





**AMTECH ESTERS LIMITED**  
 (Formerly known as Amtech Esters Private Limited)  
 Corporate Identity Number: U24129DL2002PLC115465

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Flat No. 102, Plot No. A – 3, Magnum House 1, Commercial Complex, Karam Pura, West Delhi, New Delhi, Delhi – 110015	2012 MIE, Bahadurgarh, Jhajjar, Haryana – 124507, India	Ms. Anjali Bansal, Company Secretary & Compliance Officer	<b>Email:</b> info@amtechesters.com <b>Telephone:</b> 011-49044111	<a href="https://www.amtechesters.com/">https://www.amtechesters.com/</a>
<b>NAME OF PROMOTER (S) OF OUR COMPANY: AJIT SINGH BAWA, MEENAKSHI SHARMA AND MANDEEP SINGH</b>				
<b>DETAILS OF THE OFFER</b>				
TYPE	FRESH OFFER SIZE (NO. OF SHARES)	OFS SIZE (NO. OF SHARES)	TOTAL OFFER SIZE (NO. OF SHARES)	ELIGIBILITY
Fresh Offer and an Offer for Sale	Up to 8,10,000 Equity Shares at the Offer Price of ₹ 110 each aggregating ₹ 891.00 lakhs	Up to 2,70,000 Equity Shares aggregating up to ₹ 297.00 lakhs	Up to 10,80,000 Equity Shares at the Offer Price of ₹ 110 each aggregating ₹ 1188.00 lakhs.	Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. The Offer is being made pursuant to Regulation 229 (1) of SEBI (ICDR) Regulations, as the post-issue paid-up capital is less than or equal to ten crore rupees.
<b>DETAILS OF OFFER FOR SALE BY SELLING SHAREHOLDER</b>				
NAME OF SELLING SHAREHOLDERS	CATEGORY OF SHAREHOLDERS	NUMBER OF SHARES OFFERED/ AMOUNT (IN LAKHS)	AVERAGE COST OF ACQUISITION ON FULLY DILUTED BASIS	
Gemini Holdings	Public Shareholder	Up to 2,70,000 Equity Shares aggregating up to ₹ 297.00 lakhs	39.46	
<b>RISK IN RELATION TO THE FIRST OFFER</b>				
This being the first public Offer of the Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10.00 each. The Offer Price is 11 times of the face value of the Equity Shares. The Offer Price (determined and justified by our Company in consultation with the Lead Manager) as stated in “Basis for Offer Price” on page 97 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.				
<b>GENERAL RISKS</b>				
Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares issued 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 Draft Prospectus. Specific attention of the investors is invited to the section “Risk Factors” beginning on page 24 of this Draft Prospectus.				
<b>ISSUER’S ABSOLUTE RESPONSIBILITY</b>				
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.				
<b>LISTING</b>				
The Equity Shares Issued through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited. In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated [●] from BSE Limited (“BSE”) for using its name in the Offer Document for listing of our shares on the SME Platform of BSE Limited. For the purpose of this Offer, the Designated Stock Exchange will be the BSE Limited (“BSE”).				
<b>LEAD MANAGER TO THE ISSUE</b>			<b>REGISTRAR TO THE ISSUE</b>	
 <b>SOBHAGYA CAPITAL OPTIONS PVT. LTD.</b> <small>A SEBI Registered Merchant Banking Company</small> <b>SOBHAGYA CAPITAL OPTIONS PRIVATE LIMITED</b> <b>Address:</b> C-4 to C-11, Gate No-01, Hosiery Complex, Phase-II Extension, Noida-201305 <b>Tel. No.:</b> +91 7836066001 <b>Email:</b> <a href="mailto:cs@sobhagyacap.com">cs@sobhagyacap.com</a> <b>Investor Grievance Email:</b> <a href="mailto:delhi@sobhagyacap.com">delhi@sobhagyacap.com</a> <b>Website:</b> <a href="http://www.sobhagyacapital.com">www.sobhagyacapital.com</a> <b>Contact Person:</b> Mr. Rishabh Singhvi/ Ms. Nisha <b>SEBI Registration No.:</b> MB/INM000008571			 <b>MAASHITLA SECURITIES PRIVATE LIMITED</b> <b>Address:</b> 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi- 110 034 <b>Tel. Number:</b> 011-47581432 <b>Email Id:</b> ipo@maashitla.com <b>Website:</b> www.maashitla.com <b>Contact Person:</b> Mr. Mukul Agrawal <b>SEBI Reg. No.:</b> INR000004370 <b>CIN No:</b> U67100DL2010PTC208725	
<b>OFFER PROGRAMME</b>				
<b>OFFER OPENS ON: [●]</b>			<b>OFFER CLOSES ON: [●]</b>	



**AMTECH ESTERS LIMITED**  
 (Formerly known as Amtech Esters Private Limited)

**Corporate Identity Number:** U24129DL2002PLC115465

Our Company was originally incorporated as 'Amtech Esters Private Limited', Company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated 21<sup>st</sup> day of May, 2002 issued by the Registrar of Companies, National Capital Territory (NCT) of Delhi and Haryana. The status of the Company was changed from Private Company to Public Company i.e. Amtech Esters Limited vide fresh Certificate of Incorporation dated 12<sup>th</sup> day of December, 2023 issued by the Registrar of Companies, National Capital Territory (NCT) of Delhi and Haryana. For details pertaining to the change in status of our company, please refer to the chapter titled 'History and Certain Corporate Matters' beginning on page 146 of this Draft Prospectus.

**Registered Office:** Flat No. 102, Plot No. A – 3, Magnum House 1, Commercial Complex, Karam Pura, West Delhi, New Delhi-110 015, Delhi, India

**Corporate Office:** 2012 MIE, Bahadurgarh, Jhajjar, Haryana – 124 507, India; **Tel. No.:** 011-49044111; **Email:** [info@amtechesters.com](mailto:info@amtechesters.com); **Website:** <https://www.amtechesters.com/>

**Contact Person:** Ms. Anjali Bansal, Company Secretary & Compliance Officer

#### DETAILS OF THE OFFER

**INITIAL PUBLIC OFFER OF 10,80,000 EQUITY SHARES OF FACE VALUE OF 10/- EACH (THE "EQUITY SHARES") OF AMTECH ESTERS LIMITED ("OUR COMPANY" OR "THE ISSUER") AT AN OFFER PRICE OF ₹110 PER EQUITY SHARE FOR CASH (INCLUDING A SHARE PREMIUM OF ₹ 100 PER EQUITY SHARE), AGGREGATING TO ₹ 1188.00 LAKHS ("PUBLIC OFFER") COMPRISING OF A FRESH OFFER OF 8,10,000 EQUITY SHARES AT A PRICE OF ₹ 110 AGGREGATING TO ₹ 891.00 LAKHS (THE "FRESH OFFER") AND AN OFFER FOR SALE OF 2,70,000 EQUITY SHARES BY THE SELLING SHAREHOLDERS ("OFFER FOR SALE") AT A PRICE OF ₹ 110 AGGREGATING TO ₹ 297.00 LAKHS OUT OF WHICH 64,800 EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN OFFER PRICE OF ₹ 110 PER EQUITY SHARE FOR CASH, AGGREGATING ₹ 71.28 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. OFFER OF 10,15,200 EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN OFFER PRICE OF ₹ 110 PER EQUITY SHARE FOR CASH, AGGREGATING TO ₹ 1,116.72 LAKHS IS HERE IN AFTER REFERRED TO AS THE "NET OFFER". THE PUBLIC OFFER AND NET OFFER WILL CONSTITUTE 26.78% AND 25.17% RESPECTIVELY OF THE POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE OFFER" BEGINNING ON PAGE 247 OF THIS DRAFT PROSPECTUS.**

**THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10.00 AND THE OFFER PRICE IS 11 TIMES OF THE FACE VALUE OF THE EQUITY SHARES**

In terms of Rule 19(2)(b)(i) of the SCRR this Offer is being made for at least 25% of the Post-Issue Paid-up Equity Share Capital of our Company. This Offer is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI (ICDR) Regulations wherein a minimum 50% of the Net Offer is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including Corporate Bodies or Institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the Non-Retail Portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Offer Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. All potential investors shall participate in the Offer only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self-Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to 'Offer Procedure' on page 255 of this Draft Prospectus. A copy will be filed with the Registrar of Companies as required under Sections 26 and Section 28 of the Companies Act, 2013.

#### RISK IN RELATION TO THE FIRST OFFER

This being the first public Offer of the Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10.00 each. The Offer Price is 11 times of the face value of the Equity Shares. The Offer Price (determined and justified by our Company in consultation with the Lead Manager) as stated in "Basis for Offer Price" on page 97 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

#### GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares 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 Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 24 of this DRAFT PROSPECTUS.

#### ISSUER'S AND SELLING SHAREHOLDERS ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to the Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Selling Shareholder in this Draft Prospectus to the extent such statements specifically pertain to itself and/or its Issued Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, none of the Selling Shareholders assume any responsibility for any other statements, disclosures or undertakings, including without limitation, any and all of the statements, disclosures or undertakings made by or in relation to our Company, its business, or any other Selling Shareholder, in this Draft Prospectus.

#### LISTING

The Equity Shares Issued through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received "in-principle" approval letter dated [●] from BSE Limited for using its name in the Offer Document for listing of our shares on the SME Platform of BSE Limited. For the purpose of this Offer, the Designated Stock Exchange will be the BSE Limited ("BSE SME").

#### LEAD MANAGER TO THE ISSUE



#### REGISTRAR TO THE ISSUE



#### **SOBHAGYA CAPITAL OPTIONS PRIVATE LIMITED**

**Address:** C-4 to C-11, Gate No-01, Hosiery Complex, Phase-II Extension, Noida-201305

**Tel. No.:** +91 7836066001

**Email:** [cs@sobhagyacap.com](mailto:cs@sobhagyacap.com)

**Investor Grievance Email:** [delhi@sobhagyacap.com](mailto:delhi@sobhagyacap.com)

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

**Contact Person:** Mr. Rishabh Singhvi/ Ms. Nisha

**SEBI Registration No.:** MB/INM000008571

#### **MAASHITLA SECURITIES PRIVATE LIMITED**

**Address:** 451, Krishna Apra Business Square, Netaji Subhash Place Pitampura, New Delhi-110034

**Tel:** 011-45121795

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

**Investor Grievance:** [investor.ipo@maashitla.com](mailto:investor.ipo@maashitla.com)

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

**Contact Person:** Mukul Agrawal

**SEBI Registration No.:** INR000004370

#### OFFER PROGRAMME

**OFFER OPENS ON: [●]**

**OFFER CLOSES ON: [●]**

***THIS PAGE HAS BEEN LEFT BLANK PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018***

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**SECTION I – GENERAL**  
**DEFINITIONS AND ABBREVIATIONS**

*This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. The words and expressions used in this Draft Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under.*

*Notwithstanding the foregoing, terms in “Statement of Special Tax Benefits”, “Industry Overview”, “Key Industry Regulations”, “Restated Financial Information”, “Outstanding Litigation and Material Developments” and “Description of Equity Shares Related Terms of the Articles of Association”, beginning on pages 104, 109, 138, 174, 225 and 283, respectively, will have the meaning ascribed to such terms in those respective sections.*

**GENERAL TERMS**

TERM	DESCRIPTION
“Amtech Esters Limited”/ “Amtech”/ “AEL”/ “The Company”/ “Company”/ “We”/ “Us”/ “Our”/ “our Company”/ “The Issuer Company”	Unless the context otherwise indicates or implies refers to Amtech Esters Limited (Formerly known as Amtech Esters Private Limited), a public limited company incorporated under the provisions of the Companies Act, 1956 with its registered office at Flat No. 102, Plot No. A-3, Magnum House 1, Commercial Complex, Karam Pura, West Delhi, New Delhi-110 015, Delhi.

**COMPANY RELATED TERMS**

TERM	DESCRIPTION
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
Articles/ Articles of Association/ AoA	Unless the context otherwise requires, refers to the Articles of Association of Amtech Esters Limited (Formerly known as Amtech Esters Private Limited), as amended from time to time.
Audit Committee	The Committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015
Auditors/ Statutory Auditors/ Statutory Auditors of the Company	The Statutory Auditors of our Company, being M/s. Kansal Yogesh & Co., Chartered Accountants.
Board of Directors/ Board/ Director(s)/ Our Board	The Board of Directors of our Company, including all duly constituted Committee(s) thereof.
Chief Financial Officer/ CFO	Chief Financial Officer of our Company in this case being, Harvind Singh Bawa
CIN	Corporate Identification Number i.e U24129DL2002PLC115465
Companies Act / Act	The Companies Act, 2013 and amendments thereto.
Company Secretary & Compliance Officer	Company Secretary & Compliance Officer of our Company is Anjali Bansal.
Corporate Office	The Corporate Office of our Company is located at 2012 MIE, Bahadurgarh, Jhajjar-124597, Haryana, India
DIN	Directors Identification Number
Director(s)/ our directors	Director(s) of our Company unless otherwise specified

TERM	DESCRIPTION
Equity Shares/ Shares	Equity Shares of our Company having a face value of ₹10/- each, fully paid – up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity shares of our Company unless otherwise specified in the context otherwise.
Executive Directors	Executive Director is the Managing Director of our Company.
FV	Face Value of paid – up Equity Capital per Equity Share, in this case ₹ 10/- each.
Group Companies	In terms of SEBI ICDR Regulations, the term “Group Companies” includes such companies (other than promoter (s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by our board of directors; such entities as are included in the Chapter in ‘ <i>Our Group Companies</i> ’ beginning on page 168 of this Draft Prospectus.
Independent Director	A Non – Executive and Independent Director of our Company appointed as per Section 149(6) the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. For details, please refer to the chapter titled “ <i>Our Management</i> ” beginning on page 151 of this Draft Prospectus.
ISIN	International Securities Identification Number. In this case being, INE0RMA01019
Key Managerial Personnel/ KMP	The personnel who are listed as Key Managerial Personnel of our Company as per Section 2(51) of the Companies Act, 2013 and Regulation 2(bb) of the SEBI (ICDR), Regulation, 2018 and as identified in the chapter titled ‘ <i>Our Management</i> ’ beginning on page 151 of this Draft Prospectus.
Managing Director	Managing Director (MD) of our Company, Ajit Singh Bawa is the Managing Director of the Company.
Materiality Policy	The policy adopted by our Board on April 15, 2024 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
MOA/ Memorandum/ Memorandum of Association	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 April 15, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” on page 151 of this Draft Prospectus
Non – Executive Director	A Director not being an Executive Director.
Peer Review Auditor	The Peer Review Auditors of our Company, being M/s. Kansal Yogesh & Co., Chartered Accountants
Promoter/ Promoters of our Company	Promoters of our Company are Ajit Singh Bawa, Mandeep Singh and Meenakshi Sharma.
Promoter Companies/ Promoter Group	Unless the context otherwise requires, refers to such persons and entities constituting the Promoter Companies/ Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed in ‘ <i>Our Promoter Group And Group Companies/ Entities</i> ’ beginning on page 168 of this Draft Prospectus.
Registered Office	The Registered Office of Our Company is located at Flat No. 102, Plot No. A-3, Magnum House 1, Commercial Complex, Karam Pura, West Delhi, New Delhi, Delhi, India, 110015.
Registrar of Companies/ RoC	Registrar of Companies, National Capital Territory (NCT) of Delhi and Haryana
Restated Financial Statements	The financial information of the Company which comprises of the restated statement of assets and liabilities, Profit and Loss and Cash Flows for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 and for the period ended June 30, 2024 and the related notes, schedules and annexures thereto included in this Draft Prospectus,

TERM	DESCRIPTION
	which have been prepared in accordance with Section 133 of the Companies Act, 2013, and restated in accordance with the SEBI ICDR Regulations.
Senior Management Personnel / SMP	Senior Management Personnel of our Company in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as described in "Our Management" on page 151 of this Draft Prospectus.
Stakeholders' Relationship Committee	Stakeholders' Relationship Committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and as described in the chapter titled "Our Management" beginning on page 151 of this Draft Prospectus
Subscriber to MOA	Initial Subscribers to MOA & AOA being Mr. Avtar Singh Bawa and Mr. Ajit Singh Bawa.
WTD	"Whole-Time Director" includes the director in the whole – time employment of the Company.

### OFFER RELATED TERMS

TERMS	DESCRIPTION
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allot / Allotment / Allotment of Equity Shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Offer and transfer of the Equity Shares pursuant to the Offer to the successful Applicants
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by all applicants to make a Bid authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB and will include amounts blocked by RIIs using UPI Mechanism.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
ASBA Applicant(s)	Any prospective investor who makes an application pursuant to the terms of the Draft Prospectus and the Application Form.
ASBA Application	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Draft Prospectus.
Banker(s) to the Company	Such banks which are disclosed as bankers to our Company in the chapter titled "General Information" beginning on page 54 of this Draft Prospectus.
Banker(s) to the Issue/ Escrow	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom Escrow Account will be opened and in this case being [●]

TERMS	DESCRIPTION
Collection Bank(s)/Public Issue Bank/ Refund Banker	
Basis of Allotment	The basis on which Equity Shares will be allotted to successful applicants under the Offer and which is described in 'Basis of allotment' under chapter titled "Offer Procedure" beginning on page 255 of this Draft Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application forms to a Registered Broker. the details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of the BSE Limited (www.bseindia.com)
Business Day	Any day on which commercial banks are open for the business
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Circulars of Streamlining of Public Issues/UPI Circulars	Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular no. (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent applicable) NSE's circular bearing reference number 25/ 2022 dated August 3, 2022 and BSE's circular bearing reference number 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchanges in this regard.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collection Centers	Broker Centers notified by BSE Limited where Applicant can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers, are available on the website of the BSE Limited.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations (in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI) as per the list available on the website of the Stock Exchange.
Controlling Branches/ Controlling Branches of the SCSBs	Centres at which the Designated intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs
Demographic Details	The demographic details of the Applicants such as their Name, Address, Pan, Occupation, Applicant Status and Bank Account details and UPI ID (If applicable)
Depositories	National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) or any other Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository Participant/ DP	A depository participant as defined under the Depositories Act.

TERMS	DESCRIPTION
Designated CDP Location	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange.
Designated Date	The date on which the funds blocked by the SCSBs are transferred from the ASBA Accounts specified by the Applicants to the Public Offer Account or unblock such amounts, as appropriate in terms of the Draft Prospectus.
Designated Intermediaries	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Offer.
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 Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange
Designated SCSB Branches	Such Branches of the SCSBs which shall collect the ASBA Forms used by the applicant, a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> .
DP ID	Depository Participant's Identity Number
Draft Prospectus	The Draft Prospectus dated March 18, 2024 issued in accordance with section 26 of the Companies Act, 2013 and filed with the BSE SME under SEBI (ICDR) Regulation, 2018
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible FPI(s)	FPIs from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Issue and in relation to whom the application form and the prospectus constitutes an invitation to subscribe to the Equity Shares.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the ASBA Form and the Draft Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation to participate in the Issue and in relation to whom the Draft Prospectus constitutes an invitation to subscribe to Equity Shares issued thereby, and who have opened dematerialized accounts with SEBI registered qualified depository participants, and are deemed as FPIs under SEBI FPI Regulations.
Engagement Letter	The engagement letter dated 16 <sup>th</sup> August 2024, between our Company and the LM.
Escrow Account(s)	Account opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Applicant Amount
Escrow Agreement	An agreement to be entered among our Company, the Registrar to the Issue, the Escrow Collection Bank(s), Refund Bank(s) and the Lead Manager for the collection of Application Amounts and where applicable, for remitting refunds, on the terms and conditions thereof.
Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Accounts will be opened, in this case being [●]
Fresh Offer	Fresh Offer of up to 8,10,000 Equity Shares by our Company aggregating up to ₹ 891.00 Lakhs and offer for sale upto 2,70,000 equity shares aggregating upto Rs. 297.00 Lakhs,



TERMS	DESCRIPTION
	to be issued by our Company as part of the Offer, in terms of the Prospectus.
First Applicant	Applicant whose name appears first in the Application Form in case of a joint application form and whose name shall also appear as the first holder of the beneficiary account held in joint names or in any revisions thereof.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
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 circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37 dated March 17, 2020 and the circular no. SEBI / HO / CFD / DIL2 / CIR / P / 2020 / 50 dated March 30, 2020, as amended by SEBI from time to time.
Offer Closing date	The date on which the Offer closes for subscription.
Offer Opening Date	The date on which the Offer opens for subscription.
Offer Period	The periods between the Offer Opening Date and the Offer Closing Date inclusive of both days and during which prospective Applicants may submit their application.
IPO	Initial Public Offering
Offer / Offer Size / Public Offer/ Initial Public Offer/ IPO	The Initial Public Offer of upto 10,80,000 Equity shares of ₹. 10/- each comprising of fresh Offer of upto 8,10,000 Equity Shares of ₹10/- each at a price of ₹. 110 per Equity Share (the “Offer Price”), including a share premium of ₹. 100 per equity share aggregating to ₹. 891.00 Lakhs by our Company and Offer for Sale of 2,70,000 Equity Shares of ₹10/- each at a price of ₹. 110 per Equity Share (the “Offer Price”), including a share premium of ₹ 100 per equity share aggregating to ₹ 297.00 Lakhs by public shareholder.
Offer Agreement/ MoU	The agreement dated 30 <sup>th</sup> November, 2024 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer Price	The price at which the Equity Shares are being issued by our Company through this Draft Prospectus, being ₹ 110 (including share premium of ₹ 100 per Equity Share).
Offer Proceeds	The proceeds to be raised by our Company through Fresh Offer
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the SME Platform of BSE Limited.
LM / Lead Manager	Lead Manager to the Issue, in this case being Sobhagya Capital Options Pvt. Ltd.
Lot Size	Lot Size for the Issue being 1200
Market Maker	The Market Maker to the Issue, in this case being [●].
Market Maker Reservation Portion	The reserved portion of 64,800 Equity Shares of ₹ 10 each at an Offer price of ₹ 110 each aggregating to ₹ 71.28 Lakhs to be subscribed by Market Maker in this Issue.
Market Making Agreement	The Agreement entered into between the Market Maker and our Company dated [●].
Minimum Promoter Contribution	Aggregate of 22.66% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoter which shall be provided towards minimum promoter of 20% and locked-in for a period of three years from the date of Allotment
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Bids using the UPI Mechanism.
Mutual Fund(s)/ MF	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996,

TERMS	DESCRIPTION
	as amended from time to time.
Net Offer	The Offer (excluding the Market Maker Reservation Portion) of 64,800 Equity Shares of ₹ 10/- each at ₹ 110 per Equity Share including share premium of ₹ 100 per Equity Share aggregating to ₹ 71.28 Lakhs.
Net Proceeds	Proceeds of the Draft Prospectus that will be available to our Company, i.e., gross proceeds of the Fresh Offer, less Issue expenses to the extent applicable to the Fresh Offer. For further details, please refer to the chapter titled “Objects of the Offer” beginning on page 79 of this Draft Prospectus.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Non-Institutional Investors/ Applicants/NIIs	All Applicants (including Category III FPIs which are foreign corporate or foreign individuals but not including NRIs, other than eligible NRIs) that are not Qualified Institutional Buyers (QIBs) (including Anchor Investors or Retail Individual Applicants/Investors and who have applied for Equity Shares for an amount more than ₹ 2,00,000.
Non – Resident	A person resident outside India, as defined under FEMA Regulations.
Non-Retail Portion including Qualified Institutional Buyers (NRII)	The remaining portion of the Net Offer, after the retail portion, being not more than 50% of the Net Offer which shall be available for allocation to NRIIs in accordance with the SEBI ICDR Regulations.
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
NRIs/ Non – Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
OCB/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 trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Offer.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus dated [●] to be filed with the ROC in accordance with Section 26 of the Companies Act, 2013 and SEBI (ICDR), Regulations containing inter alia, the Offer opening and Offer closing dates and other certain information
Public Offer Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Public Offer Account Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Refund Account	The account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Application Amount to the Applicants shall be made
Refund Bank(s) / Refund Banker(s)	The Bank which is a clearing member and registered with SEBI as a Banker to an Issue and with whom the Refund Account will be opened, in this case [●]



TERMS	DESCRIPTION
Registrar / Registrar to the Issue	Registrar to the Issue being Maashitla Securities Private Limited
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals.
Registrar Agreement	The agreement dated October 17, 2023 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Offer.
Registrar and Share Transfer Agents or RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar/ Registrar to the Issue	Registrar to this Issue being Maashitla Securities Private Limited having a registered office at 451, Krishna Apra Business Square, Netaji Subhash Place Pitampura, New Delhi-110034
Retail Individual Investors / (RII)	Individual investors, or minors applying through their natural guardians (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than or equal to ₹ 2,00,000/-.
Retail Portion	The portion of the Net Offer being not less than 50% of the Net Equity Shares which shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SCSB Agreement	The deemed agreement between the SCSBs, the Lead Manager, the Registrar to the Issue and our Company, in relation to the collection of Applications from the ASBA Applicants and payment of funds by the SCSBs to the Public Issue Account
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI (ICDR) Regulations / ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015 / SEBI Listing Regulations / Listing Regulations / SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions, notifications and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Self-Certified Syndicate Bank(s)/ SCSBs	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>
SME Exchange / Stock Exchange	Unless the context otherwise requires, refer to the BSE SME, the SME Platform of BSE Limited

TERMS	DESCRIPTION
Specified Locations	Centers where the Syndicate shall accept ASBA Forms from Applicants and in case of RIIs only ASBA Forms with UPI
Specified Securities	Equity Shares are being offered through this Draft Prospectus
Sponsor Bank	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public Offer in terms of applicable SEBI requirements and has been appointed by the Company in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of RIIs as per the UPI Mechanism, in this case being [●].
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TRS / Transaction Registration Slip	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form.
Underwriter to the Issue	The Underwriter to the Issue, in this case being [●].
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated [●]
Unified Payments Interface/UPI	UPI is an instant payment system developed by the NPCI.
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 dated March 30, 2020, SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by NSE having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard.
UPI Application	Collectively, individual investors applying as Retail Individual Investors in -the Retail Portion, and Other than retail individual investors applying with an application size of more than ₹ 200,000 and up to ₹ 500,000 in the Other than Retail Investors category and applying under the UPI Mechanism. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the application form submitted with: (i) 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), (ii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iii) 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)

TERMS	DESCRIPTION
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI ID Linked Bank Account	Account of the RIIs, applying in the Offer using the UPI mechanism, which will be blocked upon accepting the UPI mandate to the extent of the appropriate application amount and subsequent debit of funds in the case of allotment.
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors, using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFi=yes&amp;intmid=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFi=yes&amp;intmid=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=43</a> ) respectively, as updated from time to time.
UPI Mechanism	The bidding mechanism that may be used by an RII to make an Application in the Offer in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018
UPI PIN	Password to authenticate UPI transactions.
Wilful Defaulter(s)	Wilful Defaulter is defined under Regulation 2(1) (III) of SEBI (ICDR) Regulations, 2018, means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
Working Days	Till Application / Offer closing date: All days other than a Saturday, Sunday or a public holiday; Post Application / Offer closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

#### TECHNICAL AND INDUSTRY RELATED TERMS

TERMS	DESCRIPTION
ABS Resins	Acrylonitrile Butadiene Styrene Resins
BPA	Bisphenol-A
CAGR	Compound Annual Growth Rate
CSM	Chopped Strand Mat
DEG	Diethylene Glycol
DGBEA	Epoxy Diglycidyl Ether Bisphenol A
DGBEF	Diglycidil ether of bisphenol-F
DGTR	Directorate General of Trade Remedies
E	Emulsion
E/P	Emulsion Powder
ECH	Epichlorohydrin
EPA Box	Electronic Private Automatic Box (intercom)
FRP	Fibre-Reinforced Plastic
GHGs	Greenhouse Gas Emissions
GP	General Purpose Resin

GPM	General Purpose Mix Resin
GPS	General Purpose Special Resin
IIP	Index for Industrial Production
MA	Maleic Anhydride
MEG	Mono Ethylene Glycol
MEKP	Methyl Ethyl Ketone Peroxide
MT	Metric Tons
MTPA	Metric Tons per Annum
PA	Phthalic Anhydride
PG	Propylene Glycol
PVA	Polyvinyl Alcohol
PVC Resins	Polyvinyl Chloride Resins
QC	Quality Control
R&D	Research & Development
Reactor	Reactor is a controlled environment where the raw materials are combined under specific conditions.
RFO	Revenue from Operation
SP	Special Purpose Resin
VOC emissions	Volatile organic compounds

#### CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

ABBREVIATIONS	FULL FORMS
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AIF	Alternative Investment Funds as defined in and registered under SEBI AIF Regulations
AO	Assessing Officer
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BG	Bank Guarantee
Bn	Billion
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CAPEX	Capital Expenditure
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CGST	Central Goods and Services Tax, 2017
CII	Confederation of Indian Industry
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Contract Act	The Indian Contract Act, 1872 as amended from time to time

<b>ABBREVIATIONS</b>	<b>FULL FORMS</b>
COVID – 19	Coronavirus disease 2019
CRR	Cash Reserve Ratio
CST	Central Sales Tax
CSR	Corporate Social Responsibility
DB	Designated Branch
DIN	Director Identification Number
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identity
DTC	Direct Tax Code, 2013
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EOU	Export Oriented Unit
EPS	Earnings Per Share
FCNR	Foreign Currency Non – Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIIs	Foreign Institutional Investor, as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 2014, as amended from time to time and registered with the SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FPIs	Foreign Portfolio Investor as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India
FTP	Foreign Trade Policy, 2024
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI under applicable laws in India.
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GFSR	Global Financial Stability Report
GoI/ Government	Government of India
GST	Goods and Services Tax Act, 2017
HNI	High Networth Individuals
HR	Human Resources
HUF	Hindu Undivided Family
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
ICDR/ ICDR Regulations/ SEBI ICDR/ SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018 as amended, including instructions and clarifications issued by SEBI from time to time.

ABBREVIATIONS	FULL FORMS
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IGST	Integrated GST
IMPS	Immediate Payment Service
Indian GAAP	Generally Accepted Accounting Principles in India
INR/Rs. /Rupees/₹	Indian Rupees, the legal currency of the Republic of India
IPR	Intellectual Property Rights
IRDA	Insurance Regulatory and Development Authority
IT Act	The Income Tax Act, 1961 as amended till date.
JV	Joint Ventures
Km	Kilometers
KMP	Key Managerial Personnel
KPI	Key Performance Indicator
LM	Lead Manager
LMT	Lakh Metric Tonnes
Ltd	Limited
MB	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended from time to time.
MD	Managing Director
MICR	Magnetic Ink Character Recognition
Mkt.	Market
Mn	Million
MOA	Memorandum of Association
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
N.A./ n.a.	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non – Banking Finance Company
NCLT	National Company Law Tribunal
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
No.	Number
NPCI	National Payments Corporation of India
NPV	Net Present Value
NR	Non – Resident
NRE Account	Non – Resident External Account
NRIs	Non – Resident Indians
NRO Account	Non – Resident Ordinary Account
NSDL	National Securities Depository Limited

ABBREVIATIONS	FULL FORMS
NTA	Net Tangible Assets
OCB	Overseas Corporate Bodies
p.a	Per Annum
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PE	Private Equity
P/E Ratio	Price Earnings Ratio
PIO	Persons of Indian Origin
POA	Power of Attorney
PPE	Personal Protective Equipment
Pvt.	Private
Pvt. Ltd.	Private Limited
QFI	Qualified Foreign Investors
QIB	Qualified Institutional Buyers
R & D	Research and Development
RBI	The Reserve Bank of India
RoC	Registrar of Companies, National Capital Territory (NCT) of Delhi and Haryana
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
Securities Act	The U.S. Securities Act as amended from time to time
SEZ	Special Economic Zone
SGST	State Goods and Services Tax, 2017
SME	Small and Medium Enterprise
SSI Undertakings	Small Scale Industrial Undertakings
STT	Securities Transaction Tax
TAN	Tax Deduction and Collection Account Number
TIN	Tax Identification Number
TRS	Transaction Registration Slip
TNW	Total Net Worth
UIN	Unique Identification Number
u/s	Under Section
UPI	Unified Payment Interface
US/ United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VAT	Value Added Tax



ABBREVIATIONS	FULL FORMS
Venture Capital Fund(s)/ VCF(s)	Venture Capital Funds as defined and registered with SEBI under Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
WDV	Written Down Value
w.e.f.	With Effect From
WEO	World Economic Outlook
WTO	World Trade Organization
YoY	Year over year

#### EXPLANATION FOR KPI METRICS

KPI	EXPLANATIONS
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total Income	Total Income is used by the management to track revenue from operations and other income
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
PAT	Profit After Tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of the current financial position of the entity.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

[Remainder of this page intentionally kept blank]

## **CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION, MARKET DATA AND CURRENCY OF PRESENTATION**

### **CERTAIN CONVENTIONS**

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “Our Company”, “Amtech Esters” and/or or “AEL” and/or “Amtech”, unless the context otherwise indicates or implies, refers to Amtech Esters Limited (Formerly known as Amtech Esters Private Limited).

All references in this Draft Prospectus to “India” are to the Republic of India. All references in the Draft Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America. Unless stated otherwise, all references to page numbers in this Draft Prospectus are to the page numbers of this Draft Prospectus.

### **FINANCIAL DATA**

Unless stated otherwise, the financial data which is included in this is derived from our restated/ Audited Financial Statements for years ending March 31, 2024, 2023, and 2022 and for 3 months period ended June 30, 2024, prepared in accordance with Indian Accounting Standards, the Companies Act, 2013 (Such provisions of the Companies Act, 1956 which were in force as on date) and restated financial statements of our company prepared in accordance with the SEBI ICDR Regulations and the Indian GAAP which are included in this Draft Prospectus, and set out in the section titled ‘Financial Statements’ beginning on page 174 of this Draft Prospectus.

Our Financial Year commences on April 1<sup>st</sup> of each year and ends on March 31<sup>st</sup> of the following year, so all references to a particular Financial Year are to the (12) twelve-month period ended March 31<sup>st</sup> of that year. In this Draft Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding – off. Further, the figures represented in the BRACKET or with the sign “-” indicates NEGATIVE data in this Draft Prospectus in relation to our Company and Industries. There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices/ Indian GAAP, the Companies Act and the SEBI Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the chapters titled ‘*Risk Factors*’, ‘*Business Overview*’ and ‘*Management's Discussion and Analysis of Financial Conditions and Results of Operations*’ beginning on pages 24, 118 and 212, respectively, of this Draft Prospectus and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and SEBI ICDR Regulations.

### **CURRENCY AND UNITS OF PRESENTATION**

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

‘Rupees’ or ‘Rs.’ or ‘INR’ or ‘₹’ are Indian rupees, the official currency of the Republic of India.

‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America.

All references to the word “Lakh/Lakhs or Lacs” means “One Hundred Thousand”, the word “Crore/Crores” means “Hundred Lakhs”, the word “Million (million) or Mn” means “Ten Lakhs”, the word “Crores” means “Ten Million” and the word “Billion (bn)” means “One Hundred Crores”.

### **INDUSTRY AND MARKET DATA**

Unless stated otherwise, industry data used throughout this Draft 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 Prospectus is reliable, it has not been independently verified.

Further, the extent to which the industry and market data presented in the Draft 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.

## FORWARD – LOOKING STATEMENTS

All statements contained in this Draft 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 Prospectus regarding matters that are not historical facts. These forward – looking statements and any other projections contained in this Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward – looking statements or other projections.

These forward – looking statements can generally be identified by words or phrases such as “will”, “may”, “aim”, “is likely to result”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions. Similarly, statements that describe our objectives, strategies, plans or goals are also forward – looking statements.

These forward – looking statements are subject to a number of risks, uncertainties and assumptions that could significantly affect our current plans and expectations and our future financial condition and results of operations. Important factors that could cause actual results to differ materially from our expectations include but are not limited to the followings:

- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Our ability to successfully implement our growth strategy and expansion plans, technological initiatives, and to launch and implement various projects and business plans for which funds are being raised through this Offer;
- Our ability to respond to technological changes;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs and impact on the financial results;
- Our ability to attract and retain qualified personnel and the effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- General social and political conditions in India which have an impact on our business activities or investments;
- Potential mergers, acquisitions restructurings and increased competition;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Our ability to finance our business growth and obtain financing on favorable terms;
- Our ability to manage our growth and to compete effectively, particularly in new markets and businesses;
- Any unfavourable outcome of any legal proceedings we may be involved;
- Developments affecting the Indian economy like downgrading sovereign ratings by rating agencies worldwide can impact our business and
- Inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled ‘*Risk Factors*’, ‘*Business Overview*’ and ‘*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*’ beginning on pages 24, 118 and 212, respectively of this Draft Prospectus.

Forward looking statements reflect views as of the date of this Draft Prospectus and not a guarantee of future performance. By their nature, certain risk disclosures are only estimates and could be materially different from what occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company and our Directors nor the Lead Manager, or any of their respective affiliates or associates have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until the listing and trading permission is granted by the Stock Exchange(s).

## SECTION II - SUMMARY OF DRAFT PROSPECTUS

This section is a general summary of the terms of the Offer, certain disclosures included in this Draft Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Prospectus, including the sections titled “Risk Factors”, “Industry Overview”, “Business Overview”, “Capital Structure”, “The Offer”, “Restated Financial Information”, “Objects of the Offer” “Our Promoters and Promoter Group”, “Management’s Discussions and Analysis of Financial Position and Results of Operations”, “Outstanding Litigation and Material Developments” and “Offer Procedure” on pages 24, 109,118 ,62 , 47, 174, 79, 168, 212, 225, and 255 respectively.

### SUMMARY OF OUR BUSINESS

Our Company is engaged in the business of manufacturing Unsaturated Polyester Resins and trading in Fiberglass, Hardners & Ancillaries and Silicon. Resins are viscous, liquid polymers derived from either organic or synthetic sources. Their primary advantage lies in their ability to transform from a liquid state into a customizable solid and homogeneous structure.

For more details, please refer chapter titled “*Our Business*” beginning on Page 118

### SUMMARY OF OUR INDUSTRY

The Indian epoxy resin market is experiencing substantial growth driven by its wide application across construction, woodworking, and manufacturing industries due to its strong adhesive properties, chemical and moisture resistance, and moderate temperature tolerance.

The market is segmented by raw materials, including DGBEA, DGBEF, Novolac, Aliphatic, and Glycidyl amine, and by applications, such as, paints and coatings, adhesives and sealants, composites, and electrical and electronics.

For more details, please refer chapter titled “*Industry Overview*” beginning on Page 109

### OUR PROMOTER

The promoters of our Company are Mr. Ajit Singh Bawa, Mr. Mandeep Singh and Mrs. Meenakshi Sharma.

### SIZE OF ISSUE

<b>Issue of Equity Shares</b>	Up to 10,80,000 Equity Shares of ₹ 10/- each for a cash price of ₹ 110/- per Equity Share aggregating to ₹ 1,188.00 Lakhs
<b>Out of which:</b>	
<b>Issue Reserved for the Market Maker</b>	64,800 Equity Shares of ₹ 10/- each for a cash price of ₹ 110/- per Equity Share aggregating to ₹ 71.28 Lakhs
<b>Net Issue</b>	10,15,200 Equity Shares of ₹ 10/- each for a cash price of ₹ 110/- per Equity Share aggregating to ₹ 1,116.72 Lakhs

For more details, please refer chapter titled “*Terms of the Offer*” beginning on Page 247

### OBJECTS OF THE ISSUE

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

(₹ In Lakhs)

<b>Sr. No.</b>	<b>Objects of the Offer</b>	<b>Amount Proposed to be Utilized from the Net Proceeds (₹ In Lakhs)</b>
1	For Setting up of New Unit at Asoda, for manufacture of Resins	152.52
2	To meet the working capital requirement of Company	280.50

Sr. No.	Objects of the Offer	Amount Proposed to be Utilized from the Net Proceeds (₹ In Lakhs)
3	Investment in our wholly owned subsidiary, Croda Pigments (P) Limited for capital expenditure and working capital requirements	318.97
4	General Corporate Purpose	[•]
5	Issue Expenses	[•]
	<b>Total</b>	[•]

For further details, please refer to chapter titled “*Objects of the Issue*” beginning on Page 79

#### PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS, PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE COMPANY

Set forth is the Pre-issue shareholding of our Promoters, Promoter Group as a percentage of the Paid-up Share Capital of our Company:

Sr. No.	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
<b>Promoter</b>					
1.	Ajit Singh Bawa	9,13,832	28.36	9,13,832	22.66
2.	Meenakshi Sharma	5,75,908	17.87	5,75,908	14.28
3.	Mandeep Singh	3,17,910	9.87	3,17,910	7.88
	<b>Sub Total (A)</b>	<b>18,07,650</b>	<b>56.09</b>	<b>18,07,650</b>	<b>44.82</b>
<b>Promoter Group</b>					
1.	Gurpreet Kaur Bawa	1,11,648	3.46	1,11,648	2.77
2.	Harvind Singh Bawa	4,000	0.12	4,000	0.10
3.	Gurveen Kaur Bawa	4,000	0.12	4,000	0.10
4.	Bawa Resins Private Limited	4,00,000	12.41	4,00,000	9.92
5.	Neha Kaur	3,18,966	9.90	3,18,966	7.91
	<b>Sub Total (B)</b>	<b>8,38,614</b>	<b>26.02</b>	<b>8,38,614</b>	<b>20.90</b>
	<b>Grand Total (A+B)</b>	<b>26,46,264</b>	<b>82.12</b>	<b>26,46,264</b>	<b>65.72</b>

#### SUMMARY OF RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Particulars	(₹ in Lakhs)			
	For the period ended June 30, 2024 (Consolidated)	March 31, 2024 (Consolidated)	March 31, 2023 (Standalone)	March 31, 2022 (Standalone)
Revenue from Operations (₹ in Lakhs) <sup>(1)</sup>	833.88	2,460.37	2,222.90	2,151.55
Growth in Revenue from Operations (YoY %)	61.71	10.68	3.31	62.29
Gross Profit (₹ in Lakhs)	230.70	570.72	372.82	351.73
Gross Profit Margin (%)	27.67	23.19	16.77	16.35
EBITDA (₹ in Lakhs) <sup>(2)</sup>	126.32	430.63	99.20	84.64
EBITDA Margin (%) <sup>(3)</sup>	15.15	17.50	4.46	3.94
Profit After Tax (₹ in Lakhs) <sup>(4)</sup>	67.39	288.79	55.48	61.90

PAT Margin (%) <sup>(5)</sup>	8.08	11.73	2.50	2.87
RoE (%) <sup>(6)</sup>	5.20	23.90	6.15	10.35
RoCE (%) <sup>(7)</sup>	9.96	24.20	9.07	11.64
Net Fixed Asset Turnover (In Times)	1.80	32.53	36.68	42.16
Operating Cash Flows (₹ in Lakhs)	(125.09)	225.25	(229.57)	279.38

\*As certified by Kansal Yogesh & Co., Chartered Accountants, by way of their certificate dated October 05, 2024.

Notes:

(1) Revenue from operation means revenue from sales and other operating revenues

(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

(3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

(4) PAT is calculated as Profit before tax – Tax Expenses

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

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

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

## 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 Financial Statements.

## SUMMARY OF OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

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

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory/Regulatory Proceedings	Disciplinary Action by the SEBI or stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (to the extent ascertainable) (₹ in Lakhs)
By our Company	NIL	NIL	NIL	NIL	NIL	NIL
Against our Company	NIL	01	NIL	NIL	NIL	2.70
<b>Directors and Promoters</b>						
By our Directors and Promoters	NIL	NIL	NIL	NIL	NIL	NIL
Against our Promoters and Directors	NIL	NIL	NIL	NIL	NIL	NIL
<b>Subsidiary</b>						
By Subsidiary	NIL	NIL	NIL	NIL	NIL	NIL
Against Subsidiary	NIL	NIL	NIL	NIL	NIL	NIL

For further details, please refer chapter “*Outstanding Litigations and Material Development*” beginning on page 225

## RISK FACTORS

For details relating to risk factors, please refer section titled “*Risk Factors*” beginning on page 24

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As per Restated Financial Statements for the period ended September 30, 2024 and for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022, no contingent liability exists.

For details, please refer to Section titled “*Restated Financial Statements*” beginning on page 174 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.

(₹ in Lakhs)

Particulars	Name of Related Party and Nature of Relationship	June 30, 2024	% of revenue from operations	March 31, 2024	% of revenue from operations	March 31, 2023*	% of revenue from operations	March 31, 2022	% of revenue from operations
Rent	Ajit Singh Bawa (Managing Director)	2.55	0.30	4.50	0.18	10.20	0.45	10.20	0.45
Director's Remuneration	Ajit Singh Bawa (Managing Director)	3.00	0.36	13.00	0.52	14.45	0.65	14.45	0.65
Salary	Avtar Singh Bawa (Father of Ajit Singh Bawa)	-	-	8.40	0.34	9.10	0.41	9.10	0.42
Salary	Amarjeet Kaur Bawa (Mother of Ajit Singh Bawa)	-	-	6.00	0.24	7.95	0.35	7.95	0.37
Director Remuneration	Gurpreet Kaur Bawa (Director)	-	-	13.00	0.53	14.45	0.65	14.45	0.67
Salary	Harvind Singh Bawa	2.25	0.27	9.60	0.39	9.75	0.44	9.90	0.46
Salary	Akriti Kaur Bawa	-	-	9.75	0.39	-	-	-	-
Salary	Gurveen Kaur Bawa	1.20	0.14	4.80	0.19	5.20	0.23	5.20	0.24



Purchases	Amtech Polycats	-	-	-	-	215.22	9.68	134.25	6.23
Sales	Amtech Polycats	-	-	-	-	194.62	8.75	176.28	8.19
Purchases	Croda Enterprises	-	-	73.98	3.00	216.44	9.73	172.77	8.02
Sales	Croda Enterprises	-	-	58.82	2.39	120.66	5.43	145.25	6.75
Sales	Bawa Enterprise	-	-	-	-	-	-	0.42	0.02
<b>Total</b>		9.00	1.07	201.85	8.17	818.04	36.77	700.22	32.47

For details, please refer to chapter titled “*Restated Financial Statements*” beginning on page 174

## 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 OF EQUITY SHARES ACQUIRED BY OUR PROMOTERS

The weighted average cost of acquisition of Equity Shares by our Promoters in the last one year preceding the date of this Draft Prospectus set forth in the table below:

Sr. No.	Name of the Promoters	No. of Equity Shares acquired in last 1 Year preceding the date of Draft Prospectus	Weightage Average Cost of Acquisition per equity share (in ₹) *
1.	Ajit Singh Bawa	-	-
2.	Meenakshi Sharma	-	-
3.	Mandeep Singh	-	-

The weighted average cost of acquisition of Equity Shares by our Promoter have been calculated by taking into account the amount paid by him to acquire and Shares allotted to him divided by number of shares acquired in last One (1) year.

\* Except for the bonus issue of shares, which has been made by our Company on September 30, 2023, none of our Promoters have acquired/been allotted any Equity Shares in the one year immediately preceding the date of this Draft Prospectus and accordingly, the weighted average price is NIL.

\*As certified by M/s Kansal Yogesh & Co., Chartered Accountants vide the certificate dated 11<sup>th</sup> December, 2024.

## AVERAGE COST OF ACQUISITION OF PROMOTERS

Sr. No.	Name of the Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *
1.	Ajit Singh Bawa	9,13,832	0.49
2.	Meenakshi Sharma	5,75,908	59.75
3.	Mandeep Singh	4,37,652	59.75

*The average cost of acquisition of Equity Shares by our Promoter 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.*

*\*As certified by M/s Kansal Yogesh & Co., Chartered Accountants vide the certificate dated 02<sup>nd</sup> December, 2024.*

#### **DETAILS OF PRE-IPO PLACEMENT**

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

#### **ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR**

Our Company has not issued any shares for consideration other than cash in last one year.

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

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

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

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

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### SECTION III - RISK FACTOR

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties summarised below, before making an investment in our equity shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our equity shares. To obtain a complete understanding of our Company, you should read this section in conjunction with 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on page 118 and 212 respectively, of this Draft Prospectus as well as the other financial and statistical information contained in this Draft Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in 'Financial Statements' on page 174 of this Draft Prospectus. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian AS, as restated.

If any one or more of the following risks as well as other risks and uncertainties discussed in this Draft Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of your investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.

This Draft 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 many factors, including the considerations described below and elsewhere in this Draft Prospectus.

These risks are not the only ones that our Company faces. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implications of any risks mentioned herein.

#### Materiality

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

1. Some events may not be material individually but may be material when considered collectively.
2. Some events may have an impact which is qualitative though not quantitative.
3. Some events may not be material at present but may have a material impact in the future.

#### INTERNAL RISK FACTORS

1. **Substantial portion of our revenues has been dependent upon a limited number of customers.**

The contribution of top 10, top 5, top 3 and top 1 customers in total Revenue from Operations of our Company on standalone basis is given below:

(₹ in lakhs)

Particulars	June 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
Top 1 Customer	110.11	19.89%	343.76	18.20%	223.01	12.90%	230.51	14.12%
Top 3 Customers	176.52	31.89%	665.17	35.21%	537.78	31.12%	565.19	34.69%
Top 5 Customers	240.27	43.41%	863.74	45.72%	760.97	44.03%	760.44	46.59%
Top 10 Customers	370.90	67.01%	1,197.69	63.39%	1,000.66	57.90%	1,067.82	65.42%

Contribution to total revenue from our top 10 customers in manufacturing sector constituted 67.01 %, 63.39 %, 57.90 % and 65.42 % of our total revenue from operations for the period ended June 30, 2024, and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively. Contribution of top 5 customers was 43.41%, 45.72%, 44.03% and 46.59%, for the period ended in June 30, 2024, and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively. Contribution of top 3 customers was 31.89%, 35.21%, 31.12% and 34.69%, for the period ended in June 30, 2024, and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively. Contribution of top 1 customer was 19.89%, 18.20%, 12.90% and 14.12%, for the period ended in June 30, 2024, and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively. We do not have firm supply commitment agreements with most of our customers. The loss of any client would have a material effect on our financial results. We cannot assure you that we can maintain the historical levels of business from these clients or that we will be able to meaningfully replace these clients in case we lose any of them. While we constantly strive to increase our customer base and reduce our dependence on any particular customer, there is no assurance that we will be able to broaden our customer base in any future periods or that our business or results of operations will not be adversely affected by a reduction in demand or cessation of our relationship with any of our major customers.

**2. Our reliance on certain sectors for a significant portion of our sales could have an adverse effect on our business.**

We are primarily engaged in the business of manufacturing unsaturated polyester resins for Industries like the Marine, Automotive, Construction, Packaging, Electronics, etc. Consequently, our revenues are dependent on the end users of the industries that use our products as an input. The table set forth below provides a sector wise split of our revenue from operations for the period ended in June 30, 2024, and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 on consolidated basis.

(₹ in lakhs)

Sector	Product	June 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
Button	Grade 101,102, Grade 109	244.01	36.80	559.67	25.06	492.30	22.15	476.93	22.17
Fiber Resin Products	GP, GP Mix, GP Special, Grade 053, Grade 220, 786	163.90	24.72	554.90	24.85	612.76	27.57	597.69	27.78
Automotive & Denting	Grade 224, Grade 415, Grade 511 GP	96.78	14.60	387.20	17.34	392.67	17.66	387.90	18.03
Electrical Switch Gear	GP, Grade 224, Grade 910	29.19	4.40	140.50	6.29	164.43	7.40	147.98	6.88
Lamination	SR, SP,211	41.45	6.25	200.50	8.98	192.89	8.68	188.90	8.78
Pigment	GP Special, 815	32.59	4.91	160.40	7.17	156.98	7.06	146.39	6.80
Sculpture	GP, GP Mix, GP Special	55.17	8.32	230.20	10.31	210.87	9.48	205.76	9.56

Distribution Network	Pigments	170.79	20.47	227	9.23	-	-	-	
<b>Total</b>		<b>833.88</b>	<b>100.00</b>	<b>2,460.37</b>	<b>100.00</b>	<b>2,222.9</b>	<b>100.00</b>	<b>2,151.55</b>	<b>100.00</b>

Factors affecting any of these sectors in general, or any of our customers in particular, could have a cascading adverse effect on our business, financial condition and results of operations. Such factors include, but are not limited to, the following:

- a. seasonality of demand for our customers' products, which may cause our manufacturing capacities to be underutilized during specific periods;
- b. our customers' failure to successfully market their products or to compete effectively;
- c. change in any registration requirements or non-renewal of registrations or imposition of a regulatory ban, or trade sanctions imposed across the country or any such restrictions on the business or product or customer's final product;
- d. loss of market share, which may lead our customers to reduce or discontinue the purchase of our products;
- e. Any conscious decision on diversification or reducing existing business by our customers due to business condition;
- f. economic conditions of the markets in which our customers operate;
- g. regulatory issues faced by these industries in India and internationally;
- h. downturns or industry cycles that impact demand; and
- i. changes in technology or consumer tastes and requirements that alter demands for our products.

**3. *We have working capital requirements. If we experience insufficient cash flows to make required payments on our debt or fund working capital requirements, there may be an adverse effect on our results of operations.***

Our business requires a significant amount of working capital and a major portion of our working capital is utilized towards debtors and inventories. Our Trade Receivables for the period ended in June 30, 2024, and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 were ₹. 569.75 lakhs, ₹. 382.58 lakhs, ₹. 333.28 lakhs and ₹. 339.24 lakhs respectively and our inventories for the period ended in June 30, 2024, and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 were ₹. 122.12 lakhs, ₹. 103.64 lakhs, ₹. 163.98 lakhs and ₹. 147.95 lakhs on standalone basis respectively.

The results of operations of our business are dependent on our ability to effectively manage our inventory and trade receivables. Since we have huge working capital cycle requirement, our ability to have sufficient finance limits in a timely manner and at competitive rates is of paramount importance. Any delay in procuring raw materials due to financial constraints can impact our revenues and hence profitability.

**4. *We always have significant receivables on our books from our customers. Such receivables not realized and turned NPA or any delay in the receivables can have significant impact on the working capital cycle and the overall financial health of the company.***

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

Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. In the event we are not able to recover our dues from our trade receivables or sell our inventory, we may not be able to maintain our Sales level and thus adversely affecting our financial health.

For further details of working capital requirements, please refer to the chapter titled "*Objects of the Offer*" on page 79 of the Draft Prospectus.

5. ***We have a single manufacturing facility and our business is dependent on this facility solely. We are subject to certain risks in our manufacturing process. Any slowdown or shutdown in our manufacturing operations or strikes, work stoppages or increased wage demands by our employees that could interfere with our operations could have an adverse effect on our business, financial condition and results of operations.***

We conduct our operations through our manufacturing facility at 2012 MIE, Bahadurgarh, Jhajjar-124 507, Haryana. Our business is dependent upon our ability to manage our manufacturing facility, which is subject to various operating risks, including those beyond our control, such as the breakdown, failure of equipment or industrial accidents, severe weather conditions and natural disasters. Any significant malfunction or breakdown of our machinery, our equipment, our reactors, our automation systems, our any other systems or any other part of our manufacturing processes or systems (together, our “Manufacturing Assets”) may entail significant repair and maintenance costs and cause delays in our operations. We cannot assure you that we shall not experience any malfunction or breakdown of our Manufacturing Assets in the future. If we are unable to repair Manufacturing Assets in a timely manner or at all, our operations may need to be suspended until we procure the appropriate Manufacturing Assets to replace them. In addition, we may be required to carry out planned shutdowns of our facility for maintenance, statutory inspections, customer audits and testing, or may have to shut down for capacity expansion and equipment upgrades. Events like these can have cascading impact on our revenues.

Further, we may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our manufacturing facility to cease, or limit production until the disputes concerning such approvals are resolved.

Any state government ban, government change, regulatory change, or any adverse ruling or policies at the state level of Haryana can have significant impact as our sole manufacturing facility is located at Jhajjar, Haryana.

Success of our operations also depend on availability of labour and good relationships with our labour force. As of the date of this Prospectus, our employees are not members of any organised labour unions. Strikes and lockouts as a result of disputes with our labour force may adversely affect our operations. Although we have not experienced any significant disruptions at our manufacturing facility in the past, we cannot assure you that there will not be any disruptions in our operations in the future. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shutdown of our operations or the under-utilization of our Manufacturing Assets, which in turn may have an adverse effect on our business, financial condition and results of operations.

6. ***Our manufacturing process involves the use of hazardous and inflammable industrial chemicals which entails significant risks and could also result in enhanced compliance obligations.***

Our Company is manufacturing and supplying different types of resins. Consequently, our manufacturing facility utilises various hazardous and inflammable industrial chemicals and other corrosive raw materials. While our Company believes that it has necessary controls and processes in place, any failure of such systems, mishandling of hazardous chemicals or any adverse incident related to the use of these chemicals or otherwise during the manufacturing process may cause industrial accidents, fire, loss of human life, damage to our and third-party property and/or environmental damages. If any industrial accident, loss of human life or environmental damage were to occur we could be subject to significant penalties, other actionable claims and, in some instances, criminal prosecution. While we have no such instances in the past, where any industrial accident, loss of human life or environmental damage has affected any business operations. Any such event would in addition to adversely affecting our reputation also temporarily reduce our manufacturing capacity which could adversely affect our business, results of operations and reputation.

Further, any environmental damages could increase the regulatory scrutiny and result in enhanced compliance requirements including on use of materials and effluent treatment which would, amongst others, increase the cost of our operations.

7. ***We intend to utilise ₹152.52 Lakhs from the Net Proceeds for funding our capital expenditure requirements of our Company towards purchase of new machinery, for which we have not placed any orders or entered into any definitive agreements.***

We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements for purchase of new machinery for our business operations. We have estimated the total cost of such capital

expenditure to be ₹ 152.52 Lakhs. The table below sets forth the break-up of the total estimated costs for the purchase of equipment:

S. No.	Item	Name of Vendor	Date of Quotation <sup>#</sup>	Quantity (Nos.)	Cost per unit <sup>@</sup>	Installation and Electrical Set up Cost	Total estimated costs	Amount proposed to be funded from the Net Proceeds
Business vertical:								
1.	Reaction Vessel Cap. 6 KL	Magic Technology	24.05.2024	1	38,35,000	11,21,000	49,56,000	49,56,000
2.	Reaction Vessel Cap. 10 KL	Magic Technology	24.05.2024	1	49,20,600	12,39,000	61,59,600	61,59,600
3.	Reaction Vessel Cap. 3 KL	Magic Technology	24.05.2024	1	22,75,040	10,03,000	32,78,040	32,78,040
4.	58.5 KVA Silent DG Sets CPCB-IV+	Sudhir Power Limited	29.08.2024	1	8,59,040	-	8,59,040	8,59,040
<b>Total</b>								<b>1,52,52,680</b>

<sup>@</sup> The amount included in the quotation does not include certain additional charges, inter alia taxes, freight, transportation, duties and levies which may be payable by the Company under applicable law. The Company will bear the cost of such additional charges, as applicable, out of its internal accruals.

We are yet to place orders for such machinery. There can be no assurance that we will be able to place orders for such machinery in a timely manner or at all. We have not entered into any definitive agreements in respect of such capital expenditure and have relied on the quotations received from third parties for estimation of the cost. The quotations relied on for such estimation are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. Additionally, in the event of any delay in placement of such orders, the proposed scheduled implementation and deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated or that there will not be cost escalations. These are based on our estimates and on third-party quotations, which are subject to a number of variables, including possible cost overruns, changes in management's views of the desirability of current plans, change in supplier of plant & machineries, equipment among others, which may have an adverse effect on our business and results of operations. Further, we cannot assure that we would be able to procure these plants and machineries, or procure the same within budgeted costs and timelines. Delays in acquisition of the same could result in the cost and time overrun, which would have a material adverse effect on our business, results of operations and financial condition. For further details, please refer to the chapter titled "Objects of the Offer" beginning on page 79 of this Draft Prospectus. undertake such capital expenditure within the cost indicated or that there will not be cost escalations. For details, see "*Objects of the Offer*" on page 79.

8. ***We have entered into an agreement with Integrals Manufacturers & Traders LLP for setting up our new manufacturing unit. Any delay in providing the possession of the premises as per the specifications of the Company or termination of this agreement may adversely affect our revenue, financial position, and overall profitability.***

We have entered into a contractual agreement with Integrals Manufacturers & Traders LLP to set up a new manufacturing unit on their land situated at Khata No. 441, Khasra no. 800 in the revenue estate of the village -Asoda Todran, Tehsil Bahadurgarh, District Jhajjar, Haryana. The continuation of this agreement is crucial for our operational strategy. However, if Integrals Manufacturers & Traders LLP are not able to give timely possession of the land or were to terminate this agreement for any reason, it could significantly disrupt our plans for the manufacturing unit. Such an event could adversely affect our revenue, financial position, and overall profitability, as we would face challenges in securing an alternative location or incurring additional costs associated with relocating or redesigning our manufacturing operations. Further, as per contractual agreement, the contract is valid upto a period of seven (07) years which is extendable for another Five (05)



years subject to mutual consent of the parties to the agreement after expiration. The potential loss of this agreement or non-renewal of this agreement may hinder our growth objectives and adversely impact our competitive position in the market. For further details, please refer to the chapter titled “*Our Business*” beginning on page 118 of this Draft Prospectus

**9. *We are subject to strict quality requirements and any product defect issues or failure by us or our raw material suppliers to comply with quality standards may lead to the cancellation of existing and future orders, recalls and exposure to potential product liability claims.***

We face an inherent business risk of exposure to product defects and subsequent liability claims if the use of any of our products results in personal injury or property damage. We may not be able to meet the quality standards imposed by our customers and applicable to our manufacturing processes, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

If any of our products are defective, we may be, inter alia, (i) responsible for damages relating to any defective products, (ii) required to replace or recall such products or (iii) incur significant costs to defend any such claims. The failure by us or any of our suppliers to achieve or maintain compliance with customer requirements or quality standards may disrupt our ability to supply products sufficient to meet demand until compliance is achieved or, until a new supplier has been identified and evaluated. The quality of raw materials will have an impact on the quality of the finished products and in turn affect our brand image, business and revenue. There is no assurance that our products will always meet the satisfaction of our customers’ quality standards. Our failure to comply with applicable regulations could cause adverse consequences to be imposed on us, including injunctions, civil penalties, suspensions or seizures or recalls of products, operating restrictions and criminal prosecutions, all of which could harm our business. Though no such instances have occurred in the past there can be no assurance that if we need to engage new suppliers to satisfy our business requirement, we will be able to locate new suppliers in compliance with customer requirements in a timely manner, or at all. Failure to do so could lead to the cancellation of existing and future orders and have a material adverse effect on our business and revenue.

**10. *Any shortages, delay or disruption in the supply of the raw materials we use in our manufacturing process due to factors beyond our control may have a material adverse effect on our business, financial condition, results of operations and cash flows.***

We focus on maintaining optimal inventory levels while actively expanding our supplier base. However, fluctuations in the prices of key raw materials, such as resin and chrome titanium, can impact profitability and create market price instability. However, if we face shortage in raw materials in the future, there can be no assurance that we may be able to acquire the raw materials from the market in a timely manner, or at all, and if we are not able to procure raw materials in sufficient quantities, we may not be able to manufacture our products according to our pre-determined timeframes or as contracted with our customers, at our previously estimated product costs, or at all. Therefore, any shortage, delay or disruption in supply of any of our raw materials could have an adverse effect on our business, results of operations, cash flows and reputation. Despite these risks, we have not faced any such type of shortage or delay in supply of raw materials in preceding 3 (three) years. For further details, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 212 of this Draft Prospectus.

