IM-09-000-03-AAICCC6748A-23	Central Pollution Control Board, Delhi	March 09, 2023	Validity extended till cancellation / change by the applicant

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
						t, vide notice no. CP-20/6/2023-UPC-II-HO-CPBC-HO dated August 28, 2023
3.	ISO 9001:2015 Quality Management Systems of Importers, Manufacturers And Distributors Of Health Supplements, Pharma Bulk Drugs, Food And Feed Ingredients	M/s. Chemkart India Private Limited, 1451/7, E-8, Gala no.-7 to 10, Shree Arihanth Compound, Reti Bunder Road, Kalher, Bhiwandi, Thane - 421302 (Maharashtra) (India)	EUAC/QMS/10 20-2024	PCMS Worldwide Limited	March 08, 2024	March 07, 2027
4.	ISO 9001:2015 Quality Management System for Importer and Distributors of Health Supplements, Pharma Bulk Drugs, Food and Feed Ingredients	M/s. Chemkart India Private Limited, 403/404, 4th Floor, Kl Accolade, 6th Road, Santacruz Post Office, Mumbai Suburban – 400055, Maharashtra India	IN/50413612/55 47	ICV Assessment s Private Limited	June 06, 2024	June 05, 2027
5	FSSAI License for Trade/Retail - Retailer Trade/ Retail - Distributor Trade/Retail - Trader/Merchant Exporter Trade/Retail - Wholesaler Trade/Retail - Importer	M/s. Chemkart India Private Limited, 403/404, 4th Floor, Kl Accolade, 6th Road, Santacruz Post Office, Mumbai Suburban – 400055, Maharashtra India Unit No. 7 TO 10, Building E8, Shree Arihant Complex, Kalher, Bhiwandi Tahashil (Except Biwandi Municipal Corporation & Kasheli, Kalher, Rehanal, Purna revenue villages), Bhiwandi Municipal Corporation (Thane Zone-5) , Maharashtra-421302	1002102200086 7 (Central license)	Food Safety and Standards Authority of India	Originally issued on March 29, 2021 Last renewed on March 29, 2024 Last Modified on – January 15, 2025	March 28, 2027
6.	Global Accreditation Certification Board (GACB) to comply with	M/s. Chemkart India Private Limited, 403/404, 4th Floor, KL Accolade, 6th Road, Santacruz East, Mumbai	QCS-2024-CAPL-0103	QCS Certification	June 06, 2024	June 05, 2027

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
	HALAL Assurance System Guidelines	Suburban, Maharashtra-400055, India				
7.	MQA Certification Services (KOSHER)	M/s. Chemkart India Private Limited 403/404, 4th Floor, KL Accolade, 6th Road, Santacruz East, Mumbai Suburban, Maharashtra-400055, India	KOSHER/24M02824	MQA Certification Services	June 06, 2024	June 05, 2027
8.	Fire NOC	Chemkart India Limited 4Th Floor, 403/404, KI Accolade, 6Th Road, Santacruz Sub Post Office, Santacruz East, Mumbai Suburban, Maharashtra, 400055	SSFSS/2025/F17	Safe Stakes Fire Safety Services	March 07, 2025	January 12, 2026
9.	Fire NOC	Chemkart India Limited 1451/E8/7-8-9-10, Arihant Godown Complex, Kalher, Near Shilpa Hotel, Bhiwandi, Kalher City, Bhiwandi, Thane 421302, Maharashtra, India	SSFSS/2025/F18	Safe Stakes Fire Safety Services	March 07, 2025	January 12, 2026

INTELLECTUAL PROPERTY

Trademarks registered/Objected/Abandoned in the name of our company

S. No	Brand Name/Logo	Class	Application number and Date	Owner	Authority	Validity	Current Status
1.	Device - "Chemkart" 	5	6794483 Dated January 08, 2025	M/s. Chemkart India Limited	Trade Marks Registry	--	Formalities Check Pass
2.	Device - "Chemkart" 	35	6794484 Dated January 08, 2025	M/s. Chemkart India Limited	Trade Marks Registry	--	Formalities Check Pass

Domain Name

Sr. No.	Domain Name and ID	Registry Domain ID	Registrant Name, Address	Creation Date	Registry Expiry Date
1.	www.chemkart.com	IANA ID: 1495	Chemkart India Limited	Creation date: January 13, 2016	January 13, 2027
2.	https://www.chemkart.in/#	Domain Id: D8413969-IN IANA ID: 801217	Chemkart India Limited	May 17, 2014 (updated on April 24, 2024)	May 17, 2025

Licenses Applied For:

S. No.	Description	Address of Premises	Purpose	Application Number / Acknowledgement	Date of Application
1.	FSSAI License for Manufacturer-Food or Health Supplements	M/s. Chemkart India Limited	Modification of License	10250122106906379	January 22, 2025

S. No.	Description	Address of Premises	Purpose	Application Number / Acknowledgement	Date of Application
	and Nutraceuticals etc. (Trade / Retail-Importer, wholesaler, Distributor, Merchant-Exporter)	UNIT NO. 7 TO 10, BUILDING E8, SHREE ARIHANT COMPLEX, KALHER, Bhiwandi Tahashil			

Approvals in relation to the Object of the Offer:

One of the objects of the Issue is to build a manufacturing structure and a warehouse on the land of a subsidiary through investment in the subsidiary. Accordingly, following are the approvals obtained or to be obtained by our subsidiary M/s. Easy Raw Materials Private Ltd.

S. No.	Description	Address of Premises	Registration Number / application Number	Issuing Authority	Date of issue/ Application	Date of Expiry
1.	Approval of Building plans and Assurance of Development permission for Packaging, Manufacturing and Trading unit	M/s. Easy Raw Materials Pvt. Ltd. Plot No. F1, Sector 7 in JNPA SEZ, Nhava Sheva, Uran, Navi Mumbai, Maharashtra	Approval letter JNPA/SEZ/EZRM/F 1/2025/141	Jawaharlan Nehru Port Authority	Issued January 28, 2025	Valid till Cancelled
2.	Combined Consent to Establish under Water (P&CP), 1974, Air (P&PC) Act, 1981 and Hazardous and Other Wastes (M&TM) Rules, 2016 (Orange Category)	M/s. Easy Raw Materials Pvt. Ltd. Plot No. F1, Sector 7 in JNPA SEZ, Nhava Sheva, Village Sonari & Jaskhar, Uran, Navi Mumbai, Maharashtra	Consent No. 0000223960/Indus-Id-237612 For manufacturing of Tablets, Capsules, Powder jars & Sachets and (Pharmaceuticals Formulations) and Warehouse of Pharmaceutical Products	Maharashtra Pollution Control Board	December 27, 2024	December 26, 2029
3.	Provisional Fire NOC	M/s. Easy Raw Materials Pvt. Ltd. Plot No. F1, Sector 7 in JNPA SEZ, Nhava Sheva, Uran, Navi Mumbai, Maharashtra	---	Safety Officer, JNPA SEZ, Navi Mumbai	Applied on February 06, 2025	---
4.	Approval of Trading activity	M/s. Easy Raw Materials Pvt. Ltd. Plot No. F1, Sector 7 in JNPA SEZ, Nhava Sheva, Uran, Navi Mumbai, Maharashtra	Original approval letter: SEEPZ/NEWSEZ/JNPA-SEZ/ERMPL/47/2022-23/07575 Extension letter: SEZONLINE/INPJN 6/192400001662	Office of Development Commissioner, DC SEEPZ SEZ, Mumbai	Originally approved on May 26, 2023 Approval extension date: May 26, 2024	Valid till May 25, 2025
5.	Approval of Manufacturing Activity	M/s. Easy Raw Materials Pvt. Ltd.	Original approval letter: SEEPZ/NEWSEZ/JN	Office of Development Commissioner	Originally approved	Valid till May 24, 2025

S. No.	Description	Address of Premises	Registration Number / application Number	Issuing Authority	Date of issue/ Application	Date of Expiry
		Plot No. F1, Sector 7 in JNPA SEZ, Nhava Sheva, Uran, Navi Mumbai, Maharashtra	PA-SEZ/ERMPL/44/2022-23/07588 Extension letter: SEZONLINE/INPJN 6/192400001651	ner, DC SEEPZ SEZ, Mumbai	on May 26, 2023 Approval extension date: May 25, 2024	

Approvals in Relation to Our Wholly Owned Subsidiary M/s. Easy Raw Materials Private Limited:

Other Approvals in Relation to M/s. Easy Raw Materials Private Limited (a subsidiary of the issuer Company in which investment is to be made for the purpose of Object):

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of incorporation	M/s. Easy Raw Materials Private Limited 4Th Floor, 403/404, KI Accolade, 6Th Road, Santacruz Sub Post Office, Santacruz East, Mumbai Suburban, Maharashtra, 400055	Corporate Identity number: U51909MH2020PTC 351813 Registration number: 351813	Deputy Registrar of Companies issued on behalf of Jurisdictional Registrar, Central Registration Centre	December 14, 2020	Valid till cancelled
2.	Certificate of change of Name from "M/s. Easy Raw Materials Private Limited" To "M/s. Easy Raw Materials Private Limited"	M/s. Easy Raw Materials Private Limited	Corporate Identity number: U51909MH2020PTC 351813 Registration number: 351813	Registrar of Companies, Mumbai	July 07, 2021	Valid till cancelled
3.	Permanent Account Number (PAN)	M/s. Easy Raw Materials Private Limited	AAGCE2409J	Income Tax Department	December 14, 2020	Valid till cancelled
4.	Tax Deduction Account Number (TAN)	M/s. Easy Raw Materials Private Limited 4Th Floor, 403/404, KI Accolade, 6Th Road, Santacruz Sub Post Office, Santacruz East, Mumbai Suburban, Maharashtra, 400055	MUME14006G	Income Tax Department	December 14, 2020	Valid till cancelled
5.	GST Registration Certificate	M/s. Easy Raw Materials Private Limited 4Th Floor, 403/404, KI Accolade, 6Th Road, Santacruz Sub Post Office, Santacruz East, Mumbai Suburban, Maharashtra, 400055	27AAGCE2409J1ZO	Goods and Services Tax department	issued on October 14, 2022 Latest Amended Certificate dated	Valid till cancelled

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
					February 17, 2025	
6.	GST Registration Certificate	M/s. Easy Raw Materials Private Limited Plot No. F1, Sector 7, JNPA SEZ, JNPT Road, JNPT SEZ, Elephanta Caves, Raigad, Uran, Navi Mumbai, Maharashtra Additional Place of Business: Unit-2, Plot No. F1, Sector 7, JNPA SEZ, JNPT Road, JNPT SEZ, Elephanta Caves, Raigad, Uran, Navi Mumbai, Maharashtra	27AAGCE2409J2ZN	Goods and Services Tax department	issued on May 25, 2023 Latest Amended Certificate dated July 12, 2024	Valid till Cancelled
8.	Import Export Code (IEC)	M/s. Easy Raw Materials Private Limited 4Th Floor, 403/404, KI Accolade, 6Th Road, Santacruz Sub Post Office, Santacruz East, Mumbai Suburban, Maharashtra, 400055	AAGCE2409J	Ministry of Commerce and Industry Directorate General of Foreign Trade	January 24, 2023	Valid till Cancelled
9.	Registration under The Maharashtra Shops and Establishment Act 1948	4Th Floor, 403/404, KI Accolade, 6Th Road, Santacruz Sub Post Office, Santacruz East, Mumbai Suburban, Maharashtra, 400055	Intimation application ID No. 890955933/HE Ward/Shop I	Labour Department, Mumbai, Maharashtra	March 11, 2025	Valid till Cancelled
10.	Word EZRM	M/s. Easy Raw Materials Private Limited	Application no. 6205049 dated December 02, 2023 filed under Class 5	Trade Mark Registry, Mumbai	Current Status: Objected	NA

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities except that for change of name of the issuer Company pursuant to change of its constitution from Private Limited to Public Limited.

Approvals in Relation to Our Wholly Owned Subsidiary M/s. Vinstar Biotech Private Limited:

Other Approvals in Relation to M/s. Vinstar Biotech Private Limited (a subsidiary of the issuer Company in which investment is to be made for the purpose of Object):

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of incorporation	M/s. Vinstar Biotech Private Limited Building No E/8, Unit No 7,8,9,10, Ground Floor, Shree Arihant Compound, Reti Bunder Road, Kellher, Bhiwandi, Bhiwandi	Corporate Identity Number: U21001MH2023PTC 399095 Registration No. 399095	Deputy Registrar of Companies issued on behalf of Jurisdictional	March 16, 2023	Valid till cancelled

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
		Tahashil, Bhiwandi Municipal Corporation (Thane Zone-5), Maharashtra-421302		Registrar, Central Registration Centre		
2.	Permanent Account Number (PAN)	M/s. Vinstar Biotech Private Limited	AAJCV2559D	Income Tax Department	March 16, 2023	Valid till cancelled
3.	Tax Deduction Account Number (TAN)	M/s. Vinstar Biotech Private Limited Building No E/8, Unit No 7,8,9,10, Ground Floor, Shree Arihant Compound, Reti Bunder Road, Kellher, Bhiwandi, Bhiwandi Tahashil, Bhiwandi Municipal Corporation (Thane Zone-5), Maharashtra-421302	PNEV22157C	Income Tax Department	March 16, 2023	Valid till cancelled
4.	GST Registration Certificate	M/s. Vinstar Biotech Private Limited Building No E/8, Unit No 7,8,9,10, Ground Floor, Shree Arihant Compound, Reti Bunder Road, Kellher, Bhiwandi, Bhiwandi Tahashil, Bhiwandi Municipal Corporation (Thane Zone-5), Maharashtra-421302	27AAJCV2559D1Z6	Goods and Service Tax Department	May 08, 2024	Valid till Cancelled
5.	Registration under Employee State Insurance Corporation (ESIC)	M/s. Vinstar Biotech Private Limited 145110, Gala 10, Bldg E8, Arihant Godown Complex, Kalher, Bhiwandi Bhiwandi,421302	34000651120000399	Employees' State Corporation	March 18, 2023	Valid till Cancelled
6.	FSSAI License for Repacker – Substances added to Food, Trade/Retail – Wholesaler, Importer, Merchant Exporter, Retailer	M/s. Vinstar Biotech Private Limited Building No E/8, Unit No 7,8,9,10, Ground Floor, Shree Arihant Compound, Reti Bunder Road, Kellher, Bhiwandi, Bhiwandi Tahashil, Bhiwandi Municipal Corporation (Thane Zone-5), Maharashtra-421302	11524998000334 (Central License)	Food Safety and Standards Authority of India	Originally issued on March 04, 2024	Renewed upto March 03, 2026