**11. *Fluctuation in key raw material prices can affect our profit margins***

Raw material prices fluctuate basis demand and supply environment. However, any adverse fluctuation in the raw material for the production of resins like bisphenol-A (BPA) and epichlorohydrin (ECH), can affect our margins significantly and can compromise our ability to sustain operations and service debt and any financial obligations to any creditors. It can even compromise our sustenance. However, till date we have been successfully able to procure raw materials at a very competitive rates and also repose confidence in our management’s ability to continue to do so in the future as well.

**12. *Failure to adhere to stringent environmental regulations governing hazardous waste, VOC emissions, and pollution control could disrupt operations and result in penalties. Additionally, lapses in product quality standards or compliance by us or our suppliers may lead to order cancellations, recalls, or liability claims. These risks could adversely impact our business, financial performance, and reputation.***

Our Company is engaged in the manufacturing of unsaturated polyester resins and the trading of Fiberglass, Hardeners, Ancillaries, and Silicone products. The production of resins involves handling hazardous

materials, generating volatile organic compounds (VOCs), and producing waste that must be managed in compliance with stringent environmental regulations. Any failure to adhere to these regulatory standards could result in fines, operational disruptions, or reputational damage, adversely affecting our business.

Our manufacturing facility, located at 2012 MIE, Bahadurgarh, Jhajjar-124 507, Haryana, has a capacity of 2,960 MTPA as of March 31, 2024, and 740 MT as of June 30, 2024. While equipped with modern, automated machinery to ensure high-quality production, the facility remains subject to evolving environmental and safety regulations that could necessitate additional investments in pollution control or waste management systems.

Our extensive product portfolio includes resins used in industries such as automotive, paints, varnishes, FRP sheets, waterproofing, and decorative items. Despite stringent quality control measures, any regulatory changes or environmental compliance failures could disrupt our production processes and supply chain. Additionally, our R&D and Quality Control departments work continuously to refine processes, but any lapses in quality standards or environmental compliance could impact our ability to meet customer demands or contractual obligations.

In our trading operations, we offer a range of fiberglass products, hardeners and silicone products. These materials also require careful handling and compliance with safety and environmental standards. Non-compliance with such regulations could lead to order cancellations, product recalls, and potential liability claims, impacting our business performance, cash flow, and reputation.

**13. Our Company is dependent on a few suppliers for purchases of product. The loss of any of these large suppliers may affect our business operations. Further, we do not have long-term agreements with several of our suppliers.**

Our top ten suppliers accounted for 89.35% and 88.34% for the period ended June 30, 2024 and financial year ending March 31, 2024 respectively on consolidated basis. We cannot guarantee that we will continue to receive the same in timely manner or at all. Our Company does not have any long-term contract with any of our suppliers. The following table summarizes the revenue proportion of our top Suppliers for the respective period:

(In ₹ Lakhs)

Top Suppliers	For the year/period ended							
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Top 1 Supplier	132.98	28.21	420.77	24.34	290.66	20.06	322.93	20.56
Top 5 Suppliers	343.80	72.95	1096.62	88.31	943.46	65.11	952.36	60.62
Top 10 Suppliers	421.14	89.35	1246.78	88.34	1088.40	75.12	1178.75	75.04

A loss of supplies from one or more of these key suppliers could negatively impact our revenue and operational results. While we believe we can maintain our relationships with existing suppliers and keep finding new ones, there is no assurance that we will be able to sustain these long-term relationships or identify alternative suppliers in a timely manner. If we fail to maintain relationships with these suppliers, or if we are unable to secure sufficient spaces, equipment or other transportation or delivery services to meet our commitments to our customers or provide our services on competitive terms, our customers could shift their business to our competitors or other third-party service providers, temporarily or permanently, and our business and results of operations could be materially and adversely affected. There is no relation between suppliers and Promoter/Directors/KMPs of Issuer Company.

**14. We generate our major portion of revenue from our operations in certain geographical regions and any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.**

Most of our revenue from operation are generated within India only. However, based on Restated Financial Information, substantial part of our revenue is generated from the States of Haryana, Delhi and Uttar Pradesh

i.e., ₹603.66 lakhs, ₹1,961.66 lakhs, ₹1,971.87 Lakh and ₹1,956.35 lakhs, constituting 91.04%, 87.83%, 88.70% and 90.93% of the total revenue from operations for the period ended on June 30, 2024 and financial year ended March 31, 2024, 2023 and 2022, respectively. The Geographical distribution of our revenue is set out below:

(₹ in lakhs)

Particulars	June 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
Haryana	339.73	40.74	889.42	36.15	858.41	38.59%	847.13	39.19%
Delhi	207.7	24.91	707.51	28.76	674.46	30.34%	593.75	27.60%
Uttar Pradesh	207.29	24.85	558.57	22.7	437.17	19.65%	516.43	24.01%
Rajasthan	26.09	3.13	127.69	5.19	89.79	4.04%	56.53	2.63%
Uttarakhand	20.87	2.5	81.03	3.29	73.91	3.33%	57.39	2.67%
Punjab	15.46	1.85	22.31	0.91	16.76	0.73%	11.93	0.55%
Gujarat	7.06	0.85	11.35	0.46	5.22	0.23%	7.7	0.36%
West Bengal	3.56	0.43	13.88	0.56	20.72	1%	17.77	1%
Madhya Pradesh	2.23	0.27	25.94	1.05	15.83	0.71%	25.09	1.17%
Himachal Pradesh	1.26	0.15	6.08	0.25	6.18	0.28%	3.18	0.15%
Sikkim	1.42	0.17	3.7	0.15	5.68	0.26%	2.39	0.11%
Chhattisgarh	0.74	0.09	0.75	0.03	1.62	0.07%	1.07	0.05%
Maharashtra	0.46	0.06	3.42	0.14	4.75	0.21%	2.58	0.12%
Andhra Pradesh	-	-	0.23	0.01	0.6	0.03%	0.03	0.00%
Assam	-	-	0.91	0.04	3.9	0.18%	4.4	0.20%
Bihar	0.01	0	5.63	0.23	4.5	0.20%	1.5	0.07%
Jammu and Kashmir	-	-	0.57	0.02	0.16	0.01%	0.05	0.00%
Jharkhand	-	-	1.12	0.05	1.79	0.08%	0.24	0.01%
Karnataka	-	-	0.14	0.01	0.06	0.00%	0.08	0.00%
Kerala	-	-	0.02	0	1.31	0.06%	1.39	0.06%
Nagaland	-	-	-	-	0.06	0.00%	0.14	0.01%
Telangana	-	-	0.1	0	0.02	0.00%	0.78	0.04%
<b>Total</b>	<b>833.88</b>	<b>100%</b>	<b>2,460.37</b>	<b>100%</b>	<b>2,222.9</b>	<b>100%</b>	<b>2,151.55</b>	<b>100%</b>

Such concentration of revenue on few states may have an adverse effect on our business, financial condition, cash flows and results of operations. An economic slowdown or change of laws or regulations, particularly in relation to logistics sector in such few states may have a significant adverse impact on our business, financial condition, cash flows and results of operations. Further, drastic changes in taxes and other levies

imposed by the State Government as well as other financial policies and regulations, political and deregulation policies, if changed, could harm the business and economic conditions.

We may not be able to effectively assess the level of promotional marketing required in a particular state, and the recognition of our services in such states may not be in the manner or to the extent anticipated by us. Our expansion into existing & new geographies may also be challenging on account of our lack of familiarity with the social, political, economic and cultural conditions of these new regions, language barriers, difficulties in staffing and managing such operations and reputation in such regions. We may also encounter other additional anticipated risks and significant competition in such markets.

Further, as we enter into new markets and geographical areas, we are likely to compete with not only national players, but also the local players, who might have an established local presence, and are more familiar with local business practices and have stronger relationships with local distributors, 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 other areas 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, investors should consider our business and prospects in light of the risks, losses and challenges that we face and should not rely on our results of operations for any prior periods as an indication of our future performance.

***15. Orders placed by customers may be delayed, modified or cancelled, which may have an adverse effect on our business, financial condition and results of operations.***

We may encounter problems in executing the orders in relation to our products, or executing them on a timely basis. Moreover, factors beyond our control or the control of our customers may postpone the delivery of such orders or cause their cancellation. Due to the possibility of cancellations or changes in specifications and schedule of delivery of such orders, resulting from our customers discretion or problems we encounter in the delivery of such products or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent we may be able to deliver the orders placed. Additionally, delays in the delivery of such orders can lead to customers delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such products. In addition, even where a delivery proceeds as scheduled, it is possible that the customers may default or otherwise fail to pay amounts owed.

***16. The business and future results of operations of our Company may be adversely affected if we incur any time or cost overruns.***

Our Company's business plans are subject to various risks including time and cost overruns and delays in obtaining regulatory approvals. Further, there could also be unexpected delays and cost overrun in relation to our projected / future projects and thus, no assurance can be given to complete them on scheduled time and within the expected budget. If such changes take place, then our projections regarding the costs, revenues, return on the project, profitability as well as our operations will be adversely affected.

***17. The property used by the Company for the purpose of its Registered Office is not owned by us. Any termination of the relevant lease agreement in connection with such property or our failure to renew the same could adversely affect our operations.***

We currently operate from our registered office, located at Flat No. 102, Plot No. A-3, Magnum House 1, Commercial Complex, Karam Pura, West Delhi, New Delhi, Delhi – 110015 and the same is not owned by us. We have obtained this property on rental basis through Lease Deed dated October 17, 2024 for a period of 11 months. Periodic renewals of such lease may increase our costs, since it is subject to rent escalation. Any termination of the lease and/or rental deed in connection with this property or our failure to renew the same and upon favourable conditions, in a timely manner or at all could adversely affect our operations.

For details regarding properties taken on lease refer the section titled "***Our Properties***" of the Chapter "***Our Business***" beginning on page 118 of this Draft Prospectus.

***18. There are certain outstanding legal proceedings involving our Company, Directors, Promoters and our Subsidiary Company/Promoter and Promoter Group Entities which may adversely affect our business, financial condition 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, Directors, Promoters and our Subsidiary Company, as at the date of this Draft Prospectus.

**Cases against our Company:**

Nature of Cases	No of Outstanding Cases	Amount involved (₹ in Lakhs)
Criminal Complaints	-	-
Statutory/ Regulatory Authorities	-	-
Taxation Matters	1	2.70
Other Material Litigation	-	-

**Cases against our Directors and / or Promoters:**

Nature of Cases	No of Outstanding Cases	Amount involved (₹ in Lakhs)
<b>Criminal Complaints</b>	-	-
Statutory/ Regulatory Authorities	-	-
Taxation Matters	-	-
Other Material Litigation	-	-

**Cases against our Promoter Group Entities / Companies and / or Subsidiaries:**

Nature of Cases	No of Outstanding Cases	Amount involved (₹ in Lakhs)
Criminal Complaints	-	-
Statutory/ Regulatory Authorities	-	-
Taxation Matters	-	-
Other Material 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.

*The table above does not include those penalties, interests and costs, if any, which may be imposed or which may have been pleaded but not quantified in the course of legal proceedings, or which the Court / Tribunal otherwise has the discretion to impose. The imposition and amount of such penalties / interests / costs are at the discretion of the court / tribunal where the case is pending. Such liability, if any, would crystallize only on the order of the tribunal where the case(s) is / are pending.*

For further details, please refer to section titled "**Outstanding Litigation and Material Developments**" beginning on page 225 of this Draft Prospectus.

**19. A failure to obtain, retain and renew approvals, permits and licenses or changes in applicable regulations or their implementation could have an adverse effect on our business.**

We are subject to governmental regulation and therefore require a number of approvals, licenses, permits, registrations and permissions under several state and local governmental rules in India generally for carrying out our business. For further details regarding pending approval please refer section "Government and Other Statutory approvals" on page 228 of this Draft Prospectus.

Except as stated above, we believe that we have obtained all the requisite permits and licenses which are adequate to run our business. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. Also, certain

licenses and registrations obtained by our Company contain certain terms and conditions, which are required to be complied by us. Any default by our Company in complying with the same, may result in inter-alia the cancellation of such licenses, consents, authorizations and/or registrations, which may adversely affect our operations. There can be no assurance that the relevant authorities will issue or renew any of such permits or approvals in time or at all. While we have no such instances in the past, where any of the statutory authority has either temporarily or permanently suspended any registration/ license of any business operations. We shall attempt to comply in spirit and in law with all the applicable laws. Failure to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business.

**20. *Any conflict of interest which could occur between our business and any other similar business activities pursued by our Directors and Promoters, could have a material adverse effect on our business and results of operations.***

Business activities of our Promoter Group Company, Bawa Resins Private Limited is similar to the business activities of our Company. However, presently, there is no such transaction or any activity that can arise to indicate conflict of interest. However, we cannot assure you that there will be no conflict of interest between us and our Promoter Group Company going forward. Further, our Company has not entered into a separate non-compete agreement with Bawa Resins Private Limited, in order to avoid the conflict of interest as envisaged. In addition, some of our directors are also directors on the boards of Bawa Resins Private Limited. These overlapping directorships could create conflicts of interest between us and Bawa Resins Private Limited. We cannot assure you that a conflict will not arise, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations and financial performance. However, as a matter to uphold corporate governance, such transactions if entered at all, would be done at an arm's length and only when there is business sense in materiality.

**21. *One of our objects of the Offer includes setting up a new manufacturing unit and there may be delay in completing the project due to various reasons which may impact the overall performance of the Company.***

One of the objectives of this Offer is to establish a new manufacturing unit. However, there are inherent risks associated with project completion timelines. The initiation of a project setup constitutes a multifaceted and time-extensive undertaking, and there exists the prospect of encountering various delays due to delayed delivery of the plant and machinery, delays faced in implementation of the project and other challenges. Delays may arise due to various factors, including regulatory approvals, supply chain disruptions, labor shortages, or unforeseen construction challenges. Such delays could adversely impact the overall performance of the Company, potentially leading to increased costs, loss of market opportunities, and a negative effect on revenue generation. If the new manufacturing unit is not operational within the planned time frame, it may hinder the Company's ability to meet customer demand and achieve its growth objectives, which could materially affect its financial results and prospects.

**22. *Failure or disruption of our information technology systems may adversely affect our business, financial condition, results of operations, cash flows and prospects.***

We depend on information technology systems and accounting systems to support our business processes, including quality control, product costing, human resources and finance. Although these technology initiatives are intended to increase productivity and operating efficiencies, they may not achieve such intended results. These systems may be potentially vulnerable to outages due to fire, floods, power loss, telecommunications failures, natural disasters, computer viruses or malware, break-ins and similar events. Effective response to such disruptions or malfunctions will require effort and diligence on the part of our third-party distribution partners and employees to avoid any adverse effect to our information technology systems.

Any failure in overhauling or updating our information technology systems in a timely manner could cause our operations to be vulnerable to external attacks and inefficient. While we have not experienced any technology failure, outages, malware or virus attack or any other similar events in last three financial years. Any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) may affect our ability to conduct our normal business operations, which may materially adversely affect our business, financial condition, results of operations, cash flows and prospects.

In addition, technological advances from time to time may result in our systems, methods or processing facilities becoming obsolete. There is no assurance that we will not experience disruption in our information technology systems in the future and we will be able to remedy such disruption in timely manner, or at all. Any such disruption of our information technology systems could have a material adverse effect on our business, results of operation and financial condition.

**23. *Any employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.***

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation and goodwill of our Company. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

**24. *Any changes in the regulatory framework could adversely affect our operations and growth prospects.***

The company is subject to various regulations and policies. For details see section titled “**Key Industry Regulations**” beginning on page 138 of this Draft Prospectus. The Company’s current businesses and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that it will succeed in obtaining all requisite regulatory approvals in the future for its operations or that compliance issues will not be raised in respect of its operations, either of which could have a material adverse effect on the business, financial condition and results of operations.

**25. *Our inability to effectively implement our growth strategies or manage our growth could have an adverse effect on our business, results of operations and financial condition.***

Our growth strategy envisages a very strong asset size and operational income growth. However, there could be a possibility that we may not grow at a comparable rate to our growth rate in the past or the required growth rate to effectively compete in the market either in terms of profit or income. Further, such a 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 and more importantly adhering to quality and high standards that meet customer expectations. 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. For further details of our strategies, please see the chapter “**Business Overview**” beginning on page 118 of this Draft Prospectus.

**26. *If we are unable to raise additional capital for our business, it may delay our Company’s growth plan and have a material adverse effect on our business and financial condition.***

We will continue to incur significant expenditure in maintaining and growing our existing business operations. We cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. While we expect our cash on hand and cash flow from operations to be adequate to fund our existing commitments, our ability to incur any future borrowings is dependent upon the success of our operations. Additionally, if we are unable to arrange adequate financing on a timely basis, it could adversely affect our ability to complete expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and regulatory framework that allows us to raise capital. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, cash flows and financial condition could be adversely affected.

**27. *Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our operations and profitability.***

We have obtained General Insurance from ICICI Lombard (ICICI Bharat Sookshma Udyam Suraksha Policy) covering our factory premises, plant and machinery and stock-in process that we believe are customary in our industry. Our insurance coverage may not adequately protect us against all material hazards



as the policies may not be sufficient to cover all our economic losses. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time. Our inability to maintain adequate insurance cover in connection with our business or honour the contractual obligations could cause reputational damage and adversely affect our operations. In addition, our insurance policies are subject to annual review, and we cannot assure you that we will be able to renew these policies on similar or otherwise acceptable terms, or at all. As of June 30, 2024, our insurance cover was ₹227.38 Lakhs and our insurance cover as a percentage of the total assets of our Company was 333.65%. To the extent that we suffer loss as a result of events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected.

**28. Our Company had negative cash flow from certain activity in recent fiscals, details of which are given below.**

Sustained negative cash flow could adversely impact our business, financial condition and results of operations. The detailed break up of cash flows on the basis of Consolidated restated financial statement is summarized in below table and our Company has reported negative cash flow from operating activity in the financial years is as mentioned below, which could affect our business and growth:

(₹ in lakhs)

Particulars	For the period ended June 30, 2024	FY 2023-24	FY 2022-23	FY 2021-22
Net cash flow from operating activities	(125.09)	225.25	(229.57)	279.38
Net cash flow from investing activities	(4.79)	(163.75)	1.49	(344.26)
Net cash flow from financing activities	(23.82)	310.95	226.81	63.29

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its 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 flow, it may adversely affect our business and financial operations. Reason behind negative cash flow from operating activities during FY 2022-23 is due to decrease in trade payable and decrease in short term loans and advances. For further, details please refer to the section titled “*Financial Statements*” and chapter titled “*Management's Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page 174 and page 212 respectively, of this Draft Prospectus.

**29. Our Company in the past has entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.**

Our Company has entered into related party transactions with our Promoters, Group Companies, Promoter group members in the past. Details of which is as follows:

(₹ in lakhs)

Particulars	Name of Related Party and Nature of Relationship	June 30, 2024	% of revenue from operations	March 31, 2024	% of revenue from operations	March 31, 2023*	% of revenue from operations	March 31, 2022	% of revenue from operations
Rent	Ajit Singh Bawa (Managing Director)	2.55	0.30	4.50	0.18	10.20	0.45	10.20	0.45

Director's Remuneration	Ajit Singh Bawa (Managing Director)	3.00	0.36	13.00	0.52	14.45	0.65	14.45	0.65
Salary	Avtar Singh Bawa (Father of Ajit Singh Bawa)	-	-	8.40	0.34	9.10	0.41	9.10	0.42
Salary	Amarjeet Kaur Bawa (Mother of Ajit Singh Bawa)	-	-	6.00	0.24	7.95	0.35	7.95	0.37
Director Remuneration	Gurpreet Kaur Bawa (Director)	-	-	13.00	0.53	14.45	0.65	14.45	0.67
Salary	Harvind Singh Bawa	2.25	0.27	9.60	0.39	9.75	0.44	9.90	0.46
Salary	Akriti Kaur Bawa	-	-	9.75	0.39	-	-	-	-
Salary	Gurveen Kaur Bawa	1.20	0.14	4.80	0.19	5.20	0.23	5.20	0.24
Purchases	Amtech Polycoats	-	-	-	-	215.22	9.68	134.25	6.23
Sales	Amtech Polycoats	-	-	-	-	194.62	8.75	176.28	8.19
Purchases	Croda Enterprises	-	-	73.98	3.00	216.44	9.73	172.77	8.02
Sales	Croda Enterprises	-	-	58.82	2.39	120.66	5.43	145.25	6.75
Sales	Bawa Enterprise	-	-	-	-	-	-	0.42	0.02
<b>Total</b>		<b>9.00</b>	<b>1.07</b>	<b>201.85</b>	<b>8.17</b>	<b>818.04</b>	<b>36.77</b>	<b>700.22</b>	<b>32.47</b>

Accounted as per Ind AS 24 and are in compliance with the provisions of the Companies Act, 2013 and other applicable laws, however there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. For details, please refer to the "*Note 30 – Related Party Disclosures*" on page 204 under chapter titled "*Restated Financial Information*" on page 174 of this Draft Prospectus.

**30. The average cost of acquisition of Equity shares by our Promoters is lower than the Offer price.**

Our promoters', average cost of acquisition of equity shares in our Company is lower than the Offer Price of Equity shares as given below.:

Sr. No.	Name of the Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *
1.	Ajit Singh Bawa	9,13,832	0.49
2.	Meenakshi Sharma	5,75,908	59.75
3.	Mandeep Singh	4,37,652	59.75

*\*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the Draft Prospectus.*

*\*As certified by M/s Kansal Yogesh & Co., Chartered Accountants, by way of their certificate dated 2<sup>nd</sup> December, 2024.*

**31. There have been certain instances of non-compliances/ discrepancies, including with respect to certain secretarial/ regulatory filings for corporate actions taken by our Company in the past. Such non-compliance may attract penalties against our Company which could impact the financial position of us to that extent.**

We manage regulatory compliance by monitoring and evaluating our internal controls to ensure adherence to all relevant statutory and regulatory requirements. However, we cannot guarantee that deficiencies in our filings will not arise in the future or that we will be able to effectively implement or maintain adequate measures to rectify or mitigate any deficiencies in our internal controls. Several discrepancies have been noted in our corporate records related to e-forms filed with the Registrar of Companies. These discrepancies include delays in the filing of certain RoC forms, such as ADT-1 and ADT-3 for FY 2024, as well as MR-1 for the change in designation of the Managing Director.

Additionally, we experienced delays in filing AOC-4 for the FYs 2016 through 2019 and 2024 along with AOC-4 CFS for the FY 2024, and MGT-7 for FYs 2017 and 2024. We have incurred penalties for these delays. Further, these include the non-filing of CHG-4 for satisfaction of Charges.

The table below depicts the details of last 5 (five) years delayed filings:


S. No.	Particulars	Due Date	Filing date	Delayed days
1.	AOC-4 for FY 2016	27-10-2016	07-11-2016	10
2.	AOC-4 for FY 2017	28-10-2017	01-03-2018	123
3.	AOC-4 for FY 2018	28-10-2018	22-12-2018	54
4.	AOC-4 for FY 2019	29-10-2019	05-12-2019	36
5.	AOC-4 for FY 2024	04-09-2024	24-09-2024	19
6.	AOC-4 CFS for FY 2024	04-09-2024	04-10-2024	29
7.	MGT-7 for FY 2017	27-11-2017	27-12-2017	29
8.	MGT-7 for FY 2024	04-10-2024	14-10-2024	9

Further, in the past, our Company has made some clerical mistakes in documents and form filed in Registrar of Companies.

Although, no show cause notice in respect of the non-compliance has been received by the Company till date, any penalty imposed for such non-compliance in future by the any regulatory authority could affect our financial conditions to that extent. Further, our Company shall attempt to comply in spirit and in law with all the laws applicable to them. As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation and that our Company shall attempt to comply in spirit and in law with all the laws applicable to them. In case of any action being taken by the regulatory authorities against the Company and/or its officers, the same may have an adverse effect on our business. However, going forward we intend to fully comply with compliance and have a dedicated team to look after for timely reporting of such matter.

32. *Our Company has made an application for registration of a trademark, which is under process of registration. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.*

The current status of the application for registration of trademark is as follows:

Sr. No.	Brand Name/ Logo/ Trademark	Application Number	Class	Applicable Laws	Issuing Authority	Date of Application	Current Status
1.		6446528	1	Trade Marks Act, 1999	Trade Mark Registry	May 23, 2024	Formalities Chk Pass

The registration for the said trademark in our name is important to retain our brand equity. If our application for registration is not accepted or if the oppositions filed against our trademark application, if any, are successful, we may lose the statutory protection available to us under the Trade Marks Act, 1999 for such a trademark. Further, we cannot assure that our pending application would be granted registration or if granted registration, will not be invalidated or circumvented. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.

33. *Supply chain volatility could adversely impact our financial performance, operations, and reputation.*

The resin and pigment manufacturing industry has experienced significant volatility in resin availability and lead times in recent years, posing substantial risks to the supply chain. Factors such as unexpected plant shutdowns, natural disasters like ice storms and global disruptions, including the COVID-19 pandemic, have contributed to production slowdowns and capacity constraints. These issues have led to resin manufacturers prioritizing high-volume customers, leaving smaller buyers facing extended lead times or even discontinued supply of specialty resins.

Such disruptions highlight the critical need for manufacturers to mitigate supply chain risks through proactive measures, such as inventory supply agreements with contract molders. These agreements allow resin orders to be placed in advance based on forecasts, ensuring raw materials are available when needed, thereby minimizing delays. However, this strategy requires accurate forecasting and clear communication to avoid excess inventory costs. Additionally, domestic supply chain challenges, including staffing shortages, and extended transit times, further exacerbate logistics risks, making robust inventory management essential to maintaining production continuity.

34. *In addition to normal remuneration or benefits and reimbursement of expenses, some of our directors and key managerial personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.*

Our Directors and Key Managerial Personnel (“KMP”) are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and KMP may also be interested in the extent of their shareholding and dividend entitlement in our Company. For further information, see “Capital Structure” and “Our Management” on pages 62 and 151, respectively, of this Draft Prospectus.

35. *There is no monitoring agency appointed by our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by the Audit Committee.*

As per SEBI (ICDR) Regulations, 2018, as amended from time to time, appointment of monitoring agency is required only for Offer size above ₹ 10,000 Lakhs. Since this Offer Size is less than ₹ 10,000 Lakhs, our Company has not appointed any monitoring agency for this Offer. Hence, we have not appointed a monitoring agency to monitor the utilization of Offer proceeds. However, the audit committee of our Board will monitor the utilization of Offer proceeds. Further, our Company shall inform about material deviations in the utilization of Offer proceeds to the BSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

36. *The Objects of the Offer for which funds are being raised have not been appraised by any bank or financial institution. The deployment of funds is entirely at the discretion of our management and as per*

*the details mentioned in the section titled “Objects of the Offer”. Any revision in the estimates may require us to reschedule our expenditure and may have a bearing on our expected revenues and earnings.*

We propose to utilize the Net Proceeds for purposes identified in the section titled “Objects of the Offer” beginning on page 79 of this Draft Prospectus. Our funding requirements and the deployment of the proceeds of the Offer are purely based on our management’s estimates and have not been appraised by any bank or financial institution. Our Company may have to revise such estimates from time to time on account of various factors such as our financial and market condition, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, including changes in design or configuration of the equipment and other external factors including changes in the price of the equipment due to variation in commodity prices which may not be within the control of our management. Our estimates may exceed the value and may require us to reschedule our expenditure which may have a bearing on our expected revenues and earnings. Further, the deployment of the funds towards the Objects of the Offer is entirely at the discretion of our management and our Board, subject to compliance with the necessary provisions of the SEBI ICDR and Companies Act. However, the Board and Audit Committee will monitor the utilization of the Net Proceeds and ensure the same is disclosed under separate head in our balance sheet along with relevant details for all sum amounts that have not been utilized. Our Company will issue a disclosure to the Stock Exchanges, on a quarterly basis, deviations, if any, in the Use of Proceeds of the Offer from the Objects stated in the Draft Prospectus or by way of an explanatory statement to the notice for a general meeting.

**37. *In addition to the existing indebtedness our Company, may incur further indebtedness during the course of business. We cannot assure that our Company would be able to service the existing and/ or additional indebtedness.***

As on June 30, 2024, our outstanding borrowings (including fund based and non-fund-based borrowings) is ₹ 434.75 Lakhs. The table below summaries debt to equity ratio and debt service coverage ratio in our Consolidated Restated Financial Statements for the period ended June 30, 2024 and financial years ended March 31, 202 and Restated Standalone Financial Statements for the financial year ended on March 31, 2023 and 2022:

Particulars	For the period ended June 30, 2024	FY 2023-24	FY 2022-23	FY 2021-22
Debt Equity Ratio (In times)	0.34	0.37	0.11	0.19
Debt Service Coverage Ratio (In times)	3.51	5.89	2.89	7.67

In addition to the indebtedness for the existing operations, of our Company, may incur further indebtedness during the course of their business. Our Company may take additional loans for various strategic and operational reasons, including expanding operations, meeting working capital requirements, refinancing existing debt, funding capital expenditures, pursuing strategic acquisitions, and covering unforeseen contingencies. These actions support growth and operational efficiency, but increased borrowings can impact our debt-equity ratio and borrowing costs. We aim to balance our financing needs with prudent financial management to ensure long-term sustainability and growth. We cannot assure you that our Company will be able to obtain further loans at favourable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows. Any failure to service the indebtedness of our Company or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business, financial condition and results of operations.

**38. *We operate in an Industry where we deal with hazardous materials and hence waste management is key. Any lapse in following or adhering to proper disposal process can be key challenge and can draw ire of regulators or can be an environmental disaster.***

The production and disposal of epoxy resins pose ecological challenges, necessitating investment in sustainable and eco-friendly alternatives. Hence issues of waste management, reduced fossil fuel consumption, and less greenhouse gas emissions (GHGs) must acquire a sharper focus. Any lapse in disposal mechanism can lead to environmental disaster and our company can attract huge penalties. However, with deep expertise we have garnered over the period, we are confident to always adhere to the best of operating procedures and ensure no such risk ever realize.

**39. *Our success largely depends on our Board and Key Managerial Personnel and our ability to attract and retain them. Any loss of our director and key managerial personnel could adversely affect our business, operations and financial condition.***

We depend significantly on the expertise, experience and continued efforts of our Managing Director and our Key Managerial Personnel. If one or more members of our Board or key managerial personnel are unable or unwilling to continue in his / her present position, it could be difficult to find a replacement. Our business could thereby be adversely affected. Opportunities for key managerial personnel in our industry are intense and it is possible that we may not be able to retain our existing key managerial personnel or may fail to attract / retain new employees at equivalent positions in the future. As such, any loss of key managerial personnel could adversely affect our business, operations and financial condition.

For further details on the Management of our Company please refer to the chapter titled “*Our Management*” beginning on page 151 of this Draft Prospectus.

**40. *Our continued success is dependent upon our ability to hire, retain and utilize qualified personnel.***

The success of our business is dependent upon our ability to hire, retain, and utilize qualified personnel, including project managers, engineers, and corporate management professionals who have the required experience and expertise. From time to time, it may be difficult to attract and retain qualified individuals with the expertise and in the timeframe demanded by our clients, and we may not be able to satisfy the demand for our services because of our inability to successfully hire and retain qualified personnel.

If we cannot attract and retain qualified personnel or effectively implement appropriate succession plans, it could have a material adverse impact on our business, financial condition, and results of operations. Moreover, we may be unable to manage knowledge developed internally, which may be lost in the event of our inability to retain employees. The cost of providing our services, including the extent to which we utilize our workforce, affects our profitability.

**41. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to the Industry Report titled “Industry Outlook on India’s Resin Industry: Growth and Challenges” contained in this Draft Prospectus.***

While facts and other statistics in this Draft Prospectus relating to India, the Indian economy and our industry have been derived from the report titled “Industry Outlook on India’s Resin Industry: Growth and Challenges” dated June 11, 2024 (the “Infomeric Report”). This report was exclusively commissioned and paid for by our Company to provide insights into the industry in which we operate in connection with this Offer. While we believe the information to be relevant, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled “Industry Overview” beginning on page 109 of this Draft Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere. As such, reliance on the information provided in the Infomeric Report for making investment decisions carries inherent risks. Investors should exercise caution and not base their investment decisions solely on this data, as it may not accurately reflect the current market conditions or future performance of our Company.

**42. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. Further we 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, operations and financial performance.***



As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the Offer. We meet our capital requirements through our bank finance, debts, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer or any shortfall in the 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 79 of this Draft Prospectus.

## **RISKS RELATED TO OUR EQUITY SHARES AND EQUITY SHAREHOLDERS**

- 43. *Our Promoters, together with our Promoter Group, will continue to retain majority shareholding in our Company after the proposed Initial Public Offer, which will allow them to exercise significant control over us. We cannot assure you that our Promoters and Promoter Group members will always act in the best interests of the Company.***

After the completion of our Initial Public Offer, our Promoters, along with our Promoter Group members, will hold, approximately 65.88 % of our post – Issue paid up equity capital of our Company. As a result, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholder by exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company. We cannot assure you that our Promoters and Promoter Group members will always act in our Company’s or your best interests. For further details, please refer to the chapters titled “*Capital Structure*” and “*Our Promoter, Promoter Group and Group Companies*”, beginning on page 62 and 168 respectively, of this Draft Prospectus.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “*Dividend Policy*” on page 173 of this Draft Prospectus.

- 45. *Sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any instance of disinvestments of equity shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

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

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



**47. *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. [●] is acting as 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, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Offer, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Offer. For further details of the obligations and limitations of Market Makers, please refer to the section titled "*General Information – Details of the Market Making Arrangement for this Offer*" on page 54 of this Draft Prospectus.

**48. *Investors bear the risk of fluctuations in the price of Equity Shares and there can be no assurance that a liquid market for our Equity Shares will develop following the listing of our Equity Shares on the Stock Exchanges.***

There has been no public market for our Equity Shares prior to the Offer. The price may not necessarily be indicative of the market price of our Equity Shares after the Offer is completed. You may not be able to re-sell your Equity Shares at or above the Offer price and may as a result lose all or part of your investment.

Our Equity Shares are expected to trade on the SME Platform of BSE Limited after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

The price at which our Equity Shares will trade at after the Offer will be determined by the marketplace and may be influenced by many factors, including:

- Our financial condition, results of operations and cash flows;
- The history of and prospects for our business;
- An assessment of our management, our past and present operations, and the prospects for as well as timing of our future revenues and cost structures; and
- The valuation of publicly traded companies that are engaged in business activities similar to ours;
- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations, or capital commitments;
- announcements of significant claims or proceedings against us;
- new laws and government regulations that directly or indirectly affect our business;
- additions or departures of Key Management Personnel;
- changes in the interest rates;
- fluctuations in stock market prices and volume; and general economic conditions.

The Indian stock markets have, from time to time, experienced significant price and volume fluctuations that have affected market prices for the securities of Indian companies. As a result, investors in our Equity Shares may experience a decrease in the value of our Equity Shares regardless of our financial performance or prospects.

## EXTERNAL RISK FACTORS

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

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

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

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

**50. *Significant differences exist between Indian Accounting Standards (Ind AS) 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 Ind AS.***

Our financial statements, including the financial statements provided in this Draft Prospectus, are prepared in accordance with Ind AS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft 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 Ind AS. For details, see “**Presentation of Financial, Industry and Market Data**” on page 16 of this Draft Prospectus.

Accordingly, the degree to which the Ind AS financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft 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 Ind AS and IFRS or to quantify the impact of the difference between Ind AS 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.

**51. *Instability in financial markets could materially and adversely affect our results of operations and financial condition.***

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

The global financial turmoil, an outcome of the sub – prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

**52. *Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.***

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time – to – time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

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

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

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

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

**55. *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.

**56. *Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.***

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID – 19, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India, or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.

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## SECTION IV – INTRODUCTION

### THE OFFER

(₹ in lakhs, except equity share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Offer Price
A	Authorized Share Capital 50,00,000 Equity Shares having Face Value of ₹ 10/- each	500.00	-
B	Issued, Subscribed & Paid-up Share Capital prior to the Issue 32,22,584 Equity Shares having Face Value of ₹10/- each	322.26	-
C	Present Offer in terms of this Draft Prospectus * 10,80,000 Equity Shares having Face Value of ₹ 10/-each at a Premium of ₹ 100 per share	108.00	1188.00
<b>Consisting of:</b>			
	Fresh Offer of 8,10,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 110 (including a Share premium of ₹ 100 per Equity Share) per share	81.00	880.00
	Offer for Sale of 2,70,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 110 (including a Share premium of ₹ 100 per Equity Share) per share	27.00	297.00
D	Reservation for Market Maker Portion 64,800 Equity Shares of ₹10/- each at a price of ₹ 110 per Equity Share reserved as Market Maker Portion	6.48	71.28
E	Net Offer to Public ^ Net Offer to Public of 10,15,200 Equity Shares of ₹ 10/- each at a price of ₹ 110 per Equity Share to the Public	101.52	1116.72
<b>Of which:</b>			
	At least 5,07,600 Equity Shares aggregating ₹ 558.36 lakhs will be available for allocation to Retail Individual Investors	50.76	558.36
	Not more than 5,07,600 Equity Shares aggregating ₹ 558.36 lakhs will be available for allocation to other than the Retail Individual Investors (including Non- Institutional Investors and Qualified Institutional Buyers).	50.76	558.36
F	Issued, Subscribed and Paid-up Equity Share Capital after the Offer		
	40,32,584 Equity Shares of face value of ₹10/- each	403.26	
G	Securities Premium Account		
	Before the Offer (as on 30 <sup>th</sup> June 2024)	0.24	
	After the Offer	810.24	

\* The Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please see the section titled “Offer Related Information” beginning on page 247 of this Draft Prospectus.

\* The Offer of 10,80,000 Equity Shares in terms of this Draft Prospectus has been authorized pursuant to a resolution of our Board of Directors dated 16th August, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of the members of the company held on 24th October, 2024.

^ As per Regulation 253(2) of the SEBI (ICDR) Regulations, 2018, as amended from time to time, the allocation in the net Offer to the public category shall be made as follows:

Minimum 50% (fifty percent) to Retail Individual Investors; and

*Remaining to:*

- a) Individual applicants other than retail individual investors; and*
- b) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;*

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

*Explanation to Regulations 253 of ICDR Regulations, 2018: If the retail individual investor category is entitled to more than fifty percent of the Offer size on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.*

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## SUMMARY OF FINANCIAL INFORMATION

The Summary of Consolidated Financial Statements are as under:

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

(All amounts are Rupees in lakhs, unless otherwise stated)					
Particulars	Notes No	Consolidated	Consolidated	Standalone	Standalone
		As at	As at	As at	As at
		30 <sup>th</sup> June 2024	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
<b><u>Equity and Liabilities</u></b>					
<b>1. <u>Shareholder's Funds</u></b>					
(a) Share Capital	3	322.26	322.26	80.56	17.50
(b) Reserves & Surplus	4	946.06	880.11	821.64	576.65
<b>Total Shareholder's Funds</b>		<b>1,268.32</b>	<b>1,202.37</b>	<b>902.20</b>	<b>594.15</b>
<b>2. <u>Minority interest</u></b>					
	37	13.38	11.95	-	-
<b>3. <u>Non – Current Liabilities</u></b>					
(a) Long term borrowings	5	32.59	40.02	60.26	78.04
<b>Total Non – Current Liabilities</b>		<b>32.59</b>	<b>40.02</b>	<b>60.26</b>	<b>78.04</b>
<b>4. <u>Current Liabilities</u></b>					
(a) Short term borrowings	6	402.16	408.65	40.43	35.43
(b) Trade payables	7				
- Total outstanding dues of micro and small enterprises		-	-	-	-
- Total outstanding dues of creditors other than micro and small enterprises		441.46	402.08	226.59	383.77
(c) Short term provisions	8	37.73	12.53	-	-
(d) Other Current Liabilities	9	402.61	402.74	43.12	25.70
<b>Total Current Liabilities</b>		<b>1,283.96</b>	<b>1,226.00</b>	<b>310.14</b>	<b>444.90</b>



<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>2,598.26</b>	<b>2,480.34</b>	<b>1,272.60</b>	<b>1,117.09</b>
<b><u>ASSETS</u></b>					
<b><u>1. Non – Current Assets</u></b>					
(a) Property Plant and Equipment	10	464.49	487.34	69.39	51.79
(b) Capital work in progress	10	112.00	112.00	-	-
(c) Intangible assets - Goodwill	10	301.29	301.29	-	-
(d) Deferred tax assets(net)	11	11.95	9.03	8.76	8.60
(e) Long term loans & advances	12	227.71	228.66	0.66	0.66
(f) Non-current investments	13	-	-	480.62	505.62
<b>Total Non Current Assets</b>		<b>1,117.43</b>	<b>1,138.32</b>	<b>559.43</b>	<b>566.67</b>
<b><u>2. Current Assets</u></b>					
(a) Inventories	14	295.12	265.06	163.98	147.95
(b) Trade receivables	15	713.00	466.93	333.28	339.24
(c) Short term loans & advances	16	179.95	145.87	209.02	50.32
(d) Cash & cash equivalents	17	223.57	377.26	4.80	6.06
(e) Other Current Assets	18	69.19	86.89	2.09	6.85
<b>Total Current Assets</b>		<b>1,480.82</b>	<b>1,342.01</b>	<b>713.17</b>	<b>550.42</b>
<b>TOTAL ASSETS</b>		<b>2,598.26</b>	<b>2,480.34</b>	<b>1,272.60</b>	<b>1,117.09</b>

For further details, kindly refer the chapter titled “*Financial statement as Restated*” beginning on page 174 of this Draft prospectus.

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

(All amounts are Rupees in lakhs, unless otherwise stated)

Particulars	Notes No	Consolidated	Consolidated	Standalone	Standalone
		Period ended	Year ended	Year ended	Year ended
		30 <sup>th</sup> June 2024	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
<b><u>Incomes</u></b>					
(a) Revenue from operations	19	833.88	2,460.37	2,222.90	2,151.55
(b) Other income	20	5.78	263.58	10.68	54.59
<b>Total Income</b>		<b>839.67</b>	<b>2,723.95</b>	<b>2,233.58</b>	<b>2,206.14</b>
<b><u>Expenses</u></b>					
(a) Cost of goods consumed	21	598.62	1,516.45	1,844.21	1,781.28
(b) Changes in inventories	22	2.41	6.81	(15.22)	3.69
(c) Purchase of stock in trade	23	2.15	366.38	-	-
(d) Employee benefit expenses	24	58.82	220.75	145.45	148.32
(e) Finance costs	25	9.91	42.52	12.90	4.40
(f) Depreciation and amortisation cost	10	27.91	45.53	12.27	8.67
(g) Other expenses	26	51.35	182.92	159.95	188.21
<b>Total Expenses</b>		<b>751.17</b>	<b>2,381.37</b>	<b>2,159.56</b>	<b>2,134.57</b>
<b>Net Profit before tax</b>		<b>88.50</b>	<b>342.59</b>	<b>74.02</b>	<b>71.57</b>
<b>Less: Provision for tax</b>					
(a) Current tax		24.04	53.95	18.62	9.83
(b) Deferred tax		(2.92)	(0.27)	(0.16)	(0.16)
<b>Total tax expense</b>		<b>21.11</b>	<b>53.68</b>	<b>18.46</b>	<b>9.67</b>
<b>Net Profit before minority interest</b>		<b>67.39</b>	<b>288.90</b>	<b>55.56</b>	<b>61.90</b>
Less: Profit attributable to minority interest	37	1.43	1.39	-	-
<b>Net profit available for distribution to equity shareholders</b>		<b>65.96</b>	<b>287.51</b>	<b>55.56</b>	<b>61.90</b>
<b>Earnings Per Share</b>					
- Basis	27	<b>2.05</b>	<b>8.92</b>	<b>1.98</b>	<b>2.21</b>
- Diluted		<b>2.05</b>	<b>8.92</b>	<b>1.98</b>	<b>2.21</b>

For further details, kindly refer the chapter titled “*Financial statement as Restated*” beginning on page 174 of this Draft prospectus.

**STATEMENT OF CONSOLIDATED CASH FLOW, AS RESTATED**

<i>(All amounts are Rupees in lakhs, unless otherwise stated)</i>				
<b>Particulars</b>	<b>Consolidated</b>	<b>Consolidated</b>	<b>Standalone</b>	<b>Standalone</b>
	<b>Period ended</b>	<b>Year ended</b>	<b>Year ended</b>	<b>Year ended</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
<b><u>Cash Flow from Operating Activities</u></b>				
-				
<b>Net Profit Before Tax</b>	88.50	342.59	74.02	71.59
<b>Adjustments For :-</b>				
Depreciation	27.91	45.53	12.27	8.67
Interest Income	-	13.87	(0.07)	(0.06)
Finance Cost	9.91	37.02	12.90	4.40
Dividend Income	-	(4.83)	(5.41)	(2.00)
Profit from Sale of Investment (Net)	-	(241.46)	(0.89)	(48.58)
<b>Operating Profit before Working Capital Adjustment</b>	<b>126.29</b>	<b>192.73</b>	<b>92.82</b>	<b>34.02</b>
<b>Adjustment for Changes in Working Capital :-</b>				
Increase/(Decrease) in Trade Payables	39.38	175.50	(157.18)	173.75
Increase/(Decrease) in Other Liabilities	(0.13)	359.62	17.43	(6.96)
(Increase)/Decrease in Loans & Advances	(33.12)	(186.56)	(147.34)	201.65
(Increase)/Decrease in Trade Receivables	(246.07)	(133.65)	5.95	(46.54)
(Increase)/Decrease in Inventories	(30.06)	(85.10)	(16.03)	(46.05)
(Increase)/Decrease in Other Assets	18.48	(84.79)	4.76	(4.87)
Increase/(Decrease) in Provisions	-	12.53	-	-
<b>Cash Flow generated from operations</b>	<b>(125.24)</b>	<b>250.25</b>	<b>(199.59)</b>	<b>305.00</b>
Direct taxes paid	(0.15)	(25.00)	(29.98)	(25.62)
<b>Net cash flow from operating activities (A)</b>	<b>(125.09)</b>	<b>225.25</b>	<b>(229.57)</b>	<b>279.38</b>
<b><u>Cash Flow from Investing Activities</u></b>				
Interest received	-	(13.87)	0.07	0.06

Proceeds from sale of investments	-	722.07	25.89	98.83
Payment for purchase of investment	-	-	-	(441.52)
Payment for purchase of Property Plant and Equipment (including CWIP and Goodwill)	(4.79)	(876.78)	(29.88)	(3.63)
Dividend received	-	4.83	5.41	2.00
<b>Net cash flow from investing activities (B)</b>	<b>(4.79)</b>	<b>(163.75)</b>	<b>1.49</b>	<b>(344.26)</b>
<b><u>Cash Flow from financing activities</u></b>				
Proceeds from issue of shares	-	-	252.49	-
Acceptance of borrowings	-	365.76	5.00	94.58
Repayment of long term borrowings	(13.92)	(17.78)	(17.78)	(26.89)
Interest paid	(9.91)	(37.02)	(12.90)	(4.40)
<b>Net cash flow from financing activities (C)</b>	<b>(23.82)</b>	<b>310.95</b>	<b>226.81</b>	<b>63.29</b>
<b>Increase/(Decrease) in cash and cash equivalents (A+B+C)</b>	<b>(153.69)</b>	<b>372.46</b>	<b>(1.27)</b>	<b>(1.59)</b>
<b>Cash and cash equivalent at the beginning of the year</b>	<b>377.26</b>	<b>4.80</b>	<b>6.06</b>	<b>7.65</b>
<b>Cash &amp; cash equivalent at the end of the year</b>	<b>223.57</b>	<b>377.26</b>	<b>4.80</b>	<b>6.06</b>
<b>Cash and Cash Components</b>				
Balance with Bank Accounts	213.42	369.49	0.00	0.01
Cash in Hand	8.71	6.33	3.44	4.76
Fixed Deposits	1.44	1.44	1.36	1.29
<b>Total</b>	<b>223.57</b>	<b>377.26</b>	<b>4.80</b>	<b>6.06</b>

For further details, kindly refer the chapter titled “*Financial statement as Restated*” beginning on page 174 of this Draft prospectus.

## SECTION V – GENERAL INFORMATION

Our Company was originally incorporated as a private limited company under the name and style of ‘Amtech Esters Private Limited’, under the Companies Act, 1956 pursuant to Certificate of Incorporation dated May 21, 2002 issued by the Registrar of Companies, National Capital Territory (NCT) of Delhi and Haryana. The Company was converted to Public Limited Company under the name and style of “Amtech Esters Limited” under the Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the AGM held on September 30, 2023 and had obtained fresh Certificate of Incorporation dated 12<sup>th</sup> day of December, 2023 issued by the Registrar of Companies, National Capital Territory (NCT) of Delhi and Haryana. For details of the changes in status of the Company, please refer to the chapter titled ‘*History and Certain Corporate Matters*’ beginning on page 146 of this Draft Prospectus.

### BRIEF INFORMATION ON COMPANY

Particulars	Details
<b>Name of Issuer</b>	<b>Amtech Esters Limited</b> (Formerly known as Amtech Esters Private Limited)
<b>Registered Office</b>	Flat No. 102, Plot No. A-3, Magnum House 1, Commercial Complex, Karam Pura, West Delhi, New Delhi, Delhi – 110015 <b>Email:</b> <a href="mailto:info@amtechesters.com">info@amtechesters.com</a> <b>Website:</b> <a href="https://www.amtechesters.com/">https://www.amtechesters.com/</a> <b>Contact Person:</b> Ms. Anjali Bansal
<b>Date of Incorporation</b>	May 21, 2002
<b>Company Identification Number</b>	U24129DL2002PLC115465
<b>Company Registration Number</b>	115465
<b>Company Category</b>	Company Limited by Shares
<b>Registrar of Company</b>	Registrar of Companies, National Capital Territory (NCT) of Delhi and Haryana
<b>Address of the RoC</b>	4 <sup>th</sup> Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019 <b>Tel No:</b> +91-11-26235703
<b>Company Secretary and Compliance Officer</b>	Anjali Bansal Amtech Esters Limited (Formerly known as Amtech Esters Private Limited) <b>Address:</b> Flat No. 102, Plot No. A-3, Magnum House 1, Commercial Complex, Karam Pura, West Delhi, New Delhi, Delhi – 110015 <b>Tel. No.:</b> +91 9818238205 <b>Email:</b> <a href="mailto:csamtechesters2002@gmail.com">csamtechesters2002@gmail.com</a> <b>Website:</b> <a href="http://www.amtechesters.com">www.amtechesters.com</a>
<b>Chief Financial Officer</b>	Harvind Singh Bawa Amtech Esters Limited (Formerly known as Amtech Esters Private Limited) <b>Address:</b> Flat No. 102, Plot No. A-3, Magnum House 1, Commercial Complex, Karam Pura, West Delhi, New Delhi, Delhi – 110015 <b>Tel. No.:</b> +91 9999056742 <b>Email:</b> <a href="mailto:harvindhawa@live.com">harvindhawa@live.com</a> <b>Website:</b> <a href="http://www.amtechesters.com">www.amtechesters.com</a>
<b>Designated Stock Exchange</b>	<b>BSE Limited,</b> SME Platform of BSE Limited (“ <b>BSE SME</b> ”) <b>Address:</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra – 400001
<b>Offer Program</b>	<b>Offer Opens On:</b> [●] <b>Offer Closes On:</b> [●]

## INVESTOR GRIEVANCES

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

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

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

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

## OUR BOARD OF DIRECTORS

The following table sets out details regarding our Board as on the date of this Draft Prospectus:

Sr. No.	Name and Designation	DIN	Address
1.	Ajit Singh Bawa (Managing Director)	00413081	House No. 28, Road No. 72, West Punjabi Bagh, Delhi – 110026
2.	Gurpreet Kaur Bawa (Non- Executive Director)	02642585	House No. 28, Road No. 72, West Punjabi Bagh, Delhi – 110026
3.	Rahul Sharma (Independent Director)	02795892	65-T F, Block B, Chander Nagar, Janakpuri, Delhi – 110058
4.	Paras Suri (Independent Director)	10232000	I-82, 3 <sup>rd</sup> Floor, Kirti Nagar, Delhi-110015

For further details pertaining to the education qualification and experience of our directors, please refer the chapter titled “*Our Management*” beginning on page 151 of this Draft Prospectus.

## DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS OFFER AND OUR COMPANY

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
<b>SOBHAGYA CAPITAL OPTIONS PRIVATE LIMITED</b> C-4 to C-11, Gate No-01, Hosiery Complex, Phase-II Extension, Noida-201305 <b>Tel. No.:</b> +91 7836066001 <b>Email:</b> <a href="mailto:cs@sobhagyacap.com">cs@sobhagyacap.com</a> <b>Investor Grievance Email:</b> <a href="mailto:delhi@sobhagyacap.com">delhi@sobhagyacap.com</a> <b>Website:</b> <a href="http://www.sobhagyacapital.com">www.sobhagyacapital.com</a> <b>Contact Person:</b> Mr. Rishabh Singhvi/ Ms. Nisha <b>SEBI Registration No.:</b> MB/INM000008571	<b>Maashitla Securities Private Limited</b> 451, Krishna Apra Business Square, Netaji Subhash Place Pitampura, New Delhi-11003 <b>Tel. No.:</b> 011-45121795 <b>Email Id:</b> ipo@maashitla.com <b>Investor grievance e-mail:</b> investor.ipo@maashitla.com <b>Contact Person:</b> Mr. Mukul Agrawal <b>Website:</b> www.maashitla.com <b>SEBI Registration No.:</b> INR000004370
<b>Peer Review/Statutory Auditor</b>	<b>Legal Advisor to the Issue</b>

<b>KANSAL YOGESH AND CO.</b> <b>Address:</b> 235 Sector 8, Karnal, Haryana – 132001 <b>Tel No:</b> +91 8392855000, +91 8398855000 <b>Email Id:</b> <a href="mailto:cayogeshkansl1988@gmail.com">cayogeshkansl1988@gmail.com</a> <b>Contact Person:</b> CA Yogesh Kansal <b>Membership No.:</b> 521306 <b>Firm Registration No.:</b> 33960N	<b>ZENITH INDIA LAWYERS</b> <b>Address:</b> D-49, Sushant Lok III, Sector 57, Gurugram, Haryana- 122 003 <b>Tel No.:</b> 0124-4240681 <b>Email Id:</b> raj@zilawyers.com <b>Contact Person:</b> Mrs.Raj Rani Bhalla <b>Website:</b> <a href="http://www.zilawyers.com">www.zilawyers.com</a>
<b>Bankers to our Company</b>	<b>Bankers to the Issue/ Refund Banker/Sponsor Bank*</b>
<b>Name:</b> [●] <b>Address:</b> [●] <b>Tel No.:</b> [●] <b>Email Id:</b> [●] <b>Contact Person:</b> [●] <b>Website:</b> [●]	<b>Name:</b> [●] <b>Address:</b> [●] <b>Tel No.:</b> [●] <b>Email Id:</b> [●] <b>Contact Person:</b> [●] <b>Website:</b> [●]

### DESIGNATED INTERMEDIARIES

#### Self-Certified Syndicate Banks (SCSB's)

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

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34;>  
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

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

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

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

### BROKERS TO THE ISSUE

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

### REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

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

### COLLECTING DEPOSITORY PARTICIPANTS (CDP'S)

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

### STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Since, Sobhagya Capital Options Private Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Managers is not applicable.

### CREDIT RATINGS

As this is an Offer of Equity Shares, there is no credit rating for this Offer



## IPO GRADING

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

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

The Draft Prospectus and Prospectus shall be filed with BSE Limited at 20<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, Maharashtra, India.

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

A Copy of Draft Prospectus will be available on the website of the company [www.amtechesters.com](http://www.amtechesters.com), Lead Manager <https://www.sobhagyacapital.com/> and stock exchange <https://www.bseindia.com/>.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the RoC Office situated at 4<sup>th</sup> Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019, and the same will also be available on the website of the company [www.amtechesters.com](http://www.amtechesters.com), for inspection.

## CHANGE IN AUDITORS

Except as mentioned below, there have been no changes in our Company's auditors in the last three (3) years:

Details of Auditor	Date of Appointment	Date of Cessation	Reason
<b>KANSAL YOGESH &amp; CO.</b> <b>Address:</b> 235 Sector 8, Karnal, Haryana – 132001 <b>Contact Person:</b> CA Yogesh Kansal <b>Email Id:</b> <a href="mailto:cayogeshkansl1988@gmail.com">cayogeshkansl1988@gmail.com</a> <b>Firm Registration No.:</b> 33960N <b>Membership No.:</b> 521306	December 19, 2023	Continuing....	NA
<b>SHARMA SETHI AND COMPANY</b> <b>Address:</b> B – 50, Lower Ground Floor, South Extension – II, New Delhi – 110049 <b>Contact Person:</b> CA Sidhant Sharma <b>Email Id:</b> <a href="mailto:sidhantsharma.ca@gmail.com">sidhantsharma.ca@gmail.com</a> <b>Firm Registration No.:</b> 041093N <b>Membership No.:</b> 567203	September 30, 2023	December 12, 2023	Due to other pre-occupation.
<b>GUPTA N K &amp; ASSOCIATES</b> <b>Address:</b> A – 105, First Floor, RG Metro Arcade, Sector – 11, Rohini, New Delhi – 110085 <b>Contact Person:</b> CA Naresh K Gupta <b>Email Id:</b> <a href="mailto:ndguptank@gmail.com">ndguptank@gmail.com</a> <b>Firm Registration No.:</b> 016247N <b>Membership No.:</b> 096738	February 15, 2023	September 30, 2023	Due to other Pre-Occupation.
<b>M/S GRAS AND ASSOCIATES</b> <b>Address:</b> 13/18A, Second Floor, Moti Nagar, New Delhi – 110015 <b>Contact Person:</b> CA Sandeep Singh Mann <b>Email Id:</b> <a href="mailto:ssmann.ca@gmail.com">ssmann.ca@gmail.com</a> <b>Firm Registration No.:</b> 012391N <b>Membership No.:</b> 096098	November 30, 2021	February 01, 2023	Due to other Pre-Occupation

## TRUSTEES

As the Offer is of Equity Shares, the appointment of Trustees is not required.

## APPRAISAL AND MONITORING AGENCY

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

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

## WITHDRAWAL OF THE OFFER

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

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

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

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

## TYPE OF OFFER

The present Offer is considered to be 100% Fixed Price Offer.

## UNDERWRITING AGREEMENT

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

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the total Offer Size Underwritten
[●]	[●]	[●]	100%

\* Includes [●] Equity shares of ₹10.00 each for cash of ₹ [●]/- the Market Maker Reservation Portion which is 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 the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above-mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges.

## DETAILS OF MARKET MAKING ARRANGEMENT FOR THIS OFFER

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

Name	[●]
Address	[●]
Tel no	[●]
Fax no	[●]

<b>Email id</b>	[●]
<b>Website</b>	[●]
<b>Contact person</b>	[●]
<b>Sebi Registration no</b>	[●]
<b>Market Making Registration No.</b>	[●]

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

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

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

➤ *In terms of regulation 261(1) of SEBI ICDR Regulations 2018, the Market Making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI ICDR Regulations and the circulars issued by the BSE and SEBI regarding this matter from time to time.*

➤ *In terms of regulation 261(2) of SEBI ICDR Regulations 2018, The market maker or issuer, in consultation with the lead manager(s) may enter into agreements with the nominated investors for receiving or delivering the specified securities in market making, subject to the prior approval of the BSE SME.*

➤ *In terms of regulation 261(3) of SEBI ICDR Regulations 2018, Following is a summary of the key details pertaining to the Market Making arrangement*

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of BSE SME and SEBI from time to time.
3. The Market Maker is required to comply with SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012 and SEBI ICDR Regulations and relevant Exchange Circulars requirement for Market Makers on SME platform.
4. The minimum depth of the quote shall be ₹ 1.00 Lakh. However, the investors with holdings of value less than 1.00 Lakh shall be allowed to Issue their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹ [●] per share the minimum bid lot size is [●] Equity Shares thus minimum depth of the quote shall be ₹ [●] until the same, maybe revised by BSE and SEBI from time to time.
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. After a period of three (3) months from the market making period, the market maker would be exempted to provide a 2-way quote if the Shares of market maker in our Company reaches to upper limit. (Including the 5% of Equity Shares of the Offer.) Any Equity Shares allotted to Market Maker under this Offer over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of the market maker in our Company reduce to lower Limit the market maker will resume providing 2-way quotes.
7. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
8. There would not be more than five Market Maker for a script at any point of time. These would be selected on the basis of objective criteria to be evolved by the Exchange which would include capital adequacy, net worth,

infrastructure, minimum volume of business etc. The Market Maker may compete with other Market Maker for better quotes to the investors. At this stage, [●] is acting as the sole Market Maker.

9. On the first day of the listing, there will be a pre-opening session (call auction) and thereafter the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and will remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on SME Platform of the BSE Limited.
10. The shares of the Company will be traded in continuous trading sessions from the time and day the Company gets listed on BSE SME and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars
11. The shares of the Company will be traded in Trade for Trade Segment for the first 10 days from commencement of trading (as per SEBI Circular no: CIR/MRD/DP/ 02/2012 dated January 20, 2012) on SME Platform of BSE Limited and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
12. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non- controllable reasons would be final.
13. The Market Maker shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.
14. Once registered as a Market Maker, he has to act in that capacity for a period as mutually decided between the Lead Manager and Market Maker. Once registered as a Market Maker, he has to start providing quotes from the day of the listing/the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the Stock Exchange.
15. **Risk containment measures and monitoring for Market Makers:** BSE SME 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.
16. **Punitive Action in case of default by Market Makers:** BSE SME 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 (issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities/ trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

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

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

17. 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 Offer 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 SME Platform of -BSE.

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

18. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market maker(s) during market making process has been made applicable, based on the Offer size and as follows:

Offer Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Offer Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Offer 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%

19. 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.

- *In terms of regulation 261(4) of SEBI ICDR Regulations 2018, The specified securities being bought or sold in the process of market making may be transferred to or from the nominated investors with whom the lead manager(s) and the issuer have entered into an agreement for market making: Provided that the inventory of the market maker, as on the date of allotment of the specified securities, shall be at least five per cent. of the specified securities proposed to be listed on BSE SME.*
- *In terms of regulation 261(5) of SEBI ICDR Regulations 2018, The market maker shall buy the entire shareholding of a shareholder of the issuer in one lot, where the value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME: Provided that market maker shall not sell in lots less than the minimum contract size allowed for trading on the BSE SME.*

## SECTION VI - CAPITAL STRUCTURE

Set forth below are the details of the Equity Share Capital of our Company as on the date of this Draft Prospectus.