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
7.	Compliance Certificate (HALAL) For manufacture and Supply of Amino Acids, Vitamis, Sweeteners, Nutraceutical Ingredients and Premixes	M/s. Vinstar Biotech Private Limited Building No E/8, Unit No 7,8,9,10, Ground Floor, Shree Arihant Compound, Reti Bunder Road, Kellher, Bhiwandi, Bhiwandi Tahashil, Bhiwandi Municipal Corporation (Thane Zone-5), Maharashtra-421302	EUAC/HALAL/1006-2023	PCMS Worldwide Limited	May 27, 2023	May 26, 2026
8.	ISO 9001:2015 (Quality Management System) For manufacture and Supply of Amino Acids, Vitamis, Sweeteners, Nutraceutical Ingredients and Premixes	M/s. Vinstar Biotech Private Limited Building No E/8, Unit No 7,8,9,10, Ground Floor, Shree Arihant Compound, Reti Bunder Road, Kellher, Bhiwandi, Bhiwandi Tahashil, Bhiwandi Municipal Corporation (Thane Zone-5), Maharashtra-421302	DAPL/QMS/EDE1044	Delano Assessment Private Limited	May 27, 2023	May 26, 2026
9.	ISO 22000:2018 (Food Safety Management System) For manufacture and Supply of Amino Acids, Vitamis, Sweeteners, Nutraceutical Ingredients and Premixes	M/s. Vinstar Biotech Private Limited Building No E/8, Unit No 7,8,9,10, Ground Floor, Shree Arihant Compound, Reti Bunder Road, Kellher, Bhiwandi, Bhiwandi Tahashil, Bhiwandi Municipal Corporation (Thane Zone-5), Maharashtra-421302	EUAC/FSMS/1007-2023	PCMS Worldwide Limited	May 27, 2023	May 26, 2026
10.	ISO 45001:2018 (Occupational Health and Safety Management System) For manufacture and Supply of Amino Acids, Vitamis, Sweeteners, Nutraceutical Ingredients and Premixes	M/s. Vinstar Biotech Private Limited Building No E/8, Unit No 7,8,9,10, Ground Floor, Shree Arihant Compound, Reti Bunder Road, Kellher, Bhiwandi, Bhiwandi Tahashil, Bhiwandi Municipal Corporation (Thane Zone-5), Maharashtra-421302	DAPL/OH&S/EDE1012	Delano Assessment Private Limited	May 27, 2023	May 26, 2026
11.	Import Export Code (IEC)	M/s. Vinstar Biotech Private Limited Building No E/8, Unit No 7,8,9,10, Ground	AAJCV2559D	Ministry of Commerce and Industry	July 05, 2024	Valid till Cancelled

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
		Floor, Shree Arihant Compound, Reti Bunder Road, Kellher, Bhiwandi, Bhiwandi Tahashil, Bhiwandi Municipal Corporation (Thane Zone-5), Maharashtra-421302		Directorate General of Foreign Trade		
12.	Registration under The Maharashtra Shops and Establishments Act 1948	M/s. Vinstar Biotech Private Limited Building No E/8, Unit No 7,8,9,10, Ground Floor, Shree Arihant Compound, Reti Bunder Road, Kellher, Bhiwandi, Bhiwandi Tahashil, Bhiwandi Municipal Corporation (Thane Zone-5), Maharashtra-421302	Receipt No. 2510200319840235 ID No. 102878932503	Labour Department, Maharashtra	March 10, 2025	Valid till Cancelled
13.	Word “VINSTAR BIOTECH PRIVATE LIMITED”	M/s. Vinstar Biotech Private Limited	Application no. 6194789 dated November 23, 2023 filed under Class 5	Trade Mark Registry, Mumbai	Registered effective from November 23, 2023	November 22, 2033

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE OFFER

Our Board of Directors have vide resolution dated January 13, 2025 authorized the Offer, subject to the approval by the shareholders of our Company under Section 28 and Section 62(1)(c) of the Companies Act, 2013.

The shareholders have authorized the Offer, by passing a Special Resolution at the Extra Ordinary General Meeting held on January 16, 2025 in accordance with the provisions of Section 28 and Section 62(1)(c) of the Companies Act, 2013 at shorter notice.

Our Board of Directors have vide resolution dated January 17, 2025 for authorisation on Offer Size and resolution of the Board of Directors dated [●], in relation to the authorisation on Offer Structure.

The Selling Shareholders have confirmed and authorized their participation in the Offer for Sale in relation to the Offered Shares, as set out below:

Name of the Selling Shareholders	Type	Date of Transmittal Letter	Date of consent letter to the transmittal letter to participate in the Offer for Sale	Equity Shares of face value of ₹ 10 each held as of date of the DRHP	Equity Shares of face value of ₹ 10 each offered by way of Offer for Sale	% of the pre Offer paid-up Equity Share capital
Ms. Ankit Shailesh Mehta	Promoter	January 16, 2025	January 17, 2025	47,49,465	3,15,000	3.32%
Ms. Parul Shailesh Mehta	Promoter	January 16, 2025	January 17, 2025	47,49,500	3,15,000	3.32%
Total				94,98,965	6,30,000	6.64%

The Selling Shareholders confirms that their respective portion of the Offered Shares are eligible to be offered for sale in the Offer in accordance with Regulation 230(1) (f) and 230(1) (g) of the SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable to them, as on the date of this Draft Red Herring Prospectus.

The Company has obtained approval from BSE vide letter dated [●] to use the name of BSE in this Offer Document for listing of equity shares on the BSE SME.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

As per Regulation 228 of the SEBI ICDR Regulation, 2018 and SEBI ICDR (Amendment) Regulations, 2025, our Company satisfies the following eligibility conditions on which the specified securities are proposed to be listed:

- a) Our Company, Promoters, Selling Shareholders, Directors, members of our Promoter Group, the persons in control of our Promoters or our Company, as applicable, are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.
- b) Our Directors and Promoters are not directors or promoters of any other company which has been debarred from accessing the capital markets by SEBI.
- c) Our Company, Promoters, Promoter Group and Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.
- d) Our Promoters or Directors have not been declared as Fugitive Economic Offenders under section 12 of the Fugitive Economic Offenders Act, 2018.
- e) There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

All the Equity Shares are fully paid up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERS) RULES, 2018

Our Company, Promoters, Selling Shareholders and members of our Promoter Group, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to each of them as on the date of this Draft Red Herring Prospectus.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market in any manner including securities market related business. There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

ELIGIBILITY FOR THE OFFER

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations; and this Offer is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

This Offer is being made in terms of Regulation 229(2) of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, whereby, an issuer whose post Offer paid-up capital exceeds ₹ 10 crores but does not exceed ₹ 25 crores rupees, shall offer shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the BSE SME)

Further, as per Regulation 229 of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025 and eligibility conditions of BSE SME, our Company satisfies track record to get its specified securities listed.

- Our Company was originally incorporated on March 06, 2020, under the Companies Act, 2013 with the Registrar of Companies, Mumbai bearing registration number as 338631 and CIN as U51220MH2020PLC338631. Hence, our Company is in existence for a period of 5 years on the date of filing of this Draft Red Herring Prospectus with BSE.
- As on the date of the Draft Red Herring Prospectus, our Company has a total paid-up capital of ₹ 949.90 Lakhs comprising 94,99,000 Equity Shares of ₹ 10/- each and the Post Offer paid-up Capital will be ₹ [●] Lakhs comprising [●] Equity Shares which shall be below ₹ 25.00 crores.
- Based on the Restated Financial Statements, Company’s net worth for the stub period ended September 30, 2024 and for the 3 preceding financial years preceding the application date is given below and it has Net worth of at least Rs. 1 crore for 2 preceding full financial years:

(₹ in Lakhs)

Particulars	For the period ended September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Paid-up Share Capital	135.70	135.70	135.70	135.70
Reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account	4,240.19	2,765.77	1,313.95	547.93
Net worth	4,375.89	2,901.47	1,449.65	683.63

- Based on the Restated Financial Statements, Company’s Net Tangible Assets as on the period ended September 30, 2024 and for the full financial year ended March 31, 2024 was more than Rs. 3 Crores and the working is given below:

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024
Net Worth	43.75	29.01
Less: Intangible Assets	-	-

Net Tangible Assets	43.75	29.01

- The Company confirms that it has operating profits (earnings before interest, depreciation and tax) of ₹ 1 Crore from operations for at least two out of three previous financial years preceding the application date as per the Restated Financial Statements.

(₹. in Lakhs)

Particulars	For the period ended September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net Profit before Tax	1,999.48	1,995.40	1,051.73	732.21
Add: Finance Cost	90.90	134.44	58.65	14.49
Add: Depreciation and Amortisation Expenses	41.28	41.45	25.45	0.78
Less: Other Income	130.80	80.08	30.84	45.16
EBITDA	2,000.86	2,091.20	1,104.99	702.32

- The Leverage ratio (Total Debts to Equity) of the Company as on September 30, 2024 was 0.49:1 which is less than the limit of 3:1. The working is given below:

(₹. in Lakhs)

Particulars	September 30, 2024
Long Term Borrowings	15.07
Short Term Borrowings	2,118.06
Total Debt (A)	2,133.13
Paid-up Share Capital	135.70
Reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account	4,240.19
Net worth (B)	4,375.89
Debt-Equity Ratio (A / B)	0.49

- In case of the Company, which had been a proprietorship or a partnership firm or a limited liability partnership before conversion to a company or body corporate, such issuer may make an initial public offer only if the issuer company has been in existence for at least one full financial year before filing of draft offer document: **Not Applicable**
- In cases where there is a complete change of promoter of the Company or there are new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer, the issuer shall file draft offer document only after a period of one year from the date of such final change(s): **Not Applicable**
- There has been no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals. None of our Promoter(s) or directors have been promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange. Accordingly, there is no applicability of compulsory delisting is attracted and none of our Promoter(s) or directors have been promoter(s) or directors (other than independent directors) of companies that are suspended from trading on account of non-compliance. Further, none of our directors are disqualified/ debarred by any of the Regulatory Authority.
- There are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by our Company, promoters/ promoting company(ies), Subsidiary Companies.
- In case of name change within the last one year, at least 50% of the revenue calculated on a restated and consolidated basis for the preceding 1 full financial year has been earned by our Company from the activity indicated by our new name: **Not Applicable**
- Other Requirements:

(a) Our Company has a website: <https://chemkart.com/>

(b) 100% of Equity Shares held by the Promoters are in dematerialised form.

- (c) Our company has facilitated trading in demat securities and has entered into an agreement with both the depositories.
- (d) The composition of the board our company is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval;
- (e) The Net worth of our company as mentioned above is computed as per the definition given in SEBI (ICDR) Regulations;
- (f) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- (g) Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
- (h) There is no winding up petition against the company, which has been accepted by the National Company Law Tribunal (NCLT).
- (i) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

As per Regulation 230 (1) of the SEBI ICDR Regulation, 2018 and SEBI ICDR (Amendment) Regulations, 2025, our Company has ensured that:

- a. The Draft Red Herring Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the BSE SME. BSE is the Designated Stock Exchange.
- b. Our Company has entered into an agreement dated October 28, 2024 with NSDL and agreement dated May 06, 2024 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.
- c. The entire pre-issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO are fully paid-up.
- d. The entire Equity Shares held by the Promoters are in dematerialized form.
- e. The fund requirements set out for the Objects of the Offer are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Offer as required under the SEBI ICDR Regulations.
- f. The size of offer for sale by selling shareholders shall not exceed twenty per cent of the total issue size;
- g. The shares being offered for sale by selling shareholders shall not exceed fifty per cent of such selling shareholders' pre-issue shareholding on a fully diluted basis:

The Selling Shareholders have confirmed and authorized their participation in the Offer for Sale in relation to the Offered Shares, as set out below:

Name of the Selling Shareholders	Type	Date of Transmittal Letter	Date of consent letter to the transmittal letter to participate in the Offer for Sale	Equity Shares of face value of ₹ 10 each held as of date of the DRHP	Equity Shares of face value of ₹ 10 each offered by way of Offer for Sale	% of the pre Offer paid-up Equity Share capital
Ms. Ankit Shailesh Mehta	Promoter	January 16, 2025	January 17, 2025	47,49,465	3,15,000	3.32%
Ms. Parul Shailesh Mehta	Promoter	January 16, 2025	January 17, 2025	47,49,500	3,15,000	3.32%
Total				94,98,965	6,30,000	6.64%

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (1)(f)(g) and 230 (2) of the SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable.

- h. Our one of the objects of the Offer is repayment/prepayment of all or certain of our borrowings availed of by our Company, however, we hereby confirm that the repayment/prepayment shall not consist of repayment of loan taken from promoter, promoter group or any related party, from the offer proceeds, directly or indirectly.

We further confirm that:

1. In accordance with Regulation 245 (1) and (2) of the SEBI ICDR Regulation, 2018 read alongwith SEBI ICDR (Amendment) Regulations, 2025, the offer documents shall contain the following:
 - a. All material disclosures which are true and adequate so as to enable the applicants to take an informed investment decision;
 - b. Disclosures specified in the Companies Act, 2013;
 - c. Disclosures specified in **Part A of Schedule VI**;
 - d. Details pertaining to Employees' Provident Fund and Employee State Insurance Corporation;
 - e. Fees of Book Running Lead Manager.
2. In accordance with Regulation 246 of the SEBI ICDR Regulation, 2018 read alongwith SEBI ICDR (Amendment) Regulations, 2025 the book running lead manager shall ensure that the issuer shall file copy of the Red Herring Prospectus with SEBI along with relevant documents as required at the time of filing the Red Herring Prospectus to SEBI.
3. In accordance with Regulation 260 of the SEBI ICDR Regulations, this Offer has been one hundred percent (100%) underwritten and that the Book Running Lead Manager to the offer has underwritten at least 15% of the Total Offer Size. For further details, pertaining to said underwriting please see "General Information" beginning on page 83 of this Draft Red Herring Prospectus.
4. In accordance with Regulation 268 of the SEBI ICDR Regulation, 2018 read alongwith SEBI ICDR (Amendment) Regulations, 2025, we shall ensure that the total number of proposed allottees in the Offer is greater than or equal to two hundred (200), otherwise, the entire application money will be unblocked forthwith. If such money is not unblocked within four (4) days from the date our Company becomes liable to unblock it, then our Company and every officer in default shall, on and from expiry of fourth day, be liable to unblock such application money with interest as prescribed under the SEBI ICDR Regulations, and amendments thereto, the Companies Act 2013 and applicable laws.

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS AND AMENDMENTS THERETO

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations and amendments thereto. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI ICDR Regulations, with respect to the Offer.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER 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 OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT, THE BOOK RUNNING 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 BOOK RUNNING LEAD MANAGER, SMART HORIZON CAPITAL ADVISORS PRIVATE LIMITED SHALL FURNISH TO BSE, A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER FORM A OF SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 READ WITH SEBI ICDR AMENDMENT REGULATIONS, 2025.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE

PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS OFFER DOCUMENT.

Note: All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 33(1) and 33(2) of the Companies Act.

DISCLAIMER CLAUSE OF THE BSE

As required, a copy of the Draft Red Herring Prospectus shall be submitted to the BSE SME. The Disclaimer Clause as intimated by the BSE SME to us, post scrutiny of the Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and Prospectus prior to the filing with RoC.

DISCLAIMER FROM OUR COMPANY, THE DIRECTORS, THE SELLING SHAREHOLDERS, THE BOOK RUNNING LEAD MANAGER

Our Company, the Directors, the Selling Shareholders and the Book Running Lead Manager accept no responsibility for statements made in relation to the Company or the Offer other than those confirmed by itself or its Offered Shares in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, <https://chemkart.com/>, or the respective websites of the members of our Promoter, Promoter Group or our Subsidiaries, or any of the Group Companies, or the Selling Shareholders would be doing so at his or her own risk.

The Selling Shareholders are providing information in this Draft Red Herring Prospectus only in relation to themselves as the selling shareholders and their respective portion of the Offered Shares, the Selling Shareholders, including its directors, partners, affiliates, associates and officers, accepts and/or undertakes no responsibility for any statements made or undertakings provided, including without limitation, any statement made by or in relation to our Company or its business, other than those specifically undertaken or confirmed by it as selling shareholders and its respective portion of the Offered Shares in this Draft Red Herring Prospectus.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company, the Selling Shareholders (to the extent that the information pertains to himself and its respective portion of the Offered Shares) and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters and their respective directors, partners, 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.