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Offer Price
A	Authorized Share Capital 50,00,000 Equity Shares having Face Value of ₹ 10/- each	500.00	-
B	Issued, Subscribed & Paid-up Share Capital prior to the Issue <sup>(1)</sup> 32,22,584 Equity Shares having Face Value of ₹10/- each	322.26	-
C	Present Offer in terms of this Draft Prospectus <sup>(2)</sup> 10,80,000 Equity Shares having Face Value of ₹ 10/-each at a Premium of ₹ 100 per share	108.00	1188.00
	<b>Consisting of:</b>		
	Fresh Offer of 8,10,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 110 (including a Share premium of ₹ 100 per Equity Share) per share	81.00	891.00
	Offer for Sale of 2,70,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 110 (including a Share premium of ₹ 100 per Equity Share) per share	27.00	297.00
D	Reservation for Market Maker Portion 64,800 Equity Shares of ₹10/- each at a price of ₹ 110 per Equity Share reserved as Market Maker Portion	6.48	71.28
E	Net Offer to Public ^ Net Offer to Public of 10,15,200 Equity Shares of ₹ 10/- each at a price of ₹ 110 per Equity Share to the Public	101.52	1116.72
	<b>Of which:</b>		
	At least 5,07,600 Equity Shares aggregating ₹ 559.13 lakhs will be available for allocation to Retail Individual Investors	50.76	558.36
	Not more than 5,07,600 Equity Shares aggregating ₹ 559.13 lakhs will be available for allocation to other than the Retail Individual Investors (including Non- Institutional Investors and Qualified Institutional Buyers).	50.76	558.36
F	Issued, Subscribed and Paid-up Equity Share Capital after the Offer		
	40,32,584 Equity Shares of face value of ₹10/- each	403.26	
G	Securities Premium Account		
	Before the Offer (as on date of this Draft Prospectus)	0.24	
	After the Offer	810.24	

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

<sup>(2)</sup> This Initial Public Offer has been authorized pursuant to a resolution of our Board of Directors dated 16<sup>th</sup> August, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members of the company held on 24<sup>th</sup> October, 2024.

### Classes of Shares:

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

#### NOTES TO THE CAPITAL STRUCTURE

The present Public Offer of upto 10,80,000 Equity Shares comprising of Fresh Offer of 8,10,000 Equity shares and an offer for sale by the Selling Shareholder of upto 2,70,000 equity shares have been authorized by the Board of Directors of our Company at its meeting held on 16<sup>th</sup> August, 2024 and was approved by the Shareholders of the Company by Special Resolution at the Extra Ordinary General Meeting held on 24<sup>th</sup> October, 2024 as per the provisions of Section 62(1)(c) of the Companies Act, 2013. The selling shareholder in Offer for Sale have given their consents to participate in the offer vide their offer letters dated 2<sup>nd</sup> December, 2024.

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

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	2,50,000	10/-	25.00	-	N.A.
2.	Increase in Authorized Share Capital from ₹ 25.00 Lakhs to ₹ 100.00 Lakhs	10,00,000	10/-	100.00	January 30, 2023	EGM
3.	Increase in Authorized Share Capital from ₹ 100.00 Lakhs to ₹ 500.00 Lakhs	50,00,000	10/-	500.00	August 25, 2023	EGM

#### 2. Equity Share Capital History of our Company:

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

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value (₹)	Offer Price (including Premium) (₹)	Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Securities Premium (₹)	Cumulative Paid-Up Capital (₹)
Upon Incorporation	10,000	10	10	Cash	Subscription to MOA <sup>(i)</sup>	10,000	Nil	1,00,000
September 30, 2003	1,40,000	10	10	Cash	Private Placement <sup>(ii)</sup>	1,50,000	Nil	15,00,000
February 01, 2010	25,000	10	10	Cash	Right Issue <sup>(iii)</sup>	1,75,000	190	17,50,000
February 15, 2023	5,25,000	10	Nil	Other than Cash	Bonus Issue <sup>(iv)</sup>	7,00,000	Nil	70,00,000
March 31, 2023	1,05,646	10	10	Cash	Right Issue <sup>(v)</sup>	8,05,646	229	80,56,460
September 30, 2023	24,16,938	10	Nil	Other than Cash	Bonus Issue <sup>(vi)</sup>	32,22,584	Nil	3,22,25,840

All the above-mentioned shares are fully paid up since the date of allotment.

i) Initial Subscribers to the Memorandum of Association subscribed 10,000 Equity Shares of Face Value of ₹10/- each, details of which are given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Avtar Singh Bawa	5,000



2.	Ajit Singh Bawa	5,000
	<b>Total</b>	<b>10,000</b>

ii) Private Placement of 1,40,000 Equity Shares of Face Value of ₹ 10/- each allotted on September 30, 2003.

Sr. No.	Name of Allottees	Number of Shares
1.	Avtar Singh Bawa	60,000
2.	Ajit Singh Bawa	40,000
3.	Amarjeet Kaur Bawa	20,000
4.	Gurpreet Kaur Bawa	20,000
	<b>Total</b>	<b>1,40,000</b>

iii) Right Issue of 25,000 Equity Shares of Face Value of ₹ 10/- each allotted on February 01, 2010 in the ratio of 1:6 and the Rights entitlement were renounced by the existing shareholders in favour of following persons.

Sr. No.	Name of Allottees	Number of Shares
1.	Ambey Suppliers Private Limited	10,000
2.	P Seven General Finance Private Limited	15,000
	<b>Total</b>	<b>25,000</b>

iv) Bonus issue of 5,25,000 Equity Shares of Face Value of ₹ 10/- each in the ratio of 3:1 i.e., Three (3) Bonus Equity Shares for every One (1) Equity Shares held by shareholders and allotted on February 15, 2023.

Sr. No.	Name of Allottees	Number of Shares
1.	Ajit Singh Bawa	3,30,000
2.	Gurpreet Kaur Bawa	1,20,000
3.	Bawa Resins Private Limited	75,000
	<b>Total</b>	<b>5,25,000</b>

v) Rights Issue of 1,05,646 Equity Shares of Face Value of ₹ 10/- each at a premium of ₹229/- per share allotted on March 31, 2023 in the ratio of 1:6.

Sr. No.	Name of Allottees	Number of Shares
1.	Mandeep Singh	32,635
2.	Neha Kaur	12,133
3.	Meenakshi Sharma	6,276
4.	Gemini Holdings	54,602
	<b>Total</b>	<b>1,05,646</b>

vi) Bonus issue of 24,16,938 Equity Shares of Face Value of ₹ 10/- each in the ratio of 3:1 i.e., Three (3) Bonus Equity Shares for every One (1) Equity Shares held by shareholders allotted on September 30, 2023.

Sr. No.	Name of Allottees	Number of Shares
1.	Ajit Singh Bawa	6,85,374
2.	Gurpreet Kaur Bawa	83,736
3.	Mandeep Singh	3,28,239
4.	Neha Kaur	3,26,985
5.	Meenakshi Sharma	4,31,931



6.	Harvind Singh Bawa	3,000
7.	Akriti Kaur Bawa	3,000
8.	Gurveen Kaur Bawa	3,000
9.	Urmila Rani	26,361
10.	Gemini Holdings	2,25,312
11.	Bawa Resins Private Limited	3,00,000
	<b>Total</b>	<b>24,16,938</b>

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

Except as set out below we have not issued Equity Shares for consideration other than cash:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
February 15, 2023	5,25,000	10.00	Nil	Bonus Issue in the ratio of 3:1	Capitalization of Reserves & Surplus	Ajit Singh Bawa	3,30,000
						Gurpreet Kaur Bawa	1,20,000
						Bawa Resins Private Limited	75,000
						<b>Total</b>	<b>5,25,000</b>
September 30, 2023	24,16,938	10.00	Nil	Bonus Issue in the ratio of 3:1	Capitalization of Reserves & Surplus	Ajit Singh Bawa	6,85,374
						Gurpreet Kaur Bawa	83,736
						Mandeep Singh	3,28,239
						Neha Kaur	3,26,985
						Meenakshi Sharma	4,31,931
						Harvind Singh Bawa	3,000
						Akriti Kaur Bawa	3,000
						Gurveen Kaur Bawa	3,000
						Urmila Rani	26,361
						Gemini Holdings	2,25,312
						Bawa Resins Private Limited	3,00,000
						<b>Total</b>	<b>24,16,938</b>

- Our Company has not allotted any Equity Shares pursuant to any scheme approved under Section 391 – 394 of the Companies Act, 1956 and Section 230 – 234 of the Companies Act, 2013.
- Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed Offer. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2021.
- Except for Bonus Issues made on February 15, 2023 and September 30, 2023, our Company has not issued Equity shares at price below the Issue price within the last one year from the date of the Draft Prospectus. (refer point no. 4 above for allottees list)

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

**8. Shareholding Pattern of the Company**

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

**I - Our Shareholding Pattern:**

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Sr. No.	Category of shareholder	Nos. of shareholders	No. of fully paid-up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible	Shareholdings as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
								No of Voting Rights						Total as a % of (A+B+C)	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (b)
								Class Equity Shares of ₹10/- each^	Class eg: y	Total	Total as a % of (A+B+C)								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII		XIII		XIV	
A	Promoter & Promoter Group	9	26,50,264	-	-	26,50,264	82.24	26,50,264	-	26,50,264	82.24	-	26,50,264	-	-	-	-	26,50,264	
B	Public	13	5,72,320	-	-	5,72,320	17.76	5,72,320	-	5,72,320	17.76	-	5,72,320	-	-	-	-	5,72,320	
C	Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C2	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Total</b>	<b>22</b>	<b>32,22,584</b>	<b>-</b>	<b>-</b>	<b>32,22,584</b>	<b>100</b>	<b>32,22,584</b>	<b>-</b>	<b>32,22,584</b>	<b>100</b>	<b>-</b>	<b>32,22,584</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>32,22,584</b>	

**Notes-**

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

**9. List of Shareholders of the Company holding 1% or more of the paid-up Share Capital of the Company:**

- a) As on the date of filing of this Draft Prospectus:

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Issue paid up Share Capital
1.	Ajit Singh Bawa	9,13,832	28.36
2.	Gurpreet Kaur Bawa	1,11,648	3.46
3.	Bawa Resins Private Limited	4,00,000	12.41
4.	Meenakshi Sharma	5,75,908	17.87
5.	Mandeep Singh	3,17,910	9.87
6.	Neha Kaur	3,18,966	9.90
7.	Gemini Holdings	2,70,103	8.38
8.	Urmila Rani	1,33,655	4.15
	<b>Total</b>	<b>30,42,022</b>	<b>94.40</b>

- b) Ten days prior to the date of filing of this Draft Prospectus:

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Issue paid up Share Capital
1.	Ajit Singh Bawa	9,13,832	28.36
2.	Gurpreet Kaur Bawa	1,11,648	3.46
3.	Bawa Resins Private Limited	4,00,000	12.41
4.	Meenakshi Sharma	5,75,908	17.87
5.	Mandeep Singh	3,17,910	9.87
6.	Neha Kaur	3,18,966	9.90
7.	Gemini Holdings	2,70,103	8.38
8.	Urmila Rani	1,33,655	4.15
	<b>Total</b>	<b>30,42,022</b>	<b>94.40</b>

- c) One Year prior to the date of filing of this Draft Prospectus:

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Issue paid up Share Capital
1.	Ajit Singh Bawa	9,13,832	28.36
2.	Gurpreet Kaur Bawa	1,11,648	3.46
3.	Bawa Resins Private Limited	4,00,000	12.41
4.	Meenakshi Sharma	5,75,908	17.87
5.	Mandeep Singh	4,37,652	13.58
6.	Neha Kaur	4,35,980	13.53
7.	Gemini Holdings	3,00,416	9.32

8.	Urmila Rani	35,148	1.09
	<b>Total</b>	<b>32,22,584</b>	<b>99.63</b>

d) Two Years prior to the date of filing of this Draft Prospectus:

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Issue paid up Share Capital
1.	Ajit Singh Bawa	1,10,000	63.00
2.	Gurpreet Kaur Bawa	40,000	23.00
3.	Bawa Resins Private Limited	25,000	14.00
	<b>Total</b>	<b>1,75,000</b>	<b>100.00</b>

**10. Our Company has not made any Initial Public Offer of specified securities in the preceding two years.**

11. 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 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 offer, by way of split/ consolidation of the denomination of Equity Shares. However, our Company may further issue Equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

**12. Capital Build-up in respect of Shareholding of our Promoters**

As on the date of this Draft Prospectus, Our Promoter Ajit Singh Bawa holds 9,13,832 Equity Shares, Meenakshi Sharma holds 5,75,908 Equity Shares and Mandeep Singh 3,17,910 Equity Shares of our Company. None of the Equity Shares held by our Promoter are subject to any pledge.

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

Date of Allotment and made fully paid up/ Transfer	Nature of transaction	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding % on the basis of pre issue capital	Post-Issue Shareholding % on the basis of post issue capital
<b>Ajit Singh Bawa</b>								
May 14, 2002	-	5000	10	10	Cash	Subscriber to MOA	0.16	0.12
September 30, 2003	-	40000	10	10	Cash	Private Placement	1.24	0.99
March 15, 2021	Transfer from Avtar Singh Bawa	65000	10	Nil	Gift	Share Transfer	2.02	1.61
February 15, 2023	-	330000	10	Nil	Other than Cash	Bonus Issue	10.24	8.18
March 31, 2023	Transfer to Gemini Holdings	(15481)	10	239	Cash	Share Transfer	(0.48)	(0.38)

	Transfer to Mandeep Singh	(25523)	10	239	Cash	Share Transfer	(0.79)	(0.63)
	Transfer to Meenakshi Sharma	(15900)	10	239	Cash	Share Transfer	(0.49)	(0.39)
August 31, 2023	Transfer to Akriti Kaur Bawa	(500)	10	239	Cash	Share Transfer	(0.02)	(0.01)
	Transfer to Gurveen Kaur Bawa	(500)	10	239	Cash	Share Transfer	(0.02)	(0.01)
	Transfer to Harvind Singh Bawa	(500)	10	239	Cash	Share Transfer	(0.02)	(0.01)
	Transfer to Mandeep Singh	(20711)	10	239	Cash	Share Transfer	(0.64)	(0.51)
	Transfer to Meenakshi Sharma	(66736)	10	239	Cash	Share Transfer	(2.07)	(1.65)
	Transfer to Neha Kaur	(56904)	10	239	Cash	Share Transfer	(1.76)	(1.41)
	Transfer to Urmila Rani	(8787)	10	239	Cash	Share Transfer	(0.27)	(0.22)
September 30, 2023	-	6,85,374	10	Nil	Other than Cash	Bonus Issue	21.27	17.00
<b>Total (A)</b>		<b>9,13,832</b>					<b>28.36</b>	<b>22.66</b>
<b>Meenakshi Sharma</b>								
March 31, 2023		6,276	10	239	Cash	Right Issue	0.19	0.16
March 31, 2023	Transfer from Ajit Singh Bawa	15,900	10	239	Cash	Share Transfer	0.49	0.39
	Transfer from Gurpreet	7,531	10	239	Cash	Share Transfer	0.23	0.19

	Kaur Bawa							
August 31, 2023	Transfer from Ajit Singh Bawa	66,736	10	239	Cash	Share Transfer	2.07	1.65
	Transfer from Gurpreet Kaur Bawa	47,534	10	239	Cash	Share Transfer	1.48	1.18
September 30, 2023	-	4,31,931	10	Nil	Other than Cash	Bonus Issue	13.40	10.71
<b>Total (B)</b>		<b>5,75,908</b>					<b>17.87</b>	<b>14.28</b>
<b>Mandeep Singh</b>								
March 31, 2023		32635	10	239	Cash	Right Issue	1.01	0.81
March 31, 2023	Transfer from Ajit Singh Bawa	25523	10	239	Cash	Share Transfer	0.79	0.63
	Transfer from Gurpreet Kaur Bawa	7113	10	239	Cash	Share Transfer	0.22	0.18
August 31, 2023	Transfer from Ajit Singh Bawa	20711	10	239	Cash	Share Transfer	0.64	0.51
	Transfer from Gurpreet Kaur Bawa	23431	10	239	Cash	Share Transfer	0.73	0.58
September 30, 2023	-	328239	10	Nil	Other than Cash	Bonus Issue	10.19	8.14
December 31, 2023	Transfer to Gemini Holdings	(67674)	10	100	Cash	Share Transfer	(2.09)	(1.68)
	Transfer to Neeta Chopra	(6896)	10	145	Cash	Share Transfer	(0.21)	(0.17)
	Transfer to Ascentia Consulting CO LLP	(17932)	10	145	Cash	Share Transfer	(0.56)	(0.44)

	Transfer to Amritpal Singh HUF	(15172)	10	145	Cash	Share Transfer	(0.47)	(0.38)
	Transfer to Harpreet Singh HUF	(12068)	10	145	Cash	Share Transfer	(0.37)	(0.30)
<b>Total (C)</b>		<b>3,17,910</b>					<b>9.87</b>	<b>7.88</b>

Note: None of the Shares has been pledged by our Promoter.

(i) Details of Acquisition of 65,000 shares by Ajit Singh Bawa by way of transfer:

Date of Transfer	Name of Transferor	No. of Shares Transferred
March 15, 2021	Avtar Singh Bawa	65,000
	<b>Total</b>	<b>65,000</b>

(ii) Details of disposal of 56,904 shares by Ajit Singh Bawa by way of transfer:

Date of Transfer	Name of Transferee	No. of Shares Transferred
March 31, 2023	Gemini Holdings	15,481
	Mandeep Singh	25,523
	Meenakshi Sharma	15,900
	<b>Total</b>	<b>56,904</b>

(iii) Details of disposal of 1,54,638 shares by Ajit Singh Bawa by way of transfer:

Date of Transfer	Name of Transferee	No. of Shares Transferred
August 31, 2023	Akriti Kaur Bawa	500
	Gurveen Kaur Bawa	500
	Harvind Singh Bawa	500
	Mandeep Singh	20,711
	Meenakshi Sharma	66,736
	Neha Kaur	56,904
	Urmila Rani	8,787
	<b>Total</b>	<b>1,54,638</b>

(iv) Details of Acquisition of 23,431 shares by Meenakshi Sharma by way of transfer:

Date of Transfer	Name of Transferor	No. of Shares Transferred
March 31, 2023	Gurpreet Kaur Bawa	7531
	Ajit Singh Bawa	15900
	<b>Total</b>	<b>23,431</b>

(vi) Details of Acquisition of 1,14,270 shares by Meenakshi Sharma by way of transfer:

Date of Transfer	Name of Transferor	No. of Shares Transferred
August 31, 2023	Gurpreet Kaur Bawa	47,534
	Ajit Singh Bawa	66,736
	<b>Total</b>	<b>1,14,270</b>



(vii) Details of Acquisition of 32,636 shares by Mandeep Singh by way of transfer:

Date of Transfer	Name of Transferor	No. of Shares Transferred
March 31, 2023	Gurpreet Kaur Bawa	7,113
	Ajit Singh Bawa	25,523
	<b>Total</b>	<b>32,636</b>

(viii) Details of Acquisition of 44,142 shares by Mandeep Singh by way of transfer:

Date of Transfer	Name of Transferor	No. of Shares Transferred
August 31, 2023	Gurpreet Kaur Bawa	23,431
	Ajit Singh Bawa	20,711
	<b>Total</b>	<b>44,142</b>

(ix) Details of disposal of 1,19,742 shares by Mandeep Singh by way of transfer:

Date of Transfer	Name of Transferee	No. of Shares Transferred
December 31, 2023	Gemini Holdings	67,674
	Neeta Chopra	6,896
	Ascentia Consulting CO LLP	17,932
	Amritpal Singh HUF	15,172
	Harpreet Singh HUF	12,068
	<b>Total</b>	<b>1,19,742</b>

13. The average cost of acquisition of or subscription of shares by our Promoters is set forth in the table below:

Sr. No.	Name of the Promoter	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Ajit Singh Bawa	9,13,832	0.49
2.	Meenakshi Sharma	5,75,908	59.75
3.	Mandeep Singh	3,17,910	59.75

#### 14. Shareholding of Promoters & Promoter Group

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

Sr. No.	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
<b>Promoter</b>					
1.	Ajit Singh Bawa	9,13,832	28.36	9,13,832	22.66
2.	Meenakshi Sharma	5,75,908	17.87	5,75,908	<b>14.28</b>
3.	Mandeep Singh	3,17,910	9.87	3,17,910	<b>7.88</b>
	<b>Sub Total (A)</b>	<b>18,07,650</b>	<b>56.09</b>	<b>18,07,650</b>	<b>44.82</b>
<b>Promoter Group</b>					
1.	Gurpreet Kaur Bawa	1,11,648	3.46	1,11,648	2.77
2.	Harvind Singh Bawa	4,000	0.12	4,000	0.10
3.	Gurveen Kaur Bawa	4,000	0.12	4,000	0.10

4.	Bawa Resins Private Limited	4,00,000	12.41	4,00,000	9.92
5.	Neha Kaur	3,18,966	9.90	3,18,966	7.91
	<b>Sub Total (B)</b>	<b>8,38,614</b>	<b>26.02</b>	<b>8,38,614</b>	<b>20.90</b>
	<b>Grand Total (A+B)</b>	<b>26,46,264</b>	<b>82.12</b>	<b>26,46,264</b>	<b>65.72</b>

15. No Equity Shares were acquired/ purchased/ sold by the Promoter and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Draft Prospectus.

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

#### 17. Details of Promoters' Contribution Locked-in for Three Years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 22.66% of the post issue capital held by our Promoter shall be considered as Promoter's Contribution ("Promoters' Contribution") and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Offer. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Draft Prospectus, our Promoters hold 18,07,650 Equity Shares constituting 56.09% of the present Issued, subscribed and paid-up Equity Share Capital of our Company.

Our Promoter, Ajit Singh Bawa, has given his written consents to include 9,13,832 Equity Shares held by them and subscribed by them as part of Promoters' Contribution constituting 22.66% of the post issue Equity Shares of our Company. Further, he has agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters' contribution, for a period of three years from the date of allotment in the Offer.

Date of Allotment/ Transfer and made fully Paid Up	No. of Equity Shares locked-in*	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of transaction	Post-Issue Shareholding %	Date upto which Equity Shares are subject to Lock-in
<b>Ajit Singh Bawa</b>						
May 14, 2002	5000	10	10	Subscriber to MOA	0.12	3 Years
September 30, 2003	40000	10	10	Private Placement	0.99	3 Years
March 15, 2021	65000	10	Nil	Share Transfer from Avtar Singh Bawa	1.61	3 Years
February 15, 2023	330000	10	Nil	Bonus Issue	8.18	3 Years
March 31, 2023	(15481)	10	239	Share Transfer	(0.38)	-
	(25523)	10	239	Share Transfer	(0.63)	-
	(15900)	10	239	Share Transfer	(0.39)	-
August 31, 2023	(500)	10	239	Share Transfer	(0.01)	-
	(500)	10	239	Share Transfer	(0.01)	-

	(500)	10	239	Share Transfer	(0.01)	-
	(20711)	10	239	Share Transfer	(0.51)	-
	(66736)	10	239	Share Transfer	(1.65)	-
	(56904)	10	239	Share Transfer	(1.41)	-
	(8787)	10	239	Share Transfer	(0.22)	-
September 30, 2023	6,85,374	10	Nil	Bonus Issue	17.00	3 Years
<b>Total (A)</b>	<b>9,13,832</b>				<b>22.66</b>	
<b>Meenakshi Sharma</b>						
March 31, 2023	6,276	10	239	Right Issue	0.16	1 Year
March 31, 2023	15,900	10	239	Transfer from Ajit Singh Bawa	0.39	1 Year
	7,531	10	239	Transfer from Gurpreet Kaur Bawa	0.19	1 Year
August 31, 2023	66,736	10	239	Transfer from Ajit Singh Bawa	1.65	1 Year
	47,534	10	239	Transfer from Gurpreet Kaur Bawa	1.18	1 Year
September 30, 2023	4,31,931	10	Nil	Bonus Issue	10.71	1 Year
<b>Total</b>	<b>575908</b>	<b>10</b>			<b>14.28</b>	
<b>Mandeep Singh</b>						
March 31, 2023	32635	10	239	Right Issue	0.81	1 Year
March 31, 2023	25523	10	239	Transfer from Ajit Singh Bawa	0.63	1 Year
	7113	10	239	Transfer from Gurpreet Kaur Bawa	0.18	1 Year
August 31, 2023	20711	10	239	Transfer from Ajit Singh Bawa	0.51	1 Year
	23431	10	239	Transfer from Gurpreet Kaur Bawa	0.58	1 Year
September 30, 2023	328239	10	Nil	Bonus Issue	8.14	1 Year

December 31, 2023	(67674)	10	100	Transfer to Gemini Holdings	(1.68)	1 Year
	(6896)	10	145	Transfer to Neeta Chopra	(0.17)	1 Year
	(17932)	10	145	Transfer to Ascentia Consulting CO LLP	(0.44)	1 Year
	(15172)	10	145	Transfer to Amritpal Singh HUF	(0.38)	1 Year
	(12068)	10	145	Transfer to Harpreet Singh HUF	(0.30)	1 Year
<b>Total (C)</b>	<b>3,17,910</b>	<b>10</b>			<b>7.88</b>	

\*Assuming full subscription to the Issue.

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

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

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

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

237(1)I	Specified securities allotted to promoter during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoter of the issuer and there is no change in the management: Provided that specified securities, allotted to promoter against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.
237(1)(d)	Specified securities pledged with any creditor.	Our Promoter has not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.

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

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters' contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 893818 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

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

Other requirements in respect of lock-in:

- a) In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoter, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoters' contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Offer.
  - b) In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoter prior to the Offer may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
  - c) Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoter and locked-in as per regulation 238 may be transferred to other promoter or any person of the promoter's group or a new promoter or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
18. Neither, we nor our Promoter, Directors and the LM to this Issue have entered into any buyback and/ or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person.
  19. As on the date of this Draft Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire Offer price in respect of the Offer is payable on application, all the successful applicants will be allotted fully paid-up Equity shares.
  20. The LM i.e., Sobhagya Capital Options Private Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Prospectus.
  21. As on the date of this Draft Prospectus, we do not have any Employees Stock Option Scheme/ Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock

Option Scheme/ Employee Stock Purchase Plan from the proposed Offer. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

22. We have 22 (Twenty-two) shareholders as on the date of filing of this Draft Prospectus.
23. As on the date of filing of this Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoter or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.
24. Our Company has not raised any bridge loan against the proceeds of the Issue.
25. As on the date of this Draft Prospectus, none of the shares held by our Promoter/ Promoter Group are subject to any pledge.
26. We hereby confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Offer.
27. An over-subscription to the extent of 1% of the Offer, subject to the maximum post issue paid up capital of ₹ [●] Cr., can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Offer. Consequently, the actual allotment may go up by a maximum of 1% of the 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 Promoter and subject to 3-year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
28. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
29. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
30. There are no Equity Shares against which depository receipts have been issued.
31. Other than the Equity Shares, there is no other class of securities issued by our Company.
32. There are no safety net arrangements for this public Offer.
33. As per RBI regulations, OCBs are not allowed to participate in this Offer.
34. Our Promoter and Promoter Group will not participate in this Offer.
35. This Offer is being made through Fixed Price Issue.
36. Our Company has not made any public issue or preferential allotment of any kind or class of securities since its incorporation.
37. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Offer is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
38. No person connected with the Offer shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

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

**SECTION VII – PARTICULARS OF THE OFFER**  
**OBJECTS OF THE OFFER**

The Offer comprises of a Fresh Issue of 8,10,000 Equity Shares and the Offer for Sale of 2,70,000 Equity Shares, aggregating up to ₹ [●] lakhs at an Offer Price of ₹ [●] per Equity Share by our Company. For further details, see “The Offer” beginning on page 47

**The Offer for Sale**

The proceeds from the Offer for Sale shall be received by the Selling Shareholders. Our Company will not receive any proceeds from the Offer for Sale. The Selling Shareholders will be entitled to its respective portion of the proceeds of the Offer for Sale, after deducting its respective portion of the Offer related expenses and relevant taxes thereon. For details of the Selling Shareholders, see the Cover Page of this Draft Prospectus.

**Fresh Offer**

The Fresh Offer includes a public Offer of 8,10,000 Equity Shares of our Company at an Offer Price of ₹ 110 per Equity Share. The Net Proceeds from the Offer are proposed to be utilized by our Company for the following objects:

- 1) For Setting up of New Unit at Asoda, for manufacture of Resins;
- 2) To meet the working capital requirement of Company;
- 3) Investment in our wholly owned subsidiary, Croda Pigments (P) Limited for capital expenditure and working capital requirements; and
- 4) General corporate purposes.

(Collectively, referred to herein as the “Objects”).

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of BSE Limited. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

The main objects clause and the objects incidental and ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake our existing business activities; and to undertake the proposed activities for which the funds are being raised by us in the Fresh Issue.

**Net Proceeds**

The details of the Offer proceeds are summarized below:

Particulars	Amount (₹ In Lakhs)
Gross Proceeds from the Fresh Issue	751.99
Less: Offer related expenses in relation to Fresh Issue (only those apportioned to our Company)*	[●]
<b>Net Proceeds of the Issue (Net Proceeds)</b>	<b>[●]</b>

*\*The total Offer Expenses are estimated at ₹ [●] lakhs out of which ₹ [●] lakhs shall be borne by our Company and ₹ [●] lakhs shall be borne by the Selling Shareholder.*

**Utilization of Funds and Means of Finance:**

The proposed utilization of net proceeds is set forth below:

Sr. No.	Objects of the Offer	Amount Proposed to be Utilized from the Net Proceeds (₹ In Lakhs)
1	For Setting up of New Unit at Asoda, for manufacture of Resins	152.52

Sr. No.	Objects of the Offer	Amount Proposed to be Utilized from the Net Proceeds (₹ In Lakhs)
2	To meet the working capital requirement of Company.	280.50
3	Investment in our wholly owned subsidiary, Croda Pigments (P) Limited for capital expenditure and working capital requirements.	318.97
4	General Corporate Purpose	[•]
5	Issue Expenses	[•]
	<b>Total</b>	[•]

We propose to meet the above fund requirement from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under Regulation 230 (1)(e) of the SEBI (ICDR) Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Offer or through existing identifiable internal accruals.

### Requirement of Funds and Means of Finance

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and management estimates and have not been appraised by any bank, financial institution or any other external agency. Given the dynamic nature of our business, we may have to revise our business plan from time to time and consequently our funding requirements and deployment on account of variety of factors such as our financial condition, business and strategy, including external factors such as market conditions, competitive environment, costs of raw materials, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

In case of variations in the actual utilisation of funds earmarked for the purpose set forth above or shortfall in the Net Proceeds, increased fund requirement may be financed by our internal accruals and/ or debt, as required. If the actual utilisation towards the said Object is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the gross proceeds from the Offer.

### Deployment of Funds in the Objects

#### 1. For Setting up of New Unit at Asoda for manufacture of Resins

##### A. Purchase of Machinery and Equipment's

Sr. No.	Equipment Type & Description	Name of Supplier & Brandi	Total Qty.	Date of Quotation	Validity of quotation	Rate	Amount (In ₹)
1.	Reaction Vessel Cap. 6 KL	Magic Technology (GST No. 06DUTPK2 017P122)	1	24.05.2024	One Year	Basic: ₹ 17,10,000/- GST @18%: ₹ 3,07,800/- Total Cost Per Unit including GST: Rs 20,17,800/-	20,17,800
2	Condenser	Magic Technology (GST No. 06DUTPK2 017P122)	1	24.05.2024	One Year	Basic: ₹ 1,45,000/- -	



						GST @18%: ₹ 26,100/- Total Cost Per Unit including GST: Rs 1,71,100/-	1,71,100
3	Receiver	Magic Technology (GST No. 06DUTPK2 017P122)	1	24.05.2024	One Year	Basic: ₹ 1,10,000/- GST @18%: ₹ 19,800/- Total Cost Per Unit including GST: Rs 1,29,800/-	1,29,800
4	Hollow Column	Magic Technology (GST No. 06DUTPK2 017P122)	1	24.05.2024	One Year	Basic: ₹ 45,000/- GST @18%: ₹ 8,100/- Total Cost Per Unit including GST: Rs 53,100/-	53,100
5	Tube Column	Magic Technology (GST No. 06DUTPK2 017P122)	1	24.05.2024	One Year	Basic: ₹ 90,000/- GST @18%: ₹ 16,200/- Total Cost Per Unit including GST: Rs 1,06,200/-	1,06,200
6	Recovery Vessel	Magic Technology (GST No. 06DUTPK2 017P122)	1	24.05.2024	One Year	Basic: ₹ 11,50,000/- GST @18%: ₹ 2,07,000/- Total Cost Per Unit including GST: Rs 13,57,000/-	13,57,000
<b>TOTAL COST INCLUDING GST (A)</b>							<b>38,35,000</b>

Sr. No.	Equipment Type & Description	Name of Supplier & Brand	Total Qty.	Date of Quotation	Validity of quotation	Rate	Amount (In ₹)
1.	Reaction Vessel Cap. 10KL	Magic Technology (GST No. 06DUTPK2 017P1Z2)	1	24.05.2024	One Year	Basic: ₹ 22,10,000/- GST @18%: ₹ 3,97,800/- Total Cost Per Unit including GST: Rs 26,07,800/-	26,07,800
2	Condenser	Magic Technology (GST No. 06DUTPK2 017P1Z2)	1	24.05.2024	One Year	Basic: ₹ 1,85,000/- GST @18%: ₹ 33,300/- Total Cost Per Unit including GST: Rs 2,18,300/-	2,18,300
3	Receiver	Magic Technology (GST No. 06DUTPK2 017P1Z2)	1	24.05.2024	One Year	Basic: ₹ 1,25,000/- GST @18%: ₹ 22,500/- Total Cost Per Unit including GST: Rs 1,47,500/-	1,47,500
4	Hollow Column	Magic Technology (GST No. 06DUTPK2 017P1Z2)	1	24.05.2024	One Year	Basic: ₹ 45,000/- GST @18%: ₹ 8,100/- Total Cost Per Unit including	53,100

						GST: Rs 53,100/-	
5	Tube Column	Magic Technology (GST No. 06DUTPK2 017P1Z2)	1	24.05.2024	One Year	Basic: ₹ 90,000/-  GST @18%: ₹ 16,200/-  Total Cost Per Unit including GST: Rs 1,06,200/-	1,06,200
6	Recovery Vessel	Magic Technology (GST No. 06DUTPK2 017P1Z2)	1	24.05.2024	One Year	Basic: ₹ 15,15,000/ -  GST @18%: ₹ 2,72,700/-  Total Cost Per Unit including GST: Rs 17,87,700/ -	17,87,700
<b>TOTAL COST INCLUDING GST (B)</b>							<b>49,20,600</b>

Sr. No.	Equipment Type & Description	Name of Supplier & Brand	Total Qty.	Date of Quotation	Validity of quotation	Rate	Amount (In ₹)
1.	Reaction Vessel Cap. 3KL	Magic Technology (GST No. 06DUTPK2 017P1Z2)	1	24.05.2024	One Year	Basic: ₹ 9,98,000/-  GST @18%: ₹ 1,79,640/-  Total Cost Per Unit including GST: Rs 11,77,640/ -	11,77,640
2	Condenser	Magic Technology (GST No. 06DUTPK2 017P1Z2)	1	24.05.2024	One Year	Basic: ₹ 85,000/-  GST @18%: ₹ 15,300/-  Total Cost Per Unit including	1,00,300

						GST: Rs 1,00,300/-	
3	Receiver	Magic Technology (GST No. 06DUTPK2 017P1Z2)	1	24.05.2024	One Year	Basic: ₹ 60,000/- GST @18%: ₹ 10,800/- Total Cost Per Unit including GST: Rs 70,800/-	70,800
4	Hollow Column	Magic Technology (GST No. 06DUTPK2 017P1Z2)	1	24.05.2024	One Year	Basic: ₹ 35,000/- GST @18%: ₹ 6,300/- Total Cost Per Unit including GST: Rs 41,300/-	41,300.00
5	Tube Column	Magic Technology (GST No. 06DUTPK2 017P1Z2)	1	24.05.2024	One Year	Basic: ₹ 55,000/- GST @18%: ₹ 9,900/- Total Cost Per Unit including GST: Rs 64,900/-	64,900
6	Recovery Vessel	Magic Technology (GST No. 06DUTPK2 017P1Z2)	1	24.05.2024	One Year	Basic: ₹ 6,95,000/- GST @18%: ₹ 1,25,100/- Total Cost Per Unit including GST: Rs 8,20,100/-	8,20,100
<b>TOTAL COST INCLUDING GST (C)</b>							<b>22,75,040</b>

Sr. No.	Equipment Type & Description	Name of Supplier & Brand	Total Qty.	Date of Quotation	Validity of quotation	Rate	Amount (In ₹)
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1	58.5 KVA Silent DG Sets CPCB-IV+	Sudhir Power Limited (GST No. 06AABCS6 697K1ZR)	1	29.08.2024		Basic: ₹ 7,28,000/ GST @18%: ₹ 1,31,040/- Total Cost Per Unit including GST: Rs 8,59,040/-	8,59,040
		<b>TOTAL COST INCLUDING GST (D)</b>					8,59,040
		<b>TOTAL COST (A+B+C+D)</b>					<b>1,18,89,680</b>

### Other Confirmations

All quotations/purchase order mentioned in this section are valid as on the date of this Draft Prospectus. However, we 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 equipment at the same costs. Further, for risk arising out of the Objects, please see “Risk Factors – Internal Risk Factors under “Risk Factors” starting at page no. 24 Risks associated with the Proposed Capital Expenditure. We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements. This includes part financing the cost of establishing the Proposed Capital Expenditure which may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties. There can be no assurance that we would be able to procure equipment at the estimated costs. If we engage someone other than the vendors from whom we have obtained quotations or if the quotations obtained expire, such vendor’s estimates and actual costs for the services may differ from the current estimates. Some of the quotations mentioned above do not include cost of freight, insurance, goods and services tax (wherever applicable) and other applicable taxes as these can be determined only at the time of placing of orders. Such additional costs shall be funded from the Net Proceeds allocated towards general corporate purposes or through contingencies, if required. In case of increase in the estimated costs, such additional costs shall be incurred from our internal accruals and/or debts. No second-hand or used equipment is proposed to be purchased out of the Net Proceeds.

None of the vendors from whom we have procured quotations are related or connected to our Company, Promoter, Subsidiaries, Directors, Key Managerial Personnel, Senior Management and Group Companies.

### B. Construction of Plant Foundation/Electrical/ Installation Cost at Amtech Esters Limited, Asoda Unit

S. No.	Nature of Work	Estimated Cost	GST	Total	Date of Quotation	Project Timeline
1	Plant Foundation & Electrical Set up for 10KL Reactor Vessel Plant at Asoda Unit.	8,00,000/-	1,44,000/-	9,44,000/-	02.12.2024	06.05.2025
2	Installation & Testing Cost for 10KL Reactor Vessel Plant at Asoda Unit.	2,50,000/-	45,000/-	2,95,000/-	02.12.2024	06.05.2025
3	Plant Foundation & Electrical Set up for 6KL Reactor	7,50,000/-	1,35,000/-	8,85,000/-	02.12.2024	06.05.2025

	Vessel Plant at Asoda Unit.					
4	Installation & Testing Cost for 6KL Reactor Vessel Plant at Asoda Unit.	2,00,000/-	36,000/-	2,36,000/-	02.12.2024	06.05.2025
5	Plant Foundation & Electrical Set up for 3KL Reactor Vessel Plant at Asoda Unit.	7,00,000/-	1,26,000/-	8,26,000/-	02.12.2024	06.05.2025
6	Installation & Testing Cost for 3KL Reactor Vessel Plant at Asoda Unit.	1,50,000/-	27,000/-	1,77,000/-	02.12.2024	06.05.2025
	<b>Total</b>	<b>28,50,000/-</b>	<b>5,13,000/-</b>	<b>33,63,000/-</b>		

Note:

- (1) The estimates have been taken from MECH India (Engineers & Fabricators of Industrial Process and Material Handling Equipment) having its office at Plot No. 19, Balaji Industrial Area, Bahadurgarh, Distt Jhajjar Haryana-124505 and GST No. 06AAAPL0441Q1ZQ.
- (2) The estimated cost of project is summarized with all expected expenditures based on certain reasonable assumptions.
- (3) The above estimate is based on prevailing market rates of material and labour of local region.
- (4) The above estimates are based on quotations which are valid as on date of this Draft Prospectus.
- (5) Subject to applicable taxes, to the extent not included in the estimated cost.

We have not entered into definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged. All quotations received from the vendors mentioned above are valid as on the date of this Draft Prospectus.

## 2. TO MEET THE WORKING CAPITAL REQUIREMENT

Our business is working capital intensive. We finance our working capital requirement from our internal accruals and short-term borrowings. Considering the existing and future growth, the working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach Rs 1,004.89 Lakhs for FY 2025-2026. We intend to meet our working capital requirements to the extent of ₹ 280.50 Lakhs from the Net Proceeds of this Offer and the balance will be met from the borrowings at an appropriate time as per the requirement.

Details of Actual and Estimation of Working Capital requirement are as follows:

(₹ In Lakhs)

Particulars	Actual 31-Mar-23	No. of Days	Actual 31-Mar-24	No. of Days	Projected 31-Mar-25	No. of Days	Projected 31-Mar-26	No. of Days
	Audited		Audited					
<b>Current Assets</b>								
Inventories	163.98	33.00	103.64	2100	247.81	30.00	334.55	30.00
Trade Receivables	333.28	55.00	382.58	63.00	619.53	75.00	836.37	75.00
Short Term Loans & Advance	107.7	-	91.13	-	247.81	30.00	334.55	30.00

Particulars	Actual 31-Mar-23	No. of Days	Actual 31-Mar-24	No. of Days	Projected 31-Mar-25	No. of Days	Projected 31-Mar-26	No. of Days
	Audited		Audited					
Current Assets and Deposits								
Cash & Bank Balances	4.81	1.00	177.86	36.00	101.60	15.00	137.16	15.00
Other Current Assets	480.62		1415		1,239.06	150.00	1,338.19	150.00
<b>Total Current Assets (A)</b>	<b>1090.39</b>		<b>2170.21</b>		<b>2,455.82</b>		<b>2,980.81</b>	
<b>Current Liabilities</b>								
Sundry Creditors	226.59	78.00	299.97	60.00	338.68	50.00	457.21	50.00
Short Term Provisions	18.53	4.00	42.98	87.00	67.74	10.00	91.44	10.00
Other Current Liabilities	43.38	9.00	392.74	79.00	101.60	15.00	137.16	15.00
Short Term Borrowings	40.43	8.00	408.65	82.00	541.88	80.00	640.10	70.00
<b>Total Current Liabilities (B)</b>	<b>328.93</b>	-	<b>1144.34</b>	-	<b>1,049.90</b>	-	<b>1,325.92</b>	-
<b>Working Capital Gap (A)-(B)</b>	<b>761.46</b>	-	<b>1025.87</b>	-	<b>1,405.92</b>	-	<b>1,654.89</b>	-
Less: Existing Bank Borrowings	40.43	-	408.65	-	541.88	-	650.00	-
<b>Net Working Capital Requirement</b>	<b>721.03</b>	-	<b>617.22</b>	-	<b>864.04</b>	-	<b>1,004.89</b>	-
<b>Funding Pattern</b>								
Working Capital Facilities from Banks & other	22.65	-	388.41	-	500.00	-	600.00	-

Particulars	Actual 31-Mar-23	No. of Days	Actual 31-Mar-24	No. of Days	Projected 31-Mar-25	No. of Days	Projected 31-Mar-26	No. of Days
	Audited		Audited					
Financial Institutions								
Internal Accruals / Owned Funds	698.38	-	228.81	-	83.54	-	404.89	-
Proposed Working Capital to be funded from IPO	0	-	0	-	280.50	-	0	-

As Certified by our Statutory Auditor, M/s Kansal Yogesh & Co., Chartered Accountants via its certificate dated 2<sup>nd</sup> December, 2024 (UDIN: 24521306BKADXE4064).

The working capital projections made by the Issuer Company are based on certain key assumptions and as approved by the Board via its resolution dated 30<sup>th</sup> November, 2024 are set out below:

Sr. No.	Particulars	Assumptions
<b>Current Assets</b>		
1	Revenues:	Our company is poised for significant growth as we plan to expand our business operations and increase our installed capacity. With this comprehensive expansion initiative, we anticipate a sales increase of approximately 35% for both fiscal years 2024-25 and 2025-26.
2	Inventories	To support the anticipated increase in revenue, it will be essential to maintain additional inventory levels. Based on our extensive experience in the industry, we estimate that starting in fiscal year 2024-25, it will be necessary to maintain inventory equivalent to 30 days of production or the cost of goods sold.
3	Trade receivables	The anticipated increase in revenue will lead to a corresponding adjustment in our trade receivables. Based on historical trends and our current estimates, we project that trade receivables will represent approximately 75 days of sales.
4	Short term Loans & Advances	With this level of comprehensive increase in revenues and other inputs, we anticipate to maintain approximately 30 days of sales as advances to suppliers to maintain an efficient operating cycle.
5	Other Current Assets	Cash and bank balances are estimated to be maintained at 15 days of purchase at the given level of production to sustain.
<b>Current Liabilities</b>		
6	Trade payables	Based on our estimates and historical reorder levels, we anticipate that creditors will represent approximately 50 days of purchases. This projection aligns with our strategy to maintain optimal supplier relationships while effectively managing cash flow.
7	Other current liabilities	We estimate that other current liabilities will amount to approximately 15 days of purchases. This estimate is consistent with our overall financial management strategy and reflects our commitment to maintaining a balanced approach to our short-term obligations.
8	Short Term Provisions	As per the past trends and our estimate an amount equal to 70 days of production will be required to maintain for short term borrowings.



### 3. INVESTMENT IN OUR WHOLLY OWNED SUBSIDIARY, CRODA PIGMENTS (P) LIMITED FOR CAPITAL EXPENDITURE

Investment in our wholly owned subsidiary company, Croda Pigments Private Limited (“CPPL”), through fresh equity infusion.

This investment aims to fuel the growth and development of the subsidiary by allocating funds towards setting up of new unit to manufacture Resins (“the Project”). The aforesaid production line shall be set up at manufacturing facility of CPPL located at Asoda.

**The Proposed Cost of the aforesaid Project is estimated as under:**

Particulars	Amount (₹ In lakhs)
Plant and Machinery including duties & taxes	123.13
Working Capital Requirements <sup>(1)</sup>	195.84
<b>TOTAL</b>	<b>318.97</b>

<sup>(1)</sup> Working Capital Requirement has been certified by the Statutory Auditor, i.e. M/s Kansal Yogesh & Co. dated 2<sup>nd</sup> December, 2024.

The aforesaid overall total cost of project is estimated to be at ₹ 318.97 lakhs, as certified by the Statutory Auditor of the Company Kansal Yogesh & Co. dated 2<sup>nd</sup> December, 2024., consisting of plant and machinery and meeting essential working capital requirements. By taking this strategic decision, the company will strengthen the operational capabilities of the subsidiary.

#### A. TENTATIVE COST BIFURCATION OF PLANT AND MACHINERY

Sr. No.	Equipment Type & Description	Name of Supplier & Brand	Total Qty.	Date of Quotation	Rate	Amount (In ₹)
1	TRIPLE ROLL MILL: With 20 HP- 3 phase - 50 cycles - 1440 RPM-TEFC electric motor - made of chilled iron hardened and ground rolls - arranged horizontally mounted on bearings with oil seal cups with machine made helical gears to drive the rolls with side Alloy Aluminum plates to streamline the flow of the material - whole mechanism totally enclosed - precision control for adjusting pressure on rolls - water cooling arrangement - V belt drive system - all gear self-lubricating system - S.S. Water. (15”*30” length)	Premier Engineering Works (GST No. 07AAAFP 7192A1ZG )	3	04.09.2024	11,75,000 per unit	35,25,000

2	<p>TRIPLE ROLL MILL: With 15 HP- 3 phase- 50 cycles - 1440 RPM-TEFC electric motor - made of chilled iron hardened and ground rolls - arranged horizontally mounted on bearings with oil seal cups with machine made helical gears to drive the rolls with side aluminum plates to streamline the flow of the material - whole mechanism totally enclosed - precision control for adjusting pressure on rolls - water cooling arrangement - V belt drive system - all gear self-lubricating system - S.S. Water Tank with Cover adjustable. (12’’*26’’ length)</p>	<p>Premier Engineering Works (GST No. 07AAAFP7 192A1ZG)</p>	5	04.09.2024	6,25,000 per unit	31,25,000
3	<p>TRIPLE ROLL MILL with 10 HP - 3 phase - 50 cycles - 1440 RPM -TEFC electric motor - made of chilled iron hardened and ground rolls - arranged horizontally mounted on bearings with oil seal cups with machine made helical gears to drive the rolls with side aluminum plates to streamline the flow of the material - whole mechanism totally enclosed - precision control for adjusting pressure on rolls - water cooling arrangement - V belt drive system - all gear self-lubricating system - S.S. Water Tank with Cover adjustable. (10’’*20’’ length)</p>	<p>Premier Engineering Works (GST No. 07AAAFP7 192A1ZG)</p>	4	04.09.2024	4,05,000 per unit	16,20,000

	Premier Triple Roll Mill with 10 HP – 3 Phase – 50 Cycles – 1440 RPM – TEFC Electric motor – made of chilled iron hardened and ground rolls – arranged horizontally mounted on bearings with oil seal cups with machine made helical gears to drive the rolls with side Alloy Aluminium Plates to streamline the flow of the material – whole mechanism totally enclosed – precision control for adjusting pressure on rolls – water cooling arrangement – V Belt drive system – all gear self lubricating system – S.S. Water Tank with cover adjustable scraper – roller dia. Complete in all respect. Size: - 10”X26” length.	Premier Engineering Works (GST No. 07AAAFP7192A1ZG)	2		4,45,000 per unit	8,90,000
<b>TOTAL</b>						<b>91,60,000</b>
<b>Add: GST@18%</b>						<b>16,48,800</b>
<b>TOTAL COST INCLUDING GST (A)</b>						<b>1,08,08,800</b>

Sr. No.	Equipment Type & Description	Name of Supplier & Brand	Total Qty.	Date of Quotation	Rate	Amount (In ₹)
1	58.5KVA Silent DG Sets CPCB-IV+	Sudhir Power Limited	1	29.08.2024	Basic: ₹ 10,75,000/- GST @18%: ₹ 1,93,500/- Total Cost Per Unit including GST: ₹ 12,68,500/-	12,68,500
<b>TOTAL COST INCLUDING GST (B)</b>						<b>12,68,500</b>
<b>TOTAL (A+B)</b>						<b>1,20,77,300</b>

**Construction of Plant Foundation/Electrical/ Installation Cost at Croda Pigments Private Limited, Asoda Unit**

S. No.	Nature of Work	Estimated Cost	GST	Total
1	Intallation and Testing Cost cost for 15’’*30’’ Premier Triple Roll Machines at Asoda Unit.	50,000/-	9,000/-	59,000/-
2	Intallation and Testing Cost cost for 10’’*26’’ Premier Triple Roll Machines at Asoda Unit.	50,000/-	9,000/-	59,000/-
3	Intallation and Testing Cost cost for 12’’*26’’ Premier Triple Roll Machines at Asoda Unit.	50,000/-	9,000/-	59,000/-
4	Intallation and Testing Cost cost for 10’’*20’’ Premier Triple Roll Machines at Asoda Unit.	50,000/-	9,000/-	59,000/-
	<b>Total</b>	<b>2,00,000/-</b>	<b>36,000/-</b>	<b>2,36,000/-</b>

**Note:** The estimates has been taken from MECH India (Engineers & Fabricators of Industrial Process and Material Handling Equipment) having its office at Plot No. 19, Balaji Industrial Area, Bahadurgarh, Distt Jhajjar Haryana-124505.

**B. TO MEET THE WORKING CAPITAL REQUIREMENT**

Our Subsidiary Company’s business is working capital intensive. CPPL finance its working capital requirement from its internal accruals and short – term borrowings. Considering the existing and future growth, the working capital needs of CPPL, as assessed based on the internal workings of our Company is expected to reach ₹ 439.46 Lakhs for FY 2025-2026. We intend to meet our working capital requirements to the extent of ₹ 195.84 Lakhs from the Net Proceeds of this Offer and the balance will be met from the borrowings at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement for its wholly owned subsidiary (i.e. Croda Pigments Private Limited) are as follows:

Particulars	Actual 31-Mar-23	No. of Days	Actual 31-Mar-24	No. of Days	Projected 31-Mar-25	No. of Days	Projected 31-Mar-26	No. of Days
	Audited		Audited					
<b>Current Assets</b>								
Inventories	0	-	161.42	135	210.38	90.00	252.46	90.00
Trade Receivables	0.17	-	95.08	61	233.76	75.00	280.51	75.00
Short Term Loans & Advances and Deposits	0.15	-	189.01	121	155.84	50.00	187.01	50.00
Cash & Bank Balances	0.07	-	199.4	167	70.13	30.00	84.15	30.00
Other Current Assets	0	-	0	-	-	-	-	-
<b>Total Current Assets (A)</b>	<b>0.39</b>	-	<b>644.91</b>		<b>670.10</b>		<b>804.13</b>	
<b>Current Liabilities</b>	-	-	-	-	-	-	-	-
Sundry Creditors	1.27	-	113.29	95	163.63	70.00	196.36	70.00
Short Term Provisions	0	-	18.25	15	35.06	15.00	42.08	15.00

Particulars	Actual 31-Mar-23	No. of Days	Actual 31-Mar-24	No. of Days	Projected 31-Mar- 25	No. of Days	Projected 31-Mar- 26	No. of Days
	Audited		Audited					
Other Current Liabilities	3.05	-	7.56	6	35.06	15.00	42.08	15.00
Short Term Borrowings	0	-	0	-	70.13	30.00	84.15	30.00
<b>Total Current Liabilities (B)</b>	<b>4.32</b>	-	<b>139.1</b>	-	<b>303.88</b>	-	<b>364.66</b>	-
<b>Working Capital Gap (A)-(B)</b>	<b>-3.93</b>	-	<b>505.81</b>	-	<b>366.22</b>	-	<b>439.46</b>	-
Less: Existing Bank Borrowings	0	-	0	-	-	-	-	-
<b>Net Working Capital Requirement</b>	<b>-3.93</b>	-	<b>505.81</b>	-	<b>366.22</b>	-	<b>439.46</b>	-
<b>Funding Pattern</b>								
Working Capital Facilities from Banks & other Financial Institutions	0	-	0	-	-	-	-	-
Internal Accruals / Owned Funds	-3.93	-	505.81	-	170.38	-	439.46	-
Proposed Working Capital to be funded from IPO	0	-	0	-	195.84	-	0	-

As Certified by our Statutory Auditor, M/s Kansal Yogesh & Co. dated 2<sup>nd</sup> December, 2024.

The working capital projections are based on certain key assumptions and are set out below:

Sr. No.	Particulars	Assumptions
<b>Current Assets</b>		
1	Revenues:	Our company is poised for significant growth as we plan to expand our business operations and increase our installed capacity. With this comprehensive expansion initiative, we anticipate a sales increase of approximately 100% for the fiscal year 2024-25 and 120% for the year 2025-26.
2	Inventories	To support the anticipated increase in revenue, it will be essential to maintain additional inventory levels. Based on our extensive experience in the industry, we estimate that starting in fiscal year 2024-25, it will be necessary to maintain inventory equivalent to 90 days of production or the cost of goods sold.

Sr. No.	Particulars	Assumptions
3	Trade receivables	The anticipated increase in revenue will lead to a corresponding adjustment in our trade receivables. Based on historical trends and our current estimates, we project that trade receivables will represent approximately 75 days of sales.
4	Short term Loans & Advances	With this level of comprehensive increase in revenues and other inputs, we anticipate to maintain approximately 50 days of sales as advances to suppliers to maintain an efficient operating cycle.
5	Other Current Assets	Cash and bank balances are estimated to be maintained at 30 days of cost of goods sold at the given level of production to sustain.
<b>Current Liabilities</b>		
6	Trade payable	Based on our estimates and historical reorder levels, we anticipate that creditors will represent approximately 70 days of cost of goods sold. This projection aligns with our strategy to maintain optimal supplier relationships while effectively managing cash flow.
7	Other current liabilities	We estimate that other current liabilities will amount to approximately 15 days of cost of goods sold. This estimate is consistent with our overall financial management strategy and reflects our commitment to maintaining a balanced approach to our short-term obligations.
8	Short Term Provisions	As per the past trends and our estimate an amount equal to 30 days of cost of goods sold will be required to maintain for short term borrowings.

#### 4. TO MEET THE EXPENSES OF THE OFFER

The total expenses of the Offer are estimated to be approximately ₹ [●] Lakhs which include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees.

The expenses of this Offer include, among others, listing fees, selling commission and brokerage, fees payable to the LM, fees payable to legal counsel, fees payable to the Registrar to the Offer, Escrow Collection Bank(s) and Sponsor Bank to the Offer, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising, marketing expenses and various certification/consulting fees to various legal consultants and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges. Our Company and the Selling Shareholder will share the costs and expenses (including all applicable taxes, except STT payable on the sale of Offered Shares) directly attributable to the Offer, excluding listing fees, audit fees of the Statutory Auditors, and expenses for corporate advertisements consistent with past practices of our Company (other than marketing and advertisements related to the Offer). These costs will be shared on a pro rata basis, based on the proportion of proceeds received from the Fresh Issue and the respective Offered Shares. Any expenses related to the Offer will initially be paid by our Company, and expenses paid on behalf of the Selling Shareholder will be reimbursed to our Company upon completion of the Offer, directly from the Public Offer Account, subject to applicable law. Offer expenses will be shared on a pro rata basis even if the Offer is not completed. In the event of withdrawal or failure of the Offer, all costs and expenses (including applicable taxes) related to the Offer will be borne by our Company and the Selling Shareholder in proportion to their respective shares of these costs and expenses.

The estimated Issue expenses are as follows:

(₹ In Lakhs)				
Sr. No.	Particulars	Estimated Expenses <sup>(1)</sup>	As a % of the total estimated Offer expenses	As a % of the total Offer size
1.	Payment to Merchant Banker, Payment to other intermediaries such as Legal Advisors, Market Maker, Registrars etc. and other out of pocket expenses, Brokerage and selling commission	[●]	[●]	[●]
2.	Advertising and marketing expenses	[●]	[●]	[●]

Sr. No.	Particulars	Estimated Expenses <sup>(1)</sup>	As a % of the total estimated Offer expenses	As a % of the total Offer size
3.	Printing & Stationery, Distribution, Postage	[●]	[●]	[●]
4.	Regulatory and other statutory expenses including Listing Fee	[●]	[●]	[●]
	<b>Total estimated Issue expenses</b>	[●]	[●]	[●]

<sup>(1)</sup> please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost. The amount deployed so far toward issue expenses shall be recouped out of the Offer proceeds.

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

Portion for Retail Individual Bidders	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Bidders	[●]% of the Amount Allotted (plus applicable taxes)

Further, bidding charges of ₹ [●]- (plus applicable goods and services tax) shall be per valid ASBA Form collected by the Syndicate, RTAs and CDPs (excluding applications made by Retail Individual Investors using the UPI Mechanism). The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges. No additional bidding charges shall be payable to SCSBs on the Bid cum Application Forms directly procured by them. Selling commission payable to the Registered Brokers on the portion for Retail Individual Investors and Non-Institutional Investors, which are directly procured by the Registered Brokers and submitted to SCSB for processing, shall be ₹ [●]-per valid Bid cum Application Form (plus applicable goods and services tax). In case the total processing charges payable exceeds ₹ [●] lakhs, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ [●] lakhs (Based on valid Bid cum Application Forms).

- <sup>(1)</sup> Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the Registered Brokers / RTAs / CDPs and submitted to the SCSB for blocking shall be ₹ 10/-per valid Bid cum Application Form (plus applicable taxes). In case the total processing charges payable exceeds ₹ [●] lakhs, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ [●] lakhs (Based on valid Bid cum Application Forms).
- <sup>(2)</sup> Processing fees for applications made by Retail Individual Investors using the UPI Mechanism would be as follows:

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement. 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). Accordingly, Syndicate / sub-Syndicate Member shall not be able to Bid the Application Form above ₹ 0.50 million and the same Bid cum Application Form need to be submitted to SCSB for blocking of the fund and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate / sub-Syndicate Member to SCSB a special Bid-cum-application form with a heading / watermark "Syndicate ASBA" may be used by Syndicate / sub-Syndicate Member along with SM code and broker code mentioned on the Bid-cum Application Form to be eligible for brokerage on allotment. However, such special forms, if used for Retail Individual Investor and Non Institutional Investor Bids up to ₹ 0.50 million will not be eligible for brokerage. The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 read with June 2021 Circular and March 2021 Circular.

### Bridge Financing Facilities

As of the date of this Draft Prospectus, our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds. However, depending on its business requirements, our Company may consider raising bridge financing facilities, pending receipt of the Net Proceeds.

### Appraisal by Appraising Agency

None of the objects for which the Net Proceeds from the Offer will be utilised have been appraised by any financial institutions/banks.

### **Interim Use of Funds**

Pending utilization for the purposes described above, we undertake to temporarily deposit the funds from the Net Proceeds only in the scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, for the necessary duration. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the equity shares of any other listed company.

### **Monitoring of Offer Proceeds**

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

### **Variation in Objects**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the Objects of the 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 and be published in accordance with the Companies Act 2013.

Pursuant to the Companies Act 2013, the Promoters or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the Objects of the Offer at the fair market value of the Equity Shares as on the date of the resolution of our Board recommending such variation in the terms of the contracts or the objects referred to in the Draft Prospectus, in accordance with such terms and conditions as may be specified on this behalf by SEBI.

### **Other Confirmations**

No part of the Net Proceeds of the Offer will be utilized by our Company as consideration to our Promoters, members of the Promoter Group, Directors, Group Entities, or key management personnel. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with Promoters, Directors, key management personnel, associates, or Group Entities in relation to the utilization of the Net Proceeds of the Offer.



## BASIS FOR OFFER PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the chapter titled “**Business Overview**” and its financial statements under the section titled “**Financial Information**” beginning on pages 24, 118 and 49 respectively including important profitability and return ratios, as set out in “**Note 36**” under the section titled Financial Information of the Company on page 209 to have a more informed view. The issue price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his/their investment.

### Qualitative Factors

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

- a) In-house Manufacturing capabilities;
- b) Wide Range of Products;

### Quantitative Factors (Based on Standalone Financial Statements)

1. **Basic & Diluted Earnings Per Share (EPS) (Face value of ₹ 10/- each), as adjusted for change in capital:**

As per Restated Financial Statement: -

Period	Basic and Diluted Consolidated (In ₹)	Weights
Period ended 31 <sup>st</sup> March, 2024	8.92	3
Period ended 31 <sup>st</sup> March, 2023	NA	2
Period ended 31 <sup>st</sup> March, 2022	NA	1
<b>Weighted Average</b>	<b>8.92</b>	
<b>Period ending 30<sup>th</sup> June, 2024</b>	2.05 <sup>#</sup>	

# Not Annualised

#### Notes:

- (i) Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.
  - (ii) The face value of each Equity Share is ₹10.00.
  - (iii) The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Note 1 on Page 174
  - (iv) Basic Earnings per share = Net profit/(loss) after tax, as restated attributable to equity shareholders /Weighted average number of shares outstanding during the year/ period.
  - (v) Diluted Earnings per share = Net profit after tax, as restated / Weighted average number of diluted equity shares outstanding during the year/ period.
2. **Price to Earnings (P/E) ratio in relation to Offer Price of ₹ 110 per Equity Share of face value of ₹ 10/- each:**

Particulars	P/E Ratio
P/E Ratio on the basis of Standalone basic and diluted EPS of ₹ 8 as per restated standalone financial statements for the period ended March 31, 2024	13.75
P/E Ratio on the basis of Standalone weighted average EPS of ₹ 5 as per restated standalone financial statements for the period ended March 31, 2024	22.00

P/E Ratio on the basis of Consolidated basic and diluted EPS of ₹ 8.92 as per restated consolidated financial statements for the period ended March 31, 2024	12.33
P/E Ratio on the basis of Consolidated weighted average EPS of ₹ 8.92 as per restated consolidated financial statements for the period ended March 31, 2024	12.33

#### Industry P/E Ratio:

*\*We are unable to find exact listed peers which are of same market cap and in exactly same business. Thus, the peers are not exactly comparable.*

#### 3. Average Return on Net Worth (RoNW):

Period	Return On Net Worth (%)	Weights
Fiscal 2022	10.37	1
Fiscal 2023	6.16	2
Fiscal 2024	22.12	3
<b>Weighted Average</b>	<b>14.84</b>	
<b>Period ending 30<sup>th</sup> June, 2024</b>	<b>2.81*</b>	

*\* Not Annualised*

*Note:*

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

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

Particulars	NAV (in ₹)
As on March 31, 2024	35.94
NAV after the Issue	[*]
Offer Price per Equity share	110

*\*The above NAV has been calculated based on weighted number of shares outstanding at the end of the respective year.*

*Notes:*

- The figures disclosed above are based on the standalone Restated Financial Statements of the Company.*
- NAV per share=Restated Net worth at the end of the year divided by weighted average number of equity shares outstanding at the end of the year*
- Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.*

#### 5. Peer Competitors - Comparison of Accounting Ratios:

Name of the Company *	CMP	Face Value (In ₹)	EPS (In ₹)	P/E Ratio	RONW (%)	NAV (In ₹)	Total Revenue (₹ in Lakhs)	M. Cap (₹ in Lakhs)
Amtech Esters Limited	110.00	10.00	8	13.75	22.12	35.94	2484.15	[•]
<b>PEER GROUP#</b>								

	NA	NA	NA	NA	NA	NA	NA	NA
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\* Based on March 31, 2024 standalone restated financial statements.