The Book Running Lead Manager and their respective associates and affiliates in their capacity as principals or agents, may engage in transactions with, and perform services for, our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers to our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

DISCLAIMER IN RESPECT OF JURISDICTION

This offer is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies

Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares issued hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company or the Selling Shareholders since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

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

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or 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 U.S. Securities Act.

Restrictions on Transfers

Each purchaser that is acquiring the Equity Shares offered pursuant to this Offer outside the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares offered pursuant to this Offer, will be deemed to have acknowledged, represented to and agreed with the Company that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

- (a) the purchaser acknowledges that the Equity Shares offered pursuant to this Offer have not been and will not be registered under the U.S. Securities Act or with any securities’ regulatory authority of any state of the United States and accordingly may not be offered, sold, resold, pledged or transferred 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;
- (b) the purchaser is not subscribing to, or purchasing, the Equity Shares with a view to, or for the offer or sale in connection with, any distribution thereof (within the meaning of the U.S. Securities Act) that would be in violation of the securities laws of the United States or any state thereof;
- (c) the purchaser is purchasing the Equity Shares offered pursuant to this Offer in an “offshore transaction” meeting the requirements of Regulation S under the U.S. Securities Act;
- (d) the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to this Offer, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United

States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

- (e) the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;
- (f) the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any “directed selling efforts” as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;
- (g) the purchaser agrees, upon a proposed transfer of the Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Equity Shares being sold;
- (h) the purchaser understands and acknowledges that the company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above stated restrictions; and
- (i) the purchaser acknowledges that the Company, the members of the Syndicate, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

LISTING

The Equity Shares Offered through the Red Herring Prospectus are proposed to be listed on the SME Platform of BSE. Application have been made to the SME Platform of BSE for obtaining permission for listing of the Equity Shares being offered and sold in the Offer on its BSE SME Platform after the allotment in the Offer. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

Our company has obtained In-principle approval from BSE vide letter dated [●] to use name of BSE in the Red Herring Prospectus for listing of equity shares on BSE SME.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or such other time period as may be prescribed by SEBI. If our Company does not Allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at a rate of 15% per annum for the delayed period or such other rate as may be prescribed by SEBI.

CONSENTS

Consents in writing of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, legal advisor to the offer, the Book Running Lead Manager, the Bankers to our Company, Statutory Auditors, Chartered Engineer, Practising Company Secretary, Peer Review Auditors and the Registrar to the Offer to act in their respective capacities, have been obtained and consents in writing of the Syndicate Members⁽¹⁾, Share Escrow Agent⁽¹⁾, Monitoring Agency⁽¹⁾, Bankers to the Offer⁽¹⁾ (Escrow Collection Bank, Public Offer Account Bank, Sponsor Bank and Refund Bank), Market Maker⁽¹⁾, underwriter⁽¹⁾ to act in their respective capacities, will be obtained, and will be filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and the Prospectus for filing with the RoC.

⁽¹⁾ The aforesaid will be appointed prior to filing of the Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.

EXPERTS TO THE OFFER

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

Our Company has received written consent dated January 23, 2025, from Peer Reviewed Auditor namely, M/s. Bagaria & Co LLP, Chartered Accountants, to include their name in respect of the reports on the Restated Financial Information dated March 07, 2025 and the Statement of Possible Tax Benefits dated March 07, 2025 issued by them and included in this Draft Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Further, our Company has received written consent dated January 17, 2025, from M/s. SRJ Certification Services Private Limited, Independent Chartered Engineer, to include their name as required under Section 26 (5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert”, as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an Independent Chartered Engineer, in relation to the certification required for capacity utilization report dated January 17, 2025, certifying, inter alia, installed and actual capacity and list of plant and machinery. Also, in relation to the project report obtained on February 20, 2025, with respect to the setting up of manufacturing unit by the wholly-owned subsidiary Company named ERMPL and providing details of quotations and necessary approvals as required for the proposed unit.

Further, Our Company has also received written consent dated March 07, 2025 from the Practicing Company Secretary, namely M/s. Nirmal Tiwari & Associates, Practicing Company Secretary, to include their name in this Draft Red Herring Prospectus, as an “expert” as defined under section 2(38) and section 26(5) of the Companies Act, 2013 to the extent and in his capacity as a practicing company secretary in respect of their certificate dated March 07, 2025 for the ROC Search obtained from MCA and providing the list of delays/ non-filing/ non-compliance of the forms filed with ROC as applicable to us and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE YEARS

Our Company has not made any public issue (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus. Further, except as disclosed in “*Capital Structure*” on page 86, our Company has not made any rights issue during the five years preceding the date of this Draft Red Herring Prospectus.

PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES/LISTED PROMOTERS OF OUR COMPANY

Our Company does not have any listed Subsidiaries.

COMMISSION, BROKERAGE AND SELLING COMMISSION PAID ON PREVIOUS ISSUES OF THE EQUITY SHARES

Since this is the initial public offer of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY OUR COMPANY

Other than as disclosed in Chapter titled “*Capital Structure*” on page 86, our Company has not undertaken any capital issue in the last three years preceding the date of this Draft Red Herring Prospectus.

CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED GROUP COMPANIES, SUBSIDIARIES OR ASSOCIATES OF OUR COMPANY

Our Wholly Owned Subsidiaries and Our Group Companies are not listed on any Stock Exchanges. For further details, see “*Our Subsidiary*”, and “*Our Group Companies*” on page 258.

Our Company does not have any associates.

PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

- (a) Price information of past issues handled by Smart Horizon Capital Advisors Private Limited (during the current Financials year and two Fiscals preceding the current financial year):

Price information of past issues handled by Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited)

Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited):

Sr. No.	Issuer name	Issue size (₹ Crores)	Issue price (Rs.)	Listing Date	Opening price on Listing Date (in Rs.)	+/- % change in closing price, [+/- % change in closing benchmark] - 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180 th calendar days from listing
Mainboard IPO Issues								
-	-	-	-	-	-	-	-	-
SME IPO Issues								
1.	Rikhav Securities Limited	88.82	86.00	January 22, 2025	163.40	+2.97% [-1.19%]	-	-
2.	Maxvolt Energy Industries Limited	54.00	180.00	February 19, 2025	180.00	-5.92% [+1.12%]	-	-
3.	Beezaasan Explotech Limited	59.93	175.00	March 03, 2025	146.00	-	-	-

Source: www.bseindia.com / www.nseindia.com

Notes:

1. The BSE SENSEX and CNX NIFTY are considered as the Benchmark Index.
2. Price on BSE/NSE are considered for all the above calculations.
3. In case 30th, 90th and 180th day is not a trading day, closing price of the previous trading day has been considered.
4. In case 30th, 90th and 180th day, scripts are not traded then the last trading price has been considered.
5. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

Summary statement of price information of past issues handled by Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited):

Financial Year	Total no. of IPOs	Total funds raised (₹ Crores)	Nos. of IPOs trading at discount on as on 30 th calendar days from listing date			Nos. of IPOs trading at premium on as on 30 th calendar days from listing date			Nos. of IPOs trading at discount as on 180 th calendar days from listing date			Nos. of IPOs trading at premium as on 180 th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%- 50%	Less than 25%	Over 50%	Between 25%- 50%	Less than 25%	Over 50%	Between 25%- 50%	Less than 25%
2024-2025*	3 ^{&}	202.75	-	-	1	-	-	1	-	-	-	-	-	-
2023-2024	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2022-2023	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**The script of Rikhav Securities Limited, Maxvolt Energy Industries Limited and Beezaasan Explotech Limited has not completed 180 days from the date of listing.*

& The script of Rikhav Securities Limited, Maxvolt Energy Industries Limited and Beezaasan Explotech Limited was listed on January 22, 2025, February 19, 2025 and March 03, 2025.

Note: Rights Issues lead managed by Smart Horizon Capital Advisors Private Limited (Formerly known as Shreni Capital Advisors Private Limited) have not been included in the abovementioned Summary Statement of Disclosure as the disclosure is limited to IPOs only.

TRACK RECORD OF PAST ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER

For details regarding the track record of the Book Running Lead Manager, as specified in circular bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Manager, at: <https://shcapl.com/>

STOCK MARKET DATA OF EQUITY SHARES

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

REDRESSAL AND DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges or any such period as prescribed under the applicable laws, to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

All Offer related grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Manager where the Bid cum Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/ /2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as modified by SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application,

blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period and such compensation to investors shall be computed from T+3 day. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the SCSBs and the Book Running Lead Manager shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay.

Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchange till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	Instantly revoke the blocked funds other than the original application amount And ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount And ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted / partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Manager shall be liable to compensate the investor at the rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the Selling Shareholders, the BRLM and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

For helpline details of the Book Running Lead Manager pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “General Information – Book Running Lead Manager” on page 78.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company has obtained authentication on the SCORES in terms of the SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint, provided however, in relation to complaints pertaining to blocking/unblocking of funds, investor complaints shall be resolved on the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

The Selling Shareholders have authorized the Company Secretary of our Company, Ms. Ramdulari Saini as the Compliance Officer for the Offer. For details, “*General Information – Company Secretary and Compliance Officer*” on page 77, to deal with, on its behalf, any investor grievances received in the Offer in relation to such Selling Shareholders or its respective portion of the Offered Shares. However, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus. Furthermore, our Company does not have any listed group companies or subsidiaries.

Further, our Board by a resolution on January 13, 2025, has also constituted a Stakeholders’ Relationship Committee. The composition of the Stakeholders’ Relationship Committee is as follows:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Anirudh Ruia	Non-Executive Independent Director	Chairman
Mr. Abhishek Kamdar	Non-Executive Independent Director	Member
Ms. Parul Shailesh Mehta	Executive Director	Member

For further details, please see the chapter titled “*Our Management*” beginning on page 236 of this Draft Red Herring Prospectus.

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

Our Company has not applied for or received any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

OTHER CONFIRMATIONS

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

SECTION IX – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered, Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulation, 2018 read alongwith SEBI ICDR (Amendment) Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital, offer for sale, and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other governmental, statutory or regulatory authorities while granting its approval for the Offer, to the extent and for such time as these continue to be applicable.

THE OFFER

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. The fees and expenses relating to the Offer shall be borne by each of our Company and the Selling Shareholders in the manner agreed to among our Company and the Selling Shareholders and in accordance with applicable law. The Selling Shareholders shall reimburse our Company for any expenses paid in relation to the Offer by the Company on behalf of the Selling Shareholders. For details in relation to the sharing of Offer expenses amongst our Company and the Selling Shareholders, see “*Objects of the Offer*” on page 98.

RANKING OF EQUITY SHARES

The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares being offered, allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act 2013, the SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Associations and Articles of Association shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “*Main Provisions of the Articles of Association*” beginning on page 383 of this Draft Red Herring Prospectus.

MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, 2013, Dividend distribution policy of our Company, our Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been allotted or transferred Equity Shares pursuant to the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” beginning on page 260 and 383, respectively of this Draft Red Herring Prospectus.

FACE VALUE, OFFER PRICE, FLOOR PRICE AND PRICE BAND

The face value of each Equity Share is ₹ 10/- and the Offer Price is ₹ [●] per Equity Share. The Floor Price is ₹ [●] per Equity Share and at the Cap Price is ₹ [●] per Equity Share, being the Price Band. The Anchor Investor offer Price is ₹ [●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders in consultation with the BRLM, and advertised in the Pre Offer and Price Band advertisement in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and all editions of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company and the Selling

Shareholders in consultation with the Book Running Lead Manager, after the Bid/ Offer Closing Date on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process.

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

COMPLIANCE WITH DISCLOSURE AND ACCOUNTING NORMS

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividends, if declared;
2. Right to receive Annual Reports and notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
5. Right to receive offers for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see “*Main Provisions of the Articles of Association*” beginning on page 383 of this Draft Red Herring Prospectus.

ALLOTMENT ONLY IN DEMATERIALISED FORM

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

1. Tripartite agreement dated May 06, 2024, amongst our Company, CDSL and Bigshare Services Private Limited.
2. Tripartite agreement dated October 28, 2024 between our Company, NSDL and Bigshare Services Private Limited.

For details in relation to the Basis of Allotment, see “*Offer Procedure*” on page 343.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In accordance with Regulation 267 (2) of the SEBI ICDR (Amendment) Regulations, 2025, our Company shall ensure that the minimum application size shall be two lots per application:

“Provided that the minimum application size shall be above ₹ 2 lakhs.”

The trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see “*Offer Procedure*” on page 358.

Further, in accordance with SEBI ICDR (Amendment) Regulations, 2025, the minimum application size in terms of number of specified securities shall not be less than ₹2.00 Lakh.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the Regulation 268(1) of SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, the minimum number of allottees in this Offer shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

JOINT HOLDERS

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

JURISDICTION

The courts of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Offer.

NOMINATION FACILITY TO THE INVESTOR

In accordance with Section 72 of the Companies Act, 2013, read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person 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 the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation or variation to our Company in the prescribed form. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered and Corporate Office or with the registrar and transfer agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the offer will be made only in dematerialised mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change their nomination, they are requested to inform their respective Depository Participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchange.

WITHDRAWAL OF THE OFFER

Our Company and selling shareholders in consultation with the Book Running Lead Manager and the Selling Shareholders, reserve the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid / Offer Opening

Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-offer and price band advertisements were published, within one day of the Bid / Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the offer. Further, the Stock Exchange shall be informed promptly in this regard by our Company. The Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks, in case of UPI Bidders, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. If our Company and selling shareholders in consultation with the Book Running Lead Manager withdraws the Offer after the Bid / Offer Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with BSE SME.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the BSE Limited, which our Company shall apply for after Allotment and within three Working Days or such other period as may be prescribed, and the final RoC approval of the Prospectus after it is filed with the RoC. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

BID/OFFER PROGRAM

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/Offer Opens on	[●] ⁽¹⁾
Bid/Offer Closes on	[●] ⁽²⁾⁽³⁾
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Refunds / unblocking of funds from ASBA Account*	On or before [●]
Credit of Equity Shares to demat account of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

- (a) Our Company and Selling Shareholders may, in consultation with the BRLM, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.
- (b) Our Company and Selling Shareholders may, in consultation with the BRLM, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.
- (c) UPI mandate end time and date shall be at 5:00 p.m. IST on the Bid/ Offer Closing Date.

* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM and shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated by the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022. and SEBI Master Circular no.

SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023, each to the extent applicable and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations.

The above timetable other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholder or the BRLM.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or such other time as prescribed by SEBI, the timetable may be subject to change due to various factors, such as extension of the Bid/Offer Period by our Company and Selling Shareholders, in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Selling Shareholder confirms that he shall extend reasonable co-operation in relation to the Offered Shares required by our Company and the BRLM for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date or such other time as may be prescribed by SEBI. Submission of Bids (other than Bids from Anchor Investors)

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on mandatory T+3 days listing basis, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the Allotment and listing procedure within three Working Days from the Bid/Offer Closing Date or such other time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. Indian Standard Time ("IST")
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For IIs, other than QIBs and NIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Individual, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Individual, Non-Individual Applications)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	

Upward Revision of Bids by QIBs and Non-Institutional Bidders categories [#]	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST

* UPI mandate and time and date shall be at 5:00 p.m. on Bid/Offer Closing Date

[#] QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

–4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

–until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange in case of Bids by IIs.

On Bid / Offer Closing Date, extension of time may be granted by the Stock Exchange only for uploading Bids received by Individual Investors, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/Offer Opening Date until the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the Registrar to the Offer on a daily basis,

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date, and in any case, no later than 1:00 pm IST on the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None of our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software or hardware system or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Bank due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchange shall be taken as the final data for the purpose of Allotment.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 issued by BSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchange.

Our Company and Selling Shareholders, in consultation with the BRLM and the Selling Shareholders reserve the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice and also by indicating the change on the respective websites of the BRLM and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks (“SCSBs”), other Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of a revision of the Price Band, the Bid lot shall remain the same.

MINIMUM SUBSCRIPTION

This offer is not restricted to any minimum subscription level. This offer is 100% underwritten per Regulation 260(1) of SEBI ICDR Regulations.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the offer Document including devolvment of Underwriters, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond Two days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum. In the event of an under-subscription in the Offer, Equity Shares offered pursuant to the Fresh Issue shall be allocated in the Offer prior to the Equity Shares offered pursuant to the Offer for Sale.

However, in case of under-subscription in the Offer, after meeting the minimum subscription requirement of 100% of the Fresh Issue, the balance subscription in the Offer will be met in the following order of priority: (i) through the sale of Offered Shares being offered by the Selling Shareholders in the Offer for Sale in a proportional manner; and (ii) through the issuance of balance part of the Fresh Issue.

The Selling Shareholders shall reimburse, severally and not jointly, and only to the extent of the Equity Shares offered by the Selling Shareholders in the Offer, any expenses and interest incurred by our Company on behalf of the Selling Shareholders for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Selling Shareholders shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of the Selling Shareholders in relation to its portion of the Offered Shares.

The Equity Shares have not been and will not 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 application law of such jurisdiction.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for the lock-in of the pre-offer capital of our Company, lock-in of the Promoters’ minimum contribution and the Anchor Investor lock-in as provided in “*Capital Structure*” beginning on page 86 of this Draft Red Herring Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see “*Main Provisions of the Articles of Association*” beginning on page 383 of this Draft Red Herring Prospectus.

NEW FINANCIAL INSTRUMENTS

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Offer.

ALLOTMENT OF SECURITIES IN DEMATERIALISED FORM

In accordance with SEBI ICDR Regulation, 2018 read alongwith SEBI ICDR (Amendment) Regulations, 2025, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

APPLICATION BY ELIGIBLE NRIS, FPIS OR VCFS REGISTERED WITH SEBI

It is to be understood that there is no reservation for Eligible NRIs or FPIs / FIIs registered with SEBI or VCFs or Eligible QFIs. Such Eligible NRIs, Eligible QFIs, FPIs 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 EXTENT GUIDELINES OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS OFFER

The current provisions of the Foreign Exchange Management (Transfer or offer 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 offer 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.

MIGRATION TO MAIN BOARD

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

As per Regulation 280(2) of the SEBI ICDR Regulation, 2018 read alongwith SEBI ICDR (Amendment) Regulations, 2025, Where the post-issue paid up capital of the Company listed on a BSE SME is likely to increase beyond twenty five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its equity shares listed on a BSE SME to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board:

Provided that no further issue of capital shall be made unless –

- a) the shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
- b) the Company has obtained an in principle approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the Company may undertake further issuance of capital without migration from SME exchange to the main board, subject to the undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s)."

If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the

shareholders other than the 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.

Any company voluntarily desiring to migrate to the Main board from the SME Platform, amongst others, has to fulfill following conditions:

Eligibility Criteria	Details
Paid up capital and market capitalization	Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum ₹ 25 Crores. (Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post issue number of equity shares.)
Promoter holding	Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application.
Financial Parameters	- The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediate preceding Financial Year of making the migration application to Exchange - The applicant company should have a Net worth of at least ₹ 15 crores for 2 preceding full financial years
Track record of the company in terms of listing/regulatory actions, etc	The applicant company is listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years.
Regulatory action	- No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals. - No Debarment of company, promoters/promoter group, subsidiary company by SEBI. - No Disqualification/Debarment of directors of the company by any regulatory authority. - The applicant company has not received any winding up petition admitted by a NCLT
Public Shareholder	The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern.
Other parameters like No. of shareholders, utilization of funds	- No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies. - No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies. - The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform. - The applicant company has no pending investor complaints. - Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action.

Notes:

- Net worth definition to be considered as per definition in SEBI ICDR.
- Company is required to submit Information Memorandum to the Exchange as prescribed in SEBI (ICDR) Regulations.
- The application submitted to the Exchange for listing and mere fulfilling the eligibility criteria does not amount to grant of approval for listing.

4. If the documents and clarification received from the applicant company are not to the satisfaction of BSE, BSE has the right to close the application at any point of time without giving any reason thereof. Thereafter, the company can make fresh application as per the extant norms.
5. The Exchange may reject application at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange,

MARKET MAKING

The shares offered through this offer is proposed to be listed on the SME Platform of BSE, wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the BSE SME for a minimum period of three (3) years from the date of listing of shares on BSE SME. For further details of the market making arrangement please refer the section titled “General Information” beginning on page 84 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

OFFER STRUCTURE

This Offer is being made in terms of Regulation 229 (2) of Chapter IX of SEBI ICDR Regulation, 2018 read alongwith SEBI ICDR (Amendment) Regulations, 2025, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ₹10 crores and up to ₹25 crores. The Company shall Offer equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the BSE SME). For further details regarding the salient features and terms of such an offer, please refer chapter titled “*Terms of the Offer*” and “*Offer Procedure*” beginning on page no. 343 and 358 respectively of this Draft Red Herring Prospectus.

OFFER STRUCTURE

The Offer is of up to 32,30,000 Equity Shares for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹[●] Lakhs comprising a Fresh Issue of up to 26,00,000 Equity Shares aggregating up to ₹[●] Lakhs and an Offer for Sale of up to 6,30,000 Equity Shares aggregating up to ₹[●] Lakhs by the Selling Shareholders.

The Offer comprises a reservation of [●] Equity Shares of face value of ₹10/- each for subscription by the designated Market Maker (“**the Market Maker Reservation Portion**”) and Net Offer to Public of [●] Equity Shares of face value of ₹10/- each (“**the Net Offer**”). The Offer and the Net Offer will constitute [●] and [●], respectively of the post Offer paid-up equity share capital of the Company. The Offer is being made through the Book Building Process.

The Offer is being made through the Book Building Process.

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non - Institutional Investors/Bidders	Individual Investors/Bidders (who applies for minimum application size)
Number of Equity Shares available for allocation or allotment ^{*(2)}	[●] Equity Shares	Not more than [●] Equity Shares of face value of ₹10/- each	Not less than [●] Equity Shares of face value of ₹10/- each available for allocation or offer less allocation to QIB Bidders and Individual Investors	Not less than [●] Equity Shares of face value of ₹10/- each available for allocation or offer less allocation to QIB Bidders and Non - Institutional Investors
Percentage of Offer Size available for Allocation or allotment	[●] of the Offer Size	Not more than 50% of the Offer size shall be allocated to QIB Bidders. However, 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not more than 15% of the Net Offer or the Offer less allocation to QIBs and Individual Investors/Bidders was available for allocation. Further, (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs, provided that the unsubscribed	Not less than 35% of the Net Offer

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non - Institutional Investors/Bidders	Individual Investors/Bidders (who applies for minimum application size)
			portion in either the sub-categories mentioned above could be allocated to applicants in the other sub-category of Non-Institutional Bidders.	
Basis of Allotment	Firm allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares of face value of ₹10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares of face value of ₹10 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above (c) Up to 60% of the QIP portion (of up to [●] Equity Shares of face value of ₹10 each) may be allocated on a discretionary basis to Anchor Investors of which one third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	Subject to the availability of shares in non-institutional investors' category, the allotment of equity shares to each non-institutional category shall not be less than the minimum application size in non-institutional investor category, and the remaining shares, if any, shall be allotted on a proportionate basis, the [●] Equity Shares shall be allotted in multiples of [●] Equity Shares. For details, see "Offer Procedure" beginning on page 358 of this Draft Red Herring Prospectus.	Minimum allotment of [●] Equity Shares. For details, see "Offer Procedure" beginning on page 358 of this Draft Red Herring Prospectus.
Mode of Bid	Only through ASBA Process	ASBA only except for Anchor Investors	Only through ASBA Process	Through ASBA Process, Through Banks or by using UPI ID for payment
Mode of allotment^	Compulsorily in dematerialized form			

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non - Institutional Investors/Bidders	Individual Investors/Bidders (who applies for minimum application size)
Minimum Bid Size	[●] Equity Shares	[●] Equity Shares of face value of ₹10/- each and in multiples of [●] Equity Shares of face value of ₹5/- each that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10/- each more than two lots.	[●] Equity Shares
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10/- each not exceeding the size of the Offer (excluding the Anchor Portion), subject to applicable limits under applicable law.	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10/- each not exceeding the size of the Offer (excluding the QIB Portion), subject to limits prescribed under applicable law.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount shall be above two lots, accordingly, the minimum application size shall be above ₹2.00 Lakhs.
Bid Lot	[●] Equity Shares of face value of ₹10/- each and in multiples of [●] Equity Shares of face value of ₹10/- each thereafter			
Trading Lot	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
Who can apply? (3)(4)(5)	Market Maker	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹2500 lakhs, pension fund with minimum corpus of ₹2500 lakhs, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India,	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares so that the Bid Amount shall be above two lots, accordingly, the minimum application size shall be above ₹2.00 Lakhs.

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non - Institutional Investors/Bidders	Individual Investors/Bidders (who applies for minimum application size)
		insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws including FEMA Rules.		
Terms of Payment	In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids⁽⁶⁾			

*Assuming full subscription in the Offer.

[^]SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use UPI. Individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹200,000 and up to ₹500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Further SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and IIs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

- 1 Our Company and Selling Shareholders in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, (ii) minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹2,500.00 Lakhs, and an additional ten Anchor Investors for every additional ₹2,500.00 Lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 Lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹200.00 Lakhs. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.
- 2 The SEBI ICDR Regulation, 2018 read alongwith SEBI ICDR (Amendment) Regulations, 2025, permits the offer of securities to the public through the Book Building Process, which states that not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of Equity Shares in the Non – Institutional investors category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI (ICDR) (Amendment) Regulations, 2025. Not more than 50% of the Net Offer shall be allotted to QIBs, subject to valid Bids being received at or above the Offer Price.
- 3 In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form.

The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

- 4 Full Bid Amount was payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor pay-in date as indicated in the Confirmation of Allotment Note.*
- 5 Bids by FPIs with certain structures as described under “Offer Procedure – Bids by FPIs” beginning on page 358 and having the same PAN were collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with the same PAN) have been proportionately distributed.*
- 6 Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall not be less than minimum application size applied by such individual investors and allotment to Non-Institutional Investors shall be more than two lots, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For further details, see “*Terms of the Offer*” on page 343.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public announcement and also by indicating the change on the websites of the BRLM and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment

OFFER 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 issued by SEBI 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 Regulation, 2018 read alongwith SEBI ICDR (Amendment) Regulations, 2025 which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) disposal of applications; and (xiii) interest in case of delay in Allotment or refund.

The SEBI ICDR Regulation, 2018 read alongwith SEBI ICDR (Amendment) Regulations, 2025, permits the offer of securities to the public through the Book Building Process, which states that not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of Equity Shares in the Non – Institutional investors category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI (ICDR) (Amendment) Regulations, 2025. Not more than 50% of the Net Offer shall be allotted to QIBs, subject to valid Bids being received at or above the Offer Price.

Further, SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, our Company shall ensure that the minimum application size shall be two lots per application:

“Provided that the minimum application size shall be above ₹ 2 lakhs.”

SEBI through the UPI Circulars 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, circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and any subsequent circulars or notifications issued by SEBI in this regard, has introduced an alternate payment mechanism using Unified Payments Interface (**UPI**) and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by UPI Bidders through intermediaries from January 1, 2019. The UPI Mechanism for UPI Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days (**UPI Phase I**).

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 IIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“**UPI Phase III**”), and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made

effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

Further, pursuant to SEBI master circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (“**SEBI RTA Master Circular**”) and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The SEBI RTA Master Circular consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for RTAs.

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application size are up to ₹5,00,000 shall use the UPI Mechanism and provide their UPI ID in the Bid-cum-Application Form for bidding through Syndicate, sub syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide the SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023, has reduced the timelines for refund of Application money to four days.

Further, our Company, the Selling Shareholders and the BRLM are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

The BRLM shall be the nodal entity for any issues arising out of public issuance process.

Our Company, the Selling Shareholders and the Syndicate are not liable for any adverse occurrences’ consequent to the implementation of the UPI Mechanism for application in this Offer.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL; our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of the Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

BOOK BUILDING PROCEDURE

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 252 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process, in compliance with Regulation 253 (1) and 253 (2) of the SEBI ICDR Regulation, 2018 read alongwith SEBI ICDR (Amendment) Regulations, 2025, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and Selling Shareholders in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company and Selling Shareholders in consultation with the BRLM, of which one-third shall be reserved for the domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of undersubscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion). Further, 5% of the Net QIB Portion (excluding the Anchor Investor Portion)

shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. The SEBI ICDR Regulation, 2018 read alongwith SEBI ICDR (Amendment) Regulations, 2025, permits the offer of securities to the public through the Book Building Process, which states that not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of Equity Shares in the Non – Institutional investors category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI (ICDR) (Amendment) Regulations, 2025. Not more than 50% of the Net Offer shall be allotted to QIBs, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company and Selling Shareholders, in consultation with the BRLM, and the Designated Stock Exchange and subject to applicable laws. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021 and March 28, 2023 and any subsequent press releases in this regard.

In accordance with Rule 19(2)(b) of the SCRR, the Offer will constitute at least [●]% of the post Offer paid-up Equity Share capital of our Company.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms, which do not have the details of the Bidders' depository account, including DP ID, Client ID, UPI ID (in case of UPI Bidders Bidding in the Employee Reservation Portion using the UPI Mechanism) and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

MODIFICATION IN THE ALLOCATION TO THE NET OFFER

The SEBI ICDR Regulation, 2018 read alongwith SEBI ICDR (Amendment) Regulations, 2025, permits the offer of securities to the public through the Book Building Process, which states that not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of Equity Shares in the Non – Institutional investors category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI (ICDR) (Amendment) Regulations, 2025. Not more than 50% of the Net Offer shall be allotted to QIBs, subject to valid Bids being received at or above the Offer Price.

SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall not be less than minimum application size applied by such individual investors and Subject to the availability of Equity Shares in the Non – Institutional investors category allotment to Non- Institutional Investors shall be

more than two lots which shall not be less than the minimum application size and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE

SEBI has issued the UPI Circulars in relation to streamlining the process of public Offer of, inter alia, equity shares. Pursuant to the SEBI circular bearing number. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular bearing number. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular bearing number. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular bearing number. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("Previous UPI Circulars") and 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 IIs through Designated Intermediaries with the objective to reduce the time duration from public Offer 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, an II 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 offer closure to listing continued to be six Working Days. For further details, refer to the General Information Document available on the website of the Stock Exchange and the Book Running Lead Manager.

Phase II: This phase has become applicable from July 1, 2019. and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by IIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public offer closure to listing continues to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public offer closure to listing has been reduced from six Working Days to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The offer is being made under Phase III of the UPI:

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Offer BRLMs will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI BI ICDR Master Circular, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 and such payment of processing fees to the SCSBs shall be made

in compliance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 each to the extent applicable and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations. NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹2,00,000 to ₹5,00,000 for UPI based ASBA in initial public offering.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

ELECTRONIC REGISTRATION OF BIDS

- A. The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.
- B. On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange and as disclosed in the Red Herring Prospectus.
- C. Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

BID CUM APPLICATION FORM

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the relevant Bidding Centres, and at our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of BSE (www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

ASBA Bidders (i.e., those not using the UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected.

The UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of Electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of Electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. IIs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

Since the Offer is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

- (a) IIs (other than the IIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (b) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (c) QIBs and NIBs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.
- (d) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular is applicable for all categories of investors viz. Individual, QIB and NIB and also for all modes through which the applications are processed.

UPI Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form is available with the BRLM.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application form*
Resident Indians, including QIBs, Non-institutional Investors and Individual Bidders, each resident in India and Eligible NRIs applying on a non-repatriation basis.	[●]
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors**	[●]

* Excluding electronic Bid cum Application Form.

** Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Manager. Electronic Bid cum Application forms will also be available for download on the website of and BSE (www.bseindia.com).

The Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any escrow bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. 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 up to 5.00 p.m. on Bid/ Offer Closing Date.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor

Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such Individual Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, 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 UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), 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 Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR /2022/75 dated May 30, 2022.

For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date (“Cut- Off Time”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking of funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank(s) 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(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) 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 Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid / Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks / unblocks, performance of apps and UPI handles, down-time / network latency (if any) across intermediaries and any such processes having an impact / bearing on the Offer Bidding process.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law

Who Can Apply?

In addition to the category of Applicants set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

Indian nationals’ resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;

Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

Mutual Funds registered with SEBI;

Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;

Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);

FII and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;

Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;

Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;

Foreign Venture Capital Investors registered with the SEBI;

Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;

Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

Insurance Companies registered with Insurance Regulatory and Development Authority, India;

Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;

Insurance funds set up and managed by army, navy or air force of the Union of India;

Multilateral and bilateral development financial institution;

Eligible QFIs;

Insurance funds set up and managed by army, navy or air force of the Union of India;

Insurance funds set up and managed by the Department of Posts, India;

Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

Participation by Promoters, Promoter Group, The Book Running Lead Manager, The Syndicate Members and Persons Related to Promoters/Promoter Group/The Book Running Lead Manager

The Book Running Lead Manager and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws, and such subscription may be on their own account or on behalf of their

clients. All categories of investors, including associates or affiliates of the Book Running Lead Manager and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager can apply in the Offer under the Anchor Investor Portion:

- a. mutual funds sponsored by entities which are associate of the Book Running Lead Manager;
- b. insurance companies promoted by entities which are associate of the Book Running Lead Manager;
- c. AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or
- d. FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Manager.

Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Manager” if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

Further, the Promoter and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoter and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders’ agreement or voting agreement entered into with any of the Promoter or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoter or Promoter Group of our Company.

BIDS BY MUTUAL FUNDS

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company and Selling Shareholders in consultation with BRLMs reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made, subject to applicable law.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

BIDS BY ELIGIBLE NON-RESIDENT INDIANS

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB to block their NRE accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSB to block their NRO accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Offer through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together

shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

For details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 382 of this Draft Red Herring Prospectus.

BIDS BY HUFs

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Bids/Applications by HUFs may be considered at par with Bids from individuals.

BIDS BY FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post- offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be 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. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

- (a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;
- (b) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
- (c) such offshore derivative instruments are issued after compliance with ‘know your client’ norms;
- (d) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- (a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- (a) FPIs which utilise the multi-investment manager structure;
- (b) Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- (c) Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- (d) FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund has multiple investment strategies / sub-funds with identifiable differences and managed by a single investment manager.
- (e) Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- (f) Government and Government related investors registered as Category 1 FPIs; and
- (g) Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹2,500.00 lakhs and pension funds with a minimum corpus of ₹2,500.00 lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company and the Selling Shareholders in consultation with the Book Running Lead Manager in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

BIDS BY SEBI REGISTERED VCFS, AIFS AND FVCIS

The SEBI FVCI Regulations, inter alia, prescribe the investment restrictions on VCFs and FVCIs 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, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof.

BIDS BY BANKING COMPANIES

In case of Bids 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 Bid cum Application Form. Failing this, our Company and the Selling Shareholders in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, **(the "Banking Regulation Act")**, and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, 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. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves. 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 time-bound 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 excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) 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, as amended.

BIDS BY SCSBS

SCSBS participating in the offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBS are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBS. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, the Company and Selling shareholders in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“**IRDA Investment Regulations**”), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds/pension funds with minimum corpus of ₹2,500.00 lakhs, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company and Selling Shareholders in consultation with the Book Running Lead Manager, reserve the right to reject any Bid, without assigning any reason thereof.

BIDS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company and Selling Shareholders in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

BIDS BY ANCHOR INVESTORS

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

- a. Anchor Investor Application Forms will be made available for the Anchor Investors Portion at the offices of the Book Running Lead Manager.
- b. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200.00 lakhs.
- c. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- d. Bidding for Anchor Investors will open one Working Day before the Bid/ offer Opening Date and be completed on the same day.
- e. Our Company and the Selling Shareholders in consultation with the Book Running Lead Manager, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than ₹2,500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to ₹2,500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2,500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor.

- f. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the Book Running Lead Manager before the Bid/ offer Opening Date, through intimation to the Stock Exchange.
- g. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- h. If the offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
- i. The Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- j. Neither the (a) Book Running Lead Manager or any associate of the Book Running Lead Manager (other than mutual funds sponsored by entities which are associate of the Book Running Lead Manager or insurance companies promoted by entities which are associate of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Manager) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

For more information, please read the General Information Document.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in the Red Herring Prospectus, when filed. In accordance with RBI regulations, OCBs cannot participate in the Offer.

INFORMATION FOR BIDDERS

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholders and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

PRE – OFFER AND PRICE BAND ADVERTISEMENT

Subject to Section 30 of the Companies Act and Regulation 250 (4) and 264 (1) of the SEBI ICDR Regulations and amendments thereto, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- offer and price band advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] editions of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra where our Registered Office is located) each with wide circulation.

In the pre-offer and price band advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act and Regulation 250 (4) and 264 (1) of the SEBI ICDR Regulation, 2018 read alongwith SEBI ICDR (Amendment) Regulations, 2025 shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR (Amendment) Regulations, 2025.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH THE ROC

- (A) Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Offer Price but prior to the filing of the Red Herring Prospectus or the Prospectus, as applicable.
- (B) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects

GENERAL INSTRUCTIONS

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. IIs can revise their Bid(s) during the Bid Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid Period.

Do's:

- (1) Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- (2) Ensure that your PAN is linked with Aadhaar and you are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023.
- (3) All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
- (4) Ensure that you have Bid within the Price Band;
- (5) Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
- (6) Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
- (7) Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
- (8) UPI Bidders Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party
- (9) UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
- (10) Ensure that you mandatorily have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

- (11) Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;
- (12) Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
- (13) Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
- (14) Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.
- (15) Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- (16) Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- (17) Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
- (18) Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;
- (19) Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
- (20) However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.
- (21) FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
- (22) Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and PAN available in the Depository database;
- (23) In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);

- (24) Ensure that you have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
- (25) Ensure that the Demographic Details are updated, true and correct in all respects;
- (26) The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Issue, which is UPI 2.0 certified by NPCI;
- (27) Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of IIs, once the Sponsor Banks issues the Mandate Request, the IIs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
- (28) Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI pin. Upon the authorization of the mandate using his/her UPI pin, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the II Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks offer a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;
- (29) UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;
- (30) UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;
- (31) Bids by Eligible NRIs for a Bid Amount of less than ₹2.00 lakhs would be considered under the Individual Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹2.00 lakhs would be considered under the Non-Institutional Category for allocation in the Issue;
- (32) UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. IIs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019; and
- (33) Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date.
- (34) The ASBA bidders shall ensure that bids above ₹5.00 lakhs, are uploaded only by the SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

- (A) Do not Bid for lower than the minimum Bid Lot;
- (B) Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
- (C) Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

- (D) Do not Bid/ revise the Bid amount to less than the Floor Price or higher than the Cap Price;
- (E) Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
- (F) Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
- (G) Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
- (H) Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
- (I) Do not submit the Bid for an amount more than funds available in your ASBA account;
- (J) Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
- (K) Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- (L) Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
- (M) Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
- (N) Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
- (O) In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;
- (P) Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
- (Q) Anchor Investors should not bid through the ASBA process;
- (R) Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;
- (S) Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
- (T) Do not submit the GIR number instead of the PAN;
- (U) Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Manager;
- (V) Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
- (W) If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/ Offer Closing Date;
- (X) Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;
- (Y) Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
- (Z) Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
- (AA) Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Issue;

- (BB) Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
- (CC) Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
- (DD) Do not Bid if you are an OCB;
- (EE) UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected; and
- (FF) Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders.
- (GG) In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹5.00 lakhs;
- (HH) For helpline details of the Book Running Lead Manager pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, see “General Information – Book Running Lead Managers” on page 78.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

GROUND FOR TECHNICAL REJECTION

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

- (a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
- (b) Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
- (c) Bids submitted on a plain paper;
- (d) Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
- (e) Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);
- (f) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
- (g) Bids submitted without the signature of the First Bidder or sole Bidder;
- (h) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
- (i) ASBA Form by the IIs by using third party bank accounts or using third party linked bank account UPI IDs;
- (j) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/22/2010 dated July 29, 2010;
- (k) GIR number furnished instead of PAN;
- (l) Bids by IIs with Bid Amount of a value of less than ₹2.00 lakhs;
- (m) Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
- (n) Bids accompanied by stock invest, money order, postal order or cash; and

- (o) Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by IIs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges. On the Bid/ Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Individual Bidders, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

Further, in case of any pre-offer or post offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance officer. For details of the Company Secretary and Compliance officer, see “General Information” beginning on page 77 of this Draft Red Herring Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding three Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorised employees of the Stock Exchange, along with the Book Running Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE OFFERS

- (i) Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
- (ii) The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

OFFER PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) BIDDERS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

TERMS OF PAYMENT

The entire Offer price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

PAYMENT MECHANISM

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSBs 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-Individual Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Draft Red Herring Prospectus. No Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis.

Flow of Events from the closure of bidding period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment post review by BRLM with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees: -

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

PAYMENT INTO ANCHOR INVESTOR ESCROW ACCOUNTS

Our Company and the selling shareholder in consultation with the Book Running Lead Manager will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favor of:

(A) In case of resident Anchor Investors: “[●]”

(B) In case of Non-Resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

ALLOTMENT ADVERTISEMENT

Our Company, the BRLM and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of a widely circulated English national daily newspaper, [●], [●] editions of a widely circulated Hindi national daily newspaper, [●] and Mumbai editions of a widely circulated Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our Registered Office is located).

The information set out above is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

DEPOSITORY ARRANGEMENTS

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

1. Tripartite agreement dated May 06, 2024, amongst our Company, CDSL and Bigshare Services Private Limited.
2. Tripartite agreement dated October 28, 2024 between our Company, NSDL and Bigshare Services Private Limited.

IMPERSONATION

Attention of the bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 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.”

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹10.00 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10.00 lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50.00 lakhs or with both.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- (A) adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders. the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- (B) all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed;
- (C) if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;
- (D) the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- (E) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within three Working Days from the Bid/ Offer Closing Date or such other prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- (F) Promoters' contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;
- (G) that if our Company does not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer and price band advertisements were published. The Stock Exchanges shall be informed promptly;

UNDERTAKINGS BY THE SELLING SHAREHOLDERS

The Selling Shareholders, in respect of itself as a Selling Shareholders and its portion of the Equity Shares offered by it in the Offer, undertakes the following in respect of itself and its respective portion of the Offered Shares:

Annex 1 its Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 and 8A of the SEBI ICDR Regulations;

Annex 2 it shall provide reasonable cooperation to our Company in relation to the Offered Shares, (a) for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges, and/ or (b) refund orders (if applicable);

Annex 3 that it shall provide such reasonable assistance to our Company and the BRLMs in redressal of such investor grievances that pertain to the respective portion of the Offered Shares;

Annex 4 it shall deposit its portion of Offered Shares in an escrow demat account in accordance with the Share Escrow Agreement;

Annex 5 it is the legal and beneficial owner of the Offered Shares that such Offered Shares shall be transferred in the Offer, free from liens, charges and encumbrances; and

Annex 6 it shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favour, until the final approval for listing and trading of the Equity Shares from the Stock Exchanges where listing is sought has been received.

Annex 7 It is not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities, under any order or direction passed by the SEBI or any other Governmental Authority;

UTILISATION OF OFFER PROCEEDS

Our Board certifies that:

- (a)** Our Company and the Selling Shareholders, severally and not jointly, specifically confirm that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.
- (b)** Details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Net Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- (c)** Details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“**FDI**”) through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy Circular of 2020 (“**FDI Policy**”), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee Company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India.

As per the FDI policy, FDI in companies engaged in the wholesale trading sector, which is the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such Company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For further details, see “*Offer Procedure*” on page 358 of this Draft Red Herring Prospectus. Each Investor should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Investor shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Issue/ Period.

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 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 Issue 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 Investors. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Investors are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Offer and ensure that the number of Equity Shares Offer for do not exceed the applicable limits.

SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

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THE COMPANIES ACT 2013
ARTICLES OF ASSOCIATION
OF
CHEMKART INDIA LIMITED *
[Public Company Limited by shares]

I. PRELIMINARY

1. In these Regulations –
 - (i) “The Act” means the Companies Act, 2013 or to the extent in force the Companies Act, 1956 including any modification(s) or re-enactment(s) thereof and Rules/Regulations made thereunder.
 - (ii) “The Seal” means the Common Seal of the Company, if any.
2. Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory modification thereof.
3. The Regulations contained under Table F of Schedule I of the Companies Act, 2013 shall be applicable to the Company to the extent not modified or excluded by these Articles.

II. SHARE CAPITAL

4. The Authorized Share Capital of the Company is as per Clause 5th of Memorandum of Association of the Company.
5. Subject to the provisions of the Act and all other applicable provisions of the Law, the Company may issue capital in the form of--
 - (i) Equity Shares-
 - (a) With voting rights; or
 - (b) With deferential rights as to dividend, voting or otherwise in according with such rules as may be prescribed; and
 - (ii) Preference Shares whether convertible or redeemable or such other manner as may be permissible under the Act
6. (i) Where at any time, the company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered to persons who, at the date of the offer, are holders of equity shares of the company in

****The Company has been converted from Private Limited Company to Public Limited Company “CHEMKART INDIA LIMITED” vide Special Resolution passed at the Extra Ordinary General Meeting held on Friday 16th August, 2024.***

proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely

- (ii)
 - (a) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined
 - (b) unless the articles of the company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person; and the notice referred to in above clause (a) shall contain a statement of this right
 - (c) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of declined shares in such manner at their sole discretion which is not dis-advantageous to the shareholders and the company;
 - (iii) to employees or key managerial personnel under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or
 - (iv) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in above clauses (i) or (ii) or (iii), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.
 - (v) Subject to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as and when applicable and the Act with the consent of the members of the Company at a General Meeting by way of special resolution duly authorised by the Board of Directors may issue and allot warrants convertible into the Equity Shares on such rate, terms and conditions to the existing shareholders, general public, or on preferential basis to the promoters, directors, key managerial personnel, employees, bodies corporate, banks, financial institutions, NRIs, Strategic Investor or such other person from time to time on receipt of at least 25% of the face value of the warrants, as it may think fit. The Board of Directors of the Company shall be authorised to make provisions as to the allotment and issue of warrants and in particular may determine to whom the same shall be offered whether at par or at premium subject to the Provisions of Companies Act, 2013 and all the applicable provisions of the SEBI Guidelines.
- 7. The Company shall have power to issue and redeem the preference shares in accordance with the provisions of the Act and these Articles.
- 8. The Company shall have power, subject to and in accordance with all applicable provisions of the Act, to purchase any of its fully paid shares in terms of consequent reduction of share capital.
- 9. The shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion or manner 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 in accordance with law.