Notes:

- (1) The peer company is not strictly comparable with our company in size of operations but we have considered them as peer for better disclosers.
- (2) The figures for our company are based on standalone Restated Financial Statements for the year ended March 31, 2024.
- (3) The figures for the Peer Group are based on the Standalone Financial Statements filed for the financial year ended March 31, 2024.
- (4) The Offer Price determined by our Company in consultation with the Lead Manager is justified by our Company in consultation with the Lead Manager on the basis of the above parameters.

Our Company is engaged in the business of manufacturing of Unsaturated Polyester Resins and trading in Fiberglass, Hardners & Ancillaries and Silicon. There is no listed company in India which are engaged in the similar business to ours, accordingly these data cannot be ascertained.

## 6. Key Operational and Financial Performance Indicators:

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated 30<sup>th</sup> November, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Prospectus. Further, the KPIs herein have been certified by M/s Kansal Yogesh & Co., Chartered Accountants via its certificate (UDIN: 24521306BKADYA1020) dated 2<sup>nd</sup> December, 2024.

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

### Financial KPIs of our Company

Particulars	June 30, 2024 (Consolidated)	March 31, 2024 (Consolidated)	March 31, 2023 (Standalone)	March 31, 2022 (Standalone)
Revenue from Operations (₹ in Lakhs) <sup>(1)</sup>	833.88	2,460.37	2,222.90	2,151.55
Growth in Revenue from Operations (YoY %)	61.71	10.68	3.31	62.29
Gross Profit (₹ in Lakhs)	230.70	570.72	372.82	351.73
Gross Profit Margin (%)	27.67	23.19	16.77	16.35
EBITDA (₹ in Lakhs) <sup>(2)</sup>	126.32	430.63	99.20	84.64
EBITDA Margin (%) <sup>(3)</sup>	15.15	17.50	4.46	3.94
Profit After Tax (₹ in Lakhs) <sup>(4)</sup>	67.39	288.79	55.48	61.90
PAT Margin (%) <sup>(5)</sup>	8.08	11.73	2.50	2.87
RoE (%) <sup>(6)</sup>	5.20	23.90	6.15	10.35

<b>RoCE (%) <sup>(7)</sup></b>	9.96	24.20	9.07	11.64
<b>Net Fixed Asset Turnover (In Times)</b>	1.80	32.53	36.68	42.16
<b>Operating Cash Flows (₹ in Lakhs)</b>	(125.09)	225.25	(229.57)	279.38

\*As certified by Kansal Yogesh & Co., Chartered Accountants, by way of their certificate dated October 05, 2024.

Notes:

- (1) Revenue from operation means revenue from sales and other operating revenues  
(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income  
(3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations  
(4) PAT is calculated as Profit before tax – Tax Expenses  
(5) 'PAT Margin' is calculated as PAT for the year divided by revenue from operations.  
(6) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

(7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current} <b>Particulars</b>	<b>June 30, 2024</b> (Consolidated)	<b>March 31, 2024</b> (Consolidated)	<b>March 31, 2023</b> (Standalone)	<b>March 31, 2022</b> (Standalone)
<b>Revenue from Operations (₹ in Lakhs) <sup>(1)</sup></b>	833.88	2,460.37	2,222.90	2,151.55
<b>Growth in Revenue from Operations (YoY %)</b>	61.71	10.68	3.31	62.29
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\*As certified by Kansal Yogesh & Co., Chartered Accountants, by way of their certificate dated October 05, 2024.

Notes:

- (1) Revenue from operation means revenue from sales and other operating revenues  
(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income  
(3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations  
(4) PAT is calculated as Profit before tax – Tax Expenses  
(5) 'PAT Margin' is calculated as PAT for the year divided by revenue from operations.  
(6) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

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

#### Explanation for KPI metrics

<b>Revenue Operations from</b>	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
<b>Total Income</b>	Total income is used by the management to track revenue from operations and other income.
<b>EBITDA</b>	EBITDA provides information regarding the operational efficiency of the business.
<b>EBITDA margin (%)</b>	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
<b>PAT</b>	Profit after tax provides information regarding the overall profitability of the business.
<b>PAT margin (%)</b>	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
<b>Net Worth</b>	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
<b>Net Debt</b>	Net debt helps the management to determine whether a company is overleveraged or has too much debt given its liquid assets
<b>Debt-equity ratio (times)</b>	The debt-to-equity ratio compares an organization's liabilities to its shareholders' equity and is used to gauge how much debt or leverage the organization is using.
<b>ROE (%)</b>	RoE provides how efficiently our Company generates profits from shareholders' funds.
<b>ROCE (%)</b>	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

#### 7. Comparison of key performance of indicators with our listed industry peers:

Our Company is in the business of manufacturing Unsaturated Polyester Resins and trading in Fiberglass, Hardener & Ancillaries and Silicon. There is no listed company in India which are engaged in the similar business to ours, accordingly these data cannot be ascertained.

#### 8. Weighted average cost of acquisition

##### a) The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities)

There has been no issuance of equity shares other than equity shares issued pursuant to a bonus issue on 30.09.2023 during the 18 months preceding the date of this Draft Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 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 or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- c. Since there are no such transactions to report to under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter/ Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this certificate irrespective of the size of transactions, is as below:

**Primary Transactions:**

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

Date of Allotment	No. of equity Shares allotted	Issue price per equity share (₹)	Nature of allotment	Nature of Consideration	Total Consideration (₹)
15.02.2023	525000	10.00	Bonus Issue in the ratio of 3:1	Non -Cash	NIL
31.03.2023	105646	239.00	Right Issue	Cash	25249394.00
30.09.2023	2416938	10.00	Bonus Issue in the ratio of 3:1	Non -Cash	NIL

**Secondary Transactions:**

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

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

9. The face value of Equity Shares of our Company is ₹ 10 per Equity Share and the Offer Price of ₹ 110/- per Equity Share is 11 times the face value.
10. The Offer Price of ₹ 110 is determined by our Company in consultation with the Lead Manager and is justified based on the above accounting ratios. For further details, please refer to the section titled 'Risk Factors', and chapters titled 'Business Overview' and 'Restated Financial Statement' beginning on page no. 24, 118 and 174, respectively of this Draft Prospectus.

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## STATEMENT OF SPECIAL TAX BENEFITS

To,  
The Board of Directors,  
Amtech Esters Limited  
Flat No. 102, Plot No. A-3, Magnum House 1,  
Commercial Complex, Karam Pura,  
West Delhi, New Delhi, Delhi – 110015

Dear Sirs,

**Sub: Statement of Special Tax Benefit ('the Statement') available to Amtech Esters Limited and its shareholders prepared in accordance with the requirements under Schedule VI – Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')**

We hereby confirm that the enclosed annexure, prepared by the management of **Amtech Esters Limited** ('the Company') states the special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ('Act') as amended from time to time, 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, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice.

In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

- ❖ the Company or its Shareholders will continue to obtain these benefits in future; or
- ❖ the conditions prescribed for availing the benefits, where applicable have been/would be met.

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

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

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith



of intentional misconduct. The enclosed Annexure is intended solely for your information and for inclusion in the Draft Prospectus/Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent. Signed in terms of our separate report of even date.

**For Kansal Yogesh & Co.**  
**Chartered Accountants**  
**Firm Registration No :- 33960N**

**Sd/-**  
**Yogesh Kansal (Partner)**  
**M. No.: 521306**  
**Place: Karnal**  
**Date: 2<sup>nd</sup> December, 2024**  
**UDIN: 24521306BKADXS5414**

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## STATEMENT OF SPECIAL TAX BENEFITS (CRODA PIGMENTS PRIVATE LIMITED)

To,  
The Board of Directors,  
Amtech Esters Limited  
Flat No. 102, Plot No. A-3, Magnum House 1,  
Commercial Complex, Karam Pura,  
West Delhi, New Delhi, Delhi – 110015

Dear Sirs,

**Sub: Statement of Special Tax Benefit ('the Statement') available to Croda Pigments Private Limited and its shareholders prepared in accordance with the requirements under Schedule VI – Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')**

We hereby confirm that the enclosed annexure, prepared by the management of **Croda Pigments Private Limited** ('the Company') states the special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ('Act') as amended from time to time, 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, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice.

In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

- ❖ the Company or its Shareholders will continue to obtain these benefits in future; or
- ❖ the conditions prescribed for availing the benefits, where applicable have been/would be met.

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

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

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct. The enclosed Annexure is intended solely for your information and for inclusion in the Draft Prospectus/Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent. Signed in terms of our separate report of even date.

**For Kansal Yogesh & Co.**  
**Chartered Accountants**  
**Firm Registration No :- 33960N**

**Sd/-**  
**Yogesh Kansal (Partner)**  
**M. No.: 521306**  
**Place: Karnal**  
**Date: 12<sup>th</sup> December, 2024**  
**UDIN: 24521306BKADYE3504**

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

Outlined below are the Special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961, presently forced in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have different interpretation on the benefits, which an investor can avail.

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

**1. Special Tax Benefits available to the Company under the Act:**

The Company is not entitled to any Special tax benefits under the Act.

**2. Special Tax Benefits available to the shareholders of the Company**

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

**Notes:**

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

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes.

We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

**For Kansal Yogesh & Co.  
Chartered Accountants  
Firm Registration No :- 33960N**

**Sd/-  
Yogesh Kansal (Partner)  
M. No.: 521306  
Place: Karnal  
Date: 11<sup>th</sup> December, 2024  
UDIN: 24521306BKADYE3504**

## SECTION VIII – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

Unless otherwise indicated, industry and market data used in this section have been derived from the report titled “Industry Outlook” on India’s Resin Industry Outlook 2024: Growth and Challenges” dated June 11, 2024 (the “Infomerics Report”), prepared by Infomerics Valuation and Rating Private Limited, which has been exclusively commissioned and paid for by our Company for the purpose of understanding the industry in which we operate, in connection with this Offer. A copy of the Infomerics Report shall be available on the website of our Company at <https://www.amtechesters.com/> from the date of the Draft Prospectus till the Offer/Closing Date. Unless otherwise indicated, financial, operational, industry and other related information derived from the Infomerics Report and included herein with respect to any particular year refers to such information for the relevant financial / calendar year. See “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation” and “Risk Factors – Certain sections of this Draft Prospectus disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.” on page 24 of this Draft Prospectus.

The information has not been independently verified by us, the Lead Manager, or any of our or their respective affiliates or advisors. The data may have been re-classified by us for presentation purposes. Accordingly, investment decisions should not be based on such information.

### INTRODUCTION

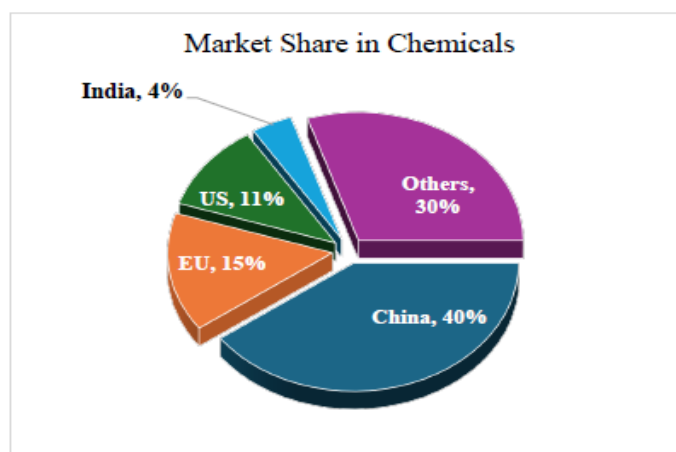
The chemical and petrochemical industry in India is integral to the country's manufacturing sector and economic growth, playing a crucial role in meeting basic needs and enhancing the quality of life. With numerous direct and indirect linkages to industrial segments, such as, agriculture, food and beverages, textiles, rubber, and petroleum refining, this industry holds an indispensable position. The chemical industry is, therefore, closely related to the manufacturing sector's Index for Industrial Production (IIP).

Ranked 6th globally in chemical production, 3rd in Asia, and 14th in exports, India’s chemical sector is a vital hub for industries, such as, textiles, paper, paints, pharmaceuticals, and agrochemicals.<sup>1</sup> In 2024, the Chemicals market is expected to employ one million people, with a projected compound annual growth rate (CAGR) of 3.19 per cent from 2024 to 2029. The employment rate is anticipated to be 0.07 per cent, while labour efficiency and productivity are projected to reach US\$143,000 and US\$29,700, respectively.



The Indian chemical industry, which is the sixth largest globally and the fourth largest in Asia, is poised to significantly contribute to the GDP, targeting \$383 billion by 2030 with a growth rate of 10 per cent CAGR from 2022-2030. Market share of India in chemical production is 4 percent of the world production of chemicals (see Chart 1).

**Chart 1: Market Share in Chemicals by Countries and Regions**



Major market players include Aditya Birla Chemicals, Atul Ltd., KUKDO Chemical Co. Ltd, Hexion, and Huntsman International LLC.

Resins often derived from petrochemicals—a major sub-sector of the Indian chemical industry—creates a strong internal linkage, where growth in one sector fuels the other. Resins, extracted from the secretions of plants and trees, are solid or semi-solid amorphous products of complex chemical nature containing many carbon atoms. They can be categorized into two types based on their synthesis: natural and synthetic. In India, natural resin production primarily occurs in Uttarakhand and Himachal Pradesh.

There are several manufacturing firms producing variety of synthetic resins in the country. Resins can be categorized based on their preparation into two main types: thermoplastic resins and thermosetting resins.

**Thermoplastic Resins:** These resins soften when heated and harden upon cooling, allowing them to be reshaped multiple times. Common examples include polyethylene, polypropylene, polyvinyl chloride, and chlorinated rubber. Specific types include:

- *Alkyd Resins:* Produced by heating polyhydric alcohol with polybasic acids, they offer excellent electrical and thermal properties, chemical resistance, and cost-effectiveness, making them ideal for electric components, paints, and putty fillers.
- *Polycarbonate Resins:* Made from bisphenol A and phosgene, these resins have a high refractive index, stain resistance, and stability, used in metal replacements, lenses, safety helmets, and photography film.
- *Polypropylene Resins:* BPA-free, colourless, tasteless resins with high heat resistance and low density, used in toys, pipes, and coatings.

**Thermosetting Resins:** Unlike thermoplastics, these resins form irreversible bonds during the curing process, making them unable to be remoulded. Examples include urea, melamine, and phenolic resins. Specific types include:

- *Phenolic Resins:* Known for their heat and impact resistance, these resins are used in brake linings, electrical components, moulds, and adhesives.
- *Polyester Resins:* Formed by the reaction of polyhydric alcohols and dibasic organic acids, they are heat and chemical resistant, used in construction, fishing rods, decorative accessories, and transport components.
- *Epoxy Resins:* These reactive prepolymers have excellent adhesive properties and resistance to chemicals and heat, making them suitable for laminates, linings, propellers, and surface coatings.

### Types of Resin Produced in India

In India, various types of resin are produced, including:

- **Epoxy Resins:** Widely used in paints and coatings, adhesives, sealants, and composites.
- **Polyester Resins:** Commonly used in the production of fiberglass-reinforced plastics, surface coatings, and castings.
- **Phenolic Resins:** Utilized in the production of laminates, moulded products, and as a binding agent in foundry and refractory materials.
- **Acrylic Resins:** Employed in paints, coatings, adhesives, and sealants.
- **Polyurethane Resins:** Used in foams, elastomers, adhesives, and coatings.
- **Alkyd Resins:** Predominantly used in paints, varnishes, and enamels.
- **Urea-Formaldehyde Resins:** Utilized in adhesives, finishes, and moulded objects.
- **Melamine-Formaldehyde Resins:** Commonly used in laminates, adhesives, and surface coatings.
- **Silicone Resins:** Used in high-temperature coatings, electrical insulation, and water-repellent coatings.
- **Natural Resins:** Such as rosin, obtained from pine trees, used in adhesives, inks, and varnishes.

These resins are essential for various industrial applications and contribute significantly to the manufacturing sector in India.

There is a huge market specifically for epoxy resins in India. Production of epoxy resins is essential for the manufacturing of a variety of products such as paints and coatings, adhesives, and sealants, etc.

An elaborate network of institutional mechanism for infrastructure development has strengthened in the last 10 years, with the government of India spending a large chunk of capital expenditure on infrastructure. The growing construction industry and increasing demand for adhesives and sealants from the automotive industry are the factors driving resin market growth.

**GLOBAL MARKET OVERVIEW**

The market for Indian epoxy resin is experiencing robust growth due to its extensive application across various industries, such as construction, woodworking, and manufacturing. Epoxy resins are highly valued for their strong adhesive properties, chemical and moisture resistance, and moderate temperature tolerance.

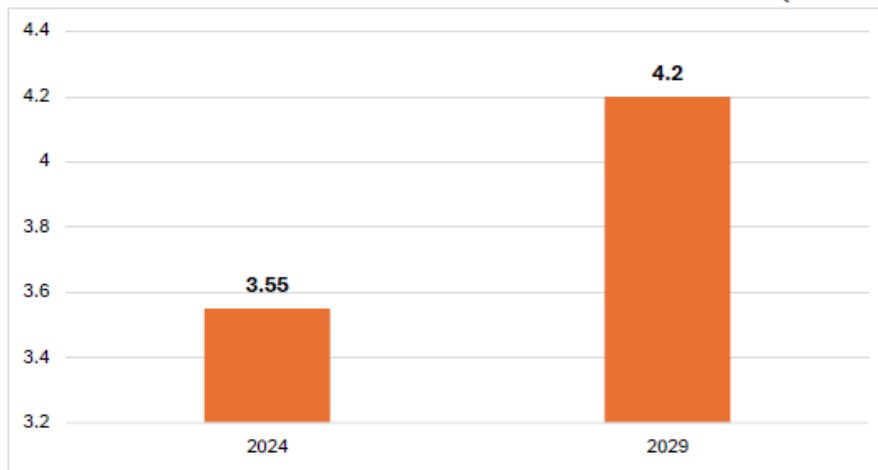
**Market Share Analysis**

- Paints and coatings dominate the market with a 37.7 per cent share in 2023.
- Solid epoxy resin holds the largest market share at 52.1 per cent, known for its durability and versatility.<sup>2</sup>

The Epoxy Resins Market size is estimated at 3.55 million tons in 2024 and is expected to reach 4.20 million tons by 2029, growing at a CAGR of 3.41 per cent during the forecast period (2024-2029)<sup>3</sup> (see Chart 2).

**Chart 2: Global Market Size for Epoxy Resins**

(Million tonnes)



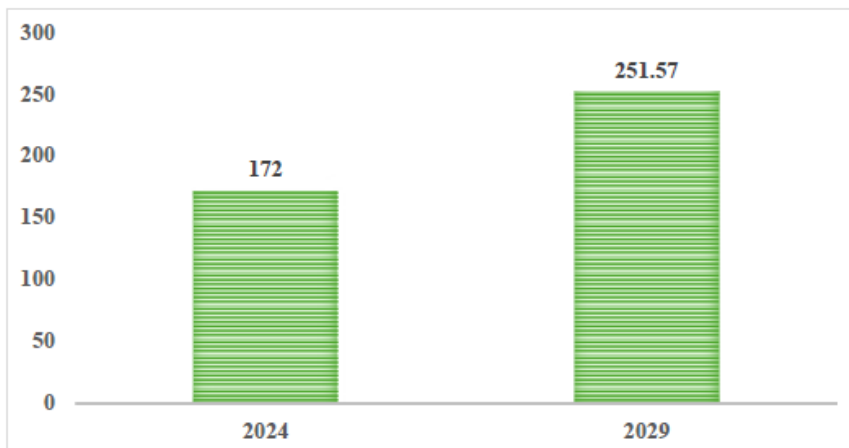
Source: Modor intelligence

**MARKET SIZE OF INDIA EPOXY RESINS INDUSTRY**

The market size of India’s epoxy resins 172 kilotonnes in 2024 and is expected to reach 251.57 kilotonnes by 2029 with a 7.90 per cent CAGR (see Chart 3).

**Chart 3: Market size of India’s Epoxy Resin Industry**

(in kilotonnes)



## Industry Growth

The Indian epoxy resin market is experiencing substantial growth driven by its wide application across construction, woodworking, and manufacturing industries due to its strong adhesive properties, chemical and moisture resistance, and moderate temperature tolerance.

The market is segmented by raw materials, including DGBEA, DGBEF, Novolac, Aliphatic, and Glycidyl amine, and by applications, such as, paints and coatings, adhesives and sealants, composites, and electrical and electronics.

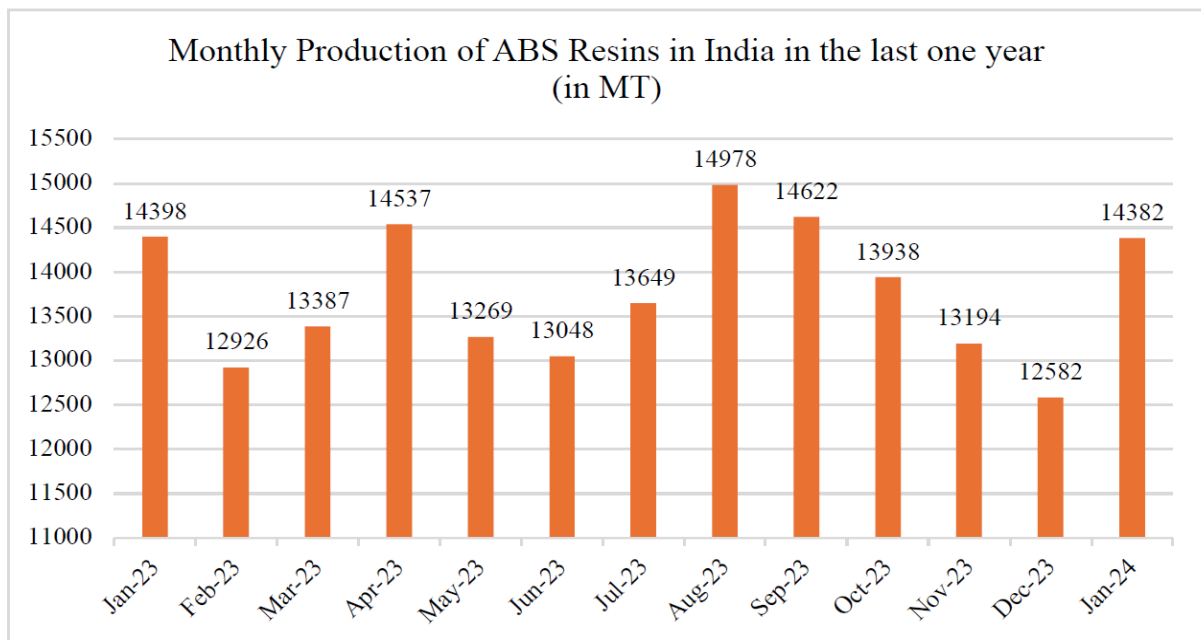
Paints and coatings dominate with a 37.7 per cent market share in 2023, while solid epoxy resin leads with 52.1 per cent, valued for its durability and versatility.

## PRODUCTION AND PRICE PATTERN OF RESIN IN INDIA

### Monthly Production of ABS Resins in India (in MT)

The monthly production of ABS resins in India over the past year has been consistent with minor fluctuations (see Chart 4).

**Chart 4: Production of ABS Resins in India**

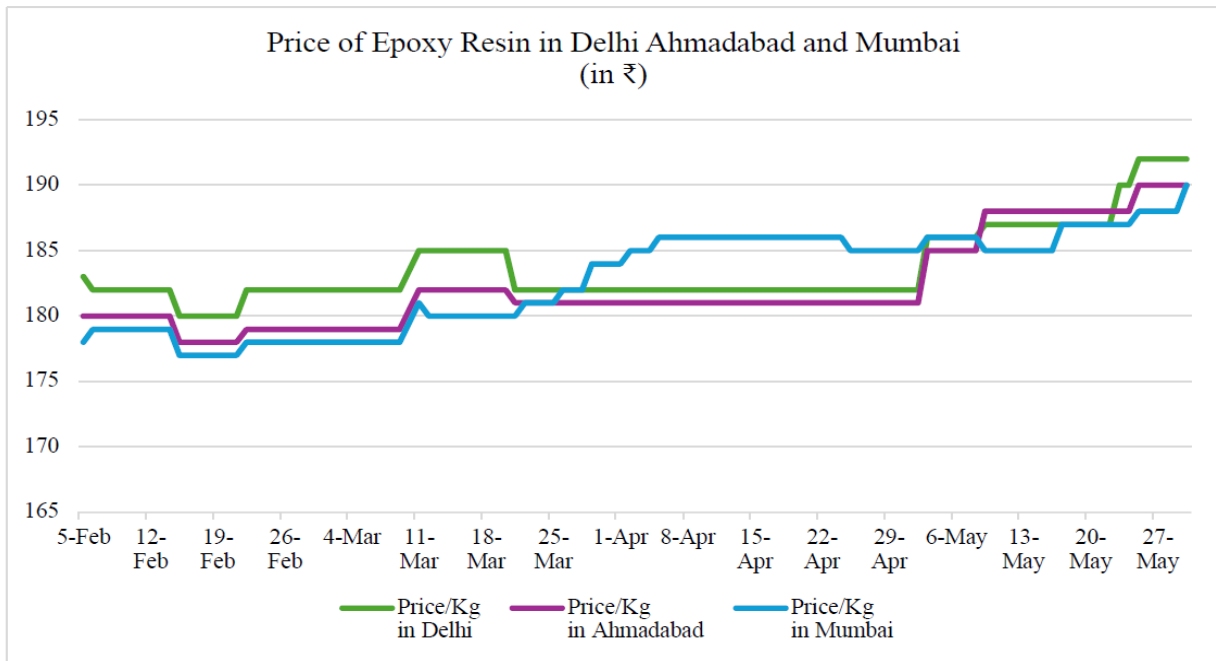


*Source: CMIE Industry Outlook*

The market for epoxy resins in India is concentrated in several key cities known for their industrial and manufacturing activities. Here are the prices of epoxy resin being traded in Delhi, Ahmadabad, and Mumbai (see Chart 5).



**Chart 5: Daily Price of Epoxy Resin in Delhi, Ahmadabad, and Mumbai**



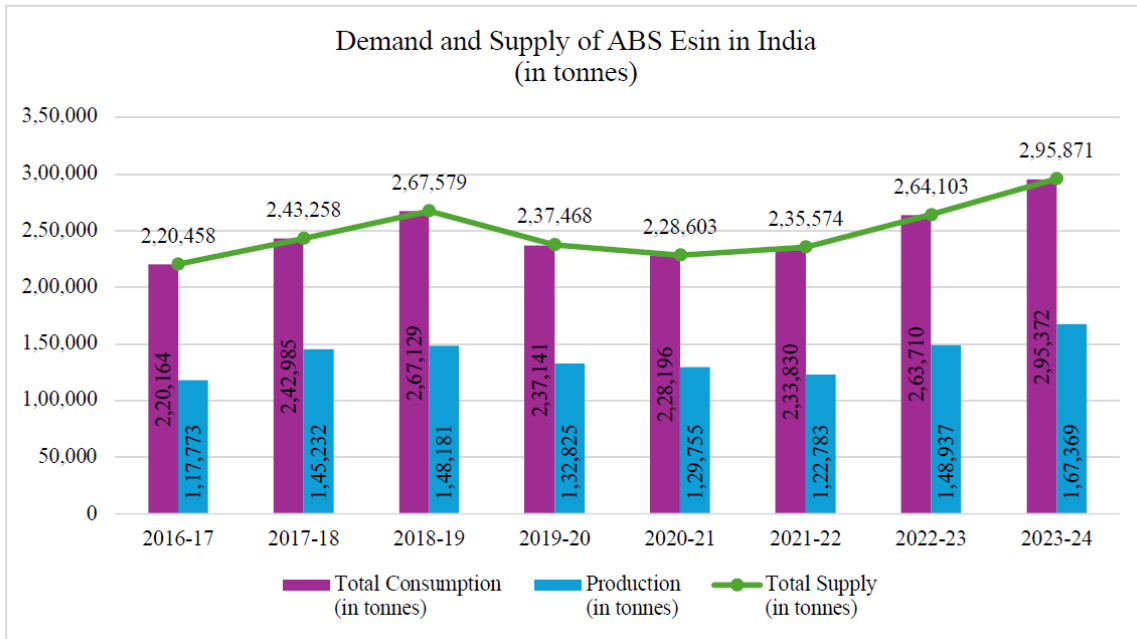
Source: Mordor Intelligence

**Demand and Supply of ABS Resins**

Acrylonitrile Butadiene Styrene (ABS) resin is another type of resin produced in India, which is widely used for a variety of applications due to its excellent mechanical properties, impact resistance, and ease of processing. The consumption of ABS resin in India consistently exceeded domestic production, necessitating imports to meet demand during the period 2016-17 to 2023.

On an average, domestic production covered only about 53.5 per cent to 59.8 per cent of the annual consumption, indicating a significant reliance on imports to bridge the gap. Despite gradual increases in production, the rising consumption trends highlight the persistent need for imports to fulfil the growing demand for ABS resins in the country (see Chart 6).

**Chart 6: Demand and Supply of ABS Resin in India**



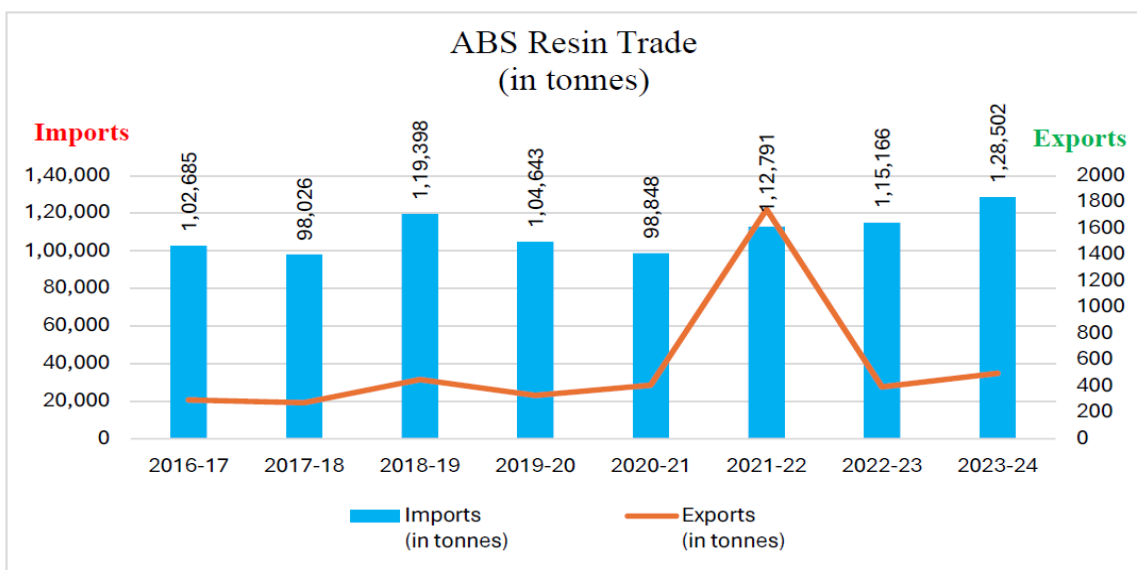
Source: CMIE Industry Outlook

**RESIN TRADE**

In the last two financial years, the polymer imports have increased moderately, and the increase is driven by the lower import realisation. During the FY23, the polymer imports grew by 39.7 per cent to 10.6 million tonnes. India was importing polymers from China, USA, UAE, and Saudi Arabia at cheaper rates. This led to lower import realisations, which declined by 7.8 per cent during FY23.

The sharpest decline was witnessed in import realisations of suspension grade PVC resins. Import realisations of suspension grade PVC resins declined by 22.7 per cent to ₹ 88.5 per kg in 2022-23. Suspension grade PVC resins are majorly imported from China, Japan, Taiwan, Korea, and USA (see Chart 7).

**Chart 7: ABS Resin Trade Pattern in the last 8 years**



Source: CMIE Industry Outlook

## GOVERNMENT INITIATIVES

The Indian government's focus on "Atmanirbhar Bharat" (self-reliant India) promotes domestic production of chemicals, including resins. This can create a robust domestic chemical industry and reduce dependence on imports.

The impact of cheaper imports from China and the USA led domestic manufacturers to approach the Directorate General of Trade Remedies (DGTR) for a safeguard investigation into suspension grade PVC resins. The DGTR proposed imposing quantitative restrictions on imports from China, USA, Taiwan, and Russia for one year. The proposed caps were 92.2 thousand tonnes for China, 67.9 thousand tonnes for Taiwan, 43.5 thousand tonnes for the USA, and 40 thousand tonnes for Russia. The government has yet to implement these quantitative restrictions.

## EPOXY RESIN MARKET ECOSYSTEM

- *Infrastructure Development:* Ambitious infrastructure projects in India, including highways, airports, and metro networks, drive substantial demand for epoxy resins due to their superior protection against corrosion, abrasion, and weathering, enhancing the longevity of these assets.
- *Technological Advancements:* Continuous R&D efforts lead to innovations in epoxy resin formulations, improving their performance, sustainability, and application versatility, which in turn fuels market growth and adoption across diverse industries.
- *Increasing Industrial Applications:* Epoxy resins are widely used in industries such as automotive, electronics, aerospace, and marine due to their superior mechanical properties and chemical resistance. Applications range from automotive coatings to electronic encapsulation, contributing significantly to product durability and performance.
- *Growing Demand for Composites:* The shift towards lightweight materials and composites in the aerospace, automotive, and wind energy sectors boosts the demand for epoxy-based composites, which are essential as matrix materials in reinforcing fibres like carbon fibre and fiberglass.
- *Paints & Coatings:* This is the largest and second fastest-growing application for epoxy resins, driven by their excellent adhesion, durability, chemical resistance, and mechanical properties. Epoxy coatings provide protective barriers against corrosion, abrasion, chemicals, and weathering, extending the lifespan of metal substrates and enhancing the appearance and durability of consumer goods.
- *Building & Construction:* This sector captures the largest share of the epoxy resin market by end-use industry. Epoxy resin coatings enhance the durability, strength, and aesthetics of concrete surfaces and are used extensively as adhesives for structural bonding, anchoring, and repairs.
- *Regional Market:* Asia Pacific was the largest market for epoxy resin in 2022, with China being the largest consumer and producer. Rapid infrastructure development in China, India, and other Southeast Asian countries significantly impacts the epoxy resin industry, particularly in construction applications like coatings, adhesives, flooring, and composites.

## KEY APPLICATIONS DRIVING EPOXY RESIN MARKET GROWTH

- *Construction and Infrastructure:* Extensively used in flooring, structural reinforcement, and waterproofing applications. Epoxy-based composites enhance the durability and strength of bridges, buildings, and infrastructure components.
- *Electronics and Electricals:* Serve as encapsulants and potting compounds in electronic devices, providing insulation, protection, and thermal management. Increasing demand is driven by the proliferation of electronic gadgets and renewable energy systems.
- *Automotive and Transportation:* Improve the durability, corrosion resistance, and aesthetics of automotive components. In the transportation sector, epoxy composites contribute to lightweighting, fuel efficiency, and structural integrity.

## ROLE OF TECHNOLOGY

Technological advancements in epoxy resin formulations have led to the development of resins with enhanced properties, such as higher mechanical strength, improved chemical resistance, and better thermal stability. These advancements allow epoxy resins to meet the evolving requirements of industries, such as, aerospace, automotive, and electronics, provide strategies to incorporate more flexibility into the system and lead to cost advantages and new revenue streams of significant benefit to the industry.

The development of new curing technologies, including faster and more efficient curing agents, has improved the processing and productivity of epoxy resin-based products. Reduced curing times and improved curing characteristics have expanded the possibility of application of epoxy resins in time-sensitive industries and integrating automation within the resins and consumer goods sectors. Raising the bar requires upskilling the talent not just across platforms and tools, but also across contexts.

### CHALLENGES FACING THE RESIN INDUSTRY IN INDIA

*Volatility in Raw Material Prices:* Fluctuations in the prices of key precursors like bisphenol-A (BPA) and epichlorohydrin (ECH) can impact profitability and lead to market price instability.

*Environmental Concerns:* The production and disposal of epoxy resins pose ecological challenges, necessitating investment in sustainable and eco-friendly alternatives. Hence issues of waste management, reduced fossil fuel consumption, and less greenhouse gas emissions (GHGs) must acquire a sharper focus.

*Regulatory Constraints:* Stringent environmental regulations regarding VOC emissions and hazardous waste disposal require compliance and investment in pollution control measures.

*Competition from Alternative Materials:* Epoxy resins face competition from alternatives like polyurethane, polyester, vinyl ester, and phenolic resins, which may offer advantages, such as, better flexibility, lower cost, or higher temperature resistance, impacting demand.

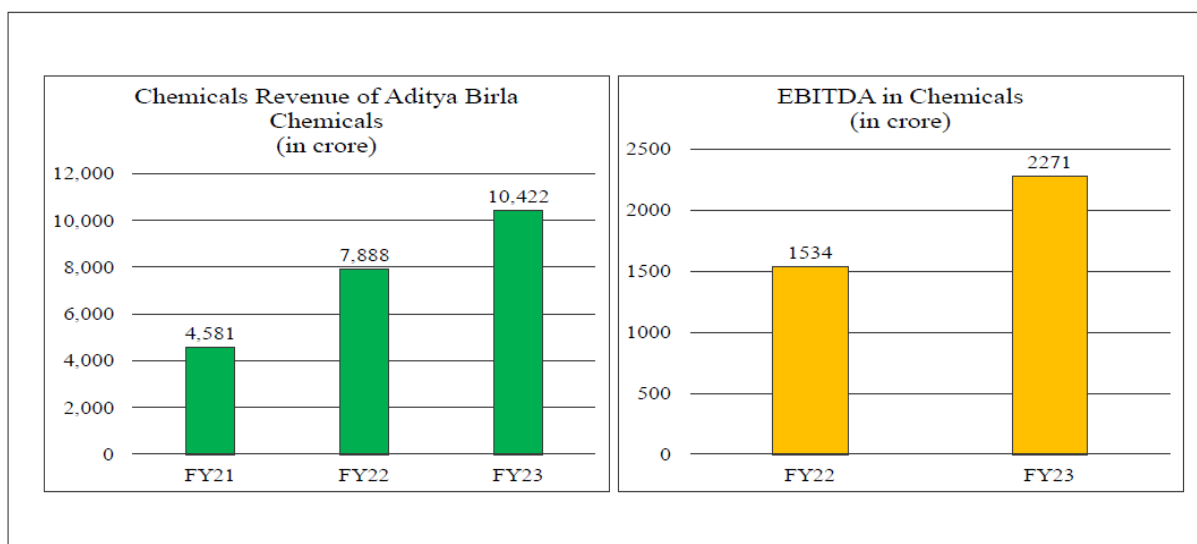
In view of the winds of change sweeping the country, there is a manifest need to devise solutions to evolving needs, performance metrics and industry challenges for greener operations without affecting the bottom line. This is a tall order and requires, inter-alia, an open mind and building a culture of innovation, digital strategy, an accent on transformation and sharing experiences and successes.

### KEY COMPANIES IN THE RESIN INDUSTRY

#### Aditya Birla Chemicals:

- Operates epoxy resin plants in Germany, Thailand, and India.
- Achieved record revenue and EBITDA in FY23, with a 32 per cent revenue growth year-on-year.

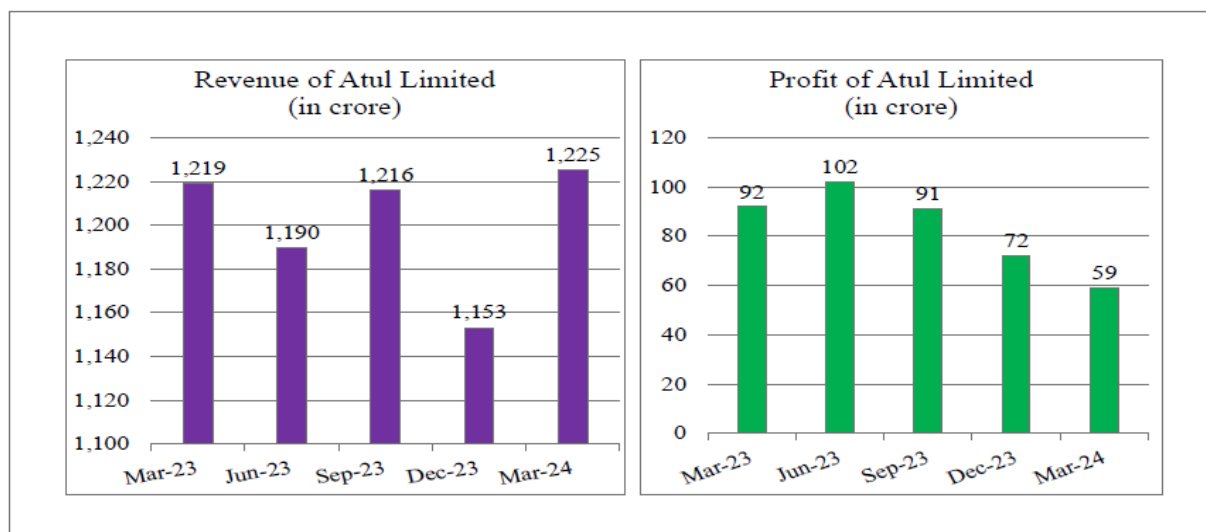
### Key Financials of Aditya Birla Chemicals



#### Atul Limited:

One of the largest integrated chemical companies in India, with significant contributions from epoxy resins.

## Key Financials of Atul Limited



### ROAD AHEAD

The future of India's resin industry looks promising, driven by its robust chemical sector and significant contributions to various industrial applications. The industry's growth is expected to be driven by advancements in technology, increased demand in key sectors, such as, construction, automotive, and electronics, and supportive government policies promoting domestic production and reducing dependency on imports. These technologies need to be leveraged to mitigate operational disruptions, reduce labour shortages, and streamline production processes effectively.

An effective change management strategy requires measuring operational efficiency, employee engagement, navigational progress, customer feedback and initiative outcomes. Initiatives like "Atmanirbhar Bharat" aim to enhance self-reliance, further bolstering the industry's capacity and global competitiveness.

To maintain this growth trajectory, addressing challenges, such as, volatility in raw material prices, environmental concerns, and regulatory constraints will be crucial. Investment in sustainable practices and eco-friendly alternatives will be essential for long-term viability. Also, leveraging technological advancements, such as, digitalization and artificial intelligence to improve resin formulations and production processes can enhance the industry's resilience and adaptability.

With strategic planning, innovation, and implementation of next-generation technologies and solutions, the Indian resin industry is poised to achieve significant milestones, contributing substantially to the country's economic growth and industrial development.

## OUR BUSINESS

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year. In this section, a reference to the “Company” or “we”, “us” or “our” means Amtech Esters Limited.*

*All financial information included herein is based on our “Financial information of the Company” included on page 174 of this Draft Prospectus.*

### Business Overview

Our Company is engaged in the business of manufacturing Unsaturated Polyester Resins and trading in Fiberglass, Hardners & Ancillaries and Silicon. Resins are viscous, liquid polymers derived from either organic or synthetic sources. Their primary advantage lies in their ability to transform from a liquid state into a customizable solid and homogeneous structure. Our Company has its manufacturing unit at 2012 MIE, Bahadurgarh, Jhajjar, Haryana-124507. The manufacturing unit has installed capacity of production of 2960 MTPA of Resins as on March 31, 2024 and of 740 MT Resins as on June 30, 2024.

Our Manufacturing facility is equipped with modern and automatic plant and machinery. Our product portfolio includes resins such as polyester, epoxy resin along with Industrial input for paints, varnishes, dyes, and glue gums with a strong presence in multiple sectors including dressing accessories (like beads/ buttons), switch gears, sculptures, automotive industries, aberrative etc. chemical products. These resins are also used in other industries including FRP sheets, cooling towers, automobile components, fiber sheets, waterproofing application, decorative items etc. Our production processes are meticulously designed to ensure that every product meets the highest standards, reinforcing our reputation as a reliable and trusted partner in the industry. Our Company also has a Research & Development and Quality Control department where we keep on modifying our production processes to cater to the needs of our customers.

Under our trading portfolio, we offer a comprehensive range of fiberglass products, including CSM 225 E, CSM 450 E/P, CSM 300 E/P, fiber cut pieces, surface mat, woven rovings (360/400 and 600), fiberglass cloth, and chopped strands. Additionally, we provide a wide selection of hardeners and ancillary products such as MEKP catalyst, cobalt (2% and 6%), FRP cobalt, promoter, FRP brushes, wax polish, Croda pigment pastes, latex rubbers, styrene monomer, PVA powder, French chalk powder, marble powder, and polyester film. Our silicone product offerings include premium silicone rubbers from DOW, silicone hardener, silicone oil, silicone spray, and silicone adhesive tubes. With our product portfolio and a commitment to quality, we aim to be a trusted partner in the fiberglass and related industries. By integrating manufacturing and trading activities, we deliver seamless experiences, ensuring value and reliability at every step.

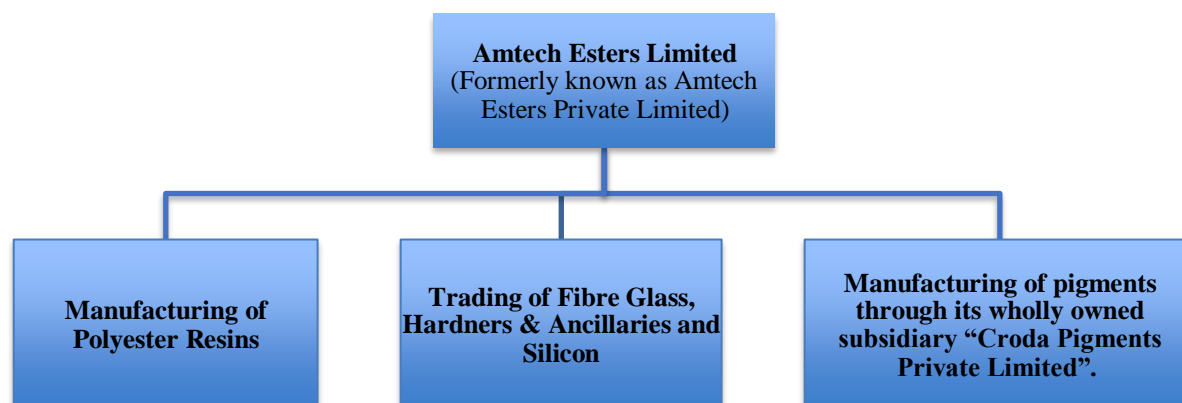
Our company was founded by S. Avtar Singh Bawa with his son Ajit Singh Bawa in the year 2002. The Company is managed by our Promoter and Managing Director, Ajit Singh Bawa who has over 20 years of experience in the chemical manufacturing industry and is looking after the overall business operations of the company. His understanding of the consumer difficulty, intuitive entrepreneurship and involvement in key aspects of our business has helped accelerate and drive our profitable growth.

Our commitment to quality is validated by our ISO 9001:2015 certification, assuring customers of our adherence to stringent quality control processes throughout manufacturing. We maintain a well-equipped R&D and QC department to ensure product consistency and innovation.

Company has a Wholly Owned Subsidiary viz., Croda Pigments Private Limited (CPPL), which is in the business of manufacturing pigments which are used in various industrial and household products. There is a horizontal integration between our Company and its subsidiary as the base used for manufacturing pigments are resins produced by the Company. Our subsidiary markets the pigments under its registered trade mark “Croda”. Our subsidiary has installed capacity of approx. 3,35,712 kg supported by testing lab, store, godowns and loading unloading bay. We acquired this subsidiary on 30.12.2023.

## BUSINESS MODEL

We derive our revenue from following business verticals:



## FINANCIAL KPIS

The financial performance of the company for the period ended June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 as per restated financial Statement are as follows:

(₹ in Lakhs)

Particulars	June 30, 2024 (Consolidated)	March 31, 2024 (Consolidated)	March 31, 2023 (Standalone)	March 31, 2022 (Standalone)
Revenue from Operations (₹ in Lakhs) <sup>(1)</sup>	833.88	2,460.37	2,222.90	2,151.55
Growth in Revenue from Operations (YoY %)	61.71	10.68	3.31	62.29
Gross Profit (₹ in Lakhs)	230.70	570.72	372.82	351.73
Gross Profit Margin (%)	27.67	23.19	16.77	16.35
EBITDA (₹ in Lakhs) <sup>(2)</sup>	126.32	430.63	99.20	84.64
EBITDA Margin (%) <sup>(3)</sup>	15.15	17.50	4.46	3.94
Profit After Tax (₹ in Lakhs) <sup>(4)</sup>	67.39	288.79	55.48	61.90
PAT Margin (%) <sup>(5)</sup>	8.08	11.73	2.50	2.87
RoE (%) <sup>(6)</sup>	5.20	23.90	6.15	10.35
RoCE (%) <sup>(7)</sup>	9.96	24.20	9.07	11.64
Net Fixed Asset Turnover (In Times)	1.80	32.53	36.68	42.16
Operating Cash Flows (₹ in Lakhs)	(125.09)	225.25	(229.57)	279.38

\*As certified by Kansal Yogesh & Co., Chartered Accountants, by way of their certificate dated October 05, 2024.

Notes:

(1) Revenue from operation means revenue from sales and other operating revenues

(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

(3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

(4) PAT is calculated as Profit before tax – Tax Expenses

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

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

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

## OPERATIONAL KPIS

### Business Segment-wise Revenue from operations

Company has two main business segments viz., Manufacturing and Trading. The segment wise bifurcation of total revenue is given hereinbelow:

(₹ in lakhs)

Particulars	June 30, 2024* (Consolidated)		March 31, 2024* (Consolidated)		March 31, 2023 (Standalone)		March 31, 2022 (Standalone)	
	Amount	% of Revenue From Operation	Amount	% of Revenue From Operation	Amount	% of Revenue From Operation	Amount	% of Revenue From Operation
Manufacturing	553.54	83.48%	1889.26	84.59%	1728.18	77.74%	1632.21	75.86%
Trading	109.55	16.52%	344.12	15.41%	494.73	22.26%	519.34	24.14%
<b>Total</b>	<b>663.09</b>	<b>100%</b>	<b>2233.38</b>	<b>100%</b>	<b>2222.91</b>	<b>100%</b>	<b>2151.55</b>	<b>100%</b>

\*The Figures include the revenue of operations of our subsidiary Croda Pigments Private Limited (CPPL).

#### Customer Concentration of our Manufactured Products

(₹ in lakhs)

Particulars	June 30, 2024 (Consolidated)		March 31, 2024 (Consolidated)		March 31, 2023 (Standalone)		March 31, 2022 (Standalone)	
	Amount	% of Revenue From Operation	Amount	% of Revenue From Operation	Amount	% of Revenue From Operation	Amount	% of Revenue From Operation
Top 1 Customer	110.11	19.89%	343.76	18.20%	223.01	12.90%	230.51	14.12%
Top 3 Customers	176.52	31.89%	665.17	35.21%	537.78	31.12%	565.19	34.69%
Top 5 Customers	240.27	43.41%	863.74	45.72%	760.97	44.03%	760.44	46.59%
Top 10 Customers	370.90	67.01%	1197.69	63.39%	1,000.66	57.90%	1,067.82	65.42%

#### Customer Concentration of Traded Products

(₹ in lakhs)

Particulars	June 30, 2024 (Consolidated)		March 31, 2024 (Consolidated)		March 31, 2023 (Standalone)		March 31, 2022 (Standalone)	
	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations	Amount	% of Revenue from Operations
Top 1 Customer	12.33	11.26%	41.69	12.12%	57.63	11.65%	36.12	6.96%
Top 3 Customers	26.75	24.42%	102.32	29.73%	108.37	21.90%	71.92	13.85
Top 5 Customers	37.43	34.17%	152.85	44.42%	140.41	28.38%	102.10	19.66%
Top 10 Customers	56.62	51.68%	232.90	67.68%	210.48	42.55%	156.17	30.06%

#### State-wise Bifurcation of Revenue



The main markets of our Company are in the northern part of the Country. The state wise bifurcation of revenue is provided hereinbelow:

(₹ in lakhs)

Particulars	June 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
Delhi	168.24	25.37	659.14	29.51	674.46	30.34%	593.75	27.60%
Haryana	320.21	48.29	856.00	38.33	858.41	38.62%	847.13	39.37%
Punjab	6.26	0.94	17.51	0.78	16.76	0.75%	11.93	0.55%
Uttar Pradesh	115.21	17.37	445.52	19.95	437.00	19.66%	515.47	23.96%
Madhya Pradesh	2.21	0.33	25.94	1.16	15.83	0.71%	25.09	1.17%
Rajasthan	15.56	2.35	100.16	4.48	89.79	4.04%	56.53	2.63%
Uttarakhand	20.87	3.15	81.03	3.63	73.91	3.33%	57.39	2.67%
Maharashtra	0.46	0.07	3.42	0.15	4.75	0.21%	2.58	0.12%
Andhra Pradesh	-	-	0.23	0.01	0.60	0.03%	0.03	0.00%
Assam	-	-	0.91	0.04	3.90	0.18%	4.40	0.20%
Bihar	0.01	0.00	5.63	0.25	4.50	0.20%	1.50	0.07%
Chhattisgarh	0.74	0.11	0.75	0.03	1.62	0.07%	1.07	0.05%
Gujarat	7.06	1.07	11.35	0.51	5.22	0.23%	7.70	0.36%
Himachal Pradesh	1.26	0.19	6.08	0.27	6.18	0.28%	3.18	0.15%
Jammu and Kashmir	-	-	0.57	0.03	0.16	0.01%	0.05	0.00%
Jharkhand	-	-	1.12	0.05	1.79	0.08%	0.24	0.01%
Karnataka	-	-	0.14	0.01	0.06	0.00%	0.08	0.00%
Kerala	-	-	0.02	0.00	1.31	0.06%	1.39	0.06%
Nagaland	-	-	-	-	0.06	0.00%	0.14	0.01%
Sikkim	1.42	0.21	3.70	0.17	5.68	0.26%	2.39	0.11%
Telangana	-	-	0.10	0.00	0.02	0.00%	0.78	0.04%
West Bengal	3.56	0.54	13.88	0.63	20.72	0.94%	17.77	0.88%
<b>Total</b>	<b>663.09</b>	<b>100%</b>	<b>2233.20</b>	<b>100%</b>	<b>2222.74</b>	<b>100%</b>	<b>2150.57</b>	<b>100%</b>

## OUR PRODUCTS

### Products Manufactured by the Company:

In our manufacturing division, we specialize in producing a diverse range of polyester resins tailored to various industrial and household applications. These products are basically different grades of resin required for different applications and uses. For instance, in the realm of fashion and apparel, our resin grades 103 and 109 are the go-to choices for buttons, renowned for their unparalleled durability and color retention properties.

Meanwhile, in the realm of automotive engineering, our GP resin stands as a cornerstone, offering robustness and resilience to withstand the rigors of the road.

From the intricate detailing of ornaments and accessories, where grades 224 and 220 provide a flawless glossy finish, to the sturdy construction of sculptures, where GP, GP-mix and GP Special ensure longevity and moldability, our diverse range caters to every artistic vision. Whether it's body shop operations necessitating impact-resistant surfaces with grades 224 and GP or electric switchgear demanding electrical insulation and mechanical strength with GP, 224, and 910 GP, 053, 101, 211, 224, 415, 511, 811, 815, 910, 220, 786, 102, 109 grades, our resins are the trusted choice for industries worldwide. Each resin grade undergoes rigorous testing and refinement to guarantee superior performance and reliability, solidifying our position as the premier provider of resin solutions across a multitude of sectors. The list of various grades of resins with their last three years gross production is given below:

Resin Grade	Production (kg) Year 2021-22 (Standalone)	Production (kg) Year 2022-23 (Standalone)	Production (kg) Year 2023-24 (Standalone)	Production (kg) period 01 <sup>st</sup> April, 2024 to 30 <sup>th</sup> June, 2024 (Consolidated)
GP	189830	186769	194876	49813
GPM	39479	47143	48274	8759
GPS	11400	42050	18410	3000
SR	156160	151628	119276	24317
053	116860	130275	112051	29489
101	9990	12910	17250	4185
211	34712	30234	36910	5800
224	73805	85760	93704	21086
415	10593	7460	8029	1700
511	33581	39047	35866	9675
811	41721	42913	44421	14198
815	5340	4600	8750	3560
885	-	-	-	330
910	9680	14331	23799	3201
220	170738	154989	185627	43012
786	84064	30153	17554	2904
102	-	33085118	251801	106661
109	-	13500	50113	59606
<b>Total</b>	<b>987953</b>	<b>1026847</b>	<b>1266716</b>	<b>391296</b>

**Products Manufactured in the Subsidiary Croda Pigments Private Limited:**

We manufacture the following products through our wholly owned subsidiary “Croda Pigments Private Limited” (CPPL):

1. Pigment Paste
2. Cobalt Octoate
3. Accelerator
4. Resin Hardener
5. BP Paste

**Products traded by our Company:**

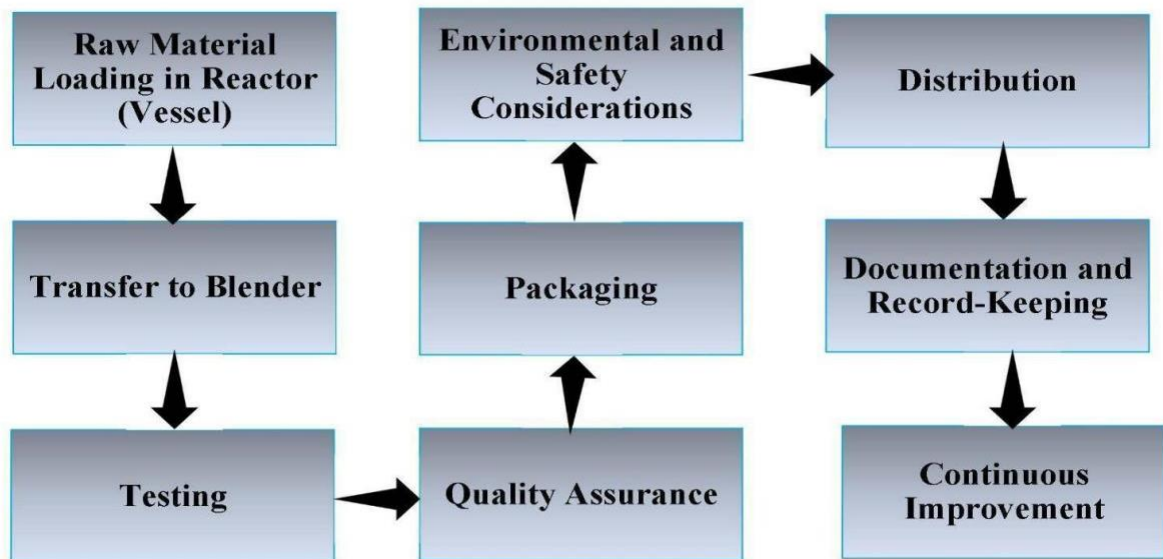
Our product offerings in the trading segment complement our manufactured products. Most of our trading customers are the same as those of our manufactured products. Our product lineup for trading division includes:

HARDENERS & ANCILLARIES	FIBERGLASS	SILICONE
1. Catalyst (MEKP)	1. CSM 225 E	1. Silicone Rubbers Dow
2. Cobalt 2%	2. CSM 450 E/P	2. Silicone Rubber
3. Cobalt 6%	3. CSM 300 E/P	3. Silicone Hardner

- |                         |                          |                           |
|-------------------------|--------------------------|---------------------------|
| 4. Promotor             | 4. Fibre Cut Pieces      | 4. Silicone Oil           |
| 5. FRP Cobalt           | 5. Surface Matt          | 5. Silicone Spray         |
| 6. FRP Brushes          | 6. Woven Rovings 360/400 | 6. Silicone Adhesive Tube |
| 7. Wax Polish           | 7. Woven Roving 600      |                           |
| 8. Croda Pigment Paste  | 8. Fibre Glass Cloth     |                           |
| 9. Latex Rubbers        | 9. For New Glass Net     |                           |
| 10. Styrene Monomer     | 10. Chopped Strands      |                           |
| 11. PVA Powder          |                          |                           |
| 12. French Chalk Powder |                          |                           |
| 13. Marble Powder       |                          |                           |
| 14. Polyester Film      |                          |                           |

## BUSINESS PROCESS

### 1. MANUFACTURING OF POLYESTER RESINS:



#### a. Raw Material Loading in Reactor (Vessel A):

**Raw Material Preparation:** Before loading into Reactor (Vessel A), raw materials such as Mono Ethylene Glycol (MEG), Propylene Glycol (PG), Diethylene Glycol (DEG), Maleic Anhydride (MA), and Phthalic Anhydride (PA) undergo quality checks and are stored in designated areas.

**Reactor Operation:** The loading process involves precise measurements and controlled handling to ensure accurate composition of the mixture. Reactor (Vessel A) is a controlled environment where the raw materials are combined under specific conditions.

**Temperature and Time Control:** Temperature and time parameters are crucial for initiating and completing chemical reactions within the reactor. Setting the temperature at 210 degrees Celsius and allowing the machine to run for 11 to 12 hours ensures proper mixing and reaction of the raw materials.

#### b. Transfer to Blender (Vessel B):

**Material Handling:** Once the reaction in Reactor (Vessel A) is complete, the processed material is transferred to Blender (Vessel B) using appropriate handling equipment to prevent contamination or spills.

**Styrene Monomer Addition:** Styrene monomer is introduced into the blend in Blender (Vessel B) to achieve desired chemical properties and enhance product performance. Mixing is carefully monitored to ensure uniform distribution of styrene monomer throughout the material.

#### c. Testing:

Quality Assurance Tests: Gel time testing determines the curing time of the material, which is critical for assessing its usability in various applications. Viscosity testing helps evaluate the flow characteristics and consistency of the material, ensuring it meets required specifications.

Quality Control Standards: Test procedures are conducted according to established quality control standards to maintain consistency and reliability in product performance. Results are compared against predefined acceptance criteria to validate product quality.

**d. Packaging:**

Packaging Specifications: Barrels and canes of different capacities are selected based on product volume and customer requirements. Packaging materials are chosen to provide adequate protection against environmental factors and physical damage during handling and transportation.

- Barrels of 225 kilograms
- Canes of 30 kilograms
- Canes of 10 kilograms
- Canes of 5 kilograms

Labelling and Sealing: Each package is labelled with essential information such as product name, batch number, production date, and handling instructions. Sealing mechanisms are applied to ensure product integrity and prevent tampering during transit.

**e. Quality Assurance:**

Continuous Monitoring: Quality control measures are integrated into every stage of the production process to identify and address any deviations from quality standards promptly.

Corrective Actions: If quality issues are detected, corrective actions are implemented to rectify the root cause and prevent recurrence. This may involve adjusting process parameters, retesting materials, or conducting additional inspections.

**f. Environmental and Safety Considerations:**

Safety Protocols: Strict adherence to safety protocols and regulations is paramount to safeguard the well-being of personnel and prevent accidents or incidents in the production facility.

Environmental Compliance: Compliance with environmental regulations involves minimizing waste generation, optimizing resource utilization, and implementing pollution control measures to mitigate the environmental impact of production activities.

**g. Distribution:**

Logistics Planning: Efficient distribution logistics are essential for timely delivery of products to customers or storage facilities. Transportation routes, modes, and schedules are carefully planned to optimize cost-effectiveness and minimize delivery lead times.

Customer Satisfaction: Customer needs and preferences are prioritized to ensure satisfaction with product quality, packaging integrity, and delivery reliability. Feedback mechanisms are established to gather customer input and address any concerns promptly.

**h. Documentation and Record-Keeping:**

Comprehensive Documentation: Accurate and detailed documentation is maintained for all aspects of the production process, including raw material sourcing, manufacturing procedures, quality control tests, and packaging specifications.

Audit Trail: The documentation serves as an audit trail for traceability and accountability purposes, enabling effective tracking of product lineage, batch history, and compliance with regulatory requirements.

**i. Continuous Improvement:**

Process Optimization: Continuous evaluation and optimization of production processes are conducted to enhance efficiency, reduce costs, and improve product quality over time.

Innovation and Research: Investment in research and development initiatives fosters innovation and drives advancements in material science, technology, and manufacturing practices to stay competitive in the market and meet evolving customer needs.



### Our Manufacturing Facility

Our Manufacturing facility is located at Jhajjar, Bahadurgarh.



### Plant and Machineries

Our manufacturing unit has been set up by using the machineries and components which have been bought from reliable sources in the country. All the suppliers have been selected by the company on the basis of their past experience and competitive prices.

The major plant & machinery installed at our factory are as under:

Sr. No.	Machinery Item Name	Count of Item
1.	Vessel-A	1 PC
2.	Vessel-B	1 PC

3.	Vessel-C	1 PC
4.	Blender-A	1 PC
5.	Blender-B	1 PC
6.	Blender-C	1 PC
7.	Vaccum Pump-A	1 PC
8.	Vaccum Pump-B	1 PC
9.	Water Pump-A	1 PC
10.	Water Pump-B	1 PC
11.	Boiler	1 PC
12.	Fluid Pump	1 PC
13.	Cooling Tower Pump	1 PC
14.	Cooling Tower Pump	1 PC
15.	Cooling Tower Pump	1 PC
16.	Styrene Extruder Pump-A	1 PC
17.	Styrene Extruder Pump-B	1 PC
18.	DEG/MEG/PG Extruder Pump	1 PC
19.	Water Pump-A	1 PC
20.	Water Pump-B	1 PC
21.	Extra Pump	1 PC
22.	Extra Pump	1 PC
23.	Extra Pump	1 PC
24.	Fire Pump	1 PC
25.	Generator	1 PC
26.	Hydrant wall	1 PC
27.	Fire Box	1 PC
28.	Fire Pipe	1 PC
29.	AC- Window	1 PC
30.	AC- Split	1 PC
31.	Drill Machine	1 PC
32.	Inverter	1 PC
33.	Trolley	1 PC
34.	Lift-A	1 PC
35.	Lift-B	1 PC
36.	Weighing Machine	1 PC
37.	Fire Panel	1 PC
38.	<b>Lab</b>	
	Fridge	1 PC
	Dhona Balance	1 PC
	Oven	1 PC
	Hot Plate	1 PC
	Cooler	1 PC
	EPBX Systems	1 PC
	Camera Systems NVR	1 PC

*\*Based on the Certificate issued by Mech India, Chartered Engineer dated July 17, 2024.*

## Capacity And Capacity Utilization

Below is the table showing total installed capacity and the utilized capacity of manufacturing resins during last three financial years:

Particulars	For the Year ended on			
	March 31, 2024	March 31, 2023	March 31, 2022	
<b>Installed Capacity</b>				
Reactor Vessel A	1,800.00 MT	1,800.00 MT	1,800.00 MT	
Reactor Vessel B	920.00 MT	920.00 MT	920.00 MT	
Reactor Vessel C	240.00 MT	240.00 MT	240.00 MT	
<b>Total</b>	<b>2,960.00 MT</b>	<b>2,960.00 MT</b>	<b>2,960.00 MT</b>	
<b>Actual Usable Capacity</b>				
Reactor Vessel A	1,296.00 MT	1,296.00 MT	1,296.00 MT	
Reactor Vessel B	662.40 MT	662.40 MT	662.40 MT	
Reactor Vessel C	172.80 MT	172.80 MT	172.80 MT	
<b>Total</b>	<b>2,131.20 MT</b>	<b>2,131.20 MT</b>	<b>2,131.20 MT</b>	
<b>Actual Production</b>				
Reactor Vessel A	895.00 MT	604.00 MT	492.00 MT	
Reactor Vessel B	348.00 MT	280.00 MT	330.00 MT	
Reactor Vessel C	12.00 MT	28.00 MT	95.00 MT	
<b>Total</b>	<b>1,255.00 MT</b>	<b>912.00 MT</b>	<b>917.00 MT</b>	
<b>Capacity Utilization</b>				
Reactor Vessel A	69.06%	46.60%	37.96%	
Reactor Vessel B	52.54%	42.27%	49.82%	
Reactor Vessel C	6.94%	16.20%	54.98%	
<b>Total</b>	<b>58.89%</b>	<b>42.79%</b>	<b>43.03%</b>	

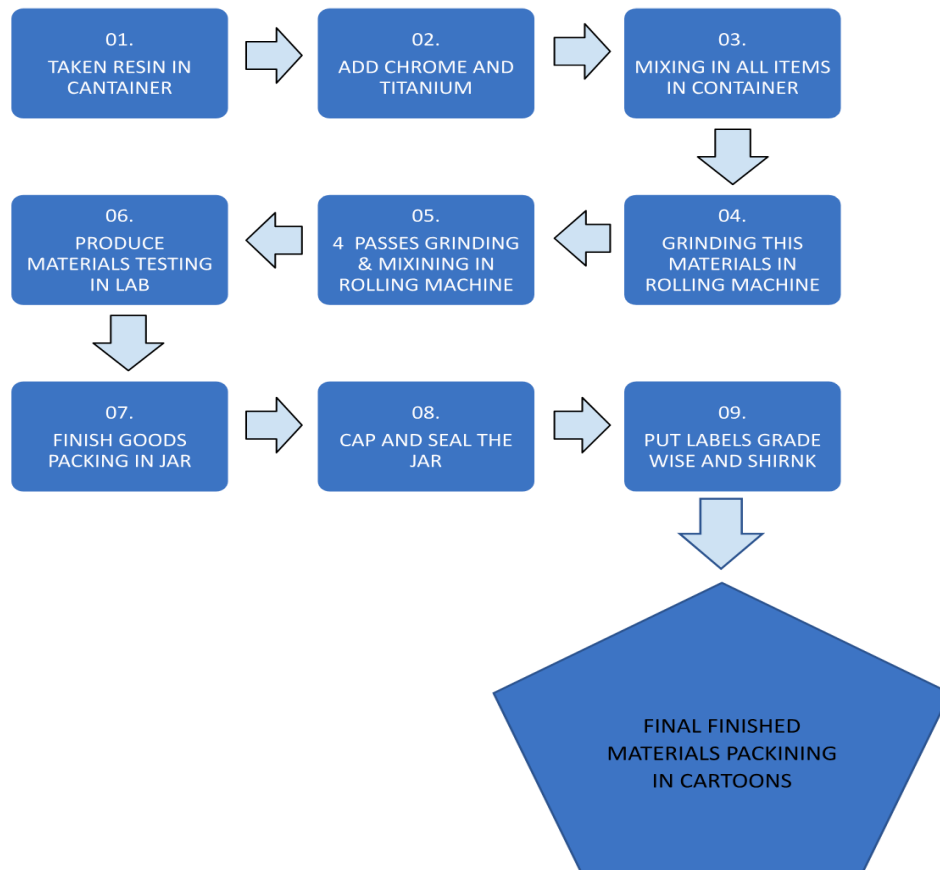
*\*Based on the Certificate issued by Mech India, Chartered Engineer dated October 18, 2024.*

## 2. MANUFACTURING OF PIGMENTS THROUGH ITS WHOLLY OWNED SUBSIDIARY “CRODA PIGMENTS PRIVATE LIMITED”

We have acquired CPPL as our subsidiary and hold 95.78% shareholding in the Company, paving the way for a seamless integration process.

CPPL operates within a horizontal line of business, which means it complements and expands upon our existing operations rather than diverging into a completely different sector. This strategic alignment ensures synergies between our company and CPPL, maximizing efficiencies and leveraging shared resources to drive growth.

Manufacturing Process Flow- Chart for Pigments in the factory is given below:



### Manufacturing Process

- Raw Material Preparation:** The manufacturing process begins with the receipt of raw materials, i.e. resin and chrome titanium, which are stored and organized according to their specific categories. To initiate production, resin is transferred to the mixture container. Following this, chrome and titanium are added to the resin based on a pre-determined formulation tailored for the desired output specifications.
- Mixing and Grinding:** Once the raw materials are properly mixed, the composite material is then transferred to rolling machines. This stage involves the primary grinding process, where the mixture is grounded according to established specifications. The grounded material is subsequently processed through temperature-controlled rolls, ensuring uniformity and quality.
- Quality Testing:** After the rolling process, the material undergoes rigorous testing in the laboratory to verify that it meets the design specifications and quality standards required for the final product.
- Packaging:** Upon passing quality control checks, the finished product is carefully packaged in jars or containers of various capacities, based on client requirements. Each jar is sealed, and labels are affixed. A shrinking process is applied to ensure proper sealing and branding.
- Distribution:** Finally, the packaged jars are placed in cartons and transferred to the dispatch section or storage area in accordance with order requirements, ensuring efficient distribution to clients.

### Plant and Machinery

The list of plant & machinery installed at the factory of our Subsidiary Company is as under:

Sr. No.	Machinery Item Name	Count of Item Name
1.	Horizontal Triple Roll 12x26 Manually Operated, 3 Phase, 15 HP Motor Unit-1	1 PC
2.	Horizontal Triple Roll 12x26 Manually Operated, 3 Phase, 15 HP Motor Unit-2	1 PC
3.	Horizontal Triple Roll 12x26 Manually Operated, 3 Phase, 15 HP Motor Unit-3	1 PC



4.	Horizontal Triple Roll 10x26 Manually Operated, 3 Phase, 15 HP Motor	1 PC
5.	Horizontal Triple Roll 15x30 Manually Operated, 3 Phase, 15 HP Motor	1 PC
6.	Horizontal Triple Roll 10x20 Manually Operated, 3 Phase, 15 HP Motor	1 PC
7.	Horizontal Triple Roll 8x20 Manually Operated, 3 Phase, 15 HP Motor	1 PC
8.	Horizontal Triple Roll 6x16 Manually Operated, 3 Phase, 15 HP Motor	1 PC
9.	Vertical Sand Mill, 10 HP 3 Phase Semi-Automatic Unit-1	1 PC
10.	Vertical Sand Mill, 10 HP 3 Phase Semi-Automatic Unit-2	1 PC
11.	Shrink Machine Fan	1 PC
12.	Shrink Machine 6 Heater 6 KWH	6 PCS
13.	Submersible Pump	1 PC
14.	Container- 25 Pieces	25 PCS
15.	Trollies-25 Pieces	25 PCS
16.	Sealing Machine Manual- 5 Pieces	5 PCS
17.	Generator	1 PC
18.	EPA Box	1 PC

\*Based on the Certificate issued by Mech India, Chartered Engineer dated July 17, 2024.

### Capacity And Capacity Utilization

Below is the table showing total installed capacity and the utilized capacity of our Subsidiary Company:

Sr. No	Particulars	Installed Capacity (Annual) KG	For the period April 24-June 24			For the period Aug 23-Mar 24		
			Installed Capacity for the Period	Actual Production	Capacity Utilisation %	Installed Capacity for the Period	Actual Production	Capacity Utilisation
1	Horizontal Triple Roll 12x26 Manually Operated, 3 Phase, 15 HP Motor Unit-1	36,000	9,000	6,574	73.04	24,000	15,202.60	63.34
2	Horizontal Triple Roll 12x26 Manually Operated, 3 Phase, 15 HP Motor Unit-2	36,000	9,000	6,709	74.54	24,000	15,514.98	64.65
3	Horizontal Triple Roll 12x26 Manually Operated, 3 Phase, 15 HP Motor Unit-3	36,000	9,000	6,754	75.04	24,000	15,619.11	65.08
4	Horizontal Triple Roll 10x26 Manually Operated, 3	33,000	8,250	6,619	80.23	22,000	15,306.73	69.58

	Phase, 15 HP Motor							
5	Horizontal Triple Roll 15x30 Manually Operated, 3 Phase, 15 HP Motor	75,000	18,750	12,434	66.31	50,000	28,751.60	57.50
6	Horizontal Triple Roll 10x20 Manually Operated, 3 Phase, 15 HP Motor	43,200	10,800	6,529	60.45	28,800	15,098.47	52.43
7	Horizontal Triple Roll 8x20 Manually Operated, 3 Phase, 15 HP Motor	30,000	7,500	6,394	85.25	20,000	14,786.08	73.93
8	Horizontal Triple Roll 6x16 Manually Operated, 3 Phase, 15 HP Motor	24,000	6,000	2,984	49.73	16,000	6,900.38	43.13
9	Vertical Sand Mill, 10 HP 3 Phase Semi-Automatic Unit-1	1,50,000	37,500	12,476	33.27	1,00,000	28,848.73	28.85
10	Vertical Sand Mill, 10 HP 3 Phase Semi-Automatic Unit-2	1,50,000	37,500	12,410	33.09	1,00,000	28,693.32	28.69
		<b>6,13,200</b>	<b>1,53,300</b>	<b>79,883</b>	<b>63.10</b>	<b>4,08,800</b>	<b>1,84,722</b>	<b>54.72</b>

*\*Based on the Certificate issued by Mech India, Chartered Engineer dated November 20, 2024.*

*Since we have acquired the Subsidiary Company only in 2023, we have the capacity utilization data only from August 01, 2023.*

### **Manufacturing Facility**

Manufacturing facility is located at Khasra No 26/1, Killa No 25/25 min, 26/25 min, Vakya Mouja Hasanpur, Part A, MIE, Bahadurgarh, Distt Jhajjar, Haryana.



### 3. **TRADING OF FIBERGLASS, HARDENERS & ANCILLARIES AND SILICONE BY AMTECH**

Our Company is also in the business of trading in Fibreglass products, Hardeners and Ancillaries, and Silicon products. These products are procured through our established suppliers. As a trader, we excel in sourcing and distributing a wide range of products, offering flexibility and choice to our clients. Our trading division offers a comprehensive range of fiberglass products and ancillaries to meet the diverse needs of our clients. Our fiberglass offerings include CSM 225 E, CSM 450 E/P, CSM 300 E/P, fibre cut pieces, surface mat, woven rovings 360/400, woven roving 600, fiberglass cloth, and chopped strands.

We also provide a wide array of hardeners and ancillary products such as catalyst (MEKP), cobalt 2%, cobalt 6%, promoter, FRP cobalt, FRP brushes, wax polish, Croda pigment pastes, latex rubbers, styrene monomer, PVA powder, French chalk powder, marble powder, and polyester film. Furthermore, our silicone product offerings encompass silicone rubbers from DOW, silicone rubber, silicone hardener, silicone oil, silicone spray, and silicone adhesive tubes. With our extensive portfolio and commitment to quality, we strive to be a trusted partner, delivering reliable solutions to our customers in the fiberglass and related industries. By integrating manufacturing and trading activities, we offer a seamless experience, delivering value and reliability at every step of the way.

#### **OUR STRENGTHS**

##### ***Diversified product range appealing to a wide range of customers***

Our company has a diverse product portfolio across various categories which includes resins such as polyester, epoxy resin, and polyimides, alongside paints, chemical allied products, varnishes, dyes, and glue gums etc. Our subsidiary also has various products like pigment pastes, which broadens the offerings to our customers. We are also trading in various fiberglass products, silicon products and hardeners and ancillaries required in industrial applications.

Our diversification of revenue across multiple industries allows us to prevent any possible customer concentration in any of our product categories. In addition, our diversified product portfolio helps counter seasonal trends and addresses different business cycles across industries where our products are used. With our track record and wide product portfolio, we have been able to retain our existing customers and have also been able to attract new customers.

##### ***Quality Assurance ensuring standardized quality of our products***

Our company holds ISO 9001:2015 certification for our Quality Management System, providing our customers with assurance of the superior quality and durability of our products.

With a proven track record in manufacturing and supplying resins, we have consistently delivered high-caliber products to our valued clientele. Committed to maintaining the highest standards, we have implemented stringent internal procedures to ensure meticulous quality control at every stage of production, from the procurement of raw materials to inventory storage.

Timely delivery of quality products remains a primary objective for us. Our unwavering focus on product quality has not only sustained but also propelled the growth of our business model, ultimately benefiting our customers.

***Experienced Promoter with senior management, backed by sales team having industry knowledge***

We have a dedicated team of Key Management Personnel, led by our experienced Promoter and Managing Director, Mr. Ajit Singh Bawa, who holds over 20 years of expertise in the resin and pigment manufacturing industry. Supported by a skilled management team, we leverage their industry-specific knowledge to drive the growth of our company.

Our Key Management Personnel oversee day-to-day operations, growth strategies, and strategic initiatives, capitalizing on their understanding of industry trends and market dynamics to enhance our operational capabilities and seize market opportunities. Additionally, our in-house sales and marketing professionals ensure regular customer engagement, effective product positioning, and market outreach.

Moreover, our dedicated team of customer service professionals provides timely and efficient after-sales services, including maintenance, replacements, and grievance resolution, fostering strong customer relationships and enhancing our understanding of customer needs.

***Focus on increasing operational efficiencies.***

Offering quality products at attractive prices is a key aspect of maintaining and expanding our relationships with our customers. In order to achieve the same, we use a variety of lean manufacturing strategies that contribute to cost reduction, minimize wastage, streamline inventory turnover etc. We have adopted several initiatives designed to improve our cost efficiency such as strategic vendor understanding for the procurement of raw materials, local sourcing to mitigate transportation costs, focus on engineering, reduce customer response time, an emphasis on increasing customer support through after-sales services etc.

We continue to optimize the processes without compromising on the quality to increase the value of our offerings to our customers.

***Strong connect with suppliers.***

We believe that we have developed strong connect with our suppliers over the years. We have relationship with several suppliers with whom we source our raw materials at very competitive prices. Due to over years of relationship with them, we are able to run seamless operations. This has also helped us in our trading business as well. We source products from established suppliers and offer wide range of products and offerings to our customers.

**BUSINESS STRATEGY**

***Continue to focus on manufacturing by expanding our product portfolio.***

We seek to leverage our capabilities, including our manufacturing facilities and quality control practices, to further expand our product portfolio in the existing segments and also enter new business segments. We believe that by developing new formulations and variants of our products, we can successfully expand our product offerings to larger customer base. We intend to continue to focus on our ability to customize our products according to the specific requirements of our customers and broaden our portfolio and focus on sustainable solutions. We have necessary resources, experience and network to launch additional products in future that can be customized and leveraged to cater to a wider range of resins grade & pigment grade as per requirements of the customers.

***Shifting our focus on more valuable sectors or industry segments***

We prioritized organic growth through FY 22-23. We have redirected our attention towards sector-driven growth commencing in FY 2023-24. For financial years 2021-22 and 2022-23, the sector-wise production breakdown is as follows:

(₹ in Lakhs)

Sector	Product	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
		Amount	% of Revenue	Amount	% of Revenue	Amount	% of Revenue	Amount	% of Revenue

			from Operations		from Operations		from Operation		from Operations
Button	Grade 101,102, Grade 109	244.01	36.80	559.67	25.06	492.30	22.15	476.93	22.17
Fiber Resin Products	GP, GP Mix, GP Special, Grade 053, Grade 220, 786	163.90	24.72	554.90	24.85	612.76	27.57	597.69	27.78
Automotive & Denting	Grade 224, Grade 415, Grade 511 GP	96.78	14.60	387.20	17.34	392.67	17.66	387.90	18.03
Electrical Switch Gear	GP, Grade 224, Grade 910	29.19	4.40	140.50	6.29	164.43	7.40	147.98	6.88
Lamination	SR,SP,211	41.45	6.25	200.50	8.98	192.89	8.68	188.90	8.78
Pigment	GP Special, 815	32.59	4.91	160.40	7.18	156.98	7.06	146.39	6.80
Sculpture	GP, GP Mix, GP Special	55.17	8.32	230.20	10.31	210.87	9.49	205.76	9.56
<b>Total</b>		<b>663.09</b>	<b>100.00</b>	<b>2233.37</b>	<b>100.00</b>	<b>2222.90</b>	<b>100.00</b>	<b>2151.55</b>	<b>100.00</b>

Our objectives are to allocate our resources to the most valuable sectors, which we have classified as industry segments. We were concurrently investing in sectors with growth potential in an endeavour to increase our customer base. Previously, without considering the future of that specific industry, we manufactured a variety of products for various groups but later in FY 2024 we progressively shifted our focus to more valuable and expansion-oriented customer industry segments.

This resulted in capacity constraints, so we devised strategies to expand our capabilities. To achieve this, we entered into legally binding contracts with the vendor for the provision of infrastructure beyond Plant and Machinery, including factories, sheds, power backup systems, and machinery.

These arrangements will involve payment on a per-unit basis for the units manufactured, which will lead to a decrease in fixed costs and an increase in contribution. *Please refer to the Chapter titled "Objects of the Offer" on page 79 for a detailed plan of action for enhancement of the capacity.*

***Expand our existing manufacturing capacities to capitalise on industry opportunities.***

Company has an installed capacity of 2960 MT as on June 30, 2024. As per the latest capacity utilization parameters as certified by Chartered Engineer, the total utilization as on June 30, 2024 has reached 73.39%. To keep the momentum of our growth we plan to expand the capacity of the unit. Company has already entered into an agreement with Integrals Manufacturers and Traders LLP (Integrals Manufacturers) on October 01, 2023 to set up of manufacturing facility on the industrial premises owned by Integrals Manufacturers who intends to develop approx 80000 sqft of manufacturing facility on this industrial land parcel with a mixed development consisting of production floor, internal transit storage and permanent storage area. Integrals Manufacturers and Traders LLP is a service provider company whereby, it shall provide plug and play manufacturing facility setup to the Company for installation of its plant & machinery and production of its products at its land situated at Khata no 441, Khasra no 800 in the revenue estate of Village- Asoda Todran, Tehsil Bahadurgarh, District Jhajjar Haryana. Integrals Manufacturers shall charge to our Company per piece service fee basis in the lieu of the facility setup and its services and Integrals Manufacturers shall bear the cost of electricity and upkeep of the machinery. The new unit shall provide an additional installed capacity of 480 MT per month of producing resins.



Please refer to the Chapter titled “Objects of the Offer” on page 79 for a detailed plan of action for enhancement of the capacity.

## SWOT ANALYSIS



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

Our Company has not entered into any collaboration, or performance guarantee or assistance for marketing with any Company.

## MARKETING & DISTRIBUTION

Our business operations and products primarily cater to the business-to-business segment. We maintain direct contact with the majority of our customers which allows us to understand the technical needs and specifications of our customers. As a B2B manufacturer, our channels of marketing are such that we need to reach and target our clients of various industries to offer our diversified products. Physical access to B2B decision makers is always difficult and restricted; hence the first step is to connect with them digitally. We have an in-house team which looks after the sales and marketing of our products. This team is also responsible for the marketing of our products, negotiating prices, procuring repeat orders and ensuring timely dispatch and deliveries. Our sales team has built long-term relationships with a number of our customers.

## END USERS

The resin manufacturing industry caters to a broad range of end users across various sectors, each requiring specific applications for resin products. Understanding the needs of these end users is essential for tailoring our marketing, sales, and product development strategies.

**Automotive Industry:** Resins are used for lightweight, durable components like bumpers and fuel systems, enhancing vehicle efficiency and aesthetics.

**Construction Industry:** Resins serve as strong adhesives, coatings, and composite materials for flooring and structural applications, promoting sustainable building practices.

**Electronics Industry:** High-performance resins are crucial for encapsulating and protecting electronic components, ensuring device reliability and durability.

**Packaging Industry:** Resins provide lightweight, durable packaging materials with excellent barrier properties, ideal for food, medical, and consumer goods.

**Consumer Goods Industry:** Resins are versatile in manufacturing household items, toys, and furniture, offering durability and ease of molding.

**Marine Industry:** Marine-grade resins are essential for building and repairing boats, providing resistance to water, chemicals, and UV radiation.

Aerospace Industry: Aerospace resins are used for lightweight, high-strength composites in aircraft, meeting stringent safety and performance standards.

## COMPETITION

Our competition varies by market, geographic areas and type of product. As a result, to remain competitive in our markets, we must continuously strive to reduce our costs of production, transportation and distribution and improve our operating efficiencies. There are various large and small manufactures that develop similar products that we sell. These entities in the industry may have greater financial resources, technology, greater market penetration and operations in diversified geographies and product portfolios, which may allow them to better respond to market and technological trends.

## TECHNOLOGY

We are not using any particular technology to operate our business.

## INFRASTRUCTURE & UTILITIES

### Raw Materials:

The raw materials used in the manufacturing process are procured through third party suppliers in India. Our raw materials include MEG, PG, DEG, MA, and PA etc. We usually do not enter into long-term supply contracts with any of our raw material suppliers and typically source raw materials from third-party suppliers from the open market. Most of these suppliers are located in nearby states which reduces the transportation cost to the Company.

### Power:

Our manufacturing process requires uninterrupted supply of Electric & Power for our manufacturing facility. We consume a substantial amount of power and fuel for our business operations. Our power requirements are met through Uttar Haryana Bijli Vitran Nigam Limited. To meet emergencies in case of power failure, we have also installed D.G. sets at our manufacturing unit.

### Water:

For the water we use in our manufacturing process, we have made arrangements with third party water suppliers. For our office purposes, we use the normal water connection of the Municipal Authority.

## HUMAN RESOURCES

We believe that our employees are key contributors to our business success and thus we focus on attracting and retaining the best possible talent. We aim towards recruiting the talent that we need, facilitating the integration of our employees into the Company and encouraging the development of skills in order to support our performance and the growth of our operations.


Bifurcation of employees as on October 31, 2024 is provided below:

Sr. No.	Category of Employees	No. of Employees
1.	Marketing Department	4
2.	Production, Quality Control and Packaging/Dispatch	17
3.	Accounts and Finance Department	3
4.	Legal and Secretarial	2
5.	Human Resources & Administration	10
	<b>Total</b>	<b>36</b>

## INTELLECTUAL PROPERTIES

Our Company does not have any Trademark registered in its name. It has applied for registration of trademark vide application no. 10604333 dated May 14, 2024. The details of the trademark of our wholly owned subsidiary are given below:

Sr. No.	Description	Registration Number/Mark /Label	Class	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
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1.	Registration for Trade Mark	462356 	2	Trade Marks Act, 1999	Trade Mark Registry	October 28, 1986	October 28, 2027
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## INSURANCE

Our operations are subject to accidents which are inherent to many manufacturing process such as risks of machinery/equipment failure, worker accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including accidents that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environment. We have taken General Insurance from ICICI Lombard (ICICI Bharat Sookshma Udyam Suraksha Policy) for our manufacturing unit which covers building, machines & stock insurance from loss due to Fire and terrorism.

## IMMOVABLE PROPERTIES

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

### List of Properties taken on Lease by the Company:

Sr. No.	Name of Lessor	Name of Lessee	Date of the Deed	Address of Property	Usage Purpose	Area	Rent (₹)	Tenure
1.	Anil Grover	Amtech Esters Limited	October 17, 2024	Flat No. 102, Plot No. A-3, Magnum House 1, Commercial Complex, Karam Pura, West Delhi, New Delhi, Delhi – 110015	Registered Office	506 Sq. Ft.	40,000/- per month	11 Months
2.	Integrals Manufacturers & Traders	Amtech Esters Limited	October 01, 2023	Reliance Model Economic Township, Jhajjar, Haryana	Land	80,000 Sq. Ft.	Rent will be decided at the time of possession	7 Years

### List of Properties Owned by the Issuer Company:

Sr. No.	Name of Seller	Name of Buyer	Date of the Deed/ Agreement to Sell	Address of Property	Usage Purpose	Area (Sq Yard)	Consideration (₹)
1.	Satnam Inter Properties	Amtech Esters Private Limited	May 05, 2002	2012 MIE, Jhajjar, Bahadurgarh, Haryana, India, 124507	Factory	1233.94	14,80,500

### List of Properties taken on Lease by the Subsidiary Company:



Sr. No.	Name of Lessor	Name of Lessee	Date of the Deed	Address of Property	Usage Purpose	Rent (₹)	Tenure
1.	Ajit Singh Bawa	Croda Pigments Private Limited	09 <sup>th</sup> April, 2024	Khasra 26/1 MIE, Badargarh, Jhajjar, Haryana – 124507	Factory	55,000 per month	11 months starting from 09 <sup>th</sup> April, 2024
2.	Avtar Singh Bawa	Croda Pigments Private Limited	10 <sup>th</sup> April, 2024	794, First Floor, Joshi Path, Karol Bagh, New Delhi – 110005	Factory	20,000 per month	11 months starting from 10 <sup>th</sup> April, 2024

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## KEY INDUSTRY REGULATIONS

*Except as otherwise specified in this Draft Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.*

*Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and are neither designed nor intended to be a substitute for professional legal advice.*

### APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “**Government and Other Statutory Approvals**” beginning on page number 228 of this Draft Prospectus.

### BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS

#### **The Factories Act, 1948**

The Factories Act, 1948, as amended, defines a “factory” to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

#### **Environment Protection Act, 1986**

The Environment Protection Act deals with prevention of hazards to human beings, other living creatures, plants and property. The rules framed under Act mandates Industrial units and corporates to act in a responsible manner to protect environment, ensure location and functioning of industries and manner of dealing with waste generation. Various Rules are notified to govern areas like waste prevention, minimization, reuse and recycle of municipal solid waste, industrial, agricultural and hazardous waste. Non- Compliance with the provisions of this Act, or the rules made or orders or directions issued thereunder attracts Penalty of imprisonment for five years or fine of one lakh rupees, or both. In case of continuing offense, the additional fine of five thousand rupees for every day. If the offense continues beyond a period of one year the imprisonment may extend to seven years.

#### **Air (Prevention and Control of Pollution) Act, 1981 (the Air Act)**

The Air Act was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Air Act has declared several areas as air pollution control areas and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Air Act, if a person intends to commence an industrial plant in a pollution control area.

#### **Water (Prevention and Control of Pollution) Act, 1974 (the Water Act)**

The Water Act was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Water Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution Control Boards constituted under this Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the Board constituted under this Act.

#### **The Hazardous and other Wastes (Management & Trans-boundary Movement) Rules, 2016**

Hazardous Waste Management Rules were notified to ensure safe handling, generation, processing, treatment, package, storage, transportation, use, reprocessing, collection, conversion, and offering for sale, destruction and

disposal of Hazardous Waste. These Rules came into effect in the year 1989 and have been amended later in the years 2000, 2003 and with final notification of the Hazardous Waste (Management, Handling and Trans-boundary Movement) Rules, 2008 in supersession of former notifications. The Rules lay down corresponding duties of various authorities such as the Ministry of Environment and Forests, Central Pollution Control Board, State/UT Govts., State Pollution Control Boards / Pollution Control Committees, Director General of Foreign Trade, Port Authority and Custom Authority. State Pollution Control Boards/ Pollution Control Committees have been designated with wider responsibilities touching across almost every aspect of Hazardous wastes generation, handling and their disposal.

#### **National Environmental Policy, 2006**

This Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource.

#### **National Green Tribunal Act, 2010.**

The National Green Tribunal (NGT) Act, 2010 is an Act to provide for the establishment of a National Green Tribunal for the effective and expeditious disposal of cases relating to environmental protection and conservation of forests and other natural resources including enforcement of any legal right relating to environment and giving relief and compensation for any damages caused to persons and properties.

#### **The Public Liability Insurance Act, 1991 and the Public Liability Insurance Rules, 1991**

The Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the law, the owner or handler is also required to take out an insurance policy insuring against liability. The rules made under this Act mandate the employer to contribute towards the Environmental Relief Fund a sum equal to the premium paid on the insurance policies.

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

The Bureau of Indian Standards Act, 2016, as amended, provides for the standardization, marking and quality certification of goods or articles of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. The Bureau of Indian Standards Act provides for the functions of the bureau which include, among others (a) recognize as an Indian standard, any standard established for any goods, article, process, system or service by any other institution in India or elsewhere; (b) specify a standard mark to be called the Bureau of Indian Standards Certification Mark; and (c) make such inspection and take such samples of any material or substance as may be necessary.

#### **The Legal Metrology Act, 2009**

The Legal Metrology Act, 2009 ("Legal Metrology Act") came into force on March 1, 2011. The Legal Metrology Act provides that the units of weights and measures must be in accordance with the metric system based on the international system of units, and prohibits quotations made otherwise. The Legal Metrology (General) Rules, 2011, which came into force on April 1, 2011, also provide the detailed specifications of standard weights and measures and the standard equipment. The Legal Metrology Act regulates the trade and commerce in weights and measures, and provides for the appointment of a director, controller and other legal metrology officers, and empowers them to undertake inspection or forfeiture to ensure compliance with its provisions. The Legal Metrology Act provides for imposition of penalty on use of non-standard, or unverified weights and measures, and for making any transaction, deal or contract in contravention of the standards of weights and measures. The Legal Metrology Act allows companies to nominate a person who will be held responsible for the breach of provisions of this legislation.

#### **The Micro, Small and Medium Enterprises Development Act, 2006**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Act was enacted. With effect from July 01, 2020 the Manufacturing enterprises and enterprises rendering Services have been re-classified as Micro enterprise, where the investment in plant and machinery does not exceed ₹1

Crone and annual turnover does not exceed ₹ 5 Crore; Small enterprise, where the investment in plant and machinery does not exceed ₹10 crore and annual turnover does not exceed ₹ 50 Crore; a medium enterprise, where the investment in plant and machinery does not exceed ₹ 50 crore and annual turnover does not exceed ₹ 250 Crore.

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

### **Shops and Establishments laws in various states**

As per the provisions of local Shops and Establishments laws applicable in the States of Delhi, Punjab and Haryana establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

### **Stamp Act in various states**

The purpose of the Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Governments of Delhi, Punjab and Haryana are empowered to prescribe or alter the stamp duty as per their need.

### **Professions, Trade, Callings and Employments Act in various states**

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 Punjab is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and are also required to collect funds through professional tax. The professional taxes are charged on the income of individuals, profits of business or gains of vocations. 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 persons 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 persons and employer has to obtain the registration from the assessing authority in the prescribed manner.

### **Classification of fire prevention and safety measures**

Various states have issued rules under the Factories Act, 1948 specifying that no manufacturing process shall be started or carried on in any building, or part of a building until a certificate of stability of the building, or part of building in Form No. 2 signed by a person possessing the qualifications prescribed in sub-rule (4) has been delivered online to the Chief Inspector and accepted by him.

### **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 licenses for operating eating outlets and implementation of regulations relating to such licenses along with prescribing penalties for non-compliance.

## **GENERAL CORPORATE LAWS**

### **Companies Act, 2013**

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of the President of India on 29th August 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private companies into public companies and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors, winding up, voluntary winding up, and appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

### **The Sale of Goods Act, 1930**

The Sale of Goods Act, 1930 governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyers and sellers, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

### **The Registration Act, 1908**

The Registration Act, 1908 (“Registration Act”) was enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. The Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property and a lease of immovable property for any term exceeding one year or reserving a yearly rent. It also provides for non-compulsory registration of documents as enumerated in the provisions.

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

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as ‘void’ or ‘voidable’. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

### **The Specific Relief Act, 1963**

The Specific Relief Act is complementary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for the purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means the Court will order the party to perform his part of the agreement, instead of imposing on him any monetary liability to pay damages to another party.

### **Negotiable Instruments Act, 1881**

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheques not being honored by their bankers and returned unpaid. Section 138 of the Act, creates statutory offense in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

### **Competition Act, 2002**

The Act is to prevent practices having adverse effects on competition, to promote and sustain competition in markets, to protect interest of consumers and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

Apart from the above list of laws, which is inclusive in nature and not exhaustive, general laws like the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Consumer Protection Act 2019, Transfer of Property Act, 1882, Information Technology Act, 2000 etc. are also applicable to the Company.

## **TAX RELATED LEGISLATIONS**

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

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company which is assessed for income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

### **Goods and Services Tax Act, 2017**

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state are levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

## **EMPLOYMENT AND LABOUR LAWS**

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

Payment of Wages Act, 1936, as amended by Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made thereunder.

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

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

### **The Payment of Bonus Act, 1965**

The Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

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

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

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

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. This Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provides for the constitution of grievance settlement machineries in any establishment having 20 or more workers.

### **Trade Unions Act, 1926**

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

### **Industrial Employment (Standing Orders) Act, 1946 (the “Standing Orders”)**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments having 50 or more workmen employed, so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial establishment. The highlights of the Standing Orders are classification of workmen, manner of intimation to workers about work and wage related details, attendance and conditions for leaves, conditions of termination of employment and means of redressal for workmen in different matters.

### **Employee’s Compensation Act, 1923**

The Employees’ Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employee’s Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employee’s Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees’ Compensation a report regarding any fatal or serious bodily injury suffered by an employee within 7 days of death/serious bodily injury.

### **Employee’s State Insurance Act, 1948**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and ‘employment injury’ and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employers and employees both are required to make contributions to the fund. The return of the contribution made is required to be filed with the Employees’ State Insurance Corporation.

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

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees’ provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make an equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees’ Provident Scheme, 1952.

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

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which 10 or more persons are employed, or



were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

### **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which 10 or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which 10 or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act")**

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

### **Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")**

The CLPR Act seeks to prohibit the engagement of children in certain occupations and to regulate the conditions of work of children in certain other occupations. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

## **EMPLOYMENT AND LABOUR LAWS CODIFICATION**

### **The Code on Wages, 2019 (the "Code")**

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976.

### **Occupational Safety, Health and Working Conditions Code, 2019**

The Government of India enacted 'The Occupational Safety, Health and Working Conditions Code, 2019 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume 13 labour legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, that concern our business.

### **The Industrial Relations Code, 2020**

The Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946.

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

The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume 9 separate 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 and the Payment of Gratuity Act, 1972.

## **INTELLECTUAL PROPERTY RIGHTS**

### **The Trade Marks Act, 1999** (“Trade Marks Act”)

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trade Marks Act, an application for trademark registration may be made with the Trade Marks Registry by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks among others. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. It also seeks to simplify the law relating to the transfer of ownership of trademarks by assignment or transmission and to bring the law in line with international practices.

## **ANTI-TRUST LAWS**

### **Competition Act, 2002**

The Act is to prevent practices having adverse effects on competition, to promote and sustain competition in markets, to protect interest of consumers and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

## **GENERAL LAWS**

Apart from the above list of laws, which is inclusive in nature and not exhaustive - general laws like the Negotiable Instrument Act 1881, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Consumer Protection Act 2019, Transfer of Property Act, 1882, Information Technology Act, 2000 etc.

## HISTORY AND CORPORATE STRUCTURE

### BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated as Private Limited Company under the name and style of 'Amtech Esters Private Limited' with the CIN 'U24129DL2002PTC115465', under the Companies Act, 1956 pursuant to Certificate of Incorporation dated May 21, 2002 issued by the Registrar of Companies, NCT of Delhi and Haryana. Later, the Company was converted to the Public Limited Company under the relevant provisions of Companies Act, 2013 under the name and style of 'Amtech Esters Limited' with the CIN 'U24129DL2002PLC115465' vide special resolution passed by our shareholders at the AGM held on 30th September, 2023 and pursuant to which Registrar of Companies, NCT of Delhi and Haryana issued fresh Certificate of Incorporation dated December 12, 2023.

For information on our Company's profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major Vendors and suppliers, please refer the sections titled *"Our Business"*, *"Industry Overview"*, *"Our Management"*, *"Financial information of the Company"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* on pages 118,109 , 151, 174 and 212 respectively of this Draft Prospectus.

#### Address of the Registered Office:

<b>Registered Office</b>	Flat No. 102, Plot No. A – 3, Magnum House 1, Commercial Complex, Karam Pura, West Delhi, New Delhi – 110015
<b>Corporate Office/ Manufacturing Unit</b>	2012 MIE, Jhajjar, Bahadurgarh, Haryana- 124507

### CHANGES IN REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION

Except as disclosed below, there has not been any change in our Registered Office since incorporation till the date of this Draft Prospectus:

Effective Date	From	To	Reason for Change
Upon Incorporation	1322 – 27, Desh Bandhu Gupta Road, Karol Bagh, New Delhi – 11005		NA
March 07, 2019	1322 – 27, Desh Bandhu Gupta Road, Karol Bagh, New Delhi – 11005	794, Ground Floor, Joshi Lane, Karol Bagh, New Delhi, Delhi – 110005	For Administrative Convenience
March 25, 2019	794, Ground Floor, Joshi Lane, Karol Bagh, New Delhi, Delhi – 110005	794, Ground Floor, Joshi Path, Karol Bagh, New Delhi, Delhi – 110005	The address of the Registered Office was wrongly mentioned in the previous filing with the RoC.
October 17, 2024	794, Ground Floor, Joshi Path, Karol Bagh, New Delhi, Delhi – 110005	Flat No. 102, Plot No. A – 3, Magnum House 1, Commercial Complex, Karam Pura, West Delhi, New Delhi – 110015	For Administrative Convenience

### MAIN OBJECTS OF MEMORANDUM OF ASSOCIATION

The main objects of our Company as contained in our Clause III (A) of Memorandum of Association of our Company are as follows:

1. To carry on the business of manufacturers, processors. buyers, sellers, importers, exporters, traders and dealers in all kinds of esters, polyester, resin, epoxy resin, polyamides and plastisizers. such as DOP, DBP, polyurethane resin & its allied products.
2. To carry on the business of the manufacturers, importers, exporters, dealers of all kinds of paints, varnishes, chemicals and allied products. driers and peroxides, polyester, resins and allied products, FRP, plastic and eshosey pigments and as ciliamics.
3. To carry on business of chemical engineers, manufacturers and dealers of dyes, dyestuffs, glues, gums, resins, adhesives, oils organic or mineral intermediates, compositions laboratory reagents, or toilet and sanitary

products and plastic. PVC, Nylon and Rubber goods and plant equipment for the manufacture of such products.

#### **AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION**

Except as stated below, there has been no change in the Memorandum of Association and Articles of Association of our Company since its Incorporation:

<b>Sr. No.</b>	<b>Amendment</b>	<b>Date &amp; Type of Meeting</b>
<b>Change in Capital Clause</b>		
1.	Increase in Authorized Share Capital from ₹ 25 lacs to ₹ 1 cr.	January 30, 2023 (EGM)
2.	Increase in Authorized Share Capital from ₹ 1 cr. to ₹ 5 cr.	August 25, 2023 (EGM)
<b>Change in Name Clause</b>		
1.	Change in status of Company from Private Limited (Amtech Esters Private Limited) to Public Limited (Amtech Esters Limited)	September 30, 2023 (AGM)
<b>Change in Registered Office</b>		
1.	Change of Registered Office within local limits of city, town or village	March 07, 2019
2.	Change of Registered Office within local limits of city, town or village (For the purpose of rectification of address which was inadvertently mentioned earlier)	March 25, 2019
<b>Change in Articles of Association</b>		
1.	Adoption of New AOA as per Companies Act, 2013	January 30, 2023
2.	Conversion of Private Limited Company to Limited Company	September 30, 2023
3.	Alteration in Some Clauses of AOA	June 03, 2024

#### **MAJOR EVENTS AND MILESTONES OF OUR COMPANY**

The table below sets forth some of the major events in the history of our company:

<b>Year/F.Y.</b>	<b>Key Events / Milestone / Achievements</b>
2002	Incorporation of our Company as “Amtech Esters Private Limited” under the Companies Act, 1956.
2023	Conversion of the Company from Private Limited to Public Limited.
2023	Acquired subsidiary by the name of “Croda Pigments Private Limited”.

#### **OTHER DETAILS ABOUT OUR COMPANY**

For details of our Company’s activities, products, growth, awards & recognitions, capacity, location of plants, technology, marketing strategy, competition and our customers, please refer section titled “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and “*Basis for Offer Price*” on pages 118, 212 and 97 respectively of this Draft Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “*Our Management*” and “*Capital Structure*” beginning on page 151 and 62 of the Draft Prospectus respectively.

#### **CAPITAL RAISING (DEBT/ EQUITY)**

For details in relation to our capital raising activities through equity, please refer to the chapter titled “*Capital Structure*” beginning on page 62 of the Draft Prospectus.

For a description of our Company’s debt facilities, see “*Statement of Financial Indebtedness*” on page 211 of the Draft Prospectus.

#### **LOCK-OUT OR STRIKES**

There have been no lock-outs or strikes in our Company since inception.

## **CHANGES IN ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE (5) YEARS**

There has been no change in the activity of our Company during the last five (5) years preceding the date of this Draft Prospectus.

## **OUR HOLDING COMPANY**

As on the date of this Draft Prospectus, our Company does not have a holding company.

## **OUR JOINT VENTURES**

As on the date of this Draft Prospectus, our Company does not have any Joint Ventures.

## **LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS, CAPACITY/ FACILITY CREATION AND LOCATION OF PLANTS**

For information on key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation, location of our manufacturing facilities, please see the section titled *“Our Business”* on page 118 of this Draft Prospectus.

## **DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/ UNDERTAKINGS, MERGERS, AMALGAMATION, ANY REVALUATION OF ASSETS, ETC. IF ANY, IN THE LAST TEN YEARS**

Except as disclosed in this Draft Prospectus, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Draft Prospectus.

## **INJUNCTION OR RESTRAINING ORDER**

As on the date of filing this Draft Prospectus, there are no injunctions/restraining orders that have been passed against our Company.

## **NUMBER OF SHAREHOLDERS OF OUR COMPANY**

Our Company has Twenty-Two (22) shareholders as on the date of this Draft Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled *“Capital Structure”* beginning on page 62 of the Draft Prospectus.

## **CHANGES IN THE MANAGEMENT**

For details of change in Management, please see chapter titled *“Our Management”* on page 151 of the Draft Prospectus.

## **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 Prospectus.

## **AGREEMENT WITH KEY MANAGERIAL PERSONNEL OR DIRECTORS OR PROMOTERS OR ANY OTHER EMPLOYEE OF THE COMPANY**

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

## **COLLABORATION AGREEMENTS**

As of the date of this Draft Prospectus, our Company is not a party to any collaboration agreements.

## **MATERIAL AGREEMENT**

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company except as disclosed below:

Company has entered into an agreement with Integrals Manufacturers and Traders LLP (Integrals Manufacturers) on October 01, 2023 for setting up of manufacturing facility on the industrial premises owned by Integrals Manufacturers & Traders LLP who own 1,50,000 square feet of industrial land at Reliance Model Economic Township, Jhajjar, Haryana. Company shall provide the plant and machinery for setting up the new unit and Integrals Manufacturers & Traders LLP shall bear the cost of electricity and upkeep of the machinery. The new unit shall provide additional installed capacity of 480 MT per month of producing resins.

Please refer to the Chapter titled “Objects of the Offer” on page 79 for a detailed plan of action for enhancement of the capacity.

#### **STRATEGIC OR FINANCIAL PARTNERS**

Our Company does not have any strategic or financial partners as on the date of this Draft Prospectus.

#### **TIME AND COST OVERRUNS IN SETTING UP PROJECTS**

There has been no time/ cost overrun in setting up projects by our Company.

#### **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS**

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Draft Prospectus.

#### **NON-COMPETE AGREEMENT**

Our Company has not entered into any Non-Compete Agreement as on the date of filing of this Draft Prospectus.

#### **OUR SUBSIDIARY**

As of the date of this Draft Prospectus, our Company has one subsidiary, details of which are given below:

##### **Croda Pigments Private Limited (Croda)**

Croda Pigments Private Limited is a private limited company incorporated under the Companies Act, 2013 through the Certificate of Incorporation issued by Registrar of Companies, NCT of Delhi and Haryana under the name and style of C.A.A.T Steel and Power Private Limited. Subsequently, its name was changed to Croda Pigments Private Limited vide Fresh Certificate of Incorporation pursuant to name change dated April 21, 2023 issued by Registrar of Companies, NCT of Delhi and Haryana. On incorporation, its registered office was 73 C, Prem Complex 103 1st Floor Taimour Nagar, New Delhi, 110025. Subsequently, its registered office was shifted to 794, First Floor, Joshi Path, Karol Bagh, New Delhi, India, 110005 w.e.f. May 22, 2023. The company Identification Number (CIN) of the company is U20221DL2018PTC342599.

##### **Capital Structure:**

On incorporation, the Authorised Share Capital of the company was ₹ 10,00,000 divided into 1,00,000 Equity shares of ₹ 10/-. Pursuant to a shareholder’s resolution dated June 15, 2023, the authorised share capital of the company was increased to ₹ 1,00,00,000 divided into 1000000 Equity Shares of ₹ 10/- each. Further, pursuant to a shareholder’s resolution dated August 16, 2023, the authorised share capital of the company was increased to ₹ 2,50,00,000 divided into 2500000 Equity Shares of ₹ 10/- each. The Paid-up share capital of the company is ₹ 2,36,98,160.

##### **Shareholding Pattern:**

As on the date of this Draft Prospectus, our company holds 95.78% shareholding of Croda Pigments (P) Limited. The shareholding pattern is given below:

<b>Sr. No.</b>	<b>Names of Shareholders</b>	<b>Shares held (Face Value of ₹ 10 each)</b>	<b>% Pre-Issue paid up Share Capital</b>
1.	Amtech Esters Private Limited	22,69,816	95.78
2.	Meenakshi Sharma	95,000	4.01
3.	Mandeep Singh	5,000	0.21

##### **Directorship of the subsidiary:**

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>
1.	Mandeep Singh	Director
2.	Meenakshi Sharma	Director
3.	Ajit Singh Bawa	Director

**Nature of Business:**

Croda Pigments Private Limited is engaged in the business of manufacturing, distribution and export of high-quality pigments and colorants. It caters to various industries including textiles, plastics, paints, coatings, inks and cosmetics.

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## OUR MANAGEMENT

### BOARD OF DIRECTORS

As per the Companies Act, our Company is required to have not less than 3 (three) Directors and not more than 15 (fifteen) Directors on its Board. As of the date of this Draft Prospectus, we have 4 (Four) Directors on our Board.

Ajit Singh Bawa	-	Managing Director
Gurpreet Kaur Bawa	-	Non-Executive Director
Rahul Sharma	-	Independent Director
Paras Suri	-	Independent Director

The following table sets forth details regarding the Board of Directors as on the date of this Draft Prospectus:

<b>Ajit Singh Bawa</b>	
Father's Name	Avtar Singh Bawa
DIN	00413081
Date of Birth	April 04, 1970
Age	54 years
Designation	Managing Director
Status	Executive
Qualification	Senior Secondary from CBSE
No. of Years of Experience	He has 22 years of experience in the polyester resin manufacturing industry.
Address	House No. 28, Ground Floor, Road No. 72, West Punjabi Bagh, Delhi – 110026
Occupation	Business
Nationality	Indian
Date of Appointment	May 21, 2002 as Director of the Company. Pursuant to approval of members in the Extraordinary General Meeting held on December 19, 2023 his designation was changed to Managing Director.
Term of Appointment and date of expiration of current term of office	He holds the office for a period of 5 years with effect from December 19, 2023 till December 18, 2028 not liable to retire by rotation.
Other Directorships	Croda Pigments Private Limited Bawa Resins Private Limited

<b>Gurpreet Kaur Bawa</b>	
Father's Name	Kuldip Singh
DIN	02642585
Date of Birth	March 19, 1972
Age	52 years
Designation	Non-Executive Director
Status	Non-executive
Qualification	Bachelor of Science (Home Science) from Delhi University in the year 1992. Bachelor of Education from Delhi University in the year 1993. Master of Arts in Sociology from Annamalai University in the year 1995.
No. of Years of Experience	She has an experience of 15 years in the polyester resin industry.
Address	House No. 28, Road No. 72, West Punjabi Bagh, Delhi – 110026
Occupation	Business

Nationality	Indian
Date of Appointment	Appointed as Non-Executive Director pursuant to Extraordinary General Meeting dated April 02, 2009.
Term of Appointment and date of expiration of current term of office.	She holds the office with effect from April 02, 2009 as Non-Executive Director liable to retire by rotation.
Other Directorships	Bawa Resins Private Limited

<b>Rahul Sharma</b>	
Father's Name	Govind Ram Sharma
DIN	02795892
Date of Birth	April 26, 1977
Age	47 years
Designation	Independent Director
Status	Non-Executive
Qualification	Fellow Member of Institute of Chartered Accountant of India (ICAI) since December, 2009.
No. of Years of Experience	He has an experience of 14 years as Chartered Accountant in the field of Finance and Taxation.
Address	65 – T F, Chander Nagar, Block -B, Janakpuri B-1, New Delhi – 110058
Occupation	Profession
Nationality	Indian
Date of Appointment	Appointed as Non-Executive Independent Director pursuant to Extraordinary General Meeting held on January 10, 2024.
Term of Appointment and date of expiration of current term of office.	He is appointed for a period of 5 years with effect from January 10, 2024 till January 09, 2029 not liable to retire by rotation.
Other Directorships	RSPV & Co. LLP (Designated Partner)

<b>Paras Suri</b>	
Father's Name	Ashok Kumar Suri
DIN	10232000
Date of Birth	July 31, 1973
Age	51 years
Designation	Independent Director
Status	Non-Executive
Qualification	Master of Business Administration from Indira Gandhi National Open University in the year June 2001.
No. of Years of Experience	He is the Sole proprietor of PMS Group since July 22, 2017.
Address	I-82, 3rd Floor, Kirti Nagar, New Delhi – 110015
Occupation	Business
Nationality	Indian
Date of Appointment	Appointed as Non-Executive Independent Director pursuant to Extraordinary General Meeting held on January 10, 2024.
Term of Appointment and date of expiration of current term of office.	He is appointed for a period of 5 years with effect from January 10, 2024 till January 09, 2029 not liable to retire by rotation.



Other Directorships	Flyshop Travtech Private Limited Profes Hospitality and Media Private Limited Sanjivni Prakashan Private Limited Vishnushiva Infra Services Private Limited Blessing Souls Enterprises Private Limited Vishnushiva Infra and Mining Private Limited
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## BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY

**Ajit Singh Bawa**, is the Managing Director of our Company and associated with our company since the Company's inception. With more than 22 years of experience in the polyester resin manufacturing industry, he has been central to the Company's development and daily operations. His long-term involvement in the Company has provided him with a deep understanding of the industry and its challenges. His experience and consistent leadership have been key to the Company's ongoing success and growth.

**Gurpreet Kaur Bawa**, is a Non-Executive Director of our Company, having been associated with our company since 2009. She holds a Bachelor's degree in Science (Home Science) and Bachelor of Education from Delhi University and a Master's degree in Arts (Sociology) from Annamalai University. She provides valuable insights and support in the Company's operations and strategic decisions, particularly in the polyester resin manufacturing sector. Her experience contributes to the governance and overall direction of the Company and in making informed decisions for its continued growth and development.

**Rahul Sharma**, is an Independent Director at our Company. He is a Fellow Member of Institute of Chartered Accountants of India with over 14 years of experience in finance and taxation. His background includes a broad range of roles in financial management and tax advisory, providing valuable insights into our Company's financial practices and compliance. His experience is particularly valuable in overseeing financial strategies, reporting and maintaining the integrity and efficiency of our finance operations in the polyester resin manufacturing sector.

**Paras Suri**, is an Independent Director of our Company. He holds a Master's degree in Business Management from Indira Gandhi National Open University. His educational background and specialized training contribute to his role in providing financial oversight and strategic advice. His experience helps the Company navigate financial planning and management, ensuring that our financial practices align with industry standards.

### **Confirmations as on the date of this Draft Prospectus:**

1. *None of the above – mentioned Promoters or Directors are on the RBI List of wilful defaulters or fraudulent borrowers as on date of this Draft Prospectus.*
2. *None of the above – mentioned Promoters or Directors have been and/or are being declared as fugitive economic offenders as on date of this Draft Prospectus.*
3. *None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or Our Company are debarred by SEBI from accessing the capital market.*
4. *None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.*
5. *Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) during the (5) five years prior to the date of filing the Draft Prospectus or (b) delisted from the stock exchanges.*
6. *There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of the senior management.*
7. *The Directors of our Company have not entered into any service contracts with our Company which provide for benefits upon termination of employment.*
8. *No proceedings/ investigations have been initiated by SEBI against any Company, the board of directors of which also comprises any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms of Companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or Company in which he is interested, in connection with the promotion or formation of our Company.*

## RELATIONSHIP BETWEEN THE DIRECTORS

Sr. No.	Name of the Director/KMP	Relationship with other Directors/KMPs
1.	Ajit Singh Bawa	Husband of Gurpreet Kaur Bawa
2.	Gurpreet Kaur Bawa	Wife of Ajit Singh Bawa

## SERVICE CONTRACTS

The Company has entered into a service agreement with the Managing Director, Ajit Singh Bawa on December 19, 2023. None of our other directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our Company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed, however their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company. Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and Key Managerial personnel, are entitled to any benefits upon termination of Employment.

## DETAILS OF BORROWING POWERS OF DIRECTORS

Pursuant to a Board Resolution passed at the Board Meeting of our Company held on April 15, 2024 and as per the 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 has been authorized to borrow monies from time to time, and 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 which as on the date of Resolution was ₹1,158.06. Any borrowings beyond this amount will require shareholder approval through a special resolution.

## COMPENSATION AND BENEFITS TO THE MANAGING DIRECTOR ARE AS FOLLOWS:

### Ajit Singh Bawa – Managing Director

**Ajit Singh Bawa**, was originally appointed as Promoter Director w.e.f. May 21, 2002, subsequently designated as the Managing Director of the Company w.e.f. December 19, 2023 *vide* Shareholders Resolution dated December 19, 2023 for a period of 5 years. The significant terms of the Shareholders Resolution are as below:

<b>Remuneration</b>	₹ 1.00 Lakhs per month as per the Service Agreement with effect from December 19, 2023. According to the limit prescribed or exceeding the limits prescribed under Section 197 of the Company Act, 2013 subject to the approval of Shareholders in General Meeting in consultation with the Nomination and Remuneration Committee. Such amounts shall be paid as Basic Salary and/ or Special Allowance and perquisites and benefits as may be considered appropriate from time to time and approved by the Board of Directors.
<b>Other terms and conditions</b>	The Managing Director of the Company will not be entitled to any Sitting Fees for attending meetings of the Board of Directors or Committees thereof.
<b>Remuneration in the event of loss or inadequacy of profits</b>	In case of inadequacy of profits or loss in any financial year, the salary (and other allowances, if any as per Company's Policy) will be paid to Managing Director in accordance with the applicable provisions of the Section I of PART II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Board of Directors.
<b>Compensation/ remuneration paid during the F.Y. 2023-24</b>	₹ 13 Lakh

## REMUNERATIONS AND/ OR SITTING FEES PAID TO OUR NON-EXECUTIVE AND INDEPENDENT DIRECTORS

Our Non – Executive Independent Directors are entitled to sitting fees for attending meetings of the Board, or of any committee of the Board and as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations. No remunerations and/ or sitting fees have been paid/ payable to any of our Non – Executive and Independent Directors in the last Financial Year.

## BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

We have no bonus or profit-sharing plan for our directors.

## SHAREHOLDING OF DIRECTORS IN OUR COMPANY

Our Articles of Association do not require our directors to hold qualification shares. As on date of filing of this Draft Prospectus, except the following, none of our other Directors hold any Equity Shares of our Company:

Sr. No.	Name of Director	Designation	No. of Shares held in our Company	% of pre – Issue paid – up Equity Share Capital
1.	Ajit Singh Bawa	Managing Director	9,13,832	28.36%
2.	Gurpreet Kaur Bawa	Non-Executive Director	1,11,648	3.46%

## INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances Provided to anybody corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Offer and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Offer. All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

### *Interest in promotion of Our Company*

Except Promoters, none of our directors have any interest in the promotion of our Company.

### *Interest in the business of Our Company*

Except as stated under “Note 30 -Restated Related Party Disclosures” under Chapter titled “Restated Financial Information” beginning on page 174 of the Draft Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Prospectus in which our directors are interested directly or indirectly.

The Executive Director is interested in the extent of remuneration paid to them for services rendered to the company and also payment of interest on unsecured loan and lease rent.

## CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

There has been no change in the Board of Directors, except as mentioned below during the last three (3) years preceding the date of Draft Prospectus:

Name of Director	Date Of Change	Reason for Changes
Avtar Singh Bawa	May 01, 2023	Resigned from the Board of Director of the Company

Amarjeet Kaur Bawa	May 01, 2023	Resigned from the Board of Director of the Company
Harvind Singh Bawa	May 01, 2023	Resigned from the Board of Director of the Company
Meenakshi Sharma	May 01, 2023	Resigned from the Board of Director of the Company
Ajit Singh Bawa	December 19, 2023	Designation was changed to Managing Director of the Company.
Mandeep Singh	January 12, 2024	Resigned from the Board of Director of the Company
Rahul Sharma	January 10, 2024	Appointed as the Independent Director of the Company
Paras Suri	January 10, 2024	Appointed as the Independent Director of the Company

***Interest in the property of Our Company:***

Except as mentioned in this Draft Prospectus, our Directors do not have any interest in any property acquired by our Company in the three years preceding the date of this Draft 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.

**CORPORATE GOVERNANCE**

In addition to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchanges.

As on date of this Draft Prospectus, as our Company is coming with an Offer in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavors to comply with the good corporate governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including a woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

Our Company has constituted the following committees:

- 1) **Audit Committee;**
- 2) **Nomination and Remuneration Committee; and**
- 3) **Stakeholders Relationship Committee.**

**Audit Committee**

Our Company has formed an Audit Committee, vide Board Resolution dated April 15, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the Companies (Meeting of board and its power) Rules, 2014 and Regulation 18 of SEBI Listing Regulations. The Audit Committee comprises following members:

Name of the Director	Designation in the Committee	Nature of Directorship
Rahul Sharma	Chairman	Non-Executive Independent Director
Paras Suri	Member	Non-Executive Independent Director

Gurpreet Kaur Bawa	Member	Non-Executive Non-Independent Director
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The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The scope and function of the Audit Committee and its terms of reference shall include the following:

[Remainder of this page intentionally kept blank]

**A. Tenure of the committee:**

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

**B. Meetings of the Committee:**

The committee shall meet at least four times in a year and not more than four months shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries.