10. (i) The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that Section and Rules made thereunder.
 - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of Section 40 of the Act.
11. Except as required by law, no person shall be recognize by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
12. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a Special Resolution passed at a separate meeting of the holders of the shares of that class.
 - (ii) To every such separate meeting, the provisions of these Regulations relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
13. (i) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
 - (ii) Subject to the provisions of Section 55, any preference shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of shares may, by Special Resolution, determine.
14. Subject to confirmation by the Tribunal on an application the company may, by a special resolution, reduce the share capital in any manner and in particular, may
 - (i) extinguish or reduce the liability on any of its shares in respect of the share capital not paid-up; or
 - (ii) either with or without extinguishing or reducing liability on any of its shares,
 - (iii) cancel any paid-up share capital which is lost or is unrepresented by available assets; or
 - (iv) pay off any paid-up share capital which is in excess of the wants of the company,

alter its memorandum by reducing the amount of its share capital and of its shares accordingly, Provided that no such reduction shall be made if the company is in arrears in the repayment of any deposits accepted by it, either before or after the commencement of this Act, or the interest payable thereon.

- 15.** Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a “securities premium account” and the provisions of this Act relating to reduction of share capital of a company shall, except as provided in this section, apply as if the securities premium account were the paid-up share capital of the company. the securities premium account may be applied by the company
- (i) towards the issue of unissued shares of the company to the members of the company as fully paid bonus shares
 - (ii) in writing off the preliminary expenses of the company
 - (iii) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company
 - (iv) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company; or
 - (v) for the purchase of its own shares or other securities under section 68 of the Act.
- or for such other purposes as may be permissible under the Act from time to time.

- 16.** If and whenever, as the result of the issue of new shares or further shares or any consolidation or sub-division of shares, any shares are held by members in fractions, the Directors shall, subject to the provisions of the Act and these Articles and to the directions of the Company in the general meeting, if any, sell those shares, which members hold in fractions, for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in such manner as may be determined by the Directors.

III.CERTIFICATES

- 17.** (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
- (a) one certificate for all his shares without payment of any charges; or
 - (b) Several certificates, each for one or more of his shares, upon payment of fifty rupees for each certificate after the first.
- (ii) Every certificate issued under the common seal of the Company, if any and signed by two directors or by a director and the Company Secretary wherever the Company has appointed a Company Secretary and shall specify the shares to which relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the Company shall

not be bound to issue more than one certificate, and shall be delivered to the person first named in the register and such person only shall be entitled to receive notices from the Company under these Regulations when so prescribed or vote at general or other meetings of the Company.

18. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof; a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of such fees, if any, not exceeding Rs. 50/- (Rupees Fifty) per certificate.
- (ii) No duplicate share certificate shall be issued in lieu of those that are lost or destroyed, without the prior consent of the Board or without payment of such fees, if any, not exceeding Rs. 50/- (Rupees Fifty) per certificate and on such reasonable terms, if any, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating evidence, as the Board thinks fit
- (iii) The provisions of Articles 17 and 18 shall mutatis mutandis apply to debentures of the Company.

19. **Dematerialization /Rematerialisation of Securities**

For the purpose of this Article:

- (i) **Definitions:**
- (a) **“Beneficial owner”** shall have the meaning assigned thereto in Section 2(1) (a) of Depositories Act, 1996.
- (b) **“Board”** shall have the meaning assigned thereto in Section 2(1)(b) of Depositories Act, 1996
- (c) **“Depositories act”** shall mean the Depositories Act, and it includes any statutory modification(s), re-enactment(s) thereof for the time being in force.
- (d) **“Depository”** shall have the meaning assigned thereto in Section 2(1) (e) of Depositories Act, 1996.
- (e) **“Security”** shall have the meaning assigned thereto in Section 2(1)(l) of Depositories Act, 1996.

(ii) **Dematerialization/Rematerialisation of Securities:**

Notwithstanding anything contained in these Articles, the Company shall be entitled to Dematerialize/Rematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act.

(iii) **Option for investors to hold securities in physical form or with a Depository:**

Every person holding securities of the Company through allotment or otherwise shall have the option to receive and hold the same in the form of security certificates, if permitted by law, or to receive and to hold the same in the

dematerialized form with depository.

Every Person holding securities of the Company with a depository, being the beneficial owner thereof, may at any time opt out of a depository in respect of security entitled to be held by him in the manner provided under the provisions of the Depositories Act and the Rules made there under, if any prescribed and on fulfillment of the conditions prescribed by the Company from time to time, the Company shall issue relevant security certificates to the beneficial owner thereof.

(iv) **Securities in Depositories to be in Fungible form:**

All securities held by a depository shall be dematerialized and shall be in a fungible form.

(v) **Rights of Depositories and Beneficial Owner:**

- (a) Notwithstanding anything to the contrary contained in the Act or these articles a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Securities on behalf of the beneficial owners.
- (b) Save as otherwise provided above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his/her securities which are held by a depository/ies.

(vi) **Service of Documents:**

Notwithstanding anything to the contrary contained in the Act or these articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

(vii) **Transfer of Securities:**

- (a) Notwithstanding anything to the contrary contained in the Act or these articles, every depository shall, on receipt of intimation from a participant, register the transfer of security in the name of the transferee.
- (b) If a beneficial owner or transferee of any security seeks to have custody of such security, the depository shall inform the Company accordingly.

(viii) **Allotment of Securities dealt with by Depository:**

Notwithstanding anything to the contrary contained in the Act or these articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

(ix) **Distinctive number of Securities held in Depository:**

Notwithstanding anything to the contrary contained in the Act or these articles, regarding necessity of having distinctive number of securities issued by the Company shall not apply to Securities held with a depository.

(x) **Register and index of Beneficial Owners:**

The Register and index of securities holder maintained by a depository under the Depository Act shall be deemed to be the Register and Index of Member and Security holder for the purpose of this Articles and as required under the act.

(xi) **Other Matters:**

Notwithstanding anything to the contrary contained in the Act or these articles, the provisions of the depositories Act relating to Dematerialization of Securities, including any modification(s) or re-enactment(s) thereof and Rules/Regulations made there under shall prevail and apply accordingly.

IV.CALLS ON SHARE

20. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and the manner of payment, pay to the Company, at the time or times and the manner so specified, the amount called on his shares.

- (iii) A call may be revoked or postponed at the discretion of the Board.

- (iv) Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class.

21. If by the conditions of allotment of any share or securities, 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, shall be registered holder of the share or securities, or by his executor or administrator or legal representative.

22. The Board may from time to time subject to the terms on which any warrants convertible into equity shares of the Company may have been issued, make calls upon the warrant holders in respect of the balance amount unpaid on the warrants held by them respectively at the time of providing option for conversion of warrants into the equity shares of the Company and shall be payable at such fixed times by the warrant holder who shall pay the amount of the call made on them at time and manner as decided by the board. In case of failure to exercise the option and make payment thereof, the amount so deposited at the time of allotment of warrant shall be forfeited by the Board.

23. The provisions of Articles 20 – 22 shall mutatis mutandis apply to warrants convertible into equity shares of the Company.
24. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
25. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
26. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at twelve per cent per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
27. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these Regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
28. The Board—
- (i) May, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (ii) upon all or any of the monies so advanced, may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding, unless the Company in General Meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

V.UNDERWRITING COMMISSION AND BROKERAGE

29. Company may pay commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, subject to the following conditions, namely:
- (i) the commission may be paid out of proceeds of the issue or the profit of the company or both

- (ii) the rate of commission paid or agreed to be paid shall not exceed, in case of shares, five percent of the price at which the shares are issued, and in case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued, or otherwise approved by the members of the Company;
- (iii) the prospectus of the company shall disclose-
 - (a) the name of the underwriters
 - (b) the rate and amount of the commission payable to the underwriter; and
 - (c) the number of securities which is to be underwritten or subscribed by the underwriter absolutely or conditionally
 - (iv) there shall not be paid commission to any underwriter on securities which are not offered to the public for subscription
 - (v) a copy of the contract for the payment of commission is delivered to the Registrar the time of delivery of the prospectus for registration.

VI. LIEN

- 30.** (i) The Company shall have a first and paramount lien— ,
- (a) on every share (not being fully paid share), for all monies (whether presently payable not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of single person, for all monies presently payable by him or his estate to the Company:
- Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this Clause.
- (ii) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- 31.** The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:
- Provided that no such sale shall be made—
- (i) Unless a sum in respect of which the lien exists is presently payable and outstanding; or
 - (ii) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable and outstanding, has been given to the registered holder for the time being of the share or the person entitled.
- 32.** (i) To give effect to any such sale, the Board may authorize some person to transfer

the shares sold to the purchaser thereof.

- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
33. (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

VII.CAPITALISATION OF PROFIT

34. (i) The Company in General Meeting may, upon the recommendation of the Board, resolve-
- (a) 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 as free reserves; and
 - (b) To set aside such sum free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause 34, either in or towards—
- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause(b);
 - (d) A securities premium account and a capital redemption reserve account may, for the purposes of this Regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
 - (e) The Board shall give effect to the resolution passed by the Company in pursuance of this Regulation.
35. Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (i) 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

- (ii) Generally do all acts and things required to give effect thereto.
- (iii) The Board shall have power—
 - (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
 - (c) Any agreement made under such authority shall be effective and binding on such members.

VIII.BUY BACK OF SHARES

- 36. Subject to compliance of the provisions of Sections 68 to 70 and any other applicable provision of the Act, the Company shall have authority to buy back its shares or other specified securities.

IX.FORFEITURE OF SHARES

- 37. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
- 38. The notice aforesaid shall—
 - (i) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (ii) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
- 39. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.If the requirements of any such notice as aforesaid are not complied or payment not made for, any share in respect of which the notice has been given may, at any time after the expiry of the notice period, be forfeited by a resolution of the Board to that effect.
- 40. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board may deem fit.

- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it may deem fit.
- 41. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares.
- 42. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
 - (ii) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;
 - (iii) The transferee shall thereupon be registered as the holder of the share; and
 - (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- 43. The provisions of these Regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

X.ALTERATION OF CAPITAL

- 44. The Company may, from time to time, with the sanction of the Company in General Meeting by an Ordinary Resolution, increase its Share Capital by such sum, to be divided into such number of shares of such amount and of such classes with such rights and privileges attached thereto as the General Meeting approves.
- 45. Subject to the provisions of Section 61 of the Act, the Company may, by ordinary resolution,—
 - (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (ii) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (iii) sub-divide or split its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (iv) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- 46. Before the issue of any shares, the Company in General Meeting may make provisions as to the allotment and issue of the new shares, and in particular may determine to whom the same shall be offered in the first instance and whether at par or at a premium and upon default of any such provisions so far as the same shall not extend, the new shares may be issued in conformity with the provision of

47. Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new share shall be considered part of the existing capital of the Company and shall be subject to the provisions herein contained with reference to the payment of dividends, calls, and installments, transfer and transmission, forfeiture, lien, surrender and otherwise.
48. Where shares are converted into stock,—
- (i) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
- Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
- (ii) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (iii) Such of the Regulations of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those Regulations shall include “stock” and “stock-holder” respectively.
49. In compliance of the provisions of the Act, the Company may reduce in any manner and subject to, any incident authorized and consent required under the Act its share capital

XI. TRANSFER OF SHARES

50. (i) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
51. The Board may, subject to the right of appeal conferred by Section 58, decline to register –
- (i) the transfer of a share, not being a fully-paid share, to a person of whom they do not approve ; or
- (ii) Any transfer of shares on which the Company has a lien.
52. The Board may also decline to recognize any instrument of transfer unless –
- (i) the instrument of transfer is in the form as prescribed in rules made under sub

section (1) of Section 56

- (ii) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer ; and
 - (iii) The instrument of transfer is in respect of only one class of shares.
- 53.** Every instrument of transfer shall be left at the office of registration accompanied by the Certificate of the share to be transferred or, if no such certificate is in existence by the letter of allotment of the share and such the evidence as the Board may require proving the title of transferor or his right to transfer the share. Every instrument of transfer registered shall be retained by the Company, but any instrument of transfer which the Board may refuse to register shall be returned to the person depositing the same.
- 54.** On giving not less than seven days 'previous notice in accordance with Section 91 and rules made thereunder, the registration of transfers may be kept closed at such times and for such periods as the Board may from time to time determines:
- Provided that such registration shall not be closed for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
- 55.** No fee shall be payable to the Company in respect of transfer of any shares in the Company.

XII.NOMINATION & TRANSMISSION OF SHARES

- 56. Nomination:**
- (i) Every Shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares in, or debentures of, the Company shall vest in the event of his death in such manner as may be prescribed under the Act.
 - (ii) When the shares in, or debentures of, the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures of the Company, as the case may be, shall vest in the event of death of all the joint holders in such manner as may be prescribed under the Act.
 - (iii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares or debentures of the Company, where a person has the right to vest the share or dentures of the Company the nominee shall on the death of the shareholder or debenture holder or as the case may be on the death of the joint holder s, become entitled to all the rights in such shares or debentures or, as the case may be, all the joint holders in relation to such shares or debentures, to the exclusion of all other persons unless the nomination is varied or cancelled in the manner as may be prescribed under the Act.
 - (iv) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of the Company in the manner prescribed under the Act, in the event of his death during the minority.

57. Transmission:

- (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

58. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either —

- (i) To be registered himself as holder of the share; or
- (ii) To make such transfer of the share as the deceased or insolvent member could have made.

59. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

60. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

61. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he was the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

62. Subject to the provisions of the Act and these Articles any committee or guardian of a lunatic or minor member of any person becoming entitled to or to transfer a

share in consequence of the death, lunacy or bankruptcy or insolvency of any member or by any lawful means other than a transfer in accordance with these articles, upon producing such evidence under the Articles or such title as the Board thinks sufficient, may with the consent of the Board (Which the Board shall not be bound to give) either be registered himself as a holder in respect of such share or elect to transfer such share to some other person approved by the board registered as such holder.

- 63.** The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of members) to be prejudice to persons having or claiming any equitable right title of interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest or be under any liability whatsoever.

XIII.GENERAL MEETINGS

- 64.** (i) The Company shall in each year hold in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of a Company and that of the next, provided that the first Annual General Meeting, it shall be held within a period of nine months from the date of closing of first financial year of the Company and in any other case, within the period of six months, from the date of closing of financial year.
- (ii) Every Annual General Meeting shall be called during the business hours, that is between 9 a.m. to 6 p.m. on any date that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city, town, village in which the Registered Office of the Company is situated.
- 65.** (i) The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting.
- (ii) The Board shall, at the requisition made by such number of members who hold, on the date of receipt of the requisition, not less than one tenth of such of the paid up share capital of the Company as on the date carries the right of voting, call an Extra-ordinary General Meeting.
- (iii) Subject to the proviso of Section 101 of the Act, a General Meeting of a Company may be called by giving not less than clear twenty one days 'notice either in writing or through electronic mode in such manner as may be prescribed, provided that a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety- five percent of the members entitled to vote at such meeting.
- 66.** The Company shall comply with provisions of Section 111 of the Act as to giving notice of resolution and circulating statement on the requisition of members.
- 67.** (i) Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.

- (ii) Any accidental omission to give notice to or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

XIV.PROCEEDINGS OF GENERAL MEETINGS

- 68.** The ordinary business of an Annual General Meeting shall be to receive and consider the Profit and Loss Account, the Standalone or Consolidated Balance Sheet and the Reports of the Directors and of the Auditors, to elect Directors in the place of retiring by Rotation, to appoint Auditors (including ratification of Auditors) and fix their remuneration and to declare dividends all other business transaction at any Annual General Meeting and all business transacted at any other General Meeting shall be deemed Special Business.
- 69.** (i) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Five members personally present shall be a quorum of any General Meeting of the Company, if the number of members as on the date of meeting is not more than one thousand.
- (iii) Fifteen members personally present shall be a quorum of any General Meeting of the Company, if the number of members as on the date of meeting is more than one thousand but upto five thousand.
- (iv) Thirty members personally present shall be a quorum of any General Meeting of the Company, if the number of members as on the date of meeting exceeds five thousand.
- (v) The chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the Company.
- (vi) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- (vii) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
- 70.** Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently so done or passed if effected by an Ordinary Resolution as defined in Section 114 of the Act unless either the Act or these articles, specifically require such Act to be done or passed by a Special Resolution as defined under Section 114 of the Act.
- 71.** A body corporate, whether a company within the meaning of the Act or not, may-
- (i) If it is a member of the Company within the meaning of the Act, by resolution of its Board of Directors or other governing body, authorize such person as it thinks for

to act as its representative at any meeting of the Company or at any meeting of any class of members' o the Company.

- (ii) If it is a creditor, including a holder of debentures of the Company within the meaning of the Act, by resolution of its directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of creditors of the Company or any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.
- 72.** (i) Where the president of India or the Government of a state is a member of the Company may appoint such persons as he thinks fit to act as representative at any meeting of the Company or at any meeting of any class of members of the Company.
- (ii) A person appointed to act shall for the purpose of this Article be deemed to be a member of such a Company an shall be entitled to exercise the same rights and powers, including the right to vote by proxy and postal ballot, as the president or as the case may be, the Governor could exercise as a member of the Company.
- 73.** Any resolution proposed to move in the general meeting of the Company shall be accompanied by a special notice served to the Company by such number of members holding not less than one percent of total voting power or holding shares on which such aggregate sum not exceeding five lakhs rupees, as may be prescribed, had been paid up and the Company shall give its members notice of the resolution in such manner as prescribed under the Act.

XV.ADJOURNMENT OF MEETING

- 74.** (i) The Chairperson may, if the quorum is not present within 30 minutes from the time appointed for holding a meeting of the Company-
- (a) The meeting shall stand adjourned to the same day in the next week at the same time, place or to such other date and such other time and place as the Board determines.
 - (b) The meeting, if called by requisitionists under Section 100, shall stand cancelled
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

XVI.VOTING RIGHTS

- 75.** (i) (a) Every member of the Company holding equity share capital therein, shall have a right to vote on every resolution placed before the Company.
- (b) His voting right on a poll shall be in proportion to his share in the paid up equity share capital of the Company.

- (ii) (a) Every member of the Company holding any preference share capital therein shall, in respect to such capital, have a right to vote only resolutions placed before the Company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the Company or for the payment or reduction of its equity or preference share capital.
- (b) His voting right on a poll shall be in proportion to share in the paid up preference share capital of the Company.
- (iii) At General Meeting the resolution put to the vote of the meeting shall unless a poll is demanded under Section 109 or the voting is carried out electronically, be decided on a show of hands.
- (iv) Demand of Poll shall be governed as per the provisions subscribed under section 109 of the Act.
- (v) On a show of hands every members holding equity shares present in person shall have one vote. On a poll every such member present in person or by proxy shall have one vote for each share held by him.
- (vi) In the case of joint holders, the vote of the first holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (vii) A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on show of hand or on a poll, by his Committee or other legal guardian, and any such Committee or Guardian may, on a poll, vote by proxy.
- (viii) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- (ix) No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid and no member shall exercise any voting rights in respect of any shares in regards to which the Company has or have exercised any right of lien.
- (x) 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.
- (xi) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

XVII.PROXY

- 76.** Any member of a company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as a proxy to attend and vote at the meeting instead of himself.
- 77. (i)** An instrument appointing a proxy shall be in the form as prescribed in the Rules made under Section 105 of the Act.

- (ii) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
78. (i) A proxy may speak at the meeting unless the Chairman otherwise directs.
- (ii) A proxy may vote by show of hands or on poll unless the Chairman otherwise directs.
79. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

XVIII. BOARD OF DIRECTORS

80. (i) Until otherwise determined by General Meeting, the number of Directors shall not be less than three and not more than fifteen.
- (ii) The Company may appoint more than fifteen Directors after passing Special Resolution.
81. The Company in General meeting may from time to time increase or reduce the number of Directors within the limit fixed by Article 83.
82. As on date of adoption of these Articles, the Directors of the Company are:-
- 1. MR. ANKIT SHAILESH MEHTA**
 - 2. MRS. PARUL SHAILESH MEHTA**
83. The Board shall have power at any time and from time to time to appoint any person as an additional director as an addition to the Board but so that the total number of directors should not exceed the limit fixed by these articles, Any Director so appointed shall hold office only until the conclusion of the next Annual General Meeting of the Company and shall then be eligible for re-election.
84. (i) Subject to the provision of Section 196 and 203 of the Act, the Board may from time to time appoint one or more Directors to be Managing Director(s) or whole-time director(s) of the Company by fixing a term of not more than 5 years at a time and which may from time to time (subject to the provisions of any contract between him and the Company) remove or dismiss him from office and appoint another in his place.

85. A director shall not be required to hold any share in the capital of the Company to qualify himself as a director of the Company.
86. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or General Meetings of the Company; or
- (b) in connection with the business of the Company.
- (c) any other expenses as may from time to time be sanctioned by the Board of the Company.
87. The Company may exercise the powers conferred on it by Section 88 with regard to the keeping of a foreign register and the Board may (subject to the provisions of that Section) make and vary such Regulations as it may think fit respecting the keeping of any such register.
88. Subject to the provisions of the Act, the Board may from time to time entrust to and confer upon a Managing Director or Whole Time Director or such other Director for the time being such of the powers exercisable under these presents by Board as it may deem fit and may confer such powers for such time and to be exercised for subjects and purposes and upon such terms and conditions, and with restrictions as it may deem fit, and the Board may confer such powers, wither collaterally with, or to the exclusion of and in substitution for all or any of the powers of the Board in that behalf, and may from time to time revoke, withdraw, alter, or vary all or any of such powers including powers to be delegated by them to other directors or officials.
89. Notwithstanding anything to contrary in Article 88and other powers conferred by these articles, it is hereby expressly declared that the Managing Director and /or Whole Time Director shall always subject to the provisions of Act, have the following powers that is to say:
- (i) (a) **To pay for property:**
- To purchase or otherwise acquire for the Company any property, right or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit.
- (b) At their discretion to pay for any property rights or privileges acquired by or services rendered to the Company, whether wholly or partly in cash or in shares, bonds, debentures, or other securities of the Company and any such shares may be issued as fully paid up and such bonds, debentures or other securities may be either specially charged upon all or any part of the Property of the Company and its uncalled capital or not so charged.
- (ii) **To Secure Contract by Mortgage:**

To secure fulfillment of any contract or arrangements entered into by the Company by mortgage or charge of all or any of the property of the Company for the time being or in such manner as they may think fit.

(iii) **To appoint officers:**

To appoint, at their discretion remove or suspend such Employee, Key Managerial Personnel's (KMPs), Manager, Managing Director, Chief Executive Officer (CEO), Secretaries, officers, 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 fix their salaries or emoluments and to require security in such instances and to such amounts as they think fit.

(iv) **To give receipts:**

To make and give receipts releases and other discharges for money payable to the Company and for the claims and demands of the Company.

(v) **To appoint attorneys:**

From time to time provide for the management of the affairs of the Company in abroad in such manner as they think fit, and in particular to appoint any person to be attorneys or agents of the Company with such powers (including power to sub delegate) and upon such terms as may be thought fit.

(vi) **To invest moneys:**

Subject to the provisions of the Act, invest and deal with any of the monies of the Company and immediately required for the purposes there of upon such securities (not being shares in the Company) in such manner as they may think fit, and from time to time to vary or realize such investments.

(vii) **To give security by way of indemnity:**

To execute in the name of and on behalf of the Company in favour of any Director or other persons who may incur or be above incur any personal liability for the benefit of the Company such mortgage of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

(viii) **To make byelaws:**

From time to time make vary and repeal by laws of the regulations of the business of the Company, its officers and servants.

(ix) **To execute contract:**

To enter into all such trade, business or any other commercial agreements, arrangements, negotiations, contracts, to form any partnership, joint ventures, subsidiary(ies), business arrangements or agreements with any other person, Company whether Private or Public, Body Corporate including the related parties in India and abroad and rescind and vary all such contracts and execute and so all such acts, deeds and things in the name and on behalf of the

Company as they may consider expedient or in relation to any of the matters aforesaid, or otherwise for the purpose of the Company.

(x) **To give commission:**

To give to any person employed by the Company a commission on the profit of any particular business transaction, or a share in the general profit of the Company, and such commission or share of profit shall be treated as a part of the working expenses of the Company.

(xi) **To give allowances etc. :**

To give award or allow any bonus, pension, gratuity or compensation to any employee of the Company or his widow, children or dependents that may appear to the Directors just or proper whether such employee, his widow, children or dependents have or have not legal claim upon the Company.

(xii) **To create beneficial funds:**

Before declaring any dividend to set aside such portion of the profits of the Company as they may think fit, to form a fund to provide for the pension gratuity, or compensation or create a provident fund or benefit fund in such manner as the Directors may deem fit subject to the provisions of Section 123 and 124 of the Act.

(xiii) **To sub delegate:**

Subject to the provision of Section 179 of the Act and provisions contained in Article 88 thereof, to sub delegate all or any of the powers, authorities and discretion for the time being vested in them subject. However, to the ultimate control and authority being retained by them.

(xiv) **To borrow:**

Subject to the provisions of Section 73, 74, 76A, 177, 180 and 181 of the Act, to borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debenture, debenture-stock, perpetual or otherwise charged upon all or any of the Company's properties both (present and future) including its uncalled capital and to purchase, redeem or pay off such securities.

(xv) **To establish institutions:**

Subject to the Provisions of Section 180 and 181 of the Act to establish, maintain, support or subscribe to any charitable, scientific, national or public or any other institution, objet a or purposes or for any exhibition.

(xvi) **To institute and defend suits:**

To institute, prosecute, compound, defend, compromise, withdraw or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and to on behalf of the Company in all matters relating to insolvencies or liquidations and to apply or and obtain letter of administration with or without will annexed to the estate of persons

with whom the Company have dealings.

(xvii) **To compound claims and refer to arbitration:**

To realize, compound and allow time for the payment or satisfaction of any debts to or by the Company and any claims of demands by or against the Company and to refer to arbitration and observe and perform the awards.

(xviii) **To draw Cheques:**

All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

(xix) **To give Loans and Advances:**

To lend, give and grant money, Loans and Advances of any nature to any person, Company whether Public or Private, Body Corporate including Related parties in compliance with the applicable provisions of the Companies Act, 2013 or any other applicable laws.

90. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
91. In compliance of and in manner prescribed under Section 161 or other provisions of the Act, the Board shall have power to appoint Additional Director or Alternate Director or Nominee Director or Director to fill any casual vacancy.
92. A Company in General Meeting appoint a director in accordance with the provisions of Section 160 of the Act and the proposed candidate for the post of director shall require to deposit a sum of Rs. 1.00 Lakh as provided in that Section.
- Provided that requirements of deposit of amount shall not apply in case of appointment of an Independent Director or a Director recommended by the Nomination and Remuneration Committee, if any, of the Company constituted under sub-section (1) of section 178 of the Companies Act, 2013 or a Director recommended by the Board of Directors of the Company, in the case of a company does not required to constitute Nomination and Remuneration Committee
93. Appointment of directors needs to be voted individually. Only one director can be appointed by a single resolution.
94. Subject to the restrictions imposed under the Act, the Directors shall have the right to delegate any of their powers to such committee or sub-committee of Directors, managers, agents or other persons as they may deem fit and may at their own discretion revoke such powers.
95. Every Director who is in any way, whether directly or indirectly concerned or

interested in a contract or arrangement, entered into or to be entered into by or on behalf of the Company not being a contract or arrangement entered into between the Company and body corporate in which such director or such director in association with any other director or his/her relative, holds more than two per cent shareholding of that body corporate, or is a promoter, manager, chief Executive Officer of that body corporate or between the Company and a firm or other entity in which such director or his/her relative is a partner, owner or member, as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting.

If any director which is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he became concerned or interested or at the first meeting of the Board held after he become so concerned or interested.

XIX.ROTATION OF DIRECTORS

96. (i) At each Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or multiple of three, then the number nearest to one-third shall retire from office, neither a Managing Director, a Nominee Director, Independent Director, Whole-time Director whose period of office is not liable to retire by rotation nor an additional Director shall be liable to retire by Rotation within the meaning of this Article.
- (ii) The directors to retire by rotation shall be those who have been longest in office since their last appointment, but as between persons who become directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.
97. The Company may remove any Director before the expiration of his period of office in accordance with the provisions of Section 169 of the Act and may appoint another person in his place if the Director so removed was appointed by the Company in General meeting or by the Board.
98. 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, the resulting casual vacancy may in default and subject to the provisions of these articles, be filed by the Board of Directors at a meeting of the Board.
- Such person appointed shall hold office only upto the date up to which the director on whose place he is appointed would have held office of it had not been vacated.
99. The eligibility and appointment of a person other than a retiring Director to the office of Director shall be governed by the provision of Section 160 of the Act.

XX.ALTERNATE DIRECTOR

100. The Board may in accordance with and subject to the provisions of Section 161 of the Act appoint any person to act as alternate Director for any Director during the later's absence for a period of not less than three months from the

XXI.ACCOUNTS

- 101.** (i) The Board shall cause proper books of accounts to be kept in accordance with Section 128 of the Act.
- (ii) 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.
- (iii) The Books of account shall be open to inspection by any Director during business hours.
- (iv) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Board or by the Company in General Meeting.
- (v) The Books of accounts shall be kept at the Registered office or at such other place in India as the Board may decide and when the board so decide the Company shall within seven days of the decision, file with the Registrar a notice giving the full address of that other place.
- (vi) The company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed in the Act.
- (vii) At every Annual General Meeting the Board shall lay down before the Company a Standalone/Consolidated Balance sheet and Profit and Loss account made up in accordance with provisions of Section 129 of the Act and such Balance Sheet and Profit and Loss account shall comply with the requirements of Section 129,132,133 and 134 of the Act and as per Schedule III of the Act so far as they are applicable to the Company but, save as aforesaid, the Board shall not be bound to disclose greater details of the result or extent of the trading and transactions of the Company than it may deem expedient.
- (viii) There shall be attached to every Balance Sheet laid before the Company a report by the Board complying with Section 134 of the Act.
- (ix) A hard copy of every Balance Sheet (including Profit and Loss Account, the Auditors Report, and every document required to be annexed or attached to the Balance Sheet) shall be provided not less than twenty-one days before the meeting be sent to every such member who holds shares physically and soft copy of such set of documents to every such member who holds shares in demat format, debenture-holder trustee and other persons to whom the same is required to be sent by the said Section,

XXII.DIVIDENDS AND RESERVES

- 102.** (i) The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- (ii) The Board may, from time to time, pay to the members such interim dividend as in its judgment, the position of the Company justifies.