**C. Power of the Committee:**

The Audit Committee shall have powers, including the following:

- a. to investigate any activity within its terms of reference;
- b. to seek information from any employee;
- c. to obtain outside legal or other professional advice;
- d. to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and

**D. Role of the Committee:**

1. The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation and Companies Act, 2013 shall be as under:
2. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
3. Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
4. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
5. Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
6. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications and modified opinions in the draft audit report.
7. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
8. Reviewing and monitoring 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/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
9. Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the Company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
14. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
15. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
16. Discussing with internal auditors on any significant findings and follow up thereon;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
18. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
20. Reviewing the functioning of the whistle blower mechanism;
21. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
23. Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

Further, the Audit Committee shall mandatorily review the following:

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses;
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
6. statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
  - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

## Stakeholders' Relationship Committee

Our Company has formed a Stakeholders Relationship Committee vide Board Resolution dated April 15, 2024 as per the applicable provisions of the Section 178(5) of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 20 of SEBI Listing Regulations. The Stakeholders Relationship Committee comprises following members:

Name of the Director	Designation in the Committee	Nature of Directorship
Gurpreet Kaur Bawa	Chairperson	Non-Executive Non-Independent Director
Ajit Singh Bawa	Member	Managing Director
Paras Suri	Member	Non-Executive Independent Director

The scope and function of the Committee and its terms of reference shall include the following:

### A. Tenure of the committee:

The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.

### B. Meetings of the committee:

The Stakeholders Relationship Committee shall meet at least once a year and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The Chairman of the Stakeholders Relationship Committee shall be present at the Annual General Meeting to answer queries of the securities holders. The Quorum shall have two members present.

### C. Terms of Reference:

The role of the Stakeholders Relationship Committee as per Part D of Schedule II of the SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company;
5. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized;
6. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
7. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company.;
8. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/ dividend warrants, non-receipt of annual report and any other grievance/ complaints with Company or any officer of the Company arising out in discharge of his duties;
9. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them;



10. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time;
11. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting; and
12. Such roles as may be delegated by the Board and/ or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

#### **Nomination and Remuneration Committee**

Our Company has formed a Nomination and Remuneration Committee vide Board Resolution dated April 15, 2024 as per the applicable provisions of the Schedule V and other applicable provisions of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 19 of SEBI Listing Regulations. The Nomination and Remuneration Committee comprises following members:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Rahul Sharma	Chairperson	Non-Executive Independent Director
Paras Suri	Member	Non-Executive Independent Director
Gurpreet Kaur Bawa	Member	Non-Executive Non-Independent Director

The scope and function of the Committee and its terms of reference shall include the following:

#### **A. Tenure of the committee:**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

#### **B. Meetings of the committee:**

The committee shall meet as and when the need arises, subject to at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Chairman of the Nomination and Remuneration Committee is entitled to attend the Annual General Meeting of the company to answer shareholder queries.

#### **C. Role of Terms of Reference:**

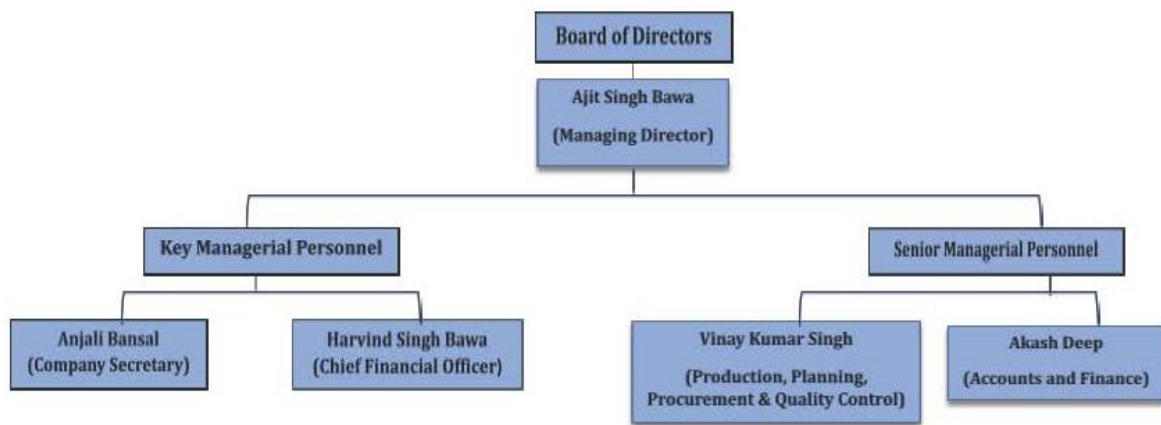
The role of the Nomination and Remuneration Committee as per Part D of Schedule II of the SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. for the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
3. formulation of criteria for evaluation of the performance of independent directors and the Board;
4. devising a policy on diversity of our Board;
5. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
6. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
8. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
9. recommending to the Board, all remuneration, in whatever form, payable to senior management;
10. performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
11. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
12. analyzing, monitoring and reviewing various human resource and compensation matters;
13. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
14. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
  - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
15. Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

## MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure:



## OUR KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Given below are the details of the Key Managerial Personnel of our Company as prescribed under the Companies Act, 2013:

Sr. No.	Name of KMP	Designation
1	Ajit Singh Bawa	Managing Director
2	Harvind Singh Bawa	Chief Financial Officer
3	Anjali Bansal	Company Secretary & Compliance Officer

## **BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL OTHER THAN EXECUTIVE DIRECTORS**

Ajit Singh Bawa is the Managing Director of our Company. For details, see “*Brief Profile of our Directors*”, of “Our Management” chapter beginning on page 151 of this Draft Prospectus. A brief detail about the other Key Managerial Personnel of our Company is provided below:

<b>Chief Financial Officer</b>	
<b>Name</b>	Harvind Singh Bawa
<b>Date of Birth/ Age</b>	April 02, 1997/ 27 years
<b>Date of Appointment</b>	December 20, 2023
<b>Overall Experience</b>	6 years as Director of the Company from April 26, 2017 to May 01, 2023 and from December 20, 2023 he has been appointed as CFO of the Company.
<b>Qualification</b>	Bachelor of Commerce from Delhi University.
<b>Previous Employment</b>	Director of the Company from April 26, 2017 till May 01, 2023
<b>Remuneration paid for F.Y. ended 2023-24 (in ₹ Lakhs)</b>	₹ 9.75 Lakh

<b>Company Secretary</b>	
<b>Name</b>	Anjali Bansal
<b>Date of Birth/ Age</b>	September 29, 1983/ 41 years
<b>Date of Appointment</b>	October 25, 2024
<b>Overall Experience</b>	She has overall experience of 8+ years as Company Secretary cum Compliance Officer.
<b>Qualification</b>	Associate of the Institute of Company Secretaries of India (ICSI) since 2008
<b>Previous Employment</b>	She was associated with SIWA (Seoul International Women’s Association), a non-profit organization as Vendor Manager and further, promoted to Vice President from December 01, 2019
<b>Remuneration paid for F.Y. ended 2023-24 (in ₹ Lakhs)</b>	Nil

A brief profile about the other Key Managerial Personnel of our Company is provided below:

**Harvind Singh Bawa**, aged 27, is the Chief Financial Officer (CFO) of our Company, having been appointed to this role on December 19, 2023. He brings 6 years of experience in various areas including accounts, finance, loans, and customer relationship management. His experience encompasses a broad range of financial responsibilities, contributing to effective management and oversight of the Company’s financial operations.

**Anjali Bansal**, aged 41 years, serves as the Company Secretary and Compliance Officer of our Company, having been appointed on October 25, 2024. She completed the Company Secretary course from the Institute of Company Secretaries of India (ICSI) in 2008. She has gained rich skills in legal and Secretarial Compliances, strategic planning, contracts management, and resource management and Insurance management, which she believe shall make a very significant contribution to this role. She possesses a wide range of domain knowledge that will allow me to contribute toward the success of your Company. Her core competencies include, but do not limit to, the following:

- Legal and Secretarial functions
- Identifying Insurance needs of the Company and arranging suitable policies.
- Supporting in strategic planning in order to upturn proficiency, productivity, and efficiency of the projects and operations of performance services
- Leading high-growth operations in international environments with large revenues.

## CHANGES IN THE KEY MANAGERIAL PERSONNEL IN LAST THREE YEARS

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Name	Date of change in Designation/ Appointment	Reason
Anjali Bansal	October 25, 2024	Appointed as Company Secretary and Compliance Officer
Subodh Kumar	October 25, 2024	Resignation from the Company as Company Secretary and Compliance Officer.
Subodh Kumar	September 16, 2024	Appointed as Company Secretary and Compliance Officer
Manish	September 16, 2024	Resigned from the Company as Company Secretary and Compliance Officer
Ajit Singh Bawa	December 19, 2023	Change in designation to Managing Director
Manish	December 20, 2023	Appointment as Company Secretary and Compliance Officer
Harvind Singh Bawa	December 20, 2023	Appointment as Chief Financial Officer

## INTEREST OF OUR KEY MANAGERIAL PERSONNEL

Apart from the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our key managerial personnel other than Managing Director are interested in our Company. For details, please refer to the section titled “*Financial information of the Company – Note 30 - Related Party Disclosures*” beginning on page 204 of this Draft Prospectus.

## OUR SENIOR MANAGERIAL PERSONNEL

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Senior Managerial Personnel of our Company is provided below:

Senior Accountant	
Name	Akash Deep
Date of Birth/ Age	October 16, 1983/41 years
Date of Appointment	August 01, 2008
Overall Experience	He has 16 years’ experience in accounts, finance, loans, and customer relationship management.
Qualification	Bachelor of Arts from Kurukshetra University, Sanitary Inspectors Diploma from All India Institute of Local Self Government, Certificate Course in F.A. (Tally) from the Institute of Computer Accountants, Kolkata.
Previous Employment	Nil
Remuneration paid for F.Y. ended 2023-24 (in ₹ Lakhs)	₹ 4.12 Lakh

Production, Sales and Marketing Head	
Name	Vinay Kumar Singh
Date of Birth/ Age	June 25, 1975/49 years
Date of Appointment	October 01, 2003

<b>Overall Experience</b>	He has experience of 21 years in production, sales and marketing Departments of the Company.
<b>Qualification</b>	Bachelor of Commerce (Hons.) from Baba Saheb Bhim Rao Ambedkar Bihar University, Muzaffarpur.
<b>Previous Employment</b>	Nil
<b>Remuneration paid for F.Y. ended 2023-24 (in ₹ Lakhs)</b>	₹ 3.34 Lakh

#### **BRIEF PROFILE OF SENIOR MANAGERIAL PERSONNEL**

**Akash Deep**, aged 40 years, is a Senior Accountant at our Company, with extensive experience in accounts, finance, loans, and customer relationship management. He holds a Bachelor of Arts degree from Kurukshetra University and has completed a diploma course in Sanitary Inspection from the All-India Institute of Local Self Government. He has also done a certification in F.A. Tally from the Institute of Computer Accountants, Bahadurgarh Branch. Akash was appointed as an Accountant on August 01, 2008 and has 16 years of experience in this role. During the fiscal year ending March 31, 2024, he received a remuneration of ₹ 4.12 Lakh. His role involves managing financial records and supporting various accounting functions.

**Vinay Kumar Singh**, aged 49 years, is the Production, Sales, and Marketing Head at our Company. He brings extensive experience in purchasing raw materials, coordinating with suppliers and customers, and overseeing processing and distribution. Vinay holds a Bachelor of Commerce degree from Baba Saheb Bhimrao Ambedkar Bihar University, Muzaffarpur. He was appointed to his current role on October 01, 2003 and has 21 years of experience. During the fiscal year ending March 31, 2024, he received a remuneration of ₹ 3.39 Lakh. His responsibilities include managing production, sales strategies, and marketing activities.

#### **SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL**

Except as disclosed below, none of the Key Managerial Personnel and Senior Management Personnel hold any Equity Shares of our Company as on the date of this Draft Prospectus.

<b>Sr. No.</b>	<b>Name of the Key Management Personnel</b>	<b>No. Equity shares held</b>	<b>Category/Status</b>
1.	Ajit Singh Bawa	9,13,832	Managing Director
2.	Harvind Singh Bawa	4,000	Chief Financial Officer

#### **EMPLOYEE STOCK OPTION SCHEME**

As on the date of filing of Draft Prospectus, our company does not have any ESOP Scheme for its employees.

#### **Relationship between the Key Managerial Personnel**

<b>Sr. No.</b>	<b>Name of the Director/KMP</b>	<b>Relationship with other Directors/KMPs</b>
1.	Ajit Singh Bawa	Father of Harvind Singh Bawa
2.	Harvind Singh Bawa	Son of Ajit Singh Bawa

#### **PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)**

Except the statutory payments made by our Company, in the last two years, our Company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

#### **Notes:**

- All the key managerial personnel mentioned and Senior Management Personnel above are on the payrolls of our Company as permanent employees.
- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel have been recruited.
- None of our Key Managerial Personnel and Senior Management Personnel has been granted any benefits in kind from our Company, other than their remuneration.

- Except as disclosed below, none of our Key Managerial Personnel and Senior Management Personnel has entered into any service contracts with our Company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company.

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### **BONUS OR PROFIT-SHARING PLAN FOR THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL**

Currently, our Company does not have any bonus or profit-sharing plan for our Key Managerial personnel/Senior Management Personnel. In future, discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the Key Managerial Personnel/Senior Management Personnel, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

### **INTEREST IN THE PROPERTY OF OUR COMPANY OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL**

Except as disclosed in the Draft Prospectus, our KMPs and SMPs do not have any interest in any property acquired by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of filing the Draft Prospectus with RoC.

### **ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS/CUSTOMERS/SUPPLIERS**

None of the above Key Managerial Personnel and Senior Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/ customers/ suppliers.

### **DETAILS OF SERVICE CONTRACTS OF THE KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL**

Except for the following, the Key Managerial Personnel and Senior Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment:

1. Service Contract with Ajit Singh Bawa, Managing Director dated December 19, 2023
2. Service Contract with Harvind Singh Bawa, CFO dated December 20, 2023

### **LOANS GIVEN/ AVAILED BY DIRECTORS/ KEY MANAGERIAL PERSONNEL/ SENIOR MANAGERIAL PERSONNEL OF OUR COMPANY**

For details of unsecured loan taken from or given to our Directors/KMPs/SMPs and for details of transaction entered by them in the past please refer to “*Note 30 – Related Party Disclosure*” page 204 of this Draft Prospectus.





## OUR PROMOTERS AND PROMOTER GROUP

As on date of this Draft Prospectus, our Promoters together hold 18,07,650 Equity Shares having face value of ₹ 10 per share and representing 56.09 % of the pre-Issue paid up Capital of our Company. For details of the build-up of our Promoters' shareholding in our Company, please see "Capital Structure" beginning on page 62 of this Draft Prospectus.

### THE BRIEF PROFILE OF OUR INDIVIDUAL PROMOTER IS AS FOLLOWS


#### AJIT SINGH BAWA

	<b>AJIT SINGH BAWA</b>
	<b>Ajit Singh Bawa</b> , is the Managing Director of our Company and has been with us since the Company's inception. With more than 22 years of experience in the polyester resin manufacturing industry, he has been central to the Company's development and daily operations. His long-term involvement in the Company has provided him with a deep understanding of the industry and its challenges. His experience and consistent leadership have been key to the Company's ongoing success and growth.
<b>Date of Birth</b>	April 04, 1970
<b>Age</b>	54
<b>PAN</b>	AAHPB5769N
<b>Qualification</b>	Senior Secondary from CBSE
<b>Address</b>	House No. 28, Road No. 72, West Punjabi Bagh, Delhi – 110026
<b>Experience in business &amp; employment</b>	He has 22 years of experience in the polyester resin manufacturing industry.
<b>Occupation</b>	Business
<b>No. of Equity Shares &amp; % of Shareholding (Pre-Issue)</b>	913832 28.36%
<b>Other Directorship</b>	Croda Pigments Private Limited Bawa Resins Private Limited
<b>Other Ventures</b>	Nil

	<b>MEENAKSHI SHARMA</b>
	Meenakshi Sharma is an experienced business woman with a strong background in corporate governance and strategic leadership. After completing her senior secondary education in 2000, she became a major promoter of Amtech Esters Limited (Formerly known as Amtech Esters Private Limited) and holds a 17.87% stake in Amtech Esters Limited and plays a key role in its strategic direction. Meenakshi is also a director at Croda Pigments Private Limited (4.01% stake), Sanjivni Prakashan Private Limited, and Arneacs Events and Media Private Limited.
<b>Date of Birth</b>	September 22, 1984
<b>Age</b>	40 years.
<b>PAN</b>	BHAPS1851F
<b>Qualification</b>	Senior Secondary
<b>Address</b>	83, gall no. 9, near Fortis Hospital, Kishangarh, Vasant Kunj, New Delhi-110070



<b>Experience in business &amp; employment</b>	6 years (w.e.f. September 07, 2018 when she was appointed as director of Suman SS Rolling Mills Private Limited)
<b>Occupation</b>	Business
<b>No. of Equity Shares &amp; % of Shareholding (Pre-Issue)</b>	575908 17.87%
<b>Other Directorship</b>	Croda Pigments Private Limited Sanjivni Prakashan Private Limited Arneacs Events and Media Private Limited
<b>Other Ventures</b>	Nil

	<b>MANDEEP SINGH</b>
	Mandeep Singh, 46 years, holds a Master's Degree in Commerce and has completed the Intermediate level of the Company Secretary program. As a key promoter of Amtech Esters Limited (Formerly known as Amtech Esters Private Limited), he holds a 9.87% stake, underscoring his significant involvement in the company's growth. Mandeep has successfully managed his own business, India Steel Industries, for over 25 years, establishing a strong market presence in the furniture segment. He is also a Director at Croda Pigments Private Limited, a subsidiary, since January 27, 2023, where he holds a 0.21% share. His extensive entrepreneurial experience and corporate governance expertise make him a valuable asset to Amtech Esters Limited.
<b>Date of Birth</b>	November 05, 1977
<b>Age</b>	46 years
<b>PAN</b>	ALUPS3321B
<b>Qualification</b>	Bachelor of Commerce
<b>Address</b>	B-573, Sudershan Park, New Delhi-110015
<b>Experience in business &amp; employment</b>	16 years (w.e.f. March 03, 2008 when he was appointed as director of Prakhar Electronics Private Limited)
<b>Occupation</b>	Business
<b>No. of Equity Shares &amp; % of Shareholding (Pre-Issue)</b>	317910 9.87%
<b>Other Directorship</b>	Croda Pigments Private Limited
<b>Other Ventures</b>	India Steel Industries

## DECLARATIONS

We declare and confirm that the details of the permanent account numbers, bank account number, passport number, Aadhar card number and Driving Licence number of our Promoters are being submitted to the National Stock Exchange of India Limited on which the specified securities are proposed to be listed along with filing of this Draft Prospectus with the Stock Exchange.

## CHANGE IN THE CONTROL OR MANAGEMENT OF THE ISSUER IN LAST FIVE YEARS

There has been no change in control or management of the Issuer since incorporation.

## INTEREST OF OUR PROMOTERS

### *Interest in promotion of Our Company*

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder of our Company and having significant control over the management and influencing policy decisions of our Company.

### ***Interest in the property of Our Company***

Our Promoters do not have any interest in any property acquired by or proposed to be acquired by our Company three years prior to filing of this Draft Prospectus.

### ***Interest as member of Our Company***

As on the date of this Draft Prospectus, our Promoters, Ajit Singh Bawa, Meenakshi Sharma and Mandeep Singh hold 18,07,650 Equity Shares i.e., 56.09 % of the pre issue paid up Equity Share Capital of our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company. Our Promoter, Ajit Singh Bawa, may also be deemed to be interested to the extent of the remuneration, as per the terms of his appointment and reimbursement of expenses payable to him. For details, please refer to Note 30 - ***“Related Party Disclosure”*** beginning on page 204 of this Draft Prospectus.

### ***Interest as Director of Our Company***

Except as stated in “Note 30 - Restated Related Party Disclosures” under section “Restated Financial Information” beginning from page 204 of this Draft Prospectus our Promoters / Directors may be deemed to be interested to the extent of compensation, remuneration/ sitting fees to be paid, perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointments and to the extent of their shareholding and benefits, if any, arise on the shareholding, our Promoters do not have any other interest in our business.

Further, our Promoters/Directors may be deemed to be interested in the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For the payments that are made by our Company to certain Group entities, please refer “Note 30 - Restated Related Party Disclosures” under section “Restated Financial Information” beginning from page 174 of this Draft Prospectus.

## **PAYMENT OF BENEFITS TO OUR PROMOTERS**

Except as stated in the section “Note 30 - Restated Related Party Disclosures” under section “Restated Financial Information” beginning from page 174 of this Draft Prospectus, there has been no payment of benefits made to our Promoters or promoter group in the two years preceding the filing of this Draft Prospectus. Further, our Company may enter into a transaction with or make payment of benefit to the Promoters, Directors or Promoters’ Group, towards remunerations as decided by the Board of Directors.

## **GUARANTEES**

Except as stated in the section under section "Restated Financial Information" beginning on page 174 of this Draft Prospectus, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Prospectus.

## **CONFIRMATIONS**

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 any 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.
- 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 225 of this Draft Prospectus.
- None of our Promoters, person in control of our Company is 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.

- Further, neither our Promoters, the promoter group members nor our Group Company have been declared as a wilful defaulter or a fraudulent borrower by the RBI or any other government authority nor there are any violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them.

### DISASSOCIATION OF PROMOTERS IN THE LAST THREE YEAR

Except as disclosed as under, our promoters have not disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Draft Prospectus:

Name of the promoter	Company/Firm	Date of cessation
Ajit Singh Bawa	SB Wealth Insurance Marketing Firm LLP*	NA
Mandeep Singh	Vishnushiva Infra & Mining Private Limited	January 31, 2023
Mandeep Singh <sup>#</sup>	Amtech Esters Limited	January 12, 2024
Meenakshi Sharma <sup>@</sup>	Amtech Esters Limited	May 01, 2023

\*SB Wealth Insurance Marketing Firm LLP was struck off by the MCA as there were no activities in the LLP.

<sup>#</sup>Mandeep Singh was appointed as a director on February 15, 2023.

<sup>@</sup> Meenakshi Sharma was appointed as a director on February 15, 2023.

### RELATIONSHIP OF PROMOTER WITH EACH OTHER AND WITH OUR DIRECTORS

Except as disclosed herein, none of our Promoters are related to any of our Company's Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

Sr. No.	Name of the Director/KMP	Relationship with other Directors/KMPs
1.	Ajit Singh Bawa	Husband of Gurpreet Kaur Bawa
2.	Gurpreet Kaur Bawa	Wife of Ajit Singh Bawa

### OUR PROMOTER' GROUP

In addition to our Promoters named above, the following individuals and entities form a part of the Promoter' Group:

#### 1. Natural Persons who are part of the Promoter Group

Relationship with Promoter	Ajit Singh Bawa	Meenakshi Sharma	Mandeep Singh
Father	Avtar Singh Bawa	Praveen Devgun	Late Raghubir Singh
Mother	Amarjeet Kaur Bawa	Punam	Late Harjinder Kaur
Spouse	Gurpreet Kaur Bawa	Lalit Bharadwaj	Neha Kaur
Brother/s	NA	Gaurav Devgun	NA
Sister/s	NA	Shalu Sahdev	NA
Son/s	Harvind Singh Bawa	Madhav Bharadwaj	Avnoor Maan
Daughter/s	Gurveen Kaur Bawa	NA	Amaira Mann
Spouse's Father	Late Kuldip Singh	Mahesh Chand Sharma	Rakesh Kumar Tiwari
Spouse's Mother	Harmohinder Kaur	Ram Rati Sharma	Durga Tiwari
Spouse's Brother	NA	NA	NA
Spouse's Sister	NA	Anja Sharma Rajni Sharma Meena Sharma	NA

**2. Companies related to our Promoter Company: Not Applicable as our Promoters are individuals.**

Nature of Relationship	Name of Entities
Subsidiary or holding company of Promoter Company.	Not Applicable
Any Body corporate in which Promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the Promoter (Body Corporate).	Not Applicable

**3. Companies, Proprietary concerns, HUFs related to our Promoters**

Nature of Relationship	Entities
Any Body Corporate in which twenty percent or more of the equity share capital is held by Promoter or an immediate relative of the Promoter or a firm or HUF in which Promoter or any one or more of his immediate relatives are a member.	Bawa Resins Private Limited
Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.	-
Any Hindu Undivided Family or Firm in which the aggregate shareholding of the Promoter and his immediate relatives is equal to or more than twenty percent.	-

**4. Person whose shareholding is aggregated under the heading “Shareholding of the Promoters Group”**

Sr. No.	Name of member of the Promoter Group/ Promoter Group Entity	No. of Equity Shares	Percentage of Pre-Issue Capital
1.	Gurpreet Kaur Bawa	111648	3.46%
2.	Harvind Singh Bawa	4000	0.12%
3.	Gurveen Kaur Bawa	4000	0.12%
4.	Bawa Resins Private Limited	400000	12.41%
5.	Neha Kaur	318966	9.90%

## **DIVIDEND POLICY**

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous 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.

There are no dividends declared by our Company since incorporation.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

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**SECTION IX – FINANCIAL STATEMENTS**  
**RESTATED FINANCIAL INFORMATION**

**Independent Auditor’s Report for the Consolidated Restated Financial Statements of Amtech Esters Limited**

The Board of Directors  
**Amtech Esters Limited**  
Address: 794, First Floor, Karol  
Bagh, New Delhi – 110005

Dear Sirs,

1. We have examined the attached Consolidated Restated Statement of Assets and Liabilities of Amtech Esters Limited (the “Company”) as at 31<sup>st</sup> March 2024 and for 3 months ended 30<sup>th</sup> June, 2024 and the related Consolidated Restated Statement of Profit & Loss and Consolidated Restated Statement of Cash Flow for the year ended on 31<sup>st</sup> March 2024 and for 3 months ended 30<sup>th</sup> June, 2024, annexed to this report for the purpose of inclusion in the offer document prepared by the Company (collectively the ” Consolidated Restated Summary Statements” or “Consolidated Restated Financial Statements”). These Consolidated Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company at their meeting held on 21<sup>st</sup> August, 2024 in connection with the Initial Public Offering (IPO) on SME Platform of BSE Limited.
2. These Consolidated Restated Summary Statements have been prepared in accordance with the requirements of:
  - (i) Section 26 of Part I of Chapter-III to the Companies Act, 2013(“Act”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“ICDR Regulations”) issued by the Securities and Exchange Board of India (“SEBI”) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
  - (iii) The terms of reference to our engagements with the Company letter requesting us to carry out the assignment, in connection with the Draft Offer Document/ Offer Document/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares on SME Platform of BSE Limited (“IPO” or “SME IPO”); and
  - (iv) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (“Guidance Note”).
3. The Company’s Board of Directors is responsible for the preparation of the Consolidated Restated Financial Information for the purpose of inclusion in the Draft Offer Document/Offer Document to be filed with SME Platform of BSE Limited, and Registrar of Companies, National Capital Territory of Delhi & Haryana, in connection with the proposed SME IPO. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Consolidated Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, (ICDR) Regulations and the Guidance Note.
4. These Consolidated Restated Financial Information have been complied by the management for the year ended 31/03/2024 and for 3 months period ended 30<sup>th</sup> June, 2024.
5. (a) Audited Consolidated Financial Statements of the Company for the year ended on 31<sup>st</sup>

March 2024 and for 3 months ended 30<sup>th</sup> June, 2024, prepared in accordance with Accounting Standard as prescribed under section 133 of the Act and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on 21<sup>st</sup> August, 2024.

- b. There are no audit qualifications in the audit reports issued by the auditor for the financial year ended on 31<sup>st</sup> March 2024 and for 3 months ended 30<sup>th</sup> June, 2024, which would require adjustments in the Restated Consolidated Financial Statements of the Company. The financial report included for these years is based solely on the Audit reports submitted by them.
  - c. We have re-audited the financial statements of the company in accordance with the applicable standard as required under the SEBI ICDR regulations for the financial year ended on 31<sup>st</sup> March 2024 and for 3 months ended 30<sup>th</sup> June, 2024, prepared in accordance with the Indian Accounting Standards (Indian GAAP) which have been approved by the Board of Directors.
6. We have examined such Consolidated Restated Financial Information taking into consideration:
- a. Terms of reference and Terms of our engagement agreed upon with you in accordance with our engagement letter in connection with the proposed IPO of the Company;
  - b. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Consolidated Restated Financial Information; and
  - d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
7. Based on our examination and according to the information and explanations given to us, we report that the Consolidated Restated Financial Information have been prepared:
- a. after incorporating adjustments for the changes in accounting policies and regrouping/reclassifications retrospectively, if any in the financial year ended 31<sup>st</sup> March 2024 and for 3 months ended 30<sup>th</sup> June, 2024, to reflect the same accounting treatment as per the accounting policies and grouping/classifications; and
  - b. In accordance with the Act, ICDR Regulations and the Guidance Note.
8. We have also examined the following Notes to the Consolidated Restated financial information of the Company set out in the Annexure, prepared by the management and approved by the Board of Directors on 21<sup>st</sup> August, 2024, for the year ended 31<sup>st</sup> March 2024 and for 3 months ended 30<sup>th</sup> June, 2024.

**Annexure of Consolidated Restated Financial statements of the Company:**

1. Restated statement of assets and liabilities
2. Restated statement of profit and loss
3. Restated statement of cash flows
4. Significant accounting policies and other information as restated in the Note 2 and Note 31
5. Restated notes to statement of assets and liabilities and profit and loss from Note 19 to 29
6. Details of Related Parties Transactions as Restated as appearing in Annexure Note 30 to this report.
7. Restated profit and equity as appearing in Annexure IX to this report.
8. Capitalization Statement as Restated as of 30<sup>th</sup> June, 2024 as appearing in Note 35 to this report;
9. Details of Summary of Accounting Ratios as Restated as appearing in Annexure X to this report.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We, M/s Kansal Yogesh & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
11. The Consolidated Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Audited Consolidated Financial Statements mentioned in paragraph 3 above.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Offer Document/ Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Delhi in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
14. In our opinion, the above financial information contained mentioned in the attached Annexure of this report read with the respective Significant Accounting Policies and Notes to Accounts are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

**For Kansal Yogesh & Co.**  
**Chartered Accountants**  
**Firm Registration No :- 33960N**

**Sd/-**  
**Yogesh Kansal (Partner)**  
**M. No. 521306**  
**Place: Karnal**  
**Date: 21/08/2024**  
**UDIN: 24521306BKADRV7858**



<b>Annexure – I: Restated Statement of Assets and Liabilities</b>					
<b>(All amounts are Rupees in lakhs, unless otherwise stated)</b>					
<b>Particulars</b>	<b>Notes No</b>	<b>Consolidated</b>	<b>Consolidated</b>	<b>Standalone</b>	<b>Standalone</b>
		<b>As at 30<sup>th</sup> June 2024</b>	<b>As at 31<sup>st</sup> March 2024</b>	<b>As at 31<sup>st</sup> March 2023</b>	<b>As at 31<sup>st</sup> March 2022</b>
<b><u>Equity and Liabilities</u></b>					
<b>5. <u>Shareholder's Funds</u></b>					
(a) Share Capital	3	322.26	322.26	80.56	17.50
(b) Reserves & Surplus	4	946.06	880.11	821.64	576.65
<b>Total Shareholder's Funds</b>		<b>1,268.32</b>	<b>1,202.37</b>	<b>902.20</b>	<b>594.15</b>
<b>6. <u>Minority interest</u></b>					
	37	13.38	11.95	-	-
<b>7. <u>Non – Current Liabilities</u></b>					
(a) Long term borrowings	5	32.59	40.02	60.26	78.04
<b>Total Non – Current Liabilities</b>		<b>32.59</b>	<b>40.02</b>	<b>60.26</b>	<b>78.04</b>
<b>8. <u>Current Liabilities</u></b>					
(a) Short term borrowings	6	402.16	408.65	40.43	35.43
(b) Trade payables	7				
- Total outstanding dues of micro and small enterprises		-	-	-	-
- Total outstanding dues of creditors other than micro and small enterprises		441.46	402.08	226.59	383.77
(c) Short term provisions	8	37.73	12.53	-	-
(d) Other Current Liabilities	9	402.61	402.74	43.12	25.70
<b>Total Current Liabilities</b>		<b>1,283.96</b>	<b>1,226.00</b>	<b>310.14</b>	<b>444.90</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>2,598.26</b>	<b>2,480.34</b>	<b>1,272.60</b>	<b>1,117.09</b>
<b><u>ASSETS</u></b>					
<b>3. <u>Non – Current Assets</u></b>					
(a) Property Plant and Equipment	10	464.49	487.34	69.39	51.79
(b) Capital work in progress	10	112.00	112.00	-	-
(c) Intangible assets -Goodwill	10	301.29	301.29	-	-
(d) Deferred tax assets(net)	11	11.95	9.03	8.76	8.60
(e) Long term loans & advances	12	227.71	228.66	0.66	0.66
(f) Non-current investments	13	-	-	480.62	505.62
<b>Total Non-Current Assets</b>		<b>1,117.43</b>	<b>1,138.32</b>	<b>559.43</b>	<b>566.67</b>
<b>4. <u>Current Assets</u></b>					

(a) Inventories	14	295.12	265.06	163.98	147.95
(b) Trade receivables	15	713.00	466.93	333.28	339.24
(c) Short term loans & advances	16	179.95	145.87	209.02	50.32
(d) Cash & cash equivalents	17	223.57	377.26	4.80	6.06
(e) Other Current Assets	18	69.19	86.89	2.09	6.85
<b>Total Current Assets</b>		<b>1,480.82</b>	<b>1,342.01</b>	<b>713.17</b>	<b>550.42</b>
<b>TOTAL ASSETS</b>		<b>2,598.26</b>	<b>2,480.34</b>	<b>1,272.60</b>	<b>1,117.09</b>

The above statement should be read with basis of preparation and the material accounting policies appearing in Annexure IV, notes to the Restated Financial Information appearing in Annexure V & adjustments to audited financial statements appearing in Annexure IX.

<b>Annexure – II: Restated Statement of Profit and Loss</b>					
(All amounts are Rupees in lakhs, unless otherwise stated)					
Particulars	Notes No	Consolidated	Consolidated	Standalone	Standalone
		Period ended	Year ended	Year ended	Year ended
		30 <sup>th</sup> June 2024	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
<b><u>Incomes</u></b>					
(a) Revenue from operations	19	833.88	2,460.37	2,222.90	2,151.55
(b) Other income	20	5.78	263.58	10.68	54.59
<b>Total Income</b>		<b>839.67</b>	<b>2,723.95</b>	<b>2,233.58</b>	<b>2,206.14</b>
<b><u>Expenses</u></b>					
(a) Cost of goods consumed	21	598.62	1,516.45	1,844.21	1,781.28
(b) Changes in inventories	22	2.41	6.81	(15.22)	3.69
(c) Purchase of stock in trade	23	2.15	366.38	-	-
(d) Employee benefit expenses	24	58.82	220.75	145.45	148.32
(e) Finance costs	25	9.91	42.52	12.90	4.40
(f) Depreciation and amortisation cost	10	27.91	45.53	12.27	8.67
(g) Other expenses	26	51.35	182.92	159.95	188.21
<b>Total Expenses</b>		<b>751.17</b>	<b>2,381.37</b>	<b>2,159.56</b>	<b>2,134.57</b>
<b>Net Profit before tax</b>		<b>88.50</b>	<b>342.59</b>	<b>74.02</b>	<b>71.57</b>
<b>Less: Provision for tax</b>					
(a) Current tax		24.04	53.95	18.62	9.83
(b) Deferred tax		(2.92)	(0.27)	(0.16)	(0.16)
<b>Total tax expense</b>		<b>21.11</b>	<b>53.68</b>	<b>18.46</b>	<b>9.67</b>
<b>Net Profit before minority interest</b>		<b>67.39</b>	<b>288.90</b>	<b>55.56</b>	<b>61.90</b>
Less: Profit attributable to minority interest	37	1.43	1.39	-	-
<b>Net profit available for distribution to equity shareholders</b>		<b>65.96</b>	<b>287.51</b>	<b>55.56</b>	<b>61.90</b>
<b>Earnings Per Share</b>					
- Basis	27	<b>2.05</b>	<b>8.92</b>	<b>1.98</b>	<b>2.21</b>
- Diluted		<b>2.05</b>	<b>8.92</b>	<b>1.98</b>	<b>2.21</b>
<b>The above statement should be read with basis of preparation and the material accounting policies appearing in Annexure IV, notes to the Restated Financial Information appearing in Annexure V &amp; adjustments to audited financial statements appearing in Annexure IX.</b>					

<b>ANNEXURE – III: Restated Statement of Cash flow</b>
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<i>(All amounts are Rupees in lakhs, unless otherwise stated)</i>				
Particulars	Consolidated	Consolidated	Standalone	Standalone
	Period ended	Year ended	Year ended	Year ended
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
<b><u>Cash Flow from Operating Activities</u></b>				
-				
<b>Net Profit Before Tax</b>	88.50	342.59	74.02	71.59
<b>Adjustments For :-</b>				
Depreciation	27.91	45.53	12.27	8.67
Interest Income	-	13.87	(0.07)	(0.06)
Finance Cost	9.91	37.02	12.90	4.40
Dividend Income	-	(4.83)	(5.41)	(2.00)
Profit from Sale of Investment (Net)	-	(241.46)	(0.89)	(48.58)
<b>Operating Profit before Working Capital Adjustment</b>	<b>126.29</b>	<b>192.73</b>	<b>92.82</b>	<b>34.02</b>
<b>Adjustment for Changes in Working Capital: -</b>				
Increase/(Decrease) in Trade Payables	39.38	175.50	(157.18)	173.75
Increase/(Decrease) in Other Liabilities	(0.13)	359.62	17.43	(6.96)
(Increase)/Decrease in Loans & Advances	(33.12)	(186.56)	(147.34)	201.65
(Increase)/Decrease in Trade Receivables	(246.07)	(133.65)	5.95	(46.54)
(Increase)/Decrease in Inventories	(30.06)	(85.10)	(16.03)	(46.05)
(Increase)/Decrease in Other Assets	18.48	(84.79)	4.76	(4.87)
Increase/(Decrease) in Provisions	-	12.53	-	-
<b>Cash Flow generated from operations</b>	<b>(125.24)</b>	<b>250.25</b>	<b>(199.59)</b>	<b>305.00</b>
Direct taxes paid	(0.15)	(25.00)	(29.98)	(25.62)
<b>Net cash flow from operating activities (A)</b>	<b>(125.09)</b>	<b>225.25</b>	<b>(229.57)</b>	<b>279.38</b>
<b><u>Cash Flow from Investing Activities</u></b>				
Interest received	-	(13.87)	0.07	0.06
Proceeds from sale of investments	-	722.07	25.89	98.83
Payment for purchase of investment	-	-	-	(441.52)
Payment for purchase of Property Plant and Equipment (including CWIP and Goodwill)	(4.79)	(876.78)	(29.88)	(3.63)
Dividend received	-	4.83	5.41	2.00
<b>Net cash flow from investing activities (B)</b>	<b>(4.79)</b>	<b>(163.75)</b>	<b>1.49</b>	<b>(344.26)</b>
<b><u>Cash Flow from financing activities</u></b>				
Proceeds from issue of shares	-	-	252.49	-

Acceptance of borrowings	-	365.76	5.00	94.58
Repayment of long-term borrowings	(13.92)	(17.78)	(17.78)	(26.89)
Interest paid	(9.91)	(37.02)	(12.90)	(4.40)
<b>Net cash flow from financing activities (C)</b>	<b>(23.82)</b>	<b>310.95</b>	<b>226.81</b>	<b>63.29</b>
<b>Increase/(Decrease) in cash and cash equivalents (A+B+C)</b>	<b>(153.69)</b>	<b>372.46</b>	<b>(1.27)</b>	<b>(1.59)</b>
<b>Cash and cash equivalent at the beginning of the year</b>	<b>377.26</b>	<b>4.80</b>	<b>6.06</b>	<b>7.65</b>
<b>Cash &amp; cash equivalent at the end of the year</b>	<b>223.57</b>	<b>377.26</b>	<b>4.80</b>	<b>6.06</b>
<b>Cash and Cash Components</b>				
Balance with Bank Accounts	213.42	369.49	0.00	0.01
Cash in Hand	8.71	6.33	3.44	4.76
Fixed Deposits	1.44	1.44	1.36	1.29
<b>Total</b>	<b>223.57</b>	<b>377.26</b>	<b>4.80</b>	<b>6.06</b>
<b>1. The Restated Statement of Cash Flows has been prepared under the indirect method as set out in AS 3, Statement of Cash Flows.</b>				
<b>2. Figures in brackets represent outflow of cash and cash equivalents.</b>				
<b>3. The above statement should be read with Basis of Preparation and the Significant Accounting Policies appearing in Annexure IV, Notes to the Restated Financial Information appearing in Annexure V &amp; Adjustments to Audited Financial Statements appearing in Annexure VI.</b>				

**Amtech Esters Limited**  
**(formerly known as Amtech Esters Private Limited)**

**Annexure – IV: Basis of Preparation of restated financial statement and material accounting policies**

**1.) COMPANY OVERVIEW**

AMTECH ESTERS LIMITED (formerly known as Amtech Esters Private Limited) is a limited company, incorporated on 21st May 2002 under the Companies Act'1956 as Private Limited Company having their registered office at 794, Ground Floor Joshi Path, Karol Bagh, New Delhi, Delhi, India, 110005, with the main object of manufacturers, processors, buyers, sellers, importers, exporters, traders and dealers in all kinds of esters, polyester, resin, epoxy resin, polyamides and plasticizers, such as DOP, DBP, polyurethane resin & its allied products

The consolidated financial statements comprise financial statements of Amtech Esters Limited (formerly known as Amtech Esters Private Limited) ('the Company') and Croda Pigments Private Limited its subsidiary Company (collectively known as 'the Group') for the year ended 31 March 2024.

**2.) MATERIAL ACCOUNTING POLICIES**

**A) Basis of preparation of Financial Statements**

The Restated Statement of Assets and Liabilities as at June 30, 2024 March 31, 2024 March 31, 2023 and March 31, 2022 the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the year ended March 31 2024, March 31, 2023 and March 31, 2022 and for the stub period ended 30th June 2024 the Summary Statement of material accounting policies, the notes and annexures as forming part of these Restated Financial Statements (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the company.

These Restated financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of Restated financial statements have been consistently applied. All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of operations and time difference between the provision of services and realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities

**B) Use of Estimates**

The preparation of financial statements is in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialized.

**C) Accounting Convention**

The Company follows the mercantile system of accounting, recognizing income and expenditure on accrual basis. The accounts are prepared on historical cost basis and as a going concern. Accounting policies not referred to specifically otherwise, are consistent with the generally accepted accounting principles.

**The following significant accounting policies are adopted in the preparation and presentation of these Restated financial statements:**

**A) Current & Non-Current Classification**

All assets and liabilities are classified into current and non-current.

**Assets:**

An asset is classified as current when it satisfies any of the following criteria:

- a) It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) It is held primarily for the purpose of being traded;

- c) It is expected to be realised within 12 months after the reporting date; or
  - d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date
- Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

**Liabilities:**

A liability is classified as current when it satisfies any of the following criteria:

- a) It is expected to be settled in the Company's normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is due to be settled within 12 months after the reporting date; or
- d) The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

**B) Operating Cycle**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out above which are in accordance with the Schedule III to the Act. Based on the nature of services and the time between the acquisition of assets for providing of services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current & non-current classification of assets and liabilities.

**C) Property, Plant & Equipment**

Property Plant and Equipment (PPE) are stated at their cost of acquisition or construction less accumulated depreciation. Cost of acquisition or construction is inclusive of direct cost (net of recoverable taxes), incidental expenses and borrowing cost related to such acquisition or construction. PPE individually costing Rs 5,000 or less are fully depreciated in the year of purchase/ installation. Depreciation on additions and disposals during the period is provided on a pro-rata basis.

**D) Depreciation**

Depreciation on PPE is provided for based on useful life based on written down value method as prescribed in Schedule II as per the to the Companies Act, 2013. as under:

Description of Property, Plant and Equipment	Useful life as per Schedule II to the Companies Act, 2013	Useful life taken
Plant & Machinery	15	15
Computer	3	3
Furniture & Fixtures	10	10
Vehicles	8	8
Office Equipment	5	5

**E) Investment**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**F) Inventories**

Items of inventories are measured at lower of cost or net realizable value including costs incurred in bringing them to their respective location and condition, Cost is determined on the basis of first-in-first-out method.

**G) Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand, balance in current accounts, demand deposits with banks and short-term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amount of cash and are subject to an insignificant risk of change in value.

**H) Revenue from Operations:-**

Revenue is recognized on accrual basis and measured at the transaction price of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers.

Revenue from sale of goods is recognizing when the significant risks and rewards of ownership have been transferred to the buyer. Revenue from sale of goods is net of sales tax, trade discounts, rebates etc

**I) Other Income**

a) Dividend income is recognized when the right to receive the payment is established.

b) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable

**J) Employee benefits:**

Wages, earnings, bonuses and paid leave are accrued in the year in which the associated services are rendered by the employees of the Company

**Defined contribution plan - Provident fund**

The Company makes contribution to statutory provident fund in accordance with the Employees Provident Fund and Miscellaneous Provisions Act, 1952 which is a defined contribution plan. The contribution paid or payable is recognized as an expense in the period in which the services are rendered by the employee. The Company has no legal or constructive obligations to pay further contributions after payment of the fixed contribution.

**Other short term benefits**

Expenses relating to other short term benefits is recognized on the basis of amount paid or payable for the period during which services are rendered by the employees.

**K) Borrowing costs**

Borrowing costs that are directly attributable to the acquisition or construction of the qualifying assets are capitalized as part of the cost of such assets, till the assets are ready for use. All other borrowing costs are charged to revenue in the period in which they are incurred.

**L) Leases**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

**M) Taxes on income**

Tax expense for the year comprises of Current Tax, and Deferred Tax. Current taxes are measured at the current rate of tax in accordance with provisions of the Income Tax Act, 1961

Deferred tax Assets and Liabilities are recognized for future tax consequences attributable to the timing differences that result between taxable profit and the profit as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax assets are recognized on unabsorbed depreciation and carry forward of losses under tax laws to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statement of Profit and Loss in the year of change.

**N) Impairment of Assets**



The carrying values of fixed assets and other assets of a cash generating unit are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable, if any such indication exists and where the carrying value exceeds the estimated recoverable amount, the assets of the cash generating units are written down to their recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use the estimated future cash flows are discounted to their present value using the pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the assets belongs Impairment losses are recognised in the Profit and Loss Account.

**O) Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

**P) Earnings Per Share (EPS)**

The earnings considered in ascertaining the company’s EPS comprise the Net Profit or Loss for the period after tax and extra ordinary items. The basic EPS is computed on the basis of weighted average number of equity shares outstanding during the year. The number of shares for computation of diluted EPS comprises of weighted average number of equity shares considered for deriving basic EPS and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.

**Q) Principles of Consolidation**

The consolidated financial statements represent consolidations of accounts of the Company, and its subsidiary. In the preparation of these Consolidated Financial Statement, investments in Subsidiary have been accounted for in accordance with Accounting Standard (AS) 21 (“consolidated financial statements”) and are prepared on the following basis:

- a.) The consolidated financial statements of the Company and its Subsidiary are consolidated on a line-by-line basis by adding together the book values of the like items’ of assets, liabilities income and expenses after eliminating all significant intra-group balances and intra-group transactions and also unrealized profits or losses in accordance with Accounting Standard (AS) 21. The items income and expenses are consolidated only for the period from which the companies became the Group’s subsidiary.
- b.) The Consolidated Financial Statement are prepared using uniform accounting policies for like transactions or other events in similar circumstances and are presented, to the extent possible, in the manner as the Company’s separate financial statement.
- c.) The difference between the costs to the Company of its investment in subsidiary over its proportionate share in the equity of the investee company at the time of acquisition of share in the Subsidiary is recognized in the consolidated financial statement as goodwill or Capital Reserve, as the case may be. Goodwill is tested for impairment by the management on annual basis.
- d.) The Group has one wholly owned subsidiary company, namely Croda Pigments Private Limited incorporated in India for the purpose of consolidation.

Details of consolidation

**Group Information**

Name of Entity	Proportion (%) of Equity interest 30th June 2024	Proportion (%) of Equity interest 31/03/2023	Proportion (%) of Equity interest 31/03/2022	Country of incorporation
Subsidiaries of Amtech Esters Limited (Formerly known as Amtech Esters Private Limited)			The Company does not own controlling interest in other corporate body, therefore consolidated accounts are not applicable for financial year 2022-23 and 2021-22.	

## 1. Share Capital

Particulars	As at	As at	As at	As at
	30th June 2024 (Consolidated)	31st March 2024 (Consolidated)	31st March 2023 (Standalone)	31st March 2022 (Standalone)
<b>Authorized Share Capital</b>				
50,00,000 (PY 10,00,000) (PPY 2,50,000) Equity Shares of ₹10/- each	500.00	500.00	100.00	25.00
<b>Total</b>	<b>500.00</b>	<b>500.00</b>	<b>100.00</b>	<b>25.00</b>
<b>Issued, subscribed &amp; paid up</b>	322.26	322.26	80.56	17.50
32,22,584 (PY 8,05,646) (PPY 1,75,000) equity shares of ₹ 10/- each fully paid up				
<b>Total</b>	<b>322.26</b>	<b>322.26</b>	<b>80.56</b>	<b>17.50</b>
<b>PPY- Preceding Previous Year</b>				
<b>The reconciliation of the numbers of shares outstanding and amount of share capital as at year end:</b>				
Particulars	As at	As at	As at	As at
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Shares outstanding at the beginning of the year/period	32,22,584	8,05,646	1,75,000	1,75,000.00
Shares issued as bonus during the year	-	24,16,938	5,25,000	-
Shares issued as right issue	-	-	1,05,646	-
Shares outstanding at the end of the year	<b>32,22,584</b>	<b>32,22,584</b>	<b>8,05,646</b>	<b>1,75,000.00</b>
The Company has only one class of equity shares having a par value of ₹ 10 . Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.				
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
<b>Details of shareholder's holding more than 5% shares in the Company</b>				
<b>As at 30th June 2024</b>				
Particulars	As at 30th June 2024		As at 31st March 2024	
	No. of Shares	% Holding	No. of Shares	% Holding
Ajit Singh Bawa	9,13,832	28.36%	9,13,832	113.43%
Gurpreet Kaur Bawa	-	0.00%	-	0.00%
Bawa Resins Pvt. Ltd.	4,00,000	12.41%	4,00,000	49.65%
Mandeep Singh	4,37,652	9.87%	3,17,910	39.46%
Gemini Holdings	2,70,103	8.38%	2,70,103	33.53%
Meenakshi Sharma	5,75,908	17.87%	5,75,908	0.71

Neha Kaur	3,18,966	9.90%	3,18,966	0.40
<b>Total</b>	<b>29,16,461</b>	<b>86.79%</b>	<b>27,96,719</b>	<b>347.14%</b>
<b>As at 31<sup>st</sup> March 2024</b>				
Particulars	As at 31st March 2024		As at 31st March 2023	
	No. of Shares	% Holding	No. of Shares	% Holding
Ajit Singh Bawa	9,13,832	28.36%	3,83,096	47.55%
Gurpreet Kaur Bawa	1,11,648	3.46%	1,25,691	15.60%
Bawa Resins Pvt. Ltd.	4,00,000	12.41%	1,00,000	12.41%
Mandeep Singh	3,17,910	9.87%	65,271	8.10%
Gemini Holdings	2,70,103	8.38%	75,104	9.32%
Meenakshi Sharma	5,75,908	17.87%	-	-
Neha Kaur	3,18,966	9.90%	-	-
<b>Total</b>	<b>29,08,367</b>	<b>90.25%</b>	<b>7,49,162</b>	<b>92.99%</b>
<b>As at 31st March 2023</b>				
Particulars	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
Ajit Singh Bawa	3,83,096	47.55%	1,10,000	62.86%
Gurpreet Kaur Bawa	1,25,691	15.60%	40,000	22.86%
Bawa Resins Pvt. Ltd.	1,00,000	12.41%	25,000	14.29%
Mandeep Singh	65,271	8.10%	-	-
Gemini Holdings	75,104	9.32%	-	-
<b>Total</b>	<b>7,49,162</b>	<b>92.99%</b>	<b>1,75,000</b>	<b>100.00%</b>
<b>As at 31st March 2022</b>				
Particulars	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	% Holding	No. of Shares	% Holding
Ajit Singh Bawa	1,10,000	62.86%	1,10,000	62.86%
Gurpreet Kaur Bawa	40,000	22.86%	40,000	22.86%
Bawa Resins Pvt. Ltd.	25,000	14.29%	25,000	14.29%
<b>Total</b>	<b>1,75,000</b>	<b>100.00%</b>	<b>1,75,000</b>	<b>100.00%</b>
The aforesaid disclosure is based upon percentages computed separately for each class & series of shares outstanding, as at the balance sheet date. As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.				

**ANNEXURE – V: Notes on the Equity and Liabilities of Restated Financial Information**

(All amounts are Rupees in lakhs, unless otherwise stated)

<b>Detail of Shares held by promoters at the end of the year</b>				

<b>Shareholding of promoters as at 30th June 2024 is as follows:</b>					
<b>Particulars</b>	<b>As at 30<sup>th</sup> June 2024</b>		<b>As at 31st March 2024</b>		<b>% Change during the period</b>
	<b>No. of Shares</b>	<b>% Holding</b>	<b>No. of Shares</b>	<b>% Holding</b>	
Ajit Singh Bawa	9,13,832	28.4%	9,13,832	28.4%	0.0%
Gurpreet Kaur Bawa	1,11,648	3.5%	1,11,648	3.5%	0.0%
Bawa Resins Pvt. Ltd.	4,00,000	12.4%	4,00,000	12.4%	0.0%
<b>Total</b>	<b>14,25,480</b>	<b>44.20%</b>	<b>14,25,480</b>	<b>44.20%</b>	
<b>Shareholding of promoters as at 31st March 2024 is as follows:</b>					
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March 2023</b>		<b>% Change during the period</b>
	<b>No. of Shares</b>	<b>% Holding</b>	<b>No. of Shares</b>	<b>% Holding</b>	
Ajit Singh Bawa	9,13,832	28.4%	3,83,096	47.6%	138.5%
Gurpreet Kaur Bawa	1,11,648	3.5%	1,25,691	15.6%	11.2%
Bawa Resins Pvt. Ltd.	4,00,000	12.4%	1,00,000	12.4%	-300.0%
<b>Total</b>	<b>14,25,480</b>	<b>44.20%</b>	<b>6,08,787</b>	<b>75.60%</b>	
<b>Shareholding of promoters as at 31st March 2023 is as follows:</b>					
<b>Particulars</b>	<b>As at 31st March, 2023</b>		<b>As at 31st March, 2022</b>		<b>% Change during the year</b>
	<b>No. of Shares</b>	<b>% Holding</b>	<b>No. of Shares</b>	<b>% Holding</b>	
Ajit Singh Bawa	3,83,096.0 0	47.6%	1,10,000.0 0	62.9%	-248.3%
Gurpreet Kaur Bawa	1,25,691.0 0	15.6%	40,000.00	22.9%	-214.2%
Bawa Resins Pvt. Ltd.	1,00,000.0 0	12.4%	25,000.00	14.3%	-300.0%
<b>Total</b>	<b>6,08,787.0 0</b>	<b>75.60%</b>	<b>1,75,000.0 0</b>	<b>100.0%</b>	<b>-762.5%</b>
<b>Shareholding of promoters as at 31st March 2022 is as follows:</b>					
<b>Particulars</b>	<b>As at 31st March, 2022</b>		<b>As at 31st March, 2021</b>		<b>% Change during the year</b>
	<b>No. of Shares</b>	<b>% Holding</b>	<b>No. of Shares</b>	<b>% Holding</b>	
Ajit Singh Bawa	1,10,000.0 0	62.9%	1,10,000.0 0	62.9%	0.00%
Gurpreet Kaur Bawa	40,000.00	22.9%	40,000.00	22.9%	0.00%
Bawa Resins Pvt. Ltd.	25,000.00	14.3%	25,000.00	14.3%	0.00%
<b>Total</b>	<b>1,75,000.0 0</b>	<b>100.0%</b>	<b>1,75,000.0 0</b>	<b>100.0%</b>	<b>0.00%</b>
<b>Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date</b>					
The Company has issued shares for a consideration other than cash in previous year 24,16,938 equity shares issued the year ended 31st March 2024, to existing shareholders in the ratio of 1:3 and 5,25,000 during the					

financial year 2022-23 in the ratio of 1:3 in pursuant to section 63 of the Companies Act'2013 read with Companies (Share Capital and Debenture) Rules, 2014 out of the free reserves.  
Further the Company has not bought back during the period of five years immediately preceding the reporting date.

The company has not reserved any shares for issue under options and contracts / commitments for the sale of shares / disinvestment.

**Note 4: Reserves & Surplus**

Particulars	As at	As at	As at	As at
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
<b>Retained earning</b>				
Opening Balance	879.87	592.36	529.15	467.25
(+) Net profit	65.96	287.51	55.56	61.90
(-) Utilised for bonus shares to existing shareholders	-	-	(5.00)	-
<b>Closing Balance (A)</b>	<b>945.83</b>	<b>879.87</b>	<b>579.71</b>	<b>529.15</b>
<b>Security Premium Reserve</b>				
Opening Balance	0.24	241.93	47.50	47.50
(-) Utilised for issue of bonus shares issued during the period/year	-	(241.69)	47.50	-
(+) Security premium on fresh issue of shares	-	-	241.93	-
<b>Closing Balance (B)</b>	<b>0.24</b>	<b>0.24</b>	<b>241.93</b>	<b>47.50</b>
<b>Total (A+B)</b>	<b>946.06</b>	<b>880.11</b>	<b>821.64</b>	<b>576.65</b>

**Nature and purposes of Reserves & Surplus are as under:**

**(i) Retained Earnings:**

Represent the accumulated credit balance of profit earned since incorporation of the Company net of utilised for issuance of bonus share to existing shareholders of the Company

**(ii) Securities Premium:**

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

**Note 5: Long Term Borrowings**

Particulars	As at	As at	As at	As at
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
<b>Secured Loans</b>				
from				
NBFC (i)	-	-	-	0.75
Bank (ii)	53.56	60.26	78.04	94.58
<b>Unsecured Loans</b>				
- from others (iii)	-	-	-	-

	<b>53.56</b>	<b>60.26</b>	<b>78.04</b>	<b>95.33</b>
Less:- Current maturity of long term debt	20.97	20.24	17.78	17.29
<b>Total</b>	<b>32.59</b>	<b>40.02</b>	<b>60.26</b>	<b>78.04</b>
<b>Note:</b>				
(i) Loan from Toyota Financial Services India Ltd is secured against the by hypothecation of vehicles financed and carries interest rate 9.20%				
(ii) Term loan from Yes Bank is secured by way of unregistered equitable mortgage property and carries interest rate 12.85% per annum and is repayable in 60 monthly instalments starting from Nov 2021.				
<b>iii) Details of loan and repayment Schedule as at 30<sup>th</sup> June 2024</b>				
		<b>Repayments</b>		
<b>Name of Lender</b>	<b>As at 30<sup>th</sup> June 2024</b>	<b>2024-25</b>	<b>2025-26</b>	<b>2026-27</b>
Yes Bank Limited	53.56	20.97	23.66	8.93
Total	53.56	20.97	23.66	8.93
		<b>Repayments</b>		
<b>Name of Lender</b>	<b>As at 31 March 2024</b>	<b>2024-25</b>	<b>2025-26</b>	<b>2026-27</b>
Yes Bank Limited	60.26	20.24	22.98	17.04
Total	60.26	20.24	22.98	17.04
		<b>Repayments</b>		
<b>Name of Lender</b>	<b>2023-24</b>	<b>2024-25</b>	<b>2025-26</b>	<b>2026-27</b>
Yes Bank Limited	17.78	20.24	22.98	17.04
Total	17.78	20.24	22.98	17.04
		<b>Repayments</b>		
<b>Name of Lender</b>	<b>2022-23</b>	<b>2023-24</b>	<b>2024-25</b>	<b>2025-26 &amp; 2026-27</b>
Yes Bank Limited	16.54	17.78	20.24	40.02
Toyota Financial Services India Ltd	0.75	-	-	-
Total	17.29	17.78	20.24	40.02

<b>Note 7: Short Term Borrowings</b>				
<b>Particulars</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
Current maturity of long-term borrowing	20.97	20.24	17.78	17.29
Working Capital loan*	381.19	388.41	22.65	18.14
<b>Total</b>	<b>402.16</b>	<b>408.65</b>	<b>40.43</b>	<b>35.43</b>

\*The working capital facility from Yes Bank Limited is secured against first charge on the entire ground floor without roof right part of eastern side proportion immovable property situated at 28 Road No.72 Punjabi Bagh, New Delhi 110026. The loan carries interest rate 9.75% P.a.

<b>Note 8: Trade Payables</b>				
<b>Particulars</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>30<sup>th</sup> June 2024</b>	<b>31<sup>st</sup> March 2024</b>	<b>31<sup>st</sup> March 2023</b>	<b>31<sup>st</sup> March 2022</b>
Total outstanding dues of micro and small enterprises	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	441.46	402.08	226.59	383.77
<b>Total</b>	<b>441.46</b>	<b>402.08</b>	<b>226.59</b>	<b>383.77</b>
The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") has been determined to the extent such parties have been identified by the Company, on the basis of information and records available with them. This information has been relied upon by the auditors. Disclosure as required under section 22 of the Act, is as under:				
<b>Particulars</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
- the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;				
- Principal Amount	-	-	-	-
- Interest due	-	-	-	-
- the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-	-
- the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-
- the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-	-	-
- the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-	-

<b>Ageing for trade payables outstanding as at 30th June 2024 is as follows:</b>					
<b>Particulars</b>	<b>Outstanding for following periods from date of transaction</b>				<b>Total</b>
	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
(i) MSME	-	-	-	-	-
(ii) Others	441.46	-	-	-	441.46
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
					441.46
<b>Ageing for trade payables outstanding as at 31st March 2024 is as follows:</b>					
<b>Particulars</b>	<b>Outstanding for following periods from date of transaction</b>				<b>Total</b>
	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
(i) MSME	-	-	-	-	-
(ii) Others	402.08	-	-	-	402.08
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
					402.08
<b>Ageing for trade payables outstanding as at 31st, March 2023 is as follows:</b>					
<b>Particulars</b>	<b>Outstanding for following periods from date of transaction</b>				<b>Total</b>
	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
(i) MSME	-	-	-	-	-
(ii) Others	226.59	-	-	-	226.59
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
					226.59
Ageing for trade payables outstanding as at 31st, March 2022 is as follows:					
<b>Particulars</b>	<b>Outstanding for following periods from date of transaction</b>				<b>Total</b>
	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
(i) MSME	-	-	-	-	-
(ii) Others	340.40	43.37	-	-	383.77
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
					383.77



<b>Note 9: Short Term Provision</b>				
<b>Particulars</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
Provision For Income Tax	37.73	12.53	-	-
(Net of Advance Tax and TDS amounting to ₹ 47.54 Lacs PY (47.54))				
<b>Total</b>	<b>37.73</b>	<b>12.53</b>	<b>-</b>	<b>-</b>

<b>Note 10: Other Current Liabilities</b>				
<b>Particulars</b>	<b>As at 30th June 2024</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Statutory Dues Payables	9.36	16.87	11.68	4.84
Advance from Customers	15.06	7.25	12.04	1.70
Employee Related Liabilities*	23.55	23.75	18.75	18.41
Security Deposit	-	-	0.72	0.72
Other Current Liabilities	350.56	348.66		
Expenses Payable	4.09	6.22	- 0.07	0.03
<b>Total</b>	<b>402.61</b>	<b>402.74</b>	<b>43.12</b>	<b>25.70</b>

\*Employee Related Liabilities includes directors remuneration payable of ₹1.11Lacs as at 30th June 2024, ₹ 2.96 Lacs as at 31st March 2024 ₹ 3.27Lacs at 31 March 2023, ₹ 2.96 Lacs as at 31st March 2022

<b>Annexure – VI: Notes on the Assets of Restated Financial Information</b>										
<b>(All amounts are Rupees in lakhs, unless otherwise stated)</b>										
<b>Note 10: Property, Plant and Equipment and Goodwill as at 30 June 2024</b>										
<b>Particulars</b>	<b>Property, Plant and Equipment</b>									<b>Good will</b>
	<b>Land</b>	<b>Office Building</b>	<b>Plant and Machinery</b>	<b>Computer</b>	<b>Furniture &amp; Fixtures</b>	<b>Vehicles</b>	<b>Office Equipments</b>	<b>Electric Equipments</b>	<b>Total</b>	
<b>Gross Block</b>										
<b>At 1st April 2023</b>	<b>17.63</b>	<b>33.76</b>	<b>52.99</b>	<b>10.41</b>	<b>6.98</b>	<b>33.32</b>	<b>19.70</b>	<b>1.67</b>	<b>176.45</b>	
Additions during the year	-	-	275.33	14.65	141.26	1.24	22.38	8.63	463.49	301.29
Disposals/ Adjustments	-	-	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2024</b>	<b>17.63</b>	<b>33.76</b>	<b>328.32</b>	<b>25.06</b>	<b>148.24</b>	<b>34.56</b>	<b>42.08</b>	<b>10.30</b>	<b>639.94</b>	<b>301.29</b>
Additions	-	-	0.12	0.28	2.09	0.27	2.03		4.79	
Disposals/ Adjustments	-	-	-	-	-	0.55	-	-	0.55	-

At 30 <sup>th</sup> June 2024	17.63	33.76	328.44	25.35	150.32	34.28	44.12	10.30	644.19	301.29
<b>Depreciation</b>										
At 1st April 2023	-	21.94	30.48	8.85	5.48	21.89	16.93	1.50	107.08	-
Charge for the year	-	1.11	25.92	4.20	6.21	3.89	2.95	0.96	45.23	-
Disposals/ Adjustments	-	-	-	-	-	-	-	-	-	-
At 31st March 2024	-	23.07	56.40	13.05	11.70	25.77	19.88	2.46	152.32	-
Charge for the year	-	0.25	12.42	1.71	8.87	0.70	3.46	0.50	27.91	-
Disposals	-	-	-	-	-	0.52	-	-	0.52	-
At 30th June 2024	-	23.32	68.81	14.75	20.57	25.95	23.34	2.96	179.70	-
<b>Net Block</b>										
At 31st March 2024	17.63	10.69	271.92	12.01	136.54	8.78	22.21	7.84	487.63	-
At 30th June 2024	17.63	10.44	259.62	10.59	129.76	8.33	20.78	7.34	464.49	301.29

<b>Capital work-in-progress</b>					
Ageing for capital work-in-progress as at March 31, 2024 is as follows:					
Capital work-in-progress	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Capital work in progress	112.00	-	-	-	112.00

<b>Note 10: Property, Plant and Equipment and Goodwill as at 31 March 2024</b>										
Particulars	Property, Plant and Equipment									Good will
	Land	Office Buildings	Plant And Machinery	Computers	Furniture & Fixtures	Vehicles	Office Equipments	Electric Equipments	Total	
<b>Gross Block</b>										
At 1st April 2022	17.63	33.76	33.08	10.34	5.80	26.29	18.01	1.67	146.58	-
Additions during the year	-	-	19.91	0.07	1.17	7.02	1.69	-	29.88	-
Disposals/ Adjustments	-	-	-	-	-	-	-	-	-	-

<b>At 31st March 2023</b>	<b>17.63</b>	<b>33.76</b>	<b>52.99</b>	<b>10.41</b>	<b>6.98</b>	<b>33.32</b>	<b>19.70</b>	<b>1.67</b>	<b>176.45</b>	<b>-</b>
Additions	-	-	275.33	14.65	141.26	1.24	22.38	8.63	463.49	301.29
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-
<b>At 31st March 2024</b>	<b>17.63</b>	<b>33.76</b>	<b>328.32</b>	<b>25.06</b>	<b>148.24</b>	<b>34.56</b>	<b>42.08</b>	<b>10.30</b>	<b>639.94</b>	<b>301.29</b>
<b>Depreciation</b>										
<b>At 1st April 2022</b>	<b>-</b>	<b>20.71</b>	<b>25.43</b>	<b>8.69</b>	<b>5.18</b>	<b>18.00</b>	<b>15.33</b>	<b>1.46</b>	<b>94.79</b>	<b>-</b>
Charge for the year	-	1.23	5.05	0.16	0.31	3.89	1.60	0.04	12.27	-
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-
<b>At 31st March 2023</b>	<b>-</b>	<b>21.94</b>	<b>30.48</b>	<b>8.85</b>	<b>5.48</b>	<b>21.89</b>	<b>16.93</b>	<b>1.50</b>	<b>107.08</b>	<b>-</b>
Charge for the year	-	1.11	26.22	4.20	6.21	3.89	2.95	0.96	45.53	-
Disposals	-	-	-	-	-	-	-	-	-	-
<b>At 31st March 2024</b>	<b>-</b>	<b>23.06</b>	<b>56.70</b>	<b>13.05</b>	<b>11.70</b>	<b>25.77</b>	<b>19.88</b>	<b>2.46</b>	<b>152.61</b>	<b>-</b>
<b>Net Block</b>										
<b>At 31st March 2023</b>	<b>17.63</b>	<b>11.81</b>	<b>22.51</b>	<b>1.56</b>	<b>1.49</b>	<b>11.43</b>	<b>2.77</b>	<b>0.17</b>	<b>69.38</b>	<b>-</b>
<b>At 31st March 2024</b>	<b>17.63</b>	<b>10.70</b>	<b>271.62</b>	<b>12.01</b>	<b>136.54</b>	<b>8.78</b>	<b>22.21</b>	<b>7.84</b>	<b>487.34</b>	<b>301.29</b>

<b>Capital work-in-progress</b>					
Ageing for capital work-in-progress as at March 31, 2024 is as follows:					
Capital work-in-progress	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Capital work in progress	112.00	-	-	-	112.00

<b>Note 10: Property, Plant and Equipment as at 31 March 2023</b>		
<b>Particulars</b>	<b>Property, Plant and Equipment</b>	

	La nd	Office Buildi ng	Plant and Machin ery	Compu ter	Furnit ure & Fixtur es	Vehic les	Office Equipm ents	Electric Equipm ents	Tota l
<b>Gross Block</b>									
At 1 April 2021	17.63	33.76	32.70	10.34	5.80	24.63	16.41	1.67	142.94
Additions during the year	-	-	0.38	-	-	1.66	1.60	-	3.63
Disposals/Adjustments	-	-	-	-	-	-	-	-	-
At 31 March 2022	17.63	33.76	33.08	10.34	5.80	26.29	18.01	1.67	146.58
Additions	-	-	19.91	0.07	1.17	7.02	1.69	-	29.88
Disposals/Adjustments	-	-	-	-	-	-	-	-	-
At 31 March 2023	17.63	33.76	52.99	10.41	6.98	33.32	19.70	1.67	176.45
<b>Depreciation</b>									
At 1 April 2021	-	19.42	23.32	8.39	5.05	14.49	14.04	1.41	86.13
Charge for the year	-	1.29	2.11	0.30	0.13	3.51	1.28	0.05	8.67
Disposals/Adjustments	-	-	-	-	-	-	-	-	-
At 31 March 2022	-	20.71	25.43	8.69	5.18	18.00	15.33	1.46	94.79
Charge for the year	-	1.23	5.05	0.16	0.31	3.89	1.60	0.04	12.27
Disposals	-	-	-	-	-	-	-	-	-
At 31 March 2023	-	21.93	30.48	8.85	5.48	21.89	16.93	1.50	107.07
<b>Net Block</b>									
At 31 March 2022	17.63	13.05	7.65	1.65	0.63	8.29	2.68	0.21	51.79
At 31 March 2023	17.63	11.82	22.51	1.56	1.49	11.43	2.77	0.17	69.39

**Note 10: Property, Plant and Equipment**

Particulars	Property, Plant and Equipment								
	La nd	Office Buildi ng	Plant and Machin ery	Compu ter	Furnit ure & Fixtur es	Vehic les	Office Equipm ents	Electric Equipm ents	Tota l
<b>Gross Block</b>									
At 1 April 2020	17.63	23.76	32.70	9.98	5.38	68.70	15.46	1.67	175.28
Additions during the year	-	10.00	-	0.36	0.42	-	0.95	-	11.73

Disposals/ Adjustments				-	-	44.06	-	-	<b>44.06</b>
<b>At 31 March 2021</b>	<b>17.63</b>	<b>33.76</b>	<b>32.70</b>	<b>10.34</b>	<b>5.80</b>	<b>24.63</b>	<b>16.41</b>	<b>1.67</b>	<b>142.94</b>
Additions	-	-	0.38	-	-	1.66	1.60	-	3.63
Disposals/Adjustments	-			-	-	-	-	-	-
<b>At 31 March 2022</b>	<b>17.63</b>	<b>33.76</b>	<b>33.08</b>	<b>10.34</b>	<b>5.80</b>	<b>26.29</b>	<b>18.01</b>	<b>1.67</b>	<b>146.58</b>
<b>Depreciation</b>									
<b>At 1 April 2020</b>	<b>-</b>	<b>18.90</b>	<b>20.27</b>	<b>7.57</b>	<b>5.01</b>	<b>48.05</b>	<b>12.78</b>	<b>1.34</b>	<b>113.92</b>
Charge for the year	-	0.52	3.06	0.81	0.04	5.36	1.26	0.07	11.13
Disposals/ Adjustments				-	-	38.92	-	-	38.92
<b>At 31 March 2021</b>	<b>-</b>	<b>19.42</b>	<b>23.32</b>	<b>8.39</b>	<b>5.05</b>	<b>14.49</b>	<b>14.04</b>	<b>1.41</b>	<b>86.13</b>
Charge for the year	-	1.29	2.11	0.30	0.13	3.51	1.28	0.05	8.67
Disposals				-	-	-	-	-	-
<b>At 31 March 2022</b>	<b>-</b>	<b>20.71</b>	<b>25.43</b>	<b>8.69</b>	<b>5.18</b>	<b>18.00</b>	<b>15.33</b>	<b>1.46</b>	<b>94.79</b>
<b>Net Block</b>									
<b>At 31 March 2021</b>	<b>17.63</b>	<b>14.34</b>	<b>9.38</b>	<b>1.95</b>	<b>0.75</b>	<b>10.14</b>	<b>2.37</b>	<b>0.25</b>	<b>56.82</b>
<b>At 31 March 2022</b>	<b>17.63</b>	<b>13.05</b>	<b>7.65</b>	<b>1.65</b>	<b>0.63</b>	<b>8.29</b>	<b>2.68</b>	<b>0.21</b>	<b>51.79</b>

<b>Note 11: Deferred Tax Asset(net)</b>				
<b>Particulars</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
<b>(a) Deferred Tax Assets</b>				
- Related to Property Plant and Equipments	11.95	9.03	8.76	8.60
<b>Total</b>	<b>11.95</b>	<b>9.03</b>	<b>8.76</b>	<b>8.60</b>

<b>Note 12: Long Term Loans &amp; Advances</b>				
<b>Particulars</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
<b>Unsecured - Considered Good</b>				
Security Deposits	227.71	228.66	0.66	0.66
	227.71	228.66	0.66	0.66
Less: Provision for doubtful debts	-	-	-	-
<b>Total</b>	<b>227.71</b>	<b>228.66</b>	<b>0.66</b>	<b>0.66</b>

<b>Note 13: Non-Current Investments</b>
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Particulars	As at	As at	As at	As at
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Investment in Equity Shares	-	-	441.52	441.52
Investments in Mutual Funds	-	-	-	25.00
Other non-current investments	-	-	39.10	39.10
	-	-	480.62	505.62
Less : Provision for diminution in the value of Investments				-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>480.62</b>	<b>505.62</b>

### 13.1 Investment in Equity shares are quoted and valued at cost

Particulars	As at 31 March 2023		As at 31 March 2022	
	No of shares	Amount	No of shares	Amount
Edelweiss Financial Services Limited	200	0.13	200	0.13
Angel One Limited	9,000	111.10	9,000	111.10
Indiabulls Real Estate Limited	43,000	59.77	43,000	59.77
Nuvama Wealth and Investment Limited	2	0.06	2	0.06
Redington (India) Private Limited	500	0.85	500	0.85
Infibeam Avenues Limited	2,01,000	50.26	2,01,000	50.26
Vodafone Idea Limited	1,50,000	15.38	1,50,000	15.38
Indiabulls Housing Finance Limited	6,150	15.13	6,150	15.13
Indian Railway Catering and Tourism Corporation Limited	43,675	188.84	43,675	188.84
<b>Total</b>	<b>4,53,527</b>	<b>441.52</b>	<b>4,53,527</b>	<b>441.52</b>

### 13.2 Investment in Mutual fund are quoted and valued at cost

Particulars	As at 31 March 2022	
	No of units	Amount
IDFC Mutual Funds		25.00
Total		25.00

### Note 13.3: Basis of Valuation of Investments

Particulars	As at	As at	As at	As at
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Aggregate amount of quoted investments	-	-	441.52	466.52
Aggregate market value of quoted investments	-	-	-	-
Aggregate amount of unquoted investments	-	-	-	-
Aggregate provision for diminution in value of investments	-	-	-	-

<b>Note 14: Inventories</b>				
<b>Particulars</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
Raw Materials and Components	130.15	95.60	61.84	67.96
Work-in-Progress	44.75	36.77	32.34	25.73
Finished Goods	106.87	117.27	54.73	46.12
Packing Material	13.36	15.42	15.07	8.14
<b>Total</b>	<b>295.12</b>	<b>265.06</b>	<b>163.98</b>	<b>147.95</b>

<b>Note 15: Trade Receivables</b>				
<b>Particulars</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
<b>Secured - Considered Good</b>				
- Outstanding for more than six months	713.00	142.55	72.42	43.37
- Others	-	324.38	260.86	295.87
<b>Total</b>	<b>713.00</b>	<b>466.93</b>	<b>333.28</b>	<b>339.24</b>

Ageing for trade receivables as at 30th June 2024 is as under:

<b>Particulars</b>	<b>Outstanding for following periods from date of transaction</b>				
	<b>Less than 6 months</b>	<b>6 months - 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>
(i) Undisputed Trade receivables – considered good	570.44	69.30	36.47	36.78	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-
<b>Total</b>	<b>570.44</b>	<b>69.30</b>	<b>36.47</b>	<b>36.78</b>	<b>-</b>

Ageing for trade receivables as at 31st March 2024 is as under:

<b>Particulars</b>	<b>Outstanding for following periods from date of transaction</b>				
	<b>Less than 6 months</b>	<b>6 months - 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>
(i) Undisputed Trade receivables – considered good	324.38	69.30	36.47	36.78	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-

(iv) Disputed Trade Receivables – considered good	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-
<b>Total</b>	324.38	69.30	36.47	36.78	-

Ageing for trade receivables as at 31st March 2023 is as under:

Particulars	Outstanding for following periods from date of transaction				
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade receivables – considered good	260.86	35.64	36.78	-	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-
<b>Total</b>	260.86	35.64	37	-	-

Ageing for trade receivables as at 31st March 2022 is as under:

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade receivables – considered good	295.87	43.37	-	-	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-
<b>Total</b>	295.87	43.37	-	-	-

#### Note 16 Short Term Loans & Advances

Particulars	As at	As at	As at	As at
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	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Advance against Goods & Services	169.19	133.75	46.60	16.91
Advances to Employees	9.03	11.18	39.72	22.05
Advances to Broker (Zerodha)	0.00	-		
Other Recoverables	1.70	-	100.00	-
Prepaid Insurance	0.03	0.79	0.84	0.86
Income tax refundable	-	0.15	21.86	10.50
<b>Total</b>	<b>179.95</b>	<b>145.87</b>	<b>209.02</b>	<b>50.32</b>

**Note 17: Cash & Cash Equivalents**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Balance with Bank Accounts	213.42	369.49	0.00	0.01
Cash in hand	8.71	6.33	3.44	4.76
<b>Other Bank balance</b>				
Fixed Deposit with maturity period of less than 3 month	1.44	1.44	1.36	1.29
<b>Total</b>	<b>223.57</b>	<b>377.26</b>	<b>4.80</b>	<b>6.06</b>

**Note 18: Other Current Assets**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Balance with revenue authorities	69.19	86.89	2.09	6.85
<b>Total</b>	<b>69.19</b>	<b>86.89</b>	<b>2.09</b>	<b>6.85</b>

**Annexure – VII : Notes on the Profit and loss of Restated Financial Information**

All amounts are Rupees in lakhs, unless otherwise stated

**Note 19: Revenue from Operations**

Particulars	Period ended 30th June 2024	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
Sales	833.88	2,460.37	2,222.90	2,151.55
<b>Total</b>	<b>833.88</b>	<b>2,460.37</b>	<b>2,222.90</b>	<b>2,151.55</b>

**Note 20: Other Incomes**

Particulars	Period ended 30th June 2024	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
Interest on FDR	-	-	0.07	0.06
Interest on others	-	13.87	-	-
Dividend	-	4.83	5.41	2.00
Profit on Sale of Fixed Assets	0.02		-	-
Gain on sale of investment	-	241.46	0.89	48.58

Foreign exchange gain	0.04	0.18	0.56	0.27
Rental income	-	2.87	3.66	3.66
Miscellaneous income	5.72	0.37	0.09	0.02
<b>Total</b>	<b>5.78</b>	<b>263.58</b>	<b>10.68</b>	<b>54.59</b>

**Note 21: Cost of Goods Consumed**

Particulars	Period ended	Year ended	Year ended	Year ended
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
<b>(A) Opening Stock: -</b>				
- Raw Materials and Components	95.60	147.21	67.96	21.53
- Packing Material	15.42	23.64	8.14	4.83
<b>Total (A)</b>	<b>111.02</b>	<b>170.85</b>	<b>76.10</b>	<b>26.36</b>
<b>(B) Purchases :-</b>				
- Purchase of Goods	616.87	1,411.34	1,815.57	1,802.56
- Purchase of Packing Material	6.31	2.14	0.96	1.76
<b>Total (B)</b>	<b>623.18</b>	<b>1,413.48</b>	<b>1,816.53</b>	<b>1,804.32</b>
<b>(C) Direct Expenses</b>				
- Clearing & Forwarding	1.14	1.30	1.53	1.37
- Consumable Stores	0.28	1.71	4.69	7.42
- Freight & Cartage	5.80	18.33	14.46	15.94
- Oils & Lubricants	0.71	21.80	7.81	1.97
<b>Total (C)</b>	<b>7.93</b>	<b>43.15</b>	<b>28.49</b>	<b>26.70</b>
<b>(D) Closing Stock :-</b>				
- Raw Materials and Components	130.15	95.60	61.84	67.96
- Packing Material	13.36	15.42	15.07	8.14
<b>Total (D)</b>	<b>143.50</b>	<b>111.02</b>	<b>76.91</b>	<b>76.10</b>
<b>Cost of Goods Consumed</b>	<b>598.62</b>	<b>1,516.45</b>	<b>1,844.21</b>	<b>1,781.28</b>
<b>Total</b>	<b>598.62</b>	<b>1,516.45</b>	<b>1,844.21</b>	<b>1,781.28</b>

**Note 22: Changes in inventories**

Particulars	Period ended	Year ended	Year ended	Year ended
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Opening Finished Goods	117.27	128.51	46.12	56.45
Opening Work-in-Progress	36.77	32.34	25.73	19.09
	<b>154.03</b>	<b>160.85</b>	<b>71.85</b>	<b>75.54</b>
Closing Finished Goods	106.87	117.27	54.73	46.12
Closing Work-in-Progress	44.75	36.77	32.34	25.73
	<b>151.62</b>	<b>154.03</b>	<b>87.07</b>	<b>71.85</b>
<b>Net Change</b>	<b>2.41</b>	<b>6.81</b>	<b>(15.22)</b>	<b>3.69</b>

<b>Note 23: Purchase of Stock in trade</b>				
<b>Particulars</b>	<b>Period ended</b>	<b>Year ended</b>	<b>Year ended</b>	<b>Year ended</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
Purchase of Stock in trade	2.15	366.38	-	-
<b>Net Change</b>	<b>2.15</b>	<b>366.38</b>		

<b>Note 24 Employee Benefit Cost</b>				
<b>Particulars</b>	<b>Period ended</b>	<b>Year ended</b>	<b>Year ended</b>	<b>Year ended</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
Salaries & Wages	38.85	128.09	105.25	99.04
Director Remuneration	6.00	26.00	28.90	28.90
Bonus	-	11.33	5.25	5.83
Contribution to provident and other funds	3.06	5.61	4.43	4.91
Gratuity & Leave Encashment	10.42	48.00	0.34	8.38
Staff Welfare Expenses	0.50	1.72	1.28	1.26
<b>Total</b>	<b>58.82</b>	<b>220.75</b>	<b>145.45</b>	<b>148.32</b>

<b>Annexure – VII : Notes on the Profit and loss of Restated Financial Information</b>				
<b>All amounts are Rupees in lakhs, unless otherwise stated</b>				
<b>Note 25: Finance Cost</b>				
<b>Particulars</b>	<b>Period ended</b>	<b>Year ended</b>	<b>Year ended</b>	<b>Year ended</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
Interest Expense	9.91	37.02	12.90	4.40
Other borrowing costs	-	5.50	-	-
<b>Total</b>	<b>9.91</b>	<b>42.52</b>	<b>12.90</b>	<b>4.40</b>

<b>Note 26: Other Expenses</b>				
<b>Particulars</b>	<b>Period ended</b>	<b>Year ended</b>	<b>Year ended</b>	<b>Year ended</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
Advertisement & Sales Promotion	0.08	1.24	38.14	92.48
Bank Charges	0.02	0.00	0.30	2.23
Audit Fees*	-	0.30	1.00	1.30
Commission	22.00	42.94	66.83	47.90
Power and fuel	3.98	12.39	6.04	6.48
Freight & Cartage	3.89	9.96	7.58	8.04
Legal & Professional Charges	6.99	24.85	9.27	5.54
Insurance	1.80	1.33	1.36	1.31
Printing & Stationery	0.16	0.81	0.83	0.45

Postage & Courier	0.04	0.31	0.20	0.15
Rates & Taxes	3.29	11.97	1.95	1.13
Rent	2.94	10.70	10.20	10.20
Repair & Maintenance	3.57	49.44	5.40	4.07
Telephone Expenses	0.27	1.09	0.88	0.84
Travelling & Conveyance	0.36	9.05	0.99	0.98
Vehicle Running & Maintenance	1.09	4.18	4.98	3.39
Misc. Expenses	0.85	2.36	4.00	1.72
<b>Total</b>	<b>51.35</b>	<b>182.92</b>	<b>159.95</b>	<b>188.21</b>
<b>*Payment to Auditors</b>				
<b>Particulars</b>	<b>Period ended</b>	<b>Year ended</b>	<b>Year ended</b>	<b>Year ended</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
Audit Fees	-	0.30	1.00	1.30

<b>Note 27: Earning per share</b>				
<b>Particulars</b>	<b>Period ended</b>	<b>Year ended</b>	<b>Year ended</b>	<b>Year ended</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
Net Profit after Tax	65.96	287.51	55.56	61.90
Number of shares at the end of the year	32,22,584	32,22,584	8,05,646	1,75,000
Weighted Average Number of shares	32,22,584	32,22,584	28,05,211	28,00,000
Restated Basic Earnings per share (In ₹)	2.05	8.92	1.98	2.21
Restated Diluted Earnings per share (In ₹)	2.05	8.92	1.98	2.21

<b>Note 28: Contingent Liabilities</b>				
<b>Particulars</b>	<b>As at</b>	<b>Year ended</b>	<b>Year ended</b>	<b>Year ended</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
Contingent Liabilities	Nil	Nil	Nil	Nil

<b>Note 29: Capital Commitment</b>				
<b>Particulars</b>	<b>As at</b>	<b>Year ended</b>	<b>Year ended</b>	<b>Year ended</b>
	<b>30th June 2024</b>	<b>31st March 2024</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
Capital Commitment	Nil	Nil	Nil	Nil

<b>Note 30: Related Party Disclosure</b>				
<b>(a) List of related parties and their relationship</b>				
<b>(i) Enterprises over which key management personnel and their relatives exercise significant influence:</b>				
Croda Enterprises				

Bawa Resins Private Limited					
Amtech Polycoats					
<b>(ii) Key Managerial Personal and their relative</b>					
Ajit Singh Bawa	Managing Director				
Gurpreet Kaur Bawa	Director				
Mandeep Singh	Director				
Harvind Singh Bawa	CFO				
Avtar Singh Bawa	Father of Ajit Singh Bawa				
Gurveen Kaur	Daughter of Ajit Singh Bawa				
Manish	CS				
<b>(b) The following transactions entered with related parties:</b>					
Name of Related Parties	Nature of Transaction	Period ended	Year ended	Year ended	Year ended
		30th June 2024	31st March 2024	31st March 2023	31st March 2022
Ajit Singh Bawa	Rent	2.55	4.50	10.20	10.20
	Director's Remuneration	3.00	13.00	14.45	14.45
Avtar Singh Bawa	Salary	-	8.40	9.10	9.10
Amarjeet Kaur Bawa	Salary	-	6.00	7.95	7.95
Gurpreet Kaur Bawa	Director's Remuneration	-	13.00	14.45	14.45
Harvind Singh Bawa	Salary	2.25	9.60	9.75	9.75
Akriti Kaur Bawa	Salary	-	9.75		
Gurveen Kaur	Salary	1.20	4.80	5.20	5.20
Amtech Polycoats	Purchases	-		215.22	134.25
	Sales	-		194.62	176.28
Croda Enterprises	Purchases	-	73.98	216.44	172.77
	Sales	-	58.82	120.66	145.25
Bawa Polymers	Sales	-	-	-	0.42
<b>(c) The following balances are outstanding in relation to transaction with related parties:</b>					
Name of Related Parties	Nature of Transaction	As at	Year ended	Year ended	Year ended
		30th June 2024	31st March 2024	31st March 2023	31st March 2022
Ajit Singh Bawa	Remuneration Payable	0.43	1.38	1.68	1.38
Avtar Singh Bawa	Salary Payable	-	1.16	1.28	1.16
Amarjeet Kaur Bawa	Salary Payable	-	0.70	0.70	1.00
Gurpreet Kaur Bawa	Remuneration Payable	-	1.58	1.59	1.58
Harvind Singh Bawa	Salary Payable	0.68	1.28	1.33	1.28
Gurveen Kaur	Salary Payable	-	0.78	0.78	0.78
Amtech Polycoats	Purchases	-	-	3.51	-

	Sales	-	-	-	28.29
Croda Enterprises	Trade Payable	-	-	7.52	11.96
	Trade receivables	63.54	63.55	-	-

**Annexure – VIII : Notes on the additional information of Restated Financial Information**

**All amounts are Rupees in lakhs, unless otherwise stated**

**Note 31 : Additional Regulatory Disclosures**

**i) Details of Benami property held**

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**ii) Wilful Defaulter**

The Company has not been declared as a wilful defaulter by any bank or financial institution or any other lender.

**iii) Relationship with struck off companies**

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

**iv) Registration of charges or satisfaction with Registrar of Companies**

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

**(v) Compliance with approved scheme(s) of arrangements**

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial years.

**(vi) Utilisation of borrowed funds and share premium**

The Company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries. The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

**(vii) Undisclosed income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

**(viii) Details of crypto currency or virtual currency**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous years.

**(ix) Valuation of Property, Plant and Equipment**

The Company has not revalued its property, plant and equipment during the current or previous years. There are no intangible assets.

**(x)** The Company does not have any borrowing from any bank or financial institution on the security of book debtors, stock & other current assets exceeding the limits prescribed, hence no reporting on whether or not quarterly statement filed with banks or financials institution are in agreement with books of account of the company or not is required.

**Annexure – IX : Notes on the Restatement of Restated Financial Information**

**All amounts are Rupees in lakhs, unless otherwise stated**

**Note: 32 Reconciliation of Restated Profit**

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Particulars	Period ended	Year ended	Year ended	Year ended
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Profit as per audited financial statements	65.96	287.41	55.46	61.43
<b>Adjustments for:</b>				
<b>Add :- Tax Adjustment</b>				
Tax Adjustment relating to previous year	-	0.10	0.19	0.34
Tax Adjustment relating to current year	-	-	(0.10)	(0.19)
<b>Profit as per restated financial statements</b>	<b>65.96</b>	<b>287.51</b>	<b>55.56</b>	<b>61.90</b>

Note: Provision for Taxation has been adjusted for Items like income tax related to earlier year and short Provision for earlier year.

<b>Note: 33 Reconciliation of Equity and Reserves:</b>				
Particulars	As at	As at	As at	As at
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Equity and Reserve as per audited financial statements	1,268.32	1,202.27	902.11	594.00
<b>Adjustments for:</b>				
Difference Due to Change in Profit and Loss	-	0.10	0.09	0.15
Equity and Reserve as per restated financial statements	1,268.32	1,202.37	902.20	594.15

<b>Note: 34 Notes regarding adjustments</b>				
Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of Income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial of the company for all the years and requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018				

<b>Note: 35 Capitalization Statement as at 31st March 2024</b>		
Particulars	Consolidated	
	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	408.65	408.65
Long Term Debt (B)	40.02	40.02
<b>Total debts (c )</b>	<b>448.67</b>	<b>448.67</b>
Shareholders' funds		
Equity share capital	322.26	
Reserve and surplus - as restated	880.11	
<b>Total shareholders' funds</b>	<b>1,202.37</b>	
Total debt / shareholders' funds	0.37	



The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished

1. Short term Debts represent which are expected to be paid/payable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above

**Note: 36 Restated statement of mandatory accounting ratio**

Particulars	Period ended	Year ended	Year Ended	Year Ended
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
EBITDA	126.31	430.63	99.20	84.64
Net Profit as Restated	67.39	288.90	55.56	61.90
Net Worth	1,268.32	1,202.37	902.20	594.15
Return on Net worth (%)	5.31%	24.03%	6.16%	10.42%
Equity Share at the end of year (in Nos.) (Face Value ₹ 10)	32,22,584	32,22,584	8,05,646	1,75,000
Number of Equity Share outstanding as on the End of Year	32,22,584	32,22,584	8,05,646	1,75,000
Weighted No. of Equity Shares	32,22,584	32,22,584	22,80,211	1,75,000
Weighted Average No of Equity Share (Considering bonus in all previous years)	32,22,584	32,22,584	28,05,211	28,00,000
Basic and diluted earning per share	2.09	8.96	2.44	35.37
Restated Basic and diluted earning per share (Considering bonus in all previous years)	2.09	8.96	1.98	2.21
Net Asset Value/Book Value per Equity share (Based on no of share at the end of year)	39.36	37.31	111.99	339.52
Net Asset Value/Book Value per Equity share (Based on Weighted Average no of Shares)	39.36	37.31	39.57	339.52

**Annexure – X : Notes on the Ratios of Restated Financial Information**

**Note 37 : Disclosure of Minority interest**

Particulars	As at		
	31st March 2024		
	Croda Pigments Private Limited	Minority interest	Total
% holding	95.78%	4.22%	100.00%
Share Capital	226.98	10.00	236.98
Add: Accumulated share of profit	12.75	0.56	13.31
Add: Profit for the allocated to minority interest	31.46	1.39	32.85
<b>Total</b>	<b>271.19</b>	<b>11.95</b>	<b>283.14</b>
Particulars	As at		
	30th June 2024		

	<b>Croda Pigments Private Limited</b>	<b>Minority interest</b>	<b>Total</b>
% holding	95.78%	4.22%	100.00%
Share Capital	226.98	10.00	236.98
Add: Accumulated share of profit	44.21	1.95	46.16
Add: Profit for the allocated to minority interest	32.46	1.43	33.89
<b>Total</b>	<b>303.65</b>	<b>13.38</b>	<b>317.03</b>

**As per our report of even date attached.**

**Kansal Yogesh & Co.**

*Chartered Accountants*

**Firm Registration No: - 33960N**

**For Amtech Esters Limited**

**(formerly known as AMTECH ESTERS PRIVATE LIMITED)**

Sd/-

**Yogesh Kansal**

*Partner*

M. No. 521306

Sd/-

**Ajit Singh Bawa**

*Managing Director*

DIN:  
00413081

Sd/-

**Gurpreet Kaur Bawa**

*Director*

DIN: 02642585

Place: Karnal

Date: 21.08.2024

## FINANCIAL INDEBTEDNESS

Our Company avails loans in the ordinary course of business for purposes such as, inter alia, term loans and other fund-based working capital loans. Our Company has obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Issue, such as, inter alia, effecting a change in our shareholding pattern, change in the management of our board and change in our capital structure in connection with or post the Issue. For details regarding the resolution passed by our Board of Directors on April 15, 2024 authorizing the borrowing powers of our Board, see “Our Management –Borrowing Powers of our Board” and “Risk Factors”.

We hereby confirm that Amtech Esters Limited has following Financial Indebtedness as on 30<sup>th</sup> June, 2024

### Indebtedness to Banks

Name of Bank	Loan No.	Facility Key Term			Outstanding as on 30 <sup>th</sup> June, 2024 (in Rupees)	Security
		Loan Amount (in Rupees)	Rate of Interest (%)	Total Term (Months)		
Yes Bank	106LA43213050001	2,00,00,000	12.85	60	53,55,858	Immovable Properties situated at Plot No. 2012, PH – 1, MIE, Bahadurgarh, District Jhajjar, Haryana – 124507
Yes Bank	087088900000050	4,80,00,000	9.75	168	3,81,19,335	Immovable Properties situated at Plot No. 2012, PH – 1, MIE, Bahadurgarh, District Jhajjar, Haryana – 124507
<b>TOTAL</b>					<b>4,34,75,193</b>	

Yours faithfully,

**Kansal Yogesh & Co.**

**Chartered Accountants**

**Firm Registration No :- 33960N**

Sd/-

**Yogesh Kansal (Partner)**

**M. No. 521306**

**Place: Karnal**

**Date: 05/10/2024**

**UDIN: 24521306BKADRS3028**

## MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Financial Statements on page 174.

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 Fiscal 2024, Fiscal 2023 and Fiscal 2022, included herein is based on or derived from our Restated Financial Statements included in this Draft Prospectus. For further information, see "Restated Financial Statements" beginning on page 174. Please also refer to "Definitions and Abbreviations" on page 1 for certain terms used in this section. The Restated Financial Statements is based on our Audited Financial Statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations. Our Audited Financial Statements are prepared in accordance with Indian Accounting Standards, which differs in certain material respects with IFRS and U.S. GAAP. For details, see "Risk Factors –Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS which may affect investors' assessments of our Company's financial condition" on page 24.

This Draft Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Prospectus. See "Forward-Looking Statements" on page 17.

Unless the context otherwise requires, in this section, references to "we", "us", "our" "our Company" or "the Company" refers to Amtech Esters Limited (Formerly known as Amtech Esters Private Limited).

### Business Overview

Our Company is engaged in the business of manufacturing Unsaturated Polyester Resins and trading in Fiberglass, Hardners & Ancillaries and Silicon. Resins are viscous, liquid polymers derived from either organic or synthetic sources. Their primary advantage lies in their ability to transform from a liquid state into a customizable solid and homogeneous structure. Our Company has its manufacturing unit at 2012 MIE, Bahadurgarh, Jhajjar, Haryana-124507. The manufacturing unit has installed capacity of production of 2960 MTPA of Resins as on March 31, 2024 and of 740 MT Resins as on June 30, 2024.

Our Manufacturing facility is equipped with modern and automatic plant and machinery. Our product portfolio includes resins such as polyester, epoxy resin along with Industrial input for paints, varnishes, dyes, and glue gums with a strong presence in multiple sectors including dressing accessories (like beads/ buttons), switch gears, sculptures, automotive industries, aberrative etc. chemical products. These resins are also used in other industries including FRP sheets, cooling towers, automobile components, fiber sheets, waterproofing application, decorative items etc. Our production processes are meticulously designed to ensure that every product meets the highest standards, reinforcing our reputation as a reliable and trusted partner in the industry. Our Company also has a Research & Development and Quality Control department where we keep on modifying our production processes to cater to the needs of our customers.

Under our trading portfolio, we offer a comprehensive range of fiberglass products, including CSM 225 E, CSM 450 E/P, CSM 300 E/P, fiber cut pieces, surface mat, woven rovings (360/400 and 600), fiberglass cloth, and chopped strands. Additionally, we provide a wide selection of hardeners and ancillary products such as MEKP catalyst, cobalt (2% and 6%), FRP cobalt, promoter, FRP brushes, wax polish, Croda pigment pastes, latex rubbers, styrene monomer, PVA powder, French chalk powder, marble powder, and polyester film. Our silicone product offerings include premium silicone rubbers from DOW, silicone hardener, silicone oil, silicone spray, and silicone adhesive tubes. With our product portfolio and a commitment to quality, we aim to be a trusted partner in the fiberglass and related industries. By integrating manufacturing and trading activities, we deliver seamless experiences, ensuring value and reliability at every step.

Our company was founded by S. Avtar Singh Bawa with his son Ajit Singh Bawa in the year 2002. The Company is managed by our Promoter and Managing Director, Ajit Singh Bawa who has over 20 years of experience in the chemical manufacturing industry and is looking after the overall business operations of the company. His understanding of the consumer difficulty, intuitive entrepreneurship and involvement in key aspects of our business has helped accelerate and drive our profitable growth.

Our commitment to quality is validated by our ISO 9001:2015 certification, assuring customers of our adherence to stringent quality control processes throughout manufacturing. We maintain a well-equipped R&D and QC department to ensure product consistency and innovation.

## **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR**

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus i.e., June 30, 2024, any significant developments or 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 as follows:

1. Appointment of Mrs. Anjali Bansal as Company Secretary cum Compliance Officer on October 25, 2024.
2. Resignation of Mr. Subodh Kumar as Company Secretary cum Compliance Officer on October 25, 2024.
3. Resignation of Mr. Manish as Company Secretary cum Compliance Officer on September 16, 2024.
4. Appointment of Mr. Harvind Singh Bawa as Chief Financial Officer on December 19, 2023
5. Appointment of Mr. Rahul Sharma as Independent Director on January 10, 2024
6. Appointment of Mr. Paras Suri as Independent Director on January 10, 2024
7. Formation of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee on April 15, 2024.

## **SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factor” beginning on page 24 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

### ***Regulatory Framework***

We have secured all the necessary regulatory approvals to operate our business. Some of these approvals are time-bound and need to be renewed periodically as part of our routine operations. However, changes in regulations can occur unexpectedly, and we cannot predict when this may happen. We cannot guarantee that future changes in regulations won't affect our business operations.

### ***Market & Economic conditions***

India is one of the largest and fastest-growing economies. However, in today's globalized world, businesses face uncertainty due to unexpected events like pandemics, wars, climate changes, and supply chain disruptions. These events can shift economic conditions and affect customers' ability to purchase. During a market slowdown, demand decreases, which negatively impacts our business.

### ***Ability of Management***

Our success depends on the continued services and performance of the members of our management team and other key employees. Competition for senior management in the industry is intense, and we may not be able to retain our existing senior management or attract and retain new senior management in the future. The loss of any member of our senior management or other key personnel may adversely affect our business, results of operations and financial condition.

### ***Competition***

We operate in a highly competitive environment, with competition varying by market, region, and product type. Our company faces strong competition both domestically and internationally as market conditions evolve. Some competitors may have greater resources than us. While factors like service quality, technical expertise, and performance play a role in client decisions, price and quality are often the main deciding factors. There has been no change in the Accounting policy for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 except for the period ended June 30, 2024. Previously our Company consistently recognized revenue and purchase gross of GST. However, for the period ended June 30, 2024, our Company has reported the revenue and purchase figures which are net of GST. The restated financials are prepared by considering the revenue and purchases net of GST to make it in accordance with Issue of Capital and Disclosure Requirements Regulations, 2018.

The industry is fragmented, with many small and medium-sized companies manufacturing similar products, which could impact our business and financial performance. With no significant entry barriers, an increase in manufacturing capacity by competitors could further intensify competition. As we expand into new markets, we face competition from both pan-India companies and strong regional players. Rapid changes in the industry,

along with technological advances and consolidations, are expected to increase competition. This may lead to reduced demand for our products, higher costs, lower margins, and a potential loss of market share, all of which could negatively affect our business and financial health.

- Our ability to successfully implement our strategy, our growth and expansion, technological changes.
- Our ability to successfully allotment of new orders.
- Failure to adapt to the changing needs of industry and in particular government policies and regulations may adversely affect our business and financial condition.

## **DISCUSSION ON RESULT OF OPERATION**

The following discussion on results of operations should be read in conjunction with the restated financial results of our Company for the period ending on June 30, 2024 and year ending on March 31, 2024, 2023 and 2022.

### **Principal Components of Statement of Profit and Loss**

#### **Income**

Our total income comprises revenue from operations & other income as mentioned below:

#### **Revenue from Operations**

Our revenue from operations primarily includes manufacturing of esters, polyester, resins, epoxy resins, special purpose resins and trading of the above-mentioned products.

#### **Other Income**

Other income includes Difference in Foreign Exchange Rate, Accounts written Off, GST Refund, Profit on Sale of Fixed Assets etc.

#### **Expenses**

Our total expenses include the below mentioned expenses:

#### **Cost of Revenue from operations**

The Cost of revenue from operations primarily includes consumption of opening stock of raw material, purchases of raw material during the year and adjustments for the closing stock of raw material.

#### **Purchases of stock in trade**

Purchase of stock in trade includes purchase of goods primarily for trading purpose.

#### **Changes in Inventories of finished goods**

The changes in inventories of finished goods includes changes in finished goods and work in progress.

#### **Finance Cost**

Our finance costs primarily include interest on short term and long-term borrowing and other borrowing cost.

#### **Employee Benefits Expense**

Our employees benefit expense includes Wages & Salaries, Contribution to Provident and Other Funds, Gratuity Expense, ESI Contribution, Staff Welfare Expenses etc.

#### **Depreciation and Amortization Expense**

Our depreciation and amortization primarily include depreciation on Land at Bahadurgarh, Furniture and Fittings, Air Conditioner, Office Building, Fire Equipment, Weighing Machine, Electric Machines etc.

### Other Expenses

Our other expenses primarily include expenditure incurred on Freight Outward, Consumable Stores, Bank Charges, Vehicle Running and Maintenance, Conveyance, Marketing Expense, General Expense, Insurance, Late Fees and Penalty, Legal and Professional Charges, Packing Expenses, Postage Courier, Printing and Stationery, Rent, Rates and Taxes etc.

### Tax Expense

Our tax expenses primarily include current tax and deferred tax.

### Significant Developments after June 30, 2024 that may affect our Future Results of Operations.

The Directors confirm that there have been no other events or circumstances since the date of the last financial statements as disclosed in the Draft Prospectus which materially or adversely affect or is likely to affect the business or profitability of our Company or the value of our assets, or our ability to pay liabilities within next twelve months.

### FINANCIAL KPIs OF THE COMPANY ON STANDALONE BASIS:

(3)

Particulars	June 30, 2024 (Consolidated)	March 31, 2024 (Consolidated)	March 31, 2023 (Standalone)	March 31, 2022 (Standalone)
Revenue from Operations (₹ in Lakhs) <sup>(1)</sup>	833.88	2,460.37	2,222.90	2,151.55
Growth in Revenue from Operations (YoY %)	61.71	10.68	3.31	62.29
Gross Profit (₹ in Lakhs)	230.70	570.72	372.82	351.73
Gross Profit Margin (%)	27.67	23.19	16.77	16.35
EBITDA (₹ in Lakhs) <sup>(2)</sup>	126.32	430.63	99.20	84.64
EBITDA Margin (%) <sup>(3)</sup>	15.15	17.50	4.46	3.94
Profit After Tax (₹ in Lakhs) <sup>(4)</sup>	67.39	288.79	55.48	61.90
PAT Margin (%) <sup>(5)</sup>	8.08	11.73	2.50	2.87
RoE (%) <sup>(6)</sup>	5.20	23.90	6.15	10.35
RoCE (%) <sup>(7)</sup>	9.96	24.20	9.07	11.64
Net Fixed Asset Turnover (In Times)	1.80	32.53	36.68	42.16
Operating Cash Flows (₹ in Lakhs)	(125.09)	225.25	(229.57)	279.38

\*As certified by Kansal Yogesh & Co., Chartered Accountants, by way of their certificate dated October 05, 2024.

Notes:

(1) Revenue from operation means revenue from sales and other operating revenues

(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

(3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

(4) PAT is calculated as Profit before tax - Tax Expenses

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

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

(7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings [current & non-current]

KPI	Explanation
-----	-------------

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.
Revenue from Operations Growth Rate (%)	Revenue Growth rate informs the management of annual growth rate in revenue of the company in consideration to previous period.
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.
Profit after Tax	PAT represents Profit after Tax for the relevant year or period as per Restated Financial Statements
Return on Equity (%)	Return on Equity is calculated as per Profit after Tax for the relevant year or period as a percentage of Average Total Equity in such year or period.
Net Worth	Net Worth is the aggregate of our Equity Share Capital and other Equity excluding Capital Reserve on amalgamation.
Current Ratio	Current Ratio indicates the Company's ability to bear its short term obligations.
EPS	Earning Per Share is the Company's earnings available on one share of the Company for the period.

#### Factors contributing to the growth of our Revenue:

- Optimization of Production Scheduling
- Optimum use of Working Capital
- Surging Demand in the Market
- Revival of Old Customers
- Increase in Pricing of Raw Material
- Reallocation of Production Resources towards higher profitability products
- Substantial increase in Capacity Utilization

#### STATEMENT OF PROFIT AND LOSS ACCOUNT

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Incomes</b>			
Revenue from operations	2,233.37	2,222.90	2,151.55
<b>% Growth</b>	<b>0.47</b>	<b>3.21</b>	<b>38.38</b>
Other Income	250.77	10.68	54.59
<b>% Growth</b>	<b>95.74</b>	<b>-411.14</b>	<b>69.72</b>
<b>Total Revenue</b>	<b>2,484.14</b>	<b>2,233.58</b>	<b>2,206.14</b>
<b>% Growth</b>	<b>10.09</b>	<b>1.23</b>	
<b>Expenses</b>			
Cost of Goods Sold	1,479.27	1,452.72	1,196.94
<b>% of Revenue from Operations</b>	<b>66.23</b>	<b>65.35</b>	<b>55.63</b>
Purchase	320.46	366.81	551.00
<b>% Increase/(Decrease)</b>	<b>-14.46</b>	<b>-50.21</b>	<b>35.28</b>
Changes in inventories	14.33	-8.61	10.33
<b>% Increase/(Decrease)</b>	<b>160.08</b>	<b>219.98</b>	<b>212.00</b>
Employee benefits expense	203.88	145.45	148.31
<b>% Increase/(Decrease)</b>	<b>28.66</b>	<b>-1.97</b>	<b>4.36</b>
Finance costs	42.52	13.20	6.63
<b>% Increase/(Decrease)</b>	<b>68.96</b>	<b>49.77</b>	<b>-4.07</b>
<b>Depreciation and amortization expense</b>	<b>13.86</b>	<b>12.27</b>	<b>8.67</b>
<b>% Increase/(Decrease)</b>	<b>11.47</b>	<b>29.34</b>	<b>-28.37</b>



Other expenses	111.14	177.71	212.66
<b>% Increase/(Decrease)</b>	<b>-59.90</b>	<b>-19.67</b>	<b>56.99</b>
<b>Total Expenses</b>	<b>2,185.46</b>	<b>2,159.55</b>	<b>2,134.54</b>
<b>% of Total Revenue</b>	<b>87.98</b>	<b>96.69</b>	<b>96.75</b>
<b>Profit before exceptional and extraordinary items and tax</b>	298.69	74.04	71.60
Exceptional items	0	0	0
<b>Profit before extraordinary items and tax</b>	298.69	74.04	71.60
Extraordinary Items	0	0	0
<b>Profit before tax</b>	298.69	74.04	71.60
<b>% Increase/(Decrease)</b>	<b>75.21</b>	<b>3.30</b>	<b>6.04</b>
Tax expense:			
<b>Current tax</b>	42.98	18.53	9.64
<b>Deferred tax</b>	0.41	0.16	-0.16
<b>Profit (Loss) for the period from continuing operations</b>	256.13	55.58	61.60
Profit/(loss) from discontinuing operations	0	0	0
Tax expense of discontinuing operations	0	0	0
<b>Profit/(loss) from Discontinuing operations (after tax)</b>	0	0	0
<b>Profit (Loss) for the period</b>	256.02	55.48	61.46
<b>% Increase/(Decrease)</b>	<b>78.33</b>	<b>-10.77</b>	<b>17.83</b>
Earnings per equity share:	7.92	6.90	35.37
Basic	7.92	6.90	35.37
Diluted	7.92	6.90	35.37

## Financial Year 2023-24 compared to financial year 2022-23

### Total Revenue

Total Revenue increased by 10.09% from ₹ 2233.58 lakhs in 2022-23 to ₹ 2484.14 lakhs in 2023-24 primarily on account of increase in other incomes which rose to 250.77 in 2023-24 from 10.68 in 2022-23 period and rest on account of increase in revenue from operations by 0.47% i.e ₹ 10.47 Lakhs

### Revenue from Operations

There is no major change in revenue from operations in the financial year 2023-24 compared to 2022-23

### Other Income

Other incomes increased by 95.74% in the last financial year from 10.68 lakhs in 2022-23 to ₹ 250.77 lakhs in 2023-24, mainly on account of sale of Investment.

### Expenses

Total expenses Increased by 1.20% from ₹ 2159.55 lakhs in 2022-23 to ₹ 2185.46 lakhs in 2023-24 primarily on account of Increase in the following:

1. Cost of Goods Sold by ₹ 26.55 lakh.
2. Employee Benefits Expenses by ₹ 58.43 Lakhs.
3. Finance Cost by ₹ 29.32 Lakhs.

### Cost of Goods Sold

Cost of goods sold increased by 66.23% from ₹ 1452.72 lakhs in 2022-23 to ₹ 1479.27 in 2023-24 mainly due to increase in business operations reflected by corresponding increase in revenue from operations.

### Employee Benefits Expense

Employee benefits expenses increased by 40.17% from ₹ 145.45 lakhs in 2022-23 to ₹ 203.88 lakhs in 2023-24 primarily because of full and final payments to outgoing employees and payment of gratuity.

### Finance Cost

Finance cost increased by 222.12% from ₹ 13.20 lakhs in 2022-23 to ₹ 42.52 lakhs in 2023-24 primarily on account of increase in working capital loan from 22.65 lakhs in 2022-23 to 388.41 lakhs in 2023-24

#### **Depreciation and Amortization Expense**

Depreciation and amortization expense increased by 11.47% from ₹ 12.27 Lakhs in 2022-23 to ₹ 13.86 Lakhs in 2023-24 primarily on account of increase in fixed assets from ₹ 69.39 lakhs In 2022-23 to ₹487.34 lakhs in 2023-24

#### **Other Expenses**

Other expenses decreased by 59.90% from ₹ 177.71 lakhs in 2022-23 to ₹ 111.14 in 2023-24 primarily on account of the Decrease in the following Expenses:

1. Commission Charges by INR 22.94 lakhs.
2. Legal and professional charges INR 17.86 lakh and
3. Repair and Maintenance of INR 45.87 lakhs

#### **Tax Expense**

Current tax increased from ₹ 18.53 Lakhs in FY 2022-23 to ₹ 42.98 Lakhs in 2023-24 due to corresponding increase in the restated profit before tax in 2023-24

#### **Restated profit for the year**

For the reasons stated above, our restated profit for the year increased from ₹ 55.48 Lakhs in F.Y 2022-23 to ₹ 256.02 Lakhs in 2023-24

#### **Financial Year 2022-23 compared to Financial year 2021-22**

##### **Total Revenue**

Total Revenue increased by 1.23% from ₹ 2206.14 lakhs in 2021-22 to ₹ 2233.58 lakhs in 2022-23 primarily on account of increase in Revenue from business operations which rose to ₹ 2222.90 lakhs in 2022-23 from ₹ 2151.55 lakhs in 2021-22

##### **Revenue from Operations**

Revenue from Business operations increased by 3.21% from ₹ 2151.55 Lakhs in 2021-22 to ₹ 2222.90 Lakhs in 2022-23 in ordinary course of business

##### **Other Income**

Other incomes decreased by 411.14% in the last financial year from ₹ 54.59 Lakhs in 2021-22 to ₹ 10.68 Lakhs in 2022-23 due to sale of investments during financial year 2021-22.

##### **Expenses**

Total expenses Increased by 96.69% from ₹ 2134.54 lakhs in 2021-22 to ₹ 2159.55 lakhs in 2022-23 primarily on account of Increase in the following:

1. Cost of Goods Sold by ₹ 255.06 lakh in 2022-23
2. Finance Cost by ₹ 6.57 Lakhs in 2022-23

##### **Cost of Goods Sold**

Cost of goods sold increased by 65.35% from ₹ 1196.94 lakhs in 2021-22 to ₹ 1452.72 lakhs in 2022-23 mainly due to increase in business operations reflected by corresponding increase in revenue from operations

##### **Employee Benefits Expense**

Employee benefits expenses decreased by 1.97% ₹148.31 lakhs in 2021-22 to ₹ 145.45 lakhs in 2022-23 in ordinary course of Business

##### **Finance Cost**

Finance cost increased by 49.77% from ₹ 6.63 lakhs in 2021-22 to ₹ 13.20 lakhs in 2022-23 primarily on account of increase in long term loans

##### **Depreciation and Amortization Expense**

Depreciation and amortization expense increased by 29.34% from ₹ 8.67 Lakhs in 2021-22 to ₹ 12.27 Lakhs in 2022-23 primarily on account of increase in fixed assets

## Other Expenses

Other expenses decreased by 19.67% from ₹ 212.66 lakhs in 2021-22 to ₹ 177.71 in 2022-23 primarily on account of the Decrease in the following Expenses:

1. Marketing Expense by INR 24.45 lakhs.
2. Sales Promotion charges of INR 17.4 lakhs and
3. Advertisement Expenses of INR 18.93 Lakhs

## Tax Expense

Current tax increased from ₹9.64 lakhs in F.Y. 2021-22 to ₹18.53 Lakhs in FY 2022-23 due to corresponding increase in the restated profit before tax in 2022-23

## Restated profit for the year

For the reasons stated above, our restated profit for the year decreased from ₹ 61.46 Lakhs in F.Y. 2021-22 as compared to a restated profit for the year of ₹ 55.48 Lakhs in 2022-23

## CASH FLOW STATEMENT

(₹ in lakhs)

Particulars	June 30, 2024 (Consolidated)	March 31, 2024 (Consolidated)	March 31, 2023 (Standalone)	March 31, 2022 (Standalone)
Net cash flow from operating activities	(125.09)	225.25	(229.57)	279.38
Net cash flow from investing activities	(4.79)	(163.75)	1.49	(344.26)
Net cash flow from financing activities	(23.82)	310.95	226.81	63.29

## Operating Activities

### Fiscal 2024

In Fiscal 2024, net cash generated from operating activities was ₹ 913.47 Lakhs. Restated profit before tax was ₹ 298.69 Lakhs. The adjustments primarily consisted of the following:

- A. Depreciation of ₹ 45.53 lakhs
- B. Interest Income of ₹ 13.87 Lakhs
- C. Profit on sale of Investment of ₹ (241.46) Lakhs
- D. Provision for tax of ₹ (43.08) lakhs
- E. Interest Income ₹ (.08) lakhs

Operating profit before working capital changes was ₹ 70.45 lakhs in Fiscal 2024

The primary adjustments in operating assets includes the following:

- A. Decrease in Inventories by ₹ 60.34 Lakhs,
- B. Increase in trade Receivables by ₹ 49.30 Lakhs
- C. Decrease in short term loans and advances by ₹ 16.57 Lakhs

And the primary adjustments in operating liabilities Includes the following:

- A. Increase in Short Term Borrowing by ₹ 368.21 Lakhs
- B. Increase in Trade Payables by ₹ 73.38 Lakhs
- C. Increase in other Current Liabilities by ₹ 349.25 Lkajs

### Fiscal 2023

In Fiscal 2023, net cash used in operating activities was ₹ 99.64 Lakhs. Restated profit before tax was ₹ 74.04 Lakhs. The adjustments primarily consisted of the following:

- A. Depreciation of ₹ 12.27 lakhs
- B. Interest Expense of ₹ 12.90 Lakhs,
- C. Profit on sale of Investment of (₹ .89) Lakhs,
- D. Provision for tax of ₹ (18.72) lakhs
- E. Interest Income ₹ (.07) lakhs

Operating profit before working capital changes was ₹ 79.54 lakhs in Fiscal 2023.

The primary adjustments in operating assets includes the following:

- A. Increase in Inventories by ₹ 16.03 Lakhs,
- B. Decrease in trade Receivables by ₹ 5.95 Lakhs
- C. Increase in short term loans and advances by ₹ 42.84 Lakhs,

And the primary adjustments in operating liabilities Includes the following:

- A. Increase in Short Term Borrowing by ₹ 4.51 Lakhs
- B. Decrease in Trade Payables by ₹ 157.18 Lakhs
- C. Increase in other Current Liabilities by ₹ 17.51 Lakhs

#### **Fiscal 2022**

In Fiscal 2022, net cash generated from operating activities was ₹ 295.75 Lakhs. Restated profit before tax was ₹ 71.59 Lakhs. The adjustments primarily consisted of the following:

- A. Depreciation of ₹ 8.67 lakhs
- B. Interest Expense of ₹ 4.40 Lakhs,
- C. Profit on sale of Investment of (₹ 48.58) Lakhs,
- D. Provision for tax of ₹ (9.98) lakhs
- E. Interest Income ₹ (.06) lakhs

Operating profit before working capital changes was ₹ 26.04 lakhs in Fiscal 2023.

The primary adjustments in operating assets includes the following:

- A. Increase in Inventories by ₹ 46.05 Lakhs,
- B. Increase in trade Receivables by ₹ 46.54 Lakhs
- C. Decrease in short term loans and advances by ₹ 188.29 Lakhs,

And the primary adjustments in operating liabilities Includes the following:

- A. Increase in Short Term Borrowing by ₹ 13.52 Lakhs
- B. Increase in Trade Payables by ₹ 194.60 Lakhs
- C. Decrease in other Current Liabilities by ₹ 27.59 Lakhs

#### **Investing Activities**

##### **Fiscal 2024**

Net cash used from investing activities was ₹ 677.67 Lakhs in Fiscal 2024, primarily on account of the following:

- A. Interest Received of ₹0.08 Lakhs
- B. Profit on sale of Investment ₹ 241.46 Lakhs
- C. Sale of Investment ₹ 934.38 Lakhs
- D. Purchase of Fixed Assets ₹ 97.36 Lakhs
- E. increase in Other non-current Assets 120

##### **Fiscal 2023**

Net cash used from investing activities was ₹ 123 Lakhs in Fiscal 2023, primarily on account of the following:

- A. Interest Received of ₹0.07 Lakhs
- B. Profit on sale of Investment ₹ .89 Lakhs
- C. purchase of Investment ₹ 25 Lakhs
- D. Purchase of Fixed Assets ₹ 29.88 Lakhs
- E. Decrease in Other non -current Assets 120

##### **Fiscal 2022**

Net cash used from investing activities was ₹ 123 Lakhs in Fiscal 2023, primarily on account of the following:

- A. Interest Received of ₹0.06 Lakhs
- B. Profit on sale of Investment ₹ 48.58 Lakhs
- C. Sale of Investment ₹ 391.27 Lakhs
- D. Purchase of Fixed Assets ₹ 3.63 lakhs

#### **Financing Activities**

#### **Fiscal 2024**

Net cash used from Financing Activities was ₹ 62.76 Lakhs in Fiscal 2024, primarily on account of the following:

- A. Repayment of Long-term borrowing of ₹ 20.24 Lakhs
- B. Interest Paid of ₹ 42.52 Lakhs

#### **Fiscal 2023**

Net cash generated from Financing Activities was ₹ 222.30 Lakhs in Fiscal 2023, primarily on account of the following:

- A. Issue of Equity Share Capital of ₹10.56 Lakhs
- B. Security Premium of ₹ 241.93 Lakhs
- C. Repayment of Long-term borrowing of ₹ 17.28 Lakhs
- D. Interest Paid of ₹ 12.90 Lakhs

#### **Fiscal 2022**

Net cash generated from Financing Activities was ₹ 49.77 Lakhs in Fiscal 2022, primarily on account of the following:

- A. Acceptance of Long-term Borrowings of ₹ 54.17 Lakhs
- B. Interest Paid of ₹ 4.40 Lakhs

#### **ELEMENTS OF BALANCE SHEET**

<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Short-term borrowings	408.65	40.43	35.36
<b>% Change</b>	<b>90.11</b>	<b>12.54</b>	<b>38.26</b>
Trade Payables	299.97	226.59	383.77
<b>% Change</b>	<b>24.46</b>	<b>-69.37</b>	<b>50.71</b>
Inventories	103.64	163.98	147.95
<b>% Change</b>	<b>-58.22</b>	<b>9.78</b>	<b>31.12</b>
Trade Receivables	382.58	333.28	339.24
<b>% Change</b>	<b>12.89</b>	<b>-1.79</b>	<b>13.72</b>
Short-term loans and advances	91.13	107.70	64.86
<b>% Change</b>	<b>-18.18</b>	<b>39.78</b>	<b>-290.30</b>

#### **Financial Year 2023-24 compared to Financial year 2022-23**

Short term borrowings increased by 90.11% from ₹ 40.43 Lakhs in 2022-23 to ₹ 408.65 lakhs in 2023-24 because increase in Overdraft facility from yes bank by ₹ 388.41 lakhs

Trade Payables increased by 24.46 % from ₹ 226.59 lakhs in 2022-23 to ₹ 299.97 lakhs in 2023-24 in normal course of business operations

Value of Inventories decreased by 58.22 % from ₹ 163.98 lakhs in 2022-23 to ₹ 103.64 Lakhs in 2023-24 due to fall in the international price of the crude

Trade Receivables increased by 12.89% from ₹ 333.28 lakhs in 2022-23 to ₹ 382.58 lakhs in 2023-24 due to increase in sale of products in ordinary course of business

Short term loans and advances decreased by 18.18 from ₹ 107.70 lakhs in 2022-23 to ₹ 91.13 lakhs in 2023-24 mainly because of amount received against the amount standing in advances recoverable from Revenue Authorities

#### **Financial Year 2022-23 compared to Financial year 2021-22**

Short term borrowings increased by 12.54% from ₹ 35.56 lakhs in 2021-22 to ₹40.43 Lakhs in 2022-23 because increase in Overdraft facility from yes bank.

Trade Payables decreased by 69.37% from ₹ 383.77 lakhs in 2021-22 to ₹ 226.59 lakhs in 2022-23 in normal course of business operations

Inventories increased by 9.78 % from ₹ 147.95 lakhs in 2021-22 to ₹ 163.98 lakhs in 2022-23 due to increase in stock of finished good at the closing of the financial year

Trade Receivables decreased by 1.79% from ₹ 339.24 Lakhs in 2021-22 to ₹333.28 lakhs in 2022-23 in ordinary course of business.