- 103. (i)** 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 from the profits of the Company.
- (ii)** The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it may deem 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.
- (iii)** All money carried to the Reserves shall nevertheless remain and the profits of the Company, subject to the provision being made for actual loss or depreciation or for the payment of dividends and such moneys and all the other moneys of the Company not immediately required for the purposes of the business of the Company may, subject to the provisions of Section 186 of the Act be invested by the Board in or upon such investment or securities as it may select or may be used as working capital or for capital expenditure for the business of the Company or may be kept at any Bank on deposit or otherwise as the Board may from time to time deem fit proper.
- (iv)** The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- (v)** 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.
- 104.** 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.
- 105. (i)** 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.
- (ii)** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- (iii)** Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

- (iv) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 106.** The director may retain the dividends payable upon shares in respect of which any person is under the Transmission Article entitles to become a member or which any person under that article is entitled to transfer until such persons shall become a member in respect of such share or shall duly transfer the same.
- 107.** No Dividend shall be paid in respect of any shares except to the registered holder of such share or to his order or to his bankers but nothing contained in this Article shall be deemed to require the bankers of a registered shareholder to make a separate application to the Company for the payment of the dividend.
- 108.** No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with all the applicable provisions of the Act in respect of any unpaid or unclaimed dividend.
- 109.** (i) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- (ii) 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.
- (iii) No dividend shall bear interest against the Company.

XXIII.SECRECY CLAUSE

- 110.** Every Director, Manager, Secretary, Trustee for the Company, its member or debenture-holder, members of a committee, officer, servant, accountant or other person employed in or about the business of the Company shall, if so required by the Board or by a Managing Director before entering upon the duties sign a declaration pledging himself to observe a strict secrecy in respect to all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of the matters when required to do so by the Board 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 Articles contained.
- 111.** No shareholder or other person (not being a Director) shall be entitles to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or, subject to Article to require discovery of or any information respecting any detail of the trading or the Company 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 communicate.

XXIV.RECONSTRUCTION

- 112.** On any sale of the Undertaking or Business of the Company, the Board or the

Liquidator on winding up may, if authorized by a Special Resolution accept fully paid up shares, debenture or securities of any other Company whether incorporated in India or outside India or to be formed for the purchase in whole or in part of the company's property and the Board may distribute such shares or securities or any other property of the Company amongst the members without realization or vest the same in trustees or them and any special resolution may provide for the distribution or appropriation of the cash, shares, or other securities, benefit or property, otherwise than in accordance with other securities, benefit or property, otherwise than in accordance with the normal rights of the members or contributories of the Company and for the valuation of any such securities or property at such price and in such manner as the meeting approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorized and waive all rights in relation thereto, save only in case of Company is proposed to be or is in the course of being wound up such statutory rights under Section 319 of the Act as are incapable of being varied or excluded by these Articles.

XXV.AUDIT

- 113.** Once in every year the accounts of the Company shall be examined and the correctness of the Profit and Loss account and Balance Sheet ascertained by the Auditors.
- 114.** The appointment, re-appointment, rotation, ratification, powers, rights, remuneration and duties of the Auditors shall be regulated by Section 139 to 146 of the Act.

XXVI.MINUTES

- 115.** (i) The Board shall in accordance with the provisions of Section 118 of the Act and Secretarial Standards used by the Institute of Company Secretaries of India cause minutes to be kept of every General Meeting of the Company and of every meeting of the Board or of every Committee of the Board.
- (ii) Any such minutes of the meeting of the Board or of any Committee of the Board or of the Company in General Meeting, if kept in accordance with the Provisions of Section 118 of the Act, shall be evidence of the matters stated in such minutes. The Minute book of General Meetings of the Company shall be kept at the office and shall be open to inspection by members during the hours of 10:00 A.M. to 02:00 P.M on such business days as the At requires them to be open for inspection.

XXVII.NOTICES

- 116.** A notice or other documents may be given by the Company to its members in accordance with Section 20 and 101 of the Act.
- 117.** Every person who by operation of law transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered on the register shall have been duly given to the person from whom he derived his title to such share.

XXVIII.ANNUAL RETURNS

- 118.** The company shall comply with the provisions of Section 92 of the Act as to the making of Annual Returns.

XXIX.AUTHENTICATION OF DOCUMENTS

- 119.** Any Director or the Secretary or any officer appointed by the Board for the propose shall have power to authenticate any documents affecting the constitution of the Company and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts the reform as true copies or extracts and where any books, records, documents or accounts are elsewhere that at the office, the local manager or other officer of the Company having the custody thereof, shall be deemed to be a person appointed by the Board as aforesaid.

- 120.** A document purporting to be a copy of resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of the last proceeding Article shall be conclusive evidence in favor of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of duly constitutes meeting of the directors.

XXX.INDEMNITY

- 121.** Every Director, Manager, Secretary or officer of the Company or any person (Whether officer of Company or not) employed by the Company and any person appointed Auditor shall be indemnified against all the liabilities incurred by him as such Director, Manager, Officer, Employees or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

XXXI.THE SEAL

- 122.** (i) The Board shall provide for the safe custody of the seal, if any.
- (ii) The Company 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 and the seal shall never be used except by the authority previously given by the Board or a Committee of the Board authorized by the Board in that behalf.
- (iii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

XXXII.KEEPING OF REGISTERS AND INSPECTION

- 123.** (i) The Company shall duly keep and maintain at the Office, Registers in accordance with Section 85, 88, 170, 186, 187 and 189 of the Act.
- (ii) The Company shall comply with the provisions of Section 17, 71, 94, 117, 118, 119 136, 170, 171, 186, 187 and 190 of the Act as to the inspection of and supply of copies of the Registers, deeds, documents, inspection returns, certificates and books herein mentioned to the persons, therein specified when so required by such persons, on payment of the charges, if any prescribed by the said sections.
- (iii) Any member shall be entitled to be furnished registers, records and indices maintained under section 88 , annual return prescribed under section 94 and register of loans and investment by a company under section 186 of the Act within seven working days after he has made a request for a copy on receiving a sum of Rs.10/- for each page.
- (iv) Any member shall be entitled to be within seven working days after he has made a request for a copy of any minutes of any general meeting, on receiving a sum of Rs.10/- for each page or part of the page.
- (v) Any member demanding a request for provision of soft copy in respect of minutes of any previous general meetings held during a period of immediately preceding three financial years shall be entitled to be furnished, with the same free of cost.
- (vi) Any documents, record, reciter, minutes etc. required to be kept by the Company shall be allowed to be inspected or copies to be given to any person by a Company under the act and these articles may be kept or inspected or copies given as the case may be in electronic form or in such form and manner to provide copies of the whole or a part thereof of those records shall be construed as a duty to make the records available for inspection in electronic form or to provide copies of those records containing a clear reproduction of the whole or part thereof as the case may be on payment of Rs. 10/- per page.
- Everything contained in this article shall be in compliance of the Act and nothing shall be deemed to be done against the provisions of the Act. In case of any contradiction between the Act and this Article the Act shall prevail.
- (vii) Where under any provisions of the Act any persons whether a member of the Company or not entitled to inspect any register return, certificate, deed, instrument or document required to be kept or maintained by the Company, the person so entitled to inspection shall be permitted to inspect the same during the business hours of 10:00 Am to 02:00 PM on such business days as the Act requires them to be opened for inspection.

XXXIII.WINDING UP

- 124.** Subject to the provisions of Chapter XX of the Act and Rules made there under—

- (i) If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

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The Company has been converted from Private Limited Company to Public Limited Company “CHEMKART INDIA LIMITED**” vide Special Resolution passed at the Extra Ordinary General Meeting held on **Friday 16th August, 2024**.*

Subscriber Details					
S. NO	Name, Address, Description and Occupation	DIN/PAN/Passport Number	Place	DSC	Dated
1	MR. ANKIT SHAILESH MEHTA A/201, Nandadevi CHS, CTS No.6, Prabhat Colony, Road no 8, Near Yatri hotel. Santacruz East, Mumbai - 400055	06792217	MUMBAI	ANKIT SHAILESH MEHTA Digitally signed by ANKIT SHAILESH MEHTA Date: 2020.02.27 13:41:31 +05'30'	27/02/2020
2	MRS. PARUL MEHTA A/201, Nandadevi CHS, Prabhat Colony, Road no 8, Near Yatri hotel. Santacruz East, Mumbai - 400055	ADFP9422N	MUMBAI	PARUL SHAILESH MEHTA Digitally signed by PARUL SHAILESH MEHTA Date: 2020.02.27 13:42:40 +05'30'	27/02/2020

Signed Before Me

Name		Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	Place	DSC	Dated
ACA	ABHISHEK ASHOK MEHTA	301/A, RAHUL APARTMENT, SV ROAD, ANDHERI WEST, MUMBAI-400058 OCCUPATION- CHARTERED ACCOUNTANT	165275	MUMBAI	ABHISHEK ASHOK MEHTA Digitally signed by ABHISHEK ASHOK MEHTA Date: 2020.02.27 13:44:14 +05'30'	27/02/2020

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SECTION XI – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company and our one of the WOS, ERMPL (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office between 10 a.m. to 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date. The copies of the contracts and documents for inspection referred to hereunder will be uploaded on the website of our Company at <https://chemkart.com/>, and will be available for inspection from date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date).

MATERIAL CONTRACTS

1. Offer Agreement dated December 26, 2024 between our Company, the Selling Shareholders and the Book Running Lead Manager.
2. Registrar Agreement dated January 07, 2025 between our Company, the Selling Shareholders and the Registrar to the Offer.
3. Cash Escrow and Sponsor Bank Agreement dated [●] amongst our Company, the Selling Shareholders, the Registrar to the Offer, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank, Sponsor Bank, Public Offer Bank and the Refund Bank.
4. Share Escrow Agreement dated [●] between our Company, the Selling Shareholder and the Share Escrow Agent.
5. Market Making Agreement dated [●] between our Company, the Selling Shareholder and the Book Running Lead Manager and Market Maker.
6. Underwriting Agreement dated [●] between our Company, the Selling Shareholder and Book Running Lead Manager and the Underwriter.
7. Syndicate Agreement dated [●] amongst our Company, the Selling Shareholder, the Book Running Lead Manager, and Syndicate Members.
8. Monitoring Agency Agreement dated [●] entered into among our Company and the Monitoring Agency.
9. Tripartite agreement between the CDSL, our Company and the Registrar to the Offer dated May 06, 2024.
10. Tripartite agreement between the NSDL, our Company and the Registrar to the Offer dated October 28, 2024.

MATERIAL DOCUMENTS

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificate of Incorporation dated March 06, 2020 issued under the name Chemkart India Private Limited, issued by Deputy Registrar of Companies, Central Registration Centre.
3. Copy of Fresh Certificate of Incorporation dated October 06, 2024, issued by Assistant Registrar of Companies/Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre, consequent to change of name of the company from “Chemkart India Private Limited” to “Chemkart India Limited” pursuant to the conversion of our Company into a Public Limited Company.
4. Resolution of the Board of Directors dated January 13, 2025, in relation to the Offer.
5. Resolution of the Shareholders of our Company, passed at the Extra-Ordinary General Meeting held on January 16, 2025, in relation to the Offer.
6. Resolution of the Board of Directors dated January 17, 2025, in relation to the authorisation on Offer Size and Resolution of the Board of Directors dated [●], in relation to the authorisation on Offer Structure.

7. Examination report for Restated Consolidated Financial Statements dated March 07, 2025, from our Peer Review Auditor included in this Draft Red Herring Prospectus.
8. The Statement of Possible Tax Benefits dated March 07, 2025, from our Peer Review Auditor included in this Draft Red Herring Prospectus.
9. Copies of Audited Consolidated Financial Statements of the Company for the period ended September 30, 2024.
10. Copies of Audited Standalone Financial Statements of the Company for the period ended September 30, 2024 and financial year ended March 31, 2024, 2023 and 2022.
11. Consents of our Directors, Promoters, Selling Shareholders, Company Secretary and Compliance Officer, Chief Financial Officer, Senior Management Personnel, Statutory Auditor, Chartered Engineer, Peer Review Auditor, Practising Company Secretary, Monitoring Agency, Banker(s) to the Company, Book Running Lead Manager, Legal Advisor to the Offer, Registrar to the Offer, Banker to the Offer, Syndicate Member, Underwriter, transmittal letter and consent to transmittal letter of Selling Shareholders and Market Maker to act in their respective capacities.
12. Certificate dated January 7, 2025 from SRJ Certification Services Private Limited executed by Mr. Santosh R. Jaiswar, an independent chartered engineer, for certifying capacity utilization.
13. Project report titled “Project Report - Nutraceutical Facility” dated February 20, 2025, prepared and issued by SRJ Certifications Services Private Limited.
14. Share Purchase Agreement dated September 01, 2024 entered between our Company and Mr. Ankit Shailesh Mehta and Ms. Parul Shailesh Mehta for acquisition of equity shares for the purpose of acquisition of Easy Raw Materials Private Limited and Vinstar Biotech Private Limited as our Company’s wholly Owned Subsidiary Companies.
15. Technical Collaboration Agreement dated February 19, 2025 entered between one of our Wholly Owned Subsidiary, Easy Raw Materials Private Limited (ERMPL) and Shriram Institute for Industrial Research (SRIFIR) for the development, production and formulation of a new nutraceuticals product, utilizing SRIFIR’s Technical Know-How.
16. Certificate dated September 12, 2024 from M/s. Nirmal Tiwari & Associates, Company Secretaries, with respect to their search report in relation to certain corporate records of the Company.
17. Certificate on KPI’s issued by the Statutory Auditor M/s. Mehta & Associates, Chartered Accountants, by way of their certificate dated March 07, 2025.
18. Board Resolution dated March 21, 2025, for approval of Draft Red Herring Prospectus, dated for [●] approval of Red Herring Prospectus, dated [●] for approval of Prospectus.
19. Site visit report prepared by the Book Running Lead Manager.
20. Due Diligence Certificate dated [●] along with the site visit report by the Book Running Lead Manager.
21. In principle Approval from BSE vide letter dated [●] to use the name of BSE in this Offer Document for listing of Equity Shares on the BSE SME.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

Signed by the Directors of Our Company

Sd/- Mr. Ankit Shailesh Mehta Chairman & Managing Director DIN: 06792217	Sd/- Ms. Parul Shailesh Mehta Executive Director DIN: 08718563
Sd/- Mr. Shailesh Vinodrai Mehta Executive Director DIN: 10563871	Sd/- Mr. Anirudh Ruia Non-Executive Independent Director DIN: 10421244
Sd/- Mr. Rajesh kalro Non-Executive Independent Director DIN: 05288562	Sd/- Mr. Abhishek Kamdar Non-Executive Independent Director DIN: 06422005
Sd/- Mr. Basavaraj Shankar Dalawai Chief Financial Officer	Sd/- Ms. Ramdulari Saini Company Secretary and Compliance Officer

Date: March 21, 2025

Place: Mumbai

DECLARATION BY SELLING SHAREHOLDER

I, Mr. Ankit Shailesh Mehta in my capacity as a Selling Shareholder, certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus specifically in relation to myself as a Selling Shareholder and the portion of Equity Shares offered by me in the Offer for Sale is true and correct. I assume no responsibility for any other statements, disclosures, and undertakings, including any statements, disclosures and undertakings made by, or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Sd/-

Ankit Shailesh Mehta

Date: March 21, 2025

Place: Mumbai

DECLARATION BY SELLING SHAREHOLDER

I, Ms. Parul Shailesh Mehta in my capacity as a Selling Shareholder, certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus specifically in relation to myself as a Selling Shareholder and the portion of Equity Shares offered by me in the Offer for Sale is true and correct. I assume no responsibility for any other statements, disclosures, and undertakings, including any statements, disclosures and undertakings made by, or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Sd/-

Parul Shailesh Mehta

Date: March 21, 2025

Place: Mumbai