Short term loans and advances increased by 39.78 % from ₹64.86 lakhs in 2021-22 to ₹ 107.70 lakhs in 2022-23 mainly because of advance given to suppliers for raw materials

**Information required as per Item (II)(C)(iv) of Part A of Schedule VI to the SEBI Regulations:**

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

**1. Unusual or infrequent events or transactions**

There has not been any unusual trend on account of our business activity. Except as disclosed in this Draft Prospectus, there are no unusual or infrequent events or transactions in our Company.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

There are no significant economic changes that may materially affect or are likely to affect income from continuing operations.

**3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section “Risk Factors” beginning on page 24 of the Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. Future changes in relationship between costs and revenues**

Other than as described in the sections “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 24, 118 and 212 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

**5. Segment Reporting**

Our business activity primarily falls within a single business and geographical segment, other than as disclosed in “Restated Financial Statements” on page 174, we do not follow any other segment reporting

**6. Status of any publicly announced New Products or Business Segment**

Except as disclosed in the Chapter “Our Business” on page 118 of this Draft Prospectus, our Company has not announced any new product or service.

**7. The extent to which material increase/decrease in net revenue are due to increase/decrease in sale of our products.**

Increase/Decrease in revenues are by and large linked to increase/decrease in volume of business activities carried out by the Company.

## 8. Seasonality of business

Our Company is engaged in the business of manufacturing Unsaturated Polyester Resins and trading in Fiberglass, Hardners & Ancillaries and Silicon. Resins are viscous, liquid polymers derived from either organic or synthetic sources and business of our company is not seasonal.

## 9. Dependence on single or few customers or suppliers

The details of contribution by our top 1, 3, 5 and 10 Customers to our revenue is given below:

*(₹ in Lakhs)*

Particulars	June 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
Top 1 Customer	110.11	19.89%	343.76	18.20%	223.01	12.90%	230.51	14.12%
Top 3 Customers	176.52	31.89%	665.17	35.21%	537.78	31.12%	565.19	34.69%
Top 5 Customers	240.27	43.41%	863.74	45.72%	760.97	44.03%	760.44	46.59%
Top 10 Customers	370.90	67.01%	1,197.69	63.39%	1,000.66	57.90%	1,067.82	65.42%

The details of raw material consumption from our top 1, 3, 5 and 10 suppliers for stub period and for preceding 3 financial years is mentioned as follows:

*(₹ in Lakhs)*

Top Suppliers	For the year/period ended							
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Top 1 Supplier	132.98	28.21	420.72	24.34	290.66	20.06	322.94	20.56
Top 5 Suppliers	343.80	72.95	10,96.62	88.31	943.35	65.11	952.36	60.62
Top 10 Suppliers	421.14	89.35	1246.78	88.34	1088.40	75.12	1178.75	75.04

## 10. Competitive conditions

We face competition from existing and potential competitors, which is common for any business. We have, over a period of time, developed certain competitors who have been discussed in section titles "Our Business" beginning on page no. 118 of this Draft Red Herring Prospectus.

## CAPITALISATION STATEMENT

The following table sets forth our capitalization as of June 30, 2024, derived from our Restated Financial Information. This table should be read in conjunction with “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Financial Information” beginning on pages 24, 212, 174 respectively.

Following are the details of Capitalization Statement of “**Amtech Esters Limited**” as on 30<sup>th</sup> June, 2024:

(₹ In Lakhs)

Sr. No	Particulars	Pre issue	Post issue
<b>A</b>	<b>Debts</b>		
	Long Term Debt	53.56	[*]
	Short Term Debt	381.19	[*]
	<b>Total Debt</b>	<b>434.75</b>	[*]
<b>B</b>	<b>Equity Shareholders Funds</b>		
	Equity Share Capital	322.26	[*]
	Reserves and Surplus	946.06	[*]
	<b>Total Equity</b>	<b>1,268.32</b>	[*]
<b>C</b>	<b>Total Capitalization</b>		
	Long Term Debt/ Equity Ratio	0.04	[*]
	Total Debt/ Equity Ratio	0.34	[*]

Yours faithfully,

**Kansal Yogesh & Co.**

**Chartered Accountants**

**Firm Registration No :- 33960N**

Sd/-

**Yogesh Kansal (Partner)**

**M. No. 521306**

**Place: Karnal**

**Date: 02.12.2024**

**UDIN: 24521306BKADXB3204**



## SECTION X – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.*

*Our Board, in its meeting held on April 15, 2024 determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 1 % of annual turnover of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.*

*The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5 % of the Company’s trade payables as per the last audited financial statements.*

#### LITIGATION INVOLVING THE COMPANY

##### (a) Criminal proceedings against the Company

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated against the Company.

##### (b) Criminal proceedings filed by the Company

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated by the Company.

##### (c) Other pending material litigations against the Company

As on the date of this Draft Prospectus, there are no outstanding material litigation initiated against the Company.

##### (d) Other pending material litigations filed by the Company

As on the date of this Draft Prospectus, there are no outstanding material litigation initiated by the Company.

##### (e) Actions by statutory and regulatory authorities against the Company

As on the date of this Draft Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

#### LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

##### (a) Criminal proceedings against the Promoters & Directors of the company

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated against the Promoters & Directors of the Company.

##### (b) Criminal complaint filed by the Promoters & Directors of the company

A Criminal Complaint No 6355/2020 has been filed on February 13, 2020 in the district court of Dwarka, New Delhi by our Director, Rahul Sharma against Kamal Yadav. Rahul Sharma, with a long-standing relationship with Kamal Yadav, entered a property transaction in May/June 2017. Kamal Yadav offered to sell a property, and Rahul Sharma transferred Rs 20 lakhs, formalizing the agreement on October 13, 2017. The total sale price was Rs 30 lakhs, with an additional Rs 4 lakhs paid on the same day. Despite numerous requests and extensions, Kamal Yadav did not transfer the ownership. Instead, he issued a post-dated cheque for Rs 48 lakhs as a refund, which was dishonoured due to insufficient funds. Rahul Sharma issued a legal notice on January 10, 2020, but Kamal Yadav failed to settle the amount. Consequently, Rahul Sharma has initiated legal proceedings for violations under Section 138 of the Negotiable Instruments Act and Section 420 of the Indian Penal Code. Matter is still pending adjudication.

##### (c) Other pending material litigations against the Promoters & Directors of the company

As on the date of this Draft Prospectus, there are no outstanding litigations initiated against the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**(d) Other pending material litigations filed by the Promoters & Directors of the company**

As on the date of this Draft Prospectus, there are no outstanding litigations initiated by the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**(e) Actions by statutory and regulatory authorities against the Promoters & Directors of the company**

As on the date of this Draft Prospectus, there are no outstanding actions initiated by the statutory and regulatory authorities against the Promoters & Directors.

**(f) Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action**

As on the date of this Draft Prospectus, there are no outstanding actions by SEBI or stock exchanges against the Promoters, nor any penalties have been imposed in the last five years.

**LITIGATIONS INVOLVING THE SUBSIDIARY COMPANY OF THE COMPANY**

**(a) Criminal proceedings against the subsidiary company of the Company**

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated against the subsidiary company of the company.

**(b) Criminal proceedings filed by the subsidiary company of the Company**

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated by the subsidiary company of the company.

**(c) Other pending material litigations against the subsidiary company of the Company**

As on the date of this Draft Prospectus, there are no outstanding litigations initiated against the subsidiary company, which have been considered material by the Company in accordance with the Materiality Policy.

**(d) Other pending material litigations by the subsidiary company of the Company**

As on the date of this Draft Prospectus, there are no outstanding litigations initiated by the subsidiary company, which have been considered material by the Company in accordance with the Materiality Policy.

**(e) Actions by statutory and regulatory authorities against the subsidiary company of the Company**

As on the date of this Draft Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the subsidiary company.

**TAX PROCEEDINGS**

Nature of Proceedings	Number of cases	Amount involved* (₹ in lakhs)
<b>Of the Company</b>		
Direct Tax (Income Tax) (e-proceedings)	2	Unascertainable
Direct Tax (TDS)	Across all FYs	2.70
Indirect Tax (GST)	Nil	Nil
<b>Of the Promoters and Directors</b>		
<b>Of the Subsidiary (Croda Pigments Pvt. Ltd.)</b>		
Direct Tax (Income Tax)	Nil	Nil
Direct Tax (TDS)	1	0.02
Indirect Tax (GST)	Nil	Nil

**AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS**

The Board of Directors of our Company considers dues exceeding 5 % of our Company's total Trade payables as per audited financial statements, to small scale undertakings and other creditors as material dues for our Company. The trade payables for the period ended on June 30, 2024 were ₹ 365.76 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 18.29 lakhs. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on April 15, 2024. Based on these criteria, details of outstanding dues owed as on June 30, 2024 by our Company on are set out below:

(₹ in lakhs)

Types of creditors	Number of creditors	Amount involved
Micro, small and medium enterprises	Nil	Nil
Other Creditors	38	365.76
<b>Total (A+B)</b>	<b>38</b>	<b>365.76</b>
Material Creditors	6	310.62

The details pertaining to net outstanding dues towards our material creditors as on June 30, 2024 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at [www.amtechesters.com](http://www.amtechesters.com). It is clarified that such details available on our website do not form a part of this Draft Prospectus.

#### **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 212 of this Draft Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date

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## GOVERNMENT APPROVALS

Except as mentioned below, our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the Issue or continue our business activities and no further approvals are required for carrying on our present or proposed business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.

For details in connection with the regulatory and legal framework within which we operate, see the section titled “**Key Industrial Regulations and Policies**” at page 138 of this Draft Prospectus. The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

### APPROVALS FOR THE ISSUE

The following approvals have been obtained in connection with the Issue:

#### **Corporate Approvals**

- a) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on August 16, 2024 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held on October 24, 2024 authorized the Issue.
- c) Our Board approved the Draft Prospectus pursuant to its resolution dated 12<sup>th</sup> December, 2024.

#### **Approval from the Stock Exchange**

In-principal approval dated [●] from BSE Limited for using the name of the Exchange in the offer documents for listing of the Equity Shares on the SME Platform of BSE, issued by our Company pursuant to the Offer.

#### **Agreements with NSDL and CDSL**

- a) The company has entered into an agreement dated October 25, 2023 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is, Maashitla Securities Private Limited for the dematerialization of its shares.
- b) The Company has entered into an agreement dated October 19, 2023 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Maashitla Securities Private Limited for the dematerialization of its shares.
- c) The International Securities Identification Number (ISIN) of our Company is INE0RMA01019.

#### **Lenders’ No Objection Certificate (NOC)**

Lenders’ NOC for the Offer:

1. NOC from Yes Bank received on October 11, 2024.

### APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

Sr. No.	Nature of Registration	CIN	Applicable Laws	Issuing Authority	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation of ‘Amtech Esters Private Limited’	U24129DL2002PTC115465	The Companies Act, 1956	Registrar of Companies, N.C.T. of Delhi & Haryana	May 21, 2002	Valid Until Cancelled

2.	Certificate of Incorporation on change of name from 'Amtech Esters Private Limited' to 'Amtech Esters Limited'	U24129DL2002PLC115465	The Companies Act, 2013	Registrar of Companies, Delhi	December 12, 2023	Valid Until Cancelled
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#### OTHER APPROVALS

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

#### TAX RELATED APPROVALS

Sr. No.	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	AAECA2411J	Income Tax Act, 1961	Income Tax Department, Government of India	May 21, 2002	Valid Until Cancelled
2.	Tax Deduction Account Number (TAN)	DELA14672A	Income Tax Act, 1961	Income Tax Department, Government of India	September 05, 2024	Valid Until Cancelled
3.	Certificate of Registration of Goods and Services Tax (Delhi)	07AAECA2411J1Z2	Delhi Goods and Services Tax Act, 2017	Department of Trade & Taxes, Government of NCT of Delhi	Issued on July 16, 2018 w.e.f. July 01, 2017	Valid Until Cancelled
4.	Certificate of Registration of Goods and Services Tax (Haryana)	06AAECA2411J1Z4	Haryana Goods and Services Tax Act, 2017	Excise and Taxation Department, Government of Haryana	Issued on July 27, 2018 w.e.f. July 01, 2017	Valid Until Cancelled
5.	Certificate of Registration of Goods and Services Tax (Punjab)	03AAECA2411J1ZA	Punjab Goods and Services Tax Act, 2017	Central Goods and Service Tax, Central Excise, Commissionerate, Ludhiana	Issued on September 25, 2023	Valid Until Cancelled

#### BUSINESS OPERATIONS RELATED APPROVALS

Sr. No.	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Udyam Registration Certificate	UDYAM-HR-07-0022007	MSME Development Act, 2006	Ministry of Micro Small & Medium Enterprises, Government of	March 29, 2024	Valid Until Cancelled

				India		
2.	Legal Entity Identifier Certification	335800Y48OS681ALTX22	RBI Guidelines	Legal Entity Identifier India Limited	February 09, 2024	February 09, 2027
3.	Consent to Operate the Factory	313282123JHACTO34408687	Section 25/26 of the Water (Prevention & Control of Pollution) Act, 1974 and Section 21/22 of the Air (Prevention & Control of Pollution) Act, 1981	Haryana State Pollution Control Board	March 26, 2023	March 31, 2027
4.	Registration and License to work a Factory at Bahadurgarh, Jhajjar	RTK/A/1826	Factory Act, 1948	Chief Inspector of Factories, Labour Department Haryana, Chandigarh	December 02, 2022	December 31, 2027
5.	Certificate of Stability of Factory or Part of Factory	Form 1B	Punjab Factory Rules, 1952	Civil & Structural Engineer	June 29, 2024	Valid Until Cancelled
6.	Load Sanction (68.20 kW)	Account No. 0752290000	Electricity Act, 2003	Uttar Haryana Bijli Vitran Nigam Limited	March 06, 2024	Valid Until Cancelled
7.	Registration under Legal Metrology (Packaged Commodities)	Book No, 3996, Registration No. 4275/84	The Legal Metrology Act, 2009	Legal Metrology Officer - 51	September 25, 2022	September 2025
8.	General Trade/Storage License	NGTL0423254012	Delhi Municipal Corporation Act, 1957	CI & EC (HQ)	April 15, 2023	March 31, 2026

**LABOUR LAW RELATED APPROVALS**

Sr. No	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Registration under Employees' Provident Funds	HR/RTK/20992	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees' Provident Fund Organization, Office of The Regional Provident Fund Commissioner	December 21, 2004	Valid until Cancelled
2.	Employees' State Insurance Registration	13/26500/24	Employees' State Insurance Act, 1948	Regional Office, Employee State Insurance Corporation	January 09, 2004 w.e.f. November 01, 2003	Valid until Cancelled
3.	Shops & Establishments Registration Certificates (D-39, Phase 5, Industrial Area Mohali-160059)	SAS/N06/00087327	The Punjab Shops and Commercial Establishments Act, 1958	Inspector of Shops and Commercial Establishments, Labour Inspector, SAS Nagar	April 30, 2024	Valid until Cancelled
4.	Shops & Establishments Registration Certificates (794 Ground Floor, Joshi Path, Karol Bagh, New Delhi-110005)	2024063002	Delhi Shops & Establishments Act, 1954	Department of Labour, Government of NCT of Delhi	March 29, 2024	Valid until Cancelled
5.	Labour Identification Number (LIN) Certification	1-5456-3378-7	Labour Laws	Ministry of Labour & Employment	Verified from Shram Suidha Portal	Valid until Cancelled

**QUALITY CERTIFICATIONS**

Sr. No.	Nature of Registration	Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate for Environmental Management System of the Company under ISO 9001:2015 with the following scope: Manufacturing of Unsaturated Polyester Resin	0416Q251724	Otabu Certification Private Limited	April 16, 2024	April 15, 2027
2.	Certificate for Environmental Management System of the Company	0416E251824	Otabu Certification Private	April 16, 2024	April 15, 2027

	under ISO 14001:2015 with the following scope: Manufacturing of Unsaturated Polyester Resin		Limited		
3.	Certificate for Environmental Management System of the Company under ISO 45001:2018 with the following scope: Manufacturing of Unsaturated Polyester Resin	0416O251924	Otabu Certification Private Limited	April 16, 2024	April 15, 2027


#### **APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHT (IPR)**

As on the date of the Draft Prospectus, the Company does not have any Trade Mark registered in its name. However, the details of application made to the Trade Mark Registry are given in Section IV below.

#### **THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY**

Sr. No.	Domain Name	Name of Registrar/ IANA ID	Creation Date	Expiry Date
1.	amtechesters.com	303	April 21, 2011	April 21, 2025

#### **APPROVALS OR LICENSES APPLIED BUT NOT RECEIVED**

Sr. No.	Application Name	Application No.	Date of Application	Status
1.	Application for Registration of Trademark of the device  under class 1	6446528	May 23, 2024	Formalities Chk Pass



**GOVERNMENT APPROVALS FOR SUBSIDIARY COMPANY (CRODA PIGMENTS PRIVATE LIMITED)**

**APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION**

Sr. No.	Nature of Registration	CIN	Applicable Laws	Issuing Authority	Date of Certificate	Date of Expiry
1	Certificate of Incorporation of 'C.A.A.T Steel and Power Private Limited'	U74999DL2018PTC342599	The Companies Act, 2013	Registrar of Companies, Central Registration Centre	04-Dec-18	Valid Until Cancelled
2	Certificate of Incorporation on change of name from 'C.A.A.T Steel and Power Private Limited' to 'Croda Pigments Private Limited'	U20221DL2018PTC342599	The Companies Act, 2013	Registrar of Companies, Delhi	21-Apr-23	Valid Until Cancelled

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

**TAX RELATED APPROVALS**

Sr. No.	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	AAHCC8917E	Income Tax Act, 1961	Income Tax Department, Government of India	December 04, 2018	Valid Until Cancelled
2,	Tax Deduction Account Number (TAN)	DELC19273C	Income Tax Act, 1961	Income Tax Department, Government of India	Verified from Traces Portal	Valid Until Cancelled
3.	Certificate of Registration of Goods and Services Tax (Delhi)	07AAHCC8917E1ZL	Delhi Goods and Services Tax Act, 2017	Department of Trade & Taxes, Government of NCT of Delhi	September 04, 2019	Valid Until Cancelled
4.	Certificate of Registration of Goods and Services Tax (Haryana)	06AAHCC8917E1ZN	Haryana Goods and Services Tax Act, 2017	Excise and Taxation Department, Government of Haryana	July 17, 2023	Valid Until Cancelled

**BUSINESS OPERATIONS RELATED APPROVALS**

Sr. No.	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Udyam Registration Certificate	UDYAM-DL-01-0044473	MSME Development Act, 2006	Ministry of Micro Small & Medium Enterprises,	April 02, 2024	Valid Until Cancelled

				Government of India		
2.	Registration and Licence to work a Factory at Khasra No 26/1, Killa No 25/25 min, 26/25 min, Vakya Mouja Hasanpur, Part A, MIE, Bahadurgarh, Distt Jhajjar, Haryana	1231	Factories Act, 1948	Chief Inspector of Factories, Labour Department Haryana, Chandigarh	July 24, 2024	December 31, 2028
3.	Consent to Operate the Factory	313126824JHAC TE71647496	Section 25/26 of the Water (Prevention & Control of Pollution) Act, 1974 and Section 21/22 of the Air (Prevention & Control of Pollution) Act, 1981	Haryana State Pollution Control Board/Regional Officer	July 11, 2024	July 10, 2029
4.	Load Sanction (59.70 kW)	Account No.- 9652290000	Electricity Act, 2003	Uttar Haryana Bijli Vitran Nigam Limited	March 20, 2024	Valid Until Cancelled
5.	Registration under Legal Metrology (Packaged Commodities)	Sl.no 97/ Book No.: 10717	The Legal Metrology Act, 2011	Legal Metrology Officer	March 04, 2024	March 03, 2025
6.	Fire NOC	Memo No. FS/2024/84	Haryana Fire Service Act, 2009	Fire Station Officer	October 24, 2024	3 years

#### LABOUR LAW RELATED APPROVALS


Sr. No.	Description	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Registration under Employees' Provident Funds	GNRTK3276718000	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees' Provident Fund Organisation	May 08, 2024	Valid until Cancelled
2.	Employees' State Insurance Registration	13001124280000306	Employees' State Insurance Act, 1948	Employees' State Insurance Corporation/ Deputy Director	August 28, 2023	Valid until cancelled

3.	Shops & Establishments Registration Certificate for the office situated at 794, Ground Floor, Joshi Path, Karol Bagh, New Delhi-110005)	2024063129	Delhi Shops & Establishments Act, 1954,	Department of Labour, Government of NCT of Delhi	March 29, 2024	Valid until Cancelled
4.	Labour Identification Number (LIN) Certification	1-2011-6727-8	Labour Laws	Ministry of Labour & Employment	verified from Shram Suvidha portal	Valid until Cancelled

### QUALITY CERTIFICATIONS

Sr. No.	Nature of Registration	Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate for Occupational Health & Safety Management System of the Company under ISO 45001:2018 with the following scope: Manufacturer of Polyester, Epoxy, and Polyurethane (PU) Pigment Paste	OHS/1103	Ranalysis Certification Private Limited	June 01, 2024	May 31, 2027
2.	Certificate for Environmental Management System of the Company under ISO 14001:2015 with the following scope: Manufacturer of Polyester, Epoxy, and Polyurethane (PU) Pigment Paste	EMS/1102	Ranalysis Certification Private Limited	June 01, 2024	May 31, 2027
3.	Certificate for Quality Management System of the Company under ISO 9001:2015 with the following scope: Manufacturer of Polyester, Epoxy, and Polyurethane (PU) Pigment Paste	QMS/1101	Ranalysis Certification Private Limited	June 01, 2024	May 31, 2027

### APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHT (IPR)

Sr. No.	Description	Registration Number/Mark/Label	Class	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Registration for Trade Mark	462356 	2	Trade Marks Act, 1999	Trade Mark Registry	October 28, 1986	October 28, 2027

### APPROVALS OR LICENSES APPLIED BUT NOT RECEIVED

Nil

## **SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES**

The definition of ‘Group Companies’ as per the SEBI ICDR Regulations, shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which the Restated Financial Statements is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board.

Accordingly, based on the parameters outlined above, our Company does not have any group company as on the date of this Draft Prospectus.

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## SECTION – XII – OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

The Board of Directors has, pursuant to a resolution passed at its meeting held on August 16, 2024 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in EGM held on October 24, 2024 authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this Draft Prospectus for listing our shares on the SME Platform of BSE. BSE is the Designated Stock Exchange for the purpose of this Issue.

Our Board has approved the Draft Prospectus through its resolution dated 12<sup>th</sup> December, 2024

### PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoters, our Directors, our Promoters Group and Selling Shareholder have not been prohibited from accessing or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

### CONFIRMATIONS

1. Our Company, our Promoters, Promoter Group and Selling Shareholder are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable.
2. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI.
3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoters or directors.

### PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters nor Group Companies/Entities have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

### ELIGIBILITY FOR THE ISSUE

Our Company is eligible to make this initial public offer in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018 as:

- (a) Neither the Issuer, nor any of our Promoters, Promoter Group or Directors or Selling Shareholders are debarred from accessing the capital market by the Board;
- (b) None of our Promoters or Directors is a promoter or director of any other company which is debarred from accessing the capital market by the Board;
- (c) Neither the Issuer or nor any of our Promoters or Directors is a wilful defaulter or a fraudulent borrower.
- (d) None of our Promoters or Directors is a fugitive economic offender.

Further, our Company whose post issue paid-up capital is more than ₹ 10 Crore but less than ₹ 25 Crore is eligible for the Issue in accordance with Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018.

Further, it is confirmed that in accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, an application is being made to BSE and BSE is the designated stock exchange.

In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, we have entered into an agreement with depositories for the dematerialisation of our specified securities already issued and proposed to be issued.

In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all our present equity shares are fully paid-up.

In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by our promoters are already in dematerialised form.

Our Company also complies with the eligibility conditions laid by the SME Platform of BSE Limited for listing of our Equity Shares. The point wise Criteria for SME Platform of BSE Limited and compliance thereof are given hereunder:

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, whereby, an issuer whose post Issue face value capital is less than ₹ 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the BSE SME).

**1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.**

Our company was originally incorporated in the name and style of “Amtech Esters Private Limited” The Company was then converted from Private Limited Company to Public Limited company under the Companies Act, 2013 in the name and style of “Amtech Esters Limited” vide Certificate of Incorporation dated December 12, 2023.

**2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25.00 Crore.**

The present paid-up capital of our Company is ₹ 322.26 Lakh and we are proposing an Offer of 10,80,000 Equity Shares of ₹ 10/- each at Issue price of ₹ 110 per Equity Share including share premium of ₹ 100 per Equity Share, aggregating to ₹ 1188.00 lakh. Hence, our Post Issue Paid up Capital will be upto ₹ 403.26 Lakhs which is not more than ₹ 2500.00 Lakhs.

**3. Track Record**

**A. The company should have a track record of at least 3 years.**

Our Company was originally incorporated on May 21, 2002 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by Registrar of Companies, National Capital Territory (NCT) of Delhi and Haryana. Therefore, we are in compliance with criteria of having a track record of 3 years.

4. Based on the restated consolidated financial statement, the Company’s Net-worth for the stub period ended 30<sup>th</sup> June, 2024 and for 3 preceding financial years preceding the application date is given below and it has Net-worth of atleast Rs 1 Cr for two preceding full financial year.

Details	Amount (₹ In Lakhs)			
	June 30, 2024	FY 2023-24	FY 2022-23	FY 2021-22
Paid-up share capital	322.26	322.26	80.56	17.50
All reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account,	946.06	880.11	821.64	576.65
<b>Net Worth</b>	<b>1,268.32</b>	<b>1,202.37</b>	<b>902.20</b>	<b>594.15</b>

5. *Based on the Restated Consolidated Financial Statements, the Company Net Tangible Assets as on period ended June 30, 2024 and for the full financial year ended 31<sup>st</sup> March, 2024 was more than ₹ 3 Crore and working is given Below:*

Details	Amount (₹ In Lakhs)	
	June 30, 2024	March 31, 2024
Net Assets	2,598.26	2,480.34
Less: Intangible Assets	(301.29)	(301.29)
<b>Net Tangible Assets</b>	<b>2,296.97</b>	<b>2,179.05</b>

6. *The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.*

The Company has operating profit (earnings before depreciation and tax) from operations for at least 2 financial years preceding the date of application.

Our Company’s Operating profits from operations (earnings before depreciation and tax), based on the Restated Consolidated Financial Statements included in this Draft Prospectus for the period ended June 30,

2024, and for the last three Fiscals ended March 31, 2024, 2023 and 2022 are set forth below:

(₹ in lakhs)

Particulars	For the Period ended	For the year ended		
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net Profit before Tax	88.50	342.59	74.02	71.57
Add: Depreciation and Amortization Expenses	27.91	45.53	12.27	8.67
Add: Finance Cost	9.91	42.52	12.90	4.40
Less: Other Income	5.78	263.58	10.68	54.59
<b>EBITDA</b>	<b>120.54</b>	<b>167.06</b>	<b>88.51</b>	<b>30.05</b>

7. The leverage Ratio (Total Debt to Equity) of the Company as on June 30, 2024 was 0.34 which is less than the limit of 3:1. The working is given below:

(₹ in lakhs)

Particulars	As on June 30, 2024
Long Term Borrowings	32.59
Short Term Borrowings	402.16
<b>Total Debt (A)</b>	<b>434.75</b>
Paid Up Share Capital	322.26
All reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account,	946.06
<b>Net Worth (B)</b>	<b>1,268.32</b>
<b>Debt Equity Ratio (A/B)</b>	<b>0.34</b>

8. 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.
9. 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.
10. 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.

a) Other Disclosures:

- We have a functional website: <https://www.amtechesters.com>
- 100% of Equity Shares held by the Promoters are in dematerialised form.
- Our company has facilitated trading in demat securities and has entered into an agreement with both the depositories.
- There has been no change in the Promoter(s) of our Company in the preceding one year from date of filing application to BSE for listing on BSE SME.
- Our composition of the board is in compliance with the requirements of Companies Act, 2013.
- The Net worth computation is computed as per the definition given in SEBI (ICDR) Regulations.

- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
- There is no winding up petition against the company, which has been accepted by the National Company Law Tribunal (NCLT).
- 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 Regulations, our Company has ensured that:

- a) The Draft Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the BSE. BSE is the Designated Stock Exchange.
- b) Our Company has entered into an agreement dated September 03, 2024 with NSDL and agreement dated September 23, 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 Issue 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 Issue as required under the SEBI ICDR Regulations.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

1. Neither our Company nor our Promoters, members of our Promoter group or our directors is debarred from accessing the capital markets by the SEBI.
2. None of our Promoters or Directors is Promoters or director of any other companies which are debarred from accessing the capital markets by the SEBI.
3. Neither our Company nor our Promoters or Directors is a wilful defaulter or a fraudulent borrower.
4. None of our Promoters or Directors is a fugitive economic offender. We further confirm that we shall be complying with all other requirements as laid down for such issue under Chapter IX of SEBI ICDR Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

**We further confirm that:**

1. In accordance with Regulation 246 of the SEBI ICDR Regulations, the 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.
2. In accordance with Regulation 260 of the SEBI ICDR Regulations, this Issue has been one hundred percent (100%) underwritten and that the Lead Manager to the issue has underwritten at least 15% of the Total Issue Size. For further details, pertaining to said underwriting please see “General Information” beginning on page 54 of this Draft Prospectus.



3. In accordance with Regulation 268 of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty (50), 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, the Companies Act 2013 and applicable laws.

#### **SEBI DISCLAIMER CLAUSE**

**“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT /~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ ~~DRAFT LETTER OF OFFER~~/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 COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT, THE LEAD MANAGER(S) IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, SOBHAGYA CAPITAL OPTIONS PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 11, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER(S) ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT.”**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS OFFER WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, NCT OF DELHI AND HARYANA, IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.**

#### **DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED**

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE).

BSE Limited (“BSE”) has vide its letter dated [●] has given permission to use its name in the offer document as the Stock Exchange on whose Small and Medium Enterprises platform (“SME platform”) the company’s securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this company. does not in any manner: -

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer documents;  
or
- ii. warrant that this company’s securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or

- iii. take any responsibility for the financial or other soundness of this company, its promoters, its management or any scheme or project of this company.
- iv. warrant, certify, or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the company and investors are informed to take the decision to invest in the equity shares of the company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the company is determined by the company in consultation with the Merchant Banker(s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and courts exclusively situated in Delhi.

#### **DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER**

The Company, the Directors and the LM accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of the Issuer and that anyone placing reliance on any other source of information, including Company's website: [www.amtechesters.com](http://www.amtechesters.com) would be doing so at their own risk.

#### **CAUTION**

The LM accepts no responsibility, save to the limited extent as provided in the Issue Agreement dated 30<sup>th</sup> November, 2024 entered into between the LM, and our Company and the Underwriting Agreement dated [●] between [●] and our Company and the Market Making Agreement dated [●] entered among the Market Maker, Lead Manager and our Company.

All information shall be made available by us and LM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres etc.

The LM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and our Promoters Group, affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company and our Promoters Group, affiliates or associates for which they have received, and may in future receive, compensation.

#### **Note:**

Investors that apply in this Offer will be required to confirm and will be deemed to have represented to our Company, the Underwriters and LM and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and will not Issue, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriters and LM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

#### **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, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub-account registered with SEBI which is a foreign corporate or Foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Prospectus does not, however, constitute an

invitation to subscribe to Equity Shares Issue hereby in any other jurisdiction to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession the Draft Prospectus comes is required to inform him 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 Delhi 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, our Company's Equity Shares, represented thereby, may not be offered or sold, directly or indirectly, and Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1933**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

**Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.**

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

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

The Draft Prospectus is being filed with BSE Limited at 20<sup>th</sup> Floor, P.J. Towers, Dalal Street, Fort Mumbai – 400 001.

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

A copy of the Prospectus along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the Registrar of Companies, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019.

#### **LISTING**

The Equity Shares of our Company are proposed to be listed on SME Platform of BSE Limited. Our Company has obtained In-principle approval from BSE by way of its letter dated [●] for listing of equity shares on SME Platform of BSE Limited.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall return through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchange rejecting the application for listing or trading without any interest.

If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every Director of the Company who is officer in default shall, on and from expiry of four (4) days,

be jointly and severally liable to repay such application money, with interest at the rate of fifteen per cent per annum (15% p.a.).

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited mentioned above are taken within Six (6) Working Days of the Issue Closing Date.

#### **CONSENTS**

The written consents of Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Banker to the Issue, Legal Advisor to the Issue, the Lead Manager to the Issue, Underwriter, Registrar to the Issue and Market Maker to act in their respective capacities have been obtained.

Above consents will be filed along with a copy of the prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations 2018, Yogesh Kansal And Company, Chartered Accountants, our Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on “Statement of Tax Benefits” relating to the possible tax benefits and restated financial statements as included in this draft prospectus in the form and context in which they appear therein and such consent and reports have not been withdrawn up to the time of delivery of this draft prospectus.

#### **EXPERT OPINION**

Except for reports and certificates from Peer Review Auditors on financial matters and Legal Advisors to the company on legal matters and Industry Report taken from Infomercials Valuation and Ratings (P) Limited, we have not obtained any other expert opinions.

#### **PREVIOUS PUBLIC OR RIGHTS ISSUE**

Our Company has not undertaken any previous public issue during the last five years. For details of the rights issue, please refer to the “*Capital structure*” chapter beginning on page 62.

#### **UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION**

We have not made any previous public issues. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

#### **CAPITAL ISSUE DURING THE LAST THREE YEARS**

Our Company and Group Companies/Entities have not made any capital issue during the last three years.

#### **PROMISE VIS-A-VIS PERFORMANCE**

Since, neither our Company nor our Promoter’s Group Companies/Entities have made any previous rights or public issues during the last five years and our company does not have any Listed Subsidiary/Listed Promoters, promise vis-a-vis Performance is not applicable.

#### **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LM**

For details regarding the price information and track record of the past issue handled by SOBHAGYA CAPITAL OPTIONS PRIVATE LIMITED, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, please refer to **Annexure “A”** to this Draft Prospectus and the website of LM at [www.sobhagyacapital.com](http://www.sobhagyacapital.com). Track Record of the public issues managed by the LM as specified in Circular reference CIR/MIRSD/1/2012 Dated January 10, 2012 issued by the SEBI;

#### **TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

For details regarding track record of the Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at [www.sobhagyacapital.com](http://www.sobhagyacapital.com)

## STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

## MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for the retention of records with the Registrar to the Issue 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, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 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 at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of 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. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Lead Managers shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

All grievances relating to the Offer may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in the Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in the Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and comply with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Prospectus. - **Noted for Compliance**

## DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 Working Days from 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 as expeditiously as possible.

Our Company has constituted a Stakeholders' Relationship Committee as follows:

Name of the Directors	Designation	Nature of Directorship
Gurpreet Kaur Bawa	Chairperson	Non-Executive Non-Independent Director
Ajit Singh Bawa	Member	Managing Director
Paras Suri	Member	Non-Executive Independent Director

Our Company has appointed Anjali Bansal as the Company Secretary and Compliance Officer who may be contacted in case of any pre-issue or post-issue related problems at the following address:

### **Amtech Esters Limited**

(Formerly known as Amtech Esters Private Limited)  
102 Magnum House 1, Plot No A-3,

Commercial Complex, Karampura,  
New Delhi-110015  
**Tel No.:** 011-35450277  
**Web site:** [www.amtechesters.com](http://www.amtechesters.com)  
**E-Mail:** info@amtechesters.com

Till date of this Draft Prospectus, our Company has not received any investor complaint and no complaints are pending for resolution.

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

The Company has not sought any exemptions from complying with any provisions of securities laws as on the date of this Draft Prospectus.

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## SECTION XIII – OFFER RELATED INFORMATION

### TERMS OF OFFER

*The Equity Shares being issued pursuant to this Offer shall be subject to the provision of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (“CAN”) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, BSE, ROC, RBI and / or other authorities, as in force on the date of the Offer and to the extent applicable.*

*Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e., just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public Offer may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.*

#### AUTHORITY FOR THE OFFER

This Offer has been authorized by a resolution of the Board passed at their meeting held on August 16, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Offer by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of the Company held on October 24, 2024.

#### RANKING OF EQUITY SHARES

The Equity Shares being Issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Offer, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment For further details, please refer to Section titled, “**Description of Equity Shares and Terms of the Articles of Association**”, beginning on page 283 of this draft prospectus.

#### MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, the provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection there to and as per the recommendation by our Board of Directors and approved by our Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. 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 Applicants who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details in relation to dividends, please refer to Sections titled, “**Dividend Policy**” and “**Description of Equity Shares and Terms of the Articles of Association**”, beginning on page 173 and 283 respectively, of this draft prospectus.

#### FACE VALUE AND OFFER PRICE

The face value of the Equity Shares is ₹ 10/- each and the Offer Price is ₹ 110/- per Equity Share.

The Offer Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “**Basis for Offer Price**” beginning on page 97 of this Draft Prospectus.

At any given point of time there shall be only one denomination for the Equity Shares of our company, subject to applicable laws.

## THE OFFER

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Promoter Group Selling Shareholders. Expenses for the Issue shall be shared amongst our Company and Promoter Group Selling Shareholders in the manner specified in “Objects of the Offer – Offer Related Expenses” on page 79 of this Draft Prospectus.

## COMPLIANCE WITH THE DISCLOSURE AND ACCOUNTING NORMS AS PER SEBI (ICDR) REGULATIONS 2018

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

## RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI (LODR), 2015 and the Memorandum and Articles of Association of the Company.

For further details on the main provision of our Company’s Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, “*Description of Equity Shares and Terms of the Articles of Association*”, beginning on page 283 of this draft prospectus.

## MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated October 19, 2023.
- Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated October 25, 2023.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

## MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Offer.



## JOINT HOLDERS

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

## JURISDICTION

Exclusive Jurisdiction for the purpose of this Offer is with the competent courts/authorities in Delhi, India.

**The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, -U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.**

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

## NOMINATION FACILITY TO THE INVESTOR

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the equity shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participants of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

## PERIOD OF SUBSCRIPTION LIST OF PUBLIC OFFER

Events	Indicative Dates
Offer Closing Date	[•]
Finalization of Basis of Allotment with BSE	[•]
Initiation of refunds / Unblocking of Funds from ASBA Account	[•]
Credit of Equity Shares to Demat accounts of Allottees	[•]
Commencement of trading of the Equity Shares on BSE	[•]

The above timetable is indicative and does not constitute any obligation on our Company. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on BSE is taken within three Working Days from the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

#### **MINIMUM SUBSCRIPTION AND UNDERWRITING**

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Draft Prospectus, the application money has to be returned within such period as may be prescribed.

If the issuer does not receive the subscription of hundred per cent (100%) of the Offer through Prospectus on the date of closure of the Offer including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of Offer on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so Issued under the Prospectus, the issuer shall forthwith refund the entire subscription amount received failing to which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws. If there is a delay beyond four days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest at the rate of fifteen per cent per annum.

Further in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹1,00,000/- (Rupees One Lakh) per application.

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 without the applicable laws of such jurisdiction.

In terms of Regulation 260 of the SEBI ICDR Regulations, 2018, the Offer is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “General Information – Underwriting” on page 54 of this Draft Prospectus.

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where the value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

#### **RESTRICTIONS, IF ANY, ON THE TRANSFER AND TRANSMISSION OF SHARES**

Except for lock-in of the pre-issue Equity Shares and Promoter’s minimum contribution in the Offer as detailed in the chapter “Capital Structure” beginning on page 62 of this Draft Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on the transmission of shares and on their consolidation/splitting except as provided in the Articles of Association. The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

#### **ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM**

As per Section 29 of the Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, every company making public Issues shall issue securities only in dematerialized form only. Hence, the Equity Shares being Issued can be applied for in the dematerialized form only. Further, it has been decided by the SEBI that trading in securities of companies making an initial public Offer shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Platform of BSE.

Furnishing the details of a depository account is mandatory and applications without a depository account shall be treated as incomplete and rejected.

### **MIGRATION TO MAIN BOARD**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

- a. If the Paid-up Capital of our Company is likely to increase above ₹25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principle approval from the main board), our Company shall apply to BSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b. If the Paid-up Capital of our company is more than ₹10 crores and the capitalization of our equity is more than ₹25 crores and our company have been listed on SME Platform for at least two years, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **MARKET MAKING**

The Equity Shares offered through this Offer are proposed to be listed on the SME Platform of BSE, wherein M/s. [●] is the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform of BSE for a minimum period of three (3) years from the date of listing on the SME Platform of BSE. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to Section titled, “*General Information- Details of the Market Making Arrangements for this Offer*” beginning on page 54 of this draft prospectus.

### **NEW FINANCIAL INSTRUMENTS**

There are no new financial instruments such as deeply discounted bonds, debenture with warrants, secured premium notes, etc. issued by our Company.

### **PRE-OFFER ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.*

## OFFER STRUCTURE

This Offer is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is less than or equal to ₹ 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an Offer, please refer to the chapter titled “Terms of Offer” and “Offer Procedure” on pages 247 and 255 respectively of this Draft Prospectus.

Initial Public Offer of 10,80,000 Equity Shares for cash at a price of ₹ 110 per Equity Share (including a premium of ₹ 100 per Equity Share) aggregating to ₹ 1188.00 Lakh comprising of a Fresh Offer of 8,10,000 Equity Shares aggregating up to ₹ 891.00 Lakh by our Company and an Offer for Sale of 2,70,000 Equity Shares aggregating up to ₹ 297.00 Lakh by the Promoter Group Selling Shareholder. The Public Offer shall constitute 25.10 % of the post-Issue paid-up Equity Share capital of our Company. The face value of the Equity Shares is ₹ 10/- each.

Particulars	Net Offer to Public	Market Maker reservation portion
<b>Number of Equity Shares*</b>	1080000 Equity Shares	64800 Equity Shares
<b>Percentage of Offer Size available for allocation</b>	94.00 % of the Offer Size 25.17 % of the Post Issue Paid up Capital	6.00 % of the Offer Size 1.61 % of the Post Issue Paid up Capital
<b>Basis of Allotment/ Allocation if respective category is oversubscribed.</b>	Proportionate subject to minimum allotment of [●] Equity Shares and Further allotment in multiples of [●] Equity Shares each.  For further details please refer to the section titled “Offer Procedure – Basis of Allotment” on page 255 of this Draft Prospectus.	Firm Allotment
<b>Mode of Application</b>	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA)	
<b>Minimum Application Size</b>	<b>For NII AND QIB:</b> Such number of Equity Shares in multiples of [●] Equity Shares at an Offer Price of ₹ [●]/ - each such that the Application Value exceeds ₹ 2,00,000 <b>For Retail Individuals:</b> [●] Equity Shares at an Offer Price of ₹ [●]/- each	[●] Equity Shares
<b>Maximum Application Size</b>	<b>For NII AND QIB:</b> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Size does not exceed [●] Equity Shares subject to limit the investor has to adhere under the relevant laws and regulations applicable. <b>For Retail Individuals:</b> [●] Equity Shares so that the Application Value does not exceed ₹ [●]	[●] Equity Shares
<b>Mode of Allotment</b>	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
<b>Trading Lot</b>	[●] Equity Shares	[●] Equity Shares, However, the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR)

	Regulations, 2018.
<b>Terms of payment</b>	Entire Application Amount shall be payable at the time of submission of Application Form.

\*50% of the shares Issued in the Net Offer to Public portion are reserved for applications whose application value is below ₹ 2,00,000 and the balance 50% of the shares are available for applications whose application value is above ₹ 2,00,000.

**Note:**

1. In case of joint application, the Application Form should contain only the name of First Applicant whose name should also appear as the first holder of beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of joint holders.
2. Applicants will be required to confirm and will be deemed to have represented to our Company, the LM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Offer.
3. SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB.

This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018. For further details please refer to the chapter titled “Offer Procedure” beginning on page 255 of this Draft Prospectus.

### WITHDRAWAL OF THE OFFER

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Offer at any time after the Offer Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. If our Company withdraws the Offer after the Offer Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Offer after the Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail Applicants shall not be allowed to withdraw their Application after the Offer Closing Date.

### JURISDICTION

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities at Delhi.

### OFFER PROGRAMME

<b>Offer Opens On</b>	[●]
<b>Offer Closes Of</b>	[●]
<b>Finalisation of Basis of Allotment with BSE SME</b>	[●]
<b>Initiation of Allotment / Refunds/ unblocking of ASBA Accounts</b>	[●]
<b>Credit of Equity Shares to demat accounts of the Allottees</b>	[●]
<b>Commencement of trading of the Equity Shares on BSE SME</b>	[●]

*Note: The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the SME Platform of BSE Limited are taken within 6 working days of the Offer closing date, the time table may change due to various factors such as extension of the Offer period by the Company or any delay in receiving final listing and trading approval from the BSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the SME platform of BSE in accordance with the applicable laws.*

Applications and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the Offer Period at the Application Centres mentioned in the Application Form.

Standardization of cut-off time for uploading of application on the Offer closing date:

- a) A standard cut-off time of 3.00 PM for acceptance of applications.
- b) A standard cut-off time of 4.00 PM for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 PM for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received upto the closure of timings and reported by LM to BSE within half an hour of such closure.

Due to limitation of time available for uploading the application on the Offer Closing Date, Applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any case, not later than 3:00 p.m. IST on the Offer Closing Date. Any time mentioned in this prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Offer Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Offer.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday)

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## OFFER PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Offer; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For making an investment decision, the Applicants should rely on their own examination of the Issuer and the Offer, and should carefully read the Draft Prospectus/ the Prospectus before investing in the Offer.

The lists of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbroker, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that has been notified by BSE act as intermediaries for submitting Application Forms are provided on <https://www.bseindia.com>.

SEBI through its circular no. (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (—UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

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 Applications by RIIs through Designated Intermediaries (other than SCSBs), issued by SEBI, the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). 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, has 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 RIIs (“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 09, 2023 and made effective on a voluntary basis for all issues opening on or after September 01, 2023 and on a mandatory basis for all issues opening on or after December 01, 2023.

Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/24180/1/M dated March 16, 2021 and 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, have introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. These circulars, to the extent already in force, are deemed to form part of this Draft Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI applicants in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹5.00 lakhs shall use the UPI Mechanism.

Subsequently, 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 (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). For details, please refer to “Interest In Case Of Delay In Allotment Or Refund” on page 255 of this Draft Prospectus.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

Investors must ensure that their PAN is linked with Aadhar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, PAN and UPI ID, for UPI Bidders using the UPI Mechanism, shall be treated as incomplete and will be rejected. However, they may get the Equity Share rematerialized subject to allotment of the equity shares in the Offer, subject to applicable laws.

#### **PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE**

SEBI has issued a *UPI Circulars* in relation to streamlining the process of public Offer of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public 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 Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Applicant would also have the option to submit the Application Form with any of the intermediaries and use his / her UPI ID for the purpose of blocking funds. The time duration from public Offer closure to listing would continue to be six Working Days.

**Phase II:** This phase commenced on completion of Phase I i.e., with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Offer closure to listing would continue 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 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 the 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 (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers are to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.



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. Subsequently, 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 (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

### **FIXED PRICE PROCEDURE**

The Offer is being made in compliance with the provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process. As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present Offer is a fixed price issue the allocation in the net offer to the public category shall be made as follows:

- a) Minimum fifty percent to retail individual investors; and
- b) Remaining to other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for.
- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

Subject to the valid Applications being received at or above the Offer Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spillover from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN, UPI ID (in case of RIBs using the UPI mechanism) and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange.**

### **AVAILABILITY OF ABRIDGED PROSPECTUS AND APPLICATION FORM**

Copies of the Application Form and the abridged Prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE ([www.bseindia.com](http://www.bseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Offer Opening Date.

ASBA Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamps are liable to be rejected.

The prescribed color of the Application Form for various investors applying in the Offer is as follows:

Category	Colour *
Resident Indians and Eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FII's, FVCI's, etc. applying on a repatriation basis (ASBA)	Blue

\* *Excluding electronic Application Form*

RIIs using UPI mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. ASBA Applicants are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount which can be blocked by the SCSB.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediaries shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Offer, shall submit a completed application form to any of the following Intermediaries (Collectively called "Designated Intermediaries")

- (i) an SCSB, with which the bank account to be blocked, is maintained.
- (ii) a syndicate member (or sub-syndicate member),
- (iii) a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker"),
- (iv) a depository participant ('DP') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),
- (v) a registrar to an issue and share transfer agent ('RTA') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),

Retail's investors submitting applications with any of the entities at (ii) to (v) above (hereinafter referred as 'Intermediaries'), and intending to use UPI, shall also enter their UPI ID in the application form.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For applications submitted by investors to SCSBs:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking the funds available in the bank account linked bank account details specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment:</b>	After accepting the application form, the respective intermediary shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to the designated branches of the respective SCSBs for blocking of the funds within one day of the closure of Offer.

<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	<p>After accepting the application form, the respective intermediary shall capture and upload the relevant details, including UPI ID, in the electronic system of stock exchange(s).</p> <p>Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate requests on investors for blocking of funds.</p> <p>Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept a mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.</p>
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Stock exchange(s) shall validate the electronic details with depository's records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange(s) shall allow modification of selected fields viz. DP ID/Client ID, Bank code and Location code, in the application details already uploaded.

For ASBA Applicants using UPI mechanism, the Stock Exchange shall share the application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to ASBA applicants for blocking of funds. The Sponsor Bank shall initiate a request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate ASBA applicants (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Bankers to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Offer. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analyzing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/24180/1/M dated March 16, 2021, as amended pursuant to 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.

#### WHO CAN APPLY?

- 1) 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);
- 2) 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;
- 3) 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;
- 4) Mutual Funds registered with SEBI;
- 5) 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 Offer;
- 6) 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);
- 7) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- 8) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- 9) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional applicant's category;
- 10) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial

Development Corporations;

- 11) Foreign Venture Capital Investors registered with the SEBI;
- 12) 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;
- 13) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- 14) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- 15) Provident Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- 16) Pension Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- 17) 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;
- 18) Insurance funds set up and managed by army, navy or air force of the Union of India and Department of Posts, India;
- 19) Multilateral and bilateral development financial institution;
- 20) Eligible QFIs;
- 21) Foreign Nationals and other non-residents (subject to eligibility norms specified in SEBI FPI Regulations, 2014 and other applicable provisions);
- 22) Multilateral and bilateral development financial institutions;
- 23) State Industrial Development Corporations;
- 24) Nominated Investor and Market Maker;
- 25) Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Overseas Corporate Bodies
4. Foreign Nationals (except NRIs)

**As per the existing regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

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

**MAXIMUM AND MINIMUM APPLICATION SIZE**

***a. For Retail Individual Applicants***

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹2,00,000. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed ₹2,00,000.

**b. For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] equity shares thereafter. An application cannot be submitted for more than the Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application.** Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

The identity of QIBs applying in the Net Offer shall not be made public during the Offer Period. In case of revision in Application, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

#### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the SME Platform of BSE Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth hereunder:

- 1) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of Applicants in the category x number of Shares applied for).
- 2) The number of Shares to be allocated to the successful Applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- 3) For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - i. Each successful Applicant shall be allotted [●] equity shares; and
  - ii. The successful Applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- 4) If the proportionate allotment to an Applicant works out to a number that is not a multiple of [●] equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- 5) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Applicants in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.
- 6) Since present Offer is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
  - a) Minimum fifty percent (50%) To Retail Individual Investors; and
  - b) Remaining to other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for



- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

'Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/ -. Investors may note that in case of oversubscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

#### **PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER AND SYNDICATE MEMBERS**

Except for the Underwriting and Market Making Obligations, the Lead Manager, Underwriters and Market Maker, if any shall not be allowed to subscribe to the Offer in any manner. However, associates and affiliates of the Lead Manager and Syndicate Members, if any, may subscribe to or purchase Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **OPTION TO SUBSCRIBE IN THE OFFER**

- (a) As per Section 29 (1) of the Companies Act, 2013, allotment of Equity Shares shall be dematerialized form only. Investors will not have the option of getting specified securities in physical form.
- (b) The Equity Shares, on Allotment, shall be traded on stock exchange in demat segment only.
- (c) A single application from any investor shall not exceed the investment limit/ minimum number of specified securities that can be held by him/her/ it under the relevant regulations/ statutory guidelines and applicable laws.

#### **INFORMATION FOR THE APPLICANTS**

- 1) Our Company will file the Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
- 2) Our Company shall, after registering the Prospectus with the RoC, make a pre-issue advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre-issue advertisement, our Company and the Lead Manager shall advertise the Offer Opening Date, the Offer Closing Date. This advertisement shall be in the prescribed format as per ICDR Regulations.
- 3) Copies of the Application Form and the abridged Prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange.
- 4) Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office.
- 5) Applicants who are interested in subscribing for the Equity Shares should approach the Designated Intermediaries to register their applications.
- 6) Applications made in the Name of Minors and/or their nominees shall not be accepted.
- 7) The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained or UPI ID linked account is maintained in case of retail individual investor, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected.
- 8) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained or UPI ID linked account is maintained in case of retail individual investor. Applications submitted directly to the SCSBs or other Designated Intermediaries (Other than SCSBs), the relevant SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.

- 9) Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account or UPI linked account number is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Applicants.
- 10) The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

**Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.**

#### **APPLICATION BY MUTUAL FUNDS**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in 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.

#### **APPLICATIONS BY ELIGIBLE NRIS**

Application Forms have been made available for Eligible NRIs at our registered Office.

Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to the companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. The Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of Offer of shares for Allotment to NRI's on repatriation basis.

Allotment of Equity Shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

#### **APPLICATION BY FPIS (INCLUDING FIIS)**

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Offer until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Offer in accordance

with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may Offer, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

#### **APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS (VCF) AND FOREIGN VENTURE CAPITAL INVESTORS (FVCI)**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investors can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not reregistered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.



There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

#### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, as amended (“LLP Act”) a certified copy of certificate of registration issued under the LLP Act must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited Liability partnerships can participate in the Offer only through ASBA process.

#### **APPLICATIONS BY INSURANCE COMPANIES**

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Application without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- (a) *equity shares of a company*: the least of 10% of the investee company’s subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) *the entire group of the investee company*: not more than 15% of the respective funds in case of life insurer or 15% of investment assets in case of general insurer or re-insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c) *The industry sector in which the investee company operates*: not more than 15% of the fund of a life insurer or a general insurer or a re-insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in case of investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (1), (2) and (3) above, as the case may be.

#### **APPLICATIONS BY BANKING COMPANIES**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks’ own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services companies cannot exceed 20% of the bank’s paid-up share capital and reserves.

A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

#### **APPLICATIONS BY SCSBS**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such accounts shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such accounts for such applications.

#### **APPLICATIONS BY SYSTEMATICALLY IMPORTANT NON – BANKING FINANCIAL COMPANIES**

In case of Applications 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 on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non- Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves

the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

#### **APPLICATIONS UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹25 Crores a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason, therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of ₹ 2500 Lacs and pension funds with minimum corpus of ₹ 2500 Lacs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

#### **APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of Applications made by provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with minimum corpus of ₹ 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of the Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in the Prospectus.

#### **OFFER PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) APPLICANTS**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details

on designated branches of SCSB collecting the Application Form, please refer to the above-mentioned SEBI link.

## **METHOD AND PROCESS OF APPLICATIONS**

- 1) Applicants are required to submit their applications during the Offer Period only through the Designated Intermediaries.
- 2) The Offer Period shall be for a minimum of three (3) Working Days and shall not exceed ten (10) Working Days. The Offer Period may be extended, if required, by an additional three Working Days, subject to the total Offer Period not exceeding ten (10) Working Days.
- 3) During the Offer Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
- 4) The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Offer.
- 5) The Designated Intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below:

<b>For the applications submitted by the investors to SCSB with using UPI for payment</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the Bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of the Offer.

- 6) The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
- 7) Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
- 8) If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
- 9) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
- 10) The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Offer or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

## **TERMS OF PAYMENT**

The entire Offer price of ₹ 110.00 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs or Sponsor Bank to unblock the excess amount paid on Application to the Applicants.

SCSBs or Sponsor Bank will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs or Sponsor Bank.

The applicants should note that the arrangement with Banker to the Issue or the Registrar or Sponsor Bank is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

#### **PAYMENT MECHANISM FOR APPLICANTS**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form sent by the Sponsor Bank. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, may use UPI. 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 (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

#### **Electronic Registration of Applications**

- 1) The Designated Intermediary will register the applications using the on-line facilities of the Stock Exchange.
- 2) The Designated Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of the next Working day from the Offer Closing Date.
- 3) The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
- 4) Neither the Lead manager nor the Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Designated Intermediaries or (iii) the applications accepted but not uploaded by the Designated Intermediaries.
- 5) The Stock Exchange will Offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of the Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This

information will be available with the Lead Manager on a regular basis.

- 6) With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sr. No.	Details *
1)	Symbol
2)	Intermediary Code
3)	Location Code
4)	Application No.
5)	Category
6)	PAN
7)	DP ID
8)	Client ID
9)	Quantity
10)	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

- 7) With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
- Name of the Applicant;
  - IPO Name;
  - Application Form Number;
  - Investor Category;
  - PAN Number (of First Applicant, if more than one Applicant);
  - DP ID & Client ID
  - Numbers of Equity Shares Applied for;
  - Amount;
  - Location of the Banker to the Offer or Designated Branch, as applicable and bank code of the SCSB branch where the ASBA Account is maintained;
  - Bank Account Number and
  - Such other information may be required.
- 8) In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.
- 9) The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof or having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
- 10) Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
- 11) The Designated Intermediaries shall have no right to reject the applications, except on technical grounds except as mentioned in the Prospectus.
- 12) The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way deemed or construed to mean the compliance with various statutory and other requirements by our Company and / or the Lead manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness or any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or



other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus; not does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

- 13) The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Offer Closing Date to verify the PAN No., DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with the Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
- 14) The SCSBs shall be given one day after the Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
- 15) The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA Applicants.

## **OTHER INSTRUCTIONS**

### **Joint Applications in the case of Individuals**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

### **Multiple Applications**

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- i) All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.
- ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.
- iv) For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post Allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

No separate applications for demat and physical are to be made. If such applications are made, the applications for physical shares will be treated as multiple applications and rejected accordingly.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB and Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the LM reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

#### **Permanent Account Number or PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (“PAN”) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Please note that, Central or State Government and the officials appointed by the courts and investors residing in the State of Sikkim are exempted from specifying their PAN subject to the Depository Participants’ verifying the veracity of such claims of the investors in accordance with the conditions and procedures under this section on Offer Procedure.

#### **Option to Receive Equity Shares in Dematerialized Form**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

**Furnishing the details depository account is mandatory and applications without a depository account shall be treated as incomplete and rejected.**

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

#### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.

#### **Signing Of Underwriting Agreement**

The Offer is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the [●] dated [●].

#### **Filing Of the Prospectus with the ROC**

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of the Companies Act, 2013.

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding, and irrevocable contract for the Allotment to such Applicant.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within two working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

#### **Designated Date**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of two working days of the Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

#### **Allocation of Equity Shares**

1. The Offer is being made through the Fixed Price Process wherein 53506 Equity Shares shall be reserved for the Market Maker and 1016597 Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from the Retail Individual Applicants at the Offer Price. The balance of the Net Offer will be available for allocation on a proportionate basis to Non-Retail Applicants.
2. Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead manager and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Issue.

#### **GENERAL INSTRUCTIONS**

##### **Do's:**

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Applicants shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application.
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process the SCSBs where the Applicant has a bank account or a UPI ID linked Bank Account, the Registered Broker (at the Broker Centre's), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to release the funds blocked in the ASBA Account/UPI ID linked Bank Account
- under the ASBA process;



- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- Ensure that you have correctly signed the authorization/ undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account/ UPI ID linked Bank Account, as the case may be, equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Dont's:**

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;
- Do not apply on another Application Form after you have submitted an application to the Designated Intermediary;
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding ₹2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer.

#### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

In addition to the grounds for rejection of Application on technical grounds as provided in the “General Information

Document” Applicants are requested to note that Applications may be rejected on the following additional technical grounds.

## **GROUNDS FOR REJECTIONS**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- Date not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Offer;
- Applications for number of Equity Shares which are not in multiples of [●];
- Category not ticked;
- Multiple Applications as defined in the Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Offer Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant’s identity (DP ID) and the beneficiary’s account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or qualified institutional buyers as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Offer Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.

**Names of entities responsible for finalizing the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchange, along with the Lead Managers 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.

#### **Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. The allotment of Equity Shares to applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

#### **Instructions for Completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using a third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchange, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the website of BSE i.e., [www.bseindia.com](http://www.bseindia.com). With a view to broad base the reach of Investors by substantial), enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Offer with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed on the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com).

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID.

#### **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

Please note that, providing bank account details, PAN No's, UPI ID (if applicable), Client ID and DP ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

#### **Submission of Application Form**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

#### **Communications**

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

#### **Disposal of Applications and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE Limited where the Equity Shares are proposed to be listed are taken within 3 (three) working days of closure of the Offer.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- Allotment shall be made within three (3) days of the Offer Closing Date;
- Giving of Instructions for refund by unblocking of amount via ASBA not later than three working days of the Offer Closing Date, would be ensured; and
- If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

#### **INVESTOR GRIEVANCE**

In case of any pre- Issue or post- Issue 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, please refer to the chapter titled “General Information” on page 54 of this Draft Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Two (2) Working Days from the Offer Closing Date, the Applicant shall be compensated at a uniform rate of ₹100/- per day for the entire duration of delay exceeding Two (2) Working Days from the Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

#### **IMPERSONATION**

*Attention of the applicants is also specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:*

*“Any person who:*

- a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447 of the Companies Act, 2013 and shall be treated as Fraud.”*

#### **Completion of formalities for Listing & Commencement of Trading**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within three Working Days of the Offer Closing Date. The Registrar to the Issue may give instruction for credit to Equity Shares the beneficiary account with DPs, and dispatch the allotment Advice within two Working Days of the Offer Closing Date.

#### **Mode of Refund**

- a) In case of ASBA Applicants: Within three Working Days of the Offer Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application, for any excess amount blocked on Application, for any ASBA application withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer.
- b) In the case of Applications from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.
- c) In case of Other Investors: Within three Working Days of the Offer Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Offer may obtain from the depositories, the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

#### **Mode of Making Refund for ASBA Applicants**

In case of ASBA Application, the registrar of the issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Offer.

#### **Mode of making refunds for Applicants other than ASBA Applicants**

The payment of refund, if any, may be done through various modes as mentioned below:

- (i) NECS - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder as obtained from the Depository;
- (ii) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Bidders' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Bidders through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- (iii) Direct Credit – Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- (iv) RTGS – Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the bidder, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Bank nor the Company shall have any responsibility and undertake any liability for the same;

- (v) Please note that refunds, on account of our Company not receiving the minimum subscription, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank. For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Bidders may refer to Prospectus.

#### **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND**

The issuer allotting securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen percent. per annum if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the Offer. However, applications received after the closure of Offer in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/24180/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

#### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar to the Issue:

1. Tripartite Agreement dated October 25, 2023 between CDSL, the Company and the Registrar to the Issue;
2. Tripartite Agreement dated October 19, 2023 between NSDL, the Company and the Registrar to the Issue;
3. The Company's shares bear an ISIN: INE0RMA01019

#### **UNDERTAKINGS BY OUR COMPANY**

The Company undertakes the following:

- 1) That the complaints received in respect of the Offer shall be attended to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within three working days from Offer Closing date;
- 3) That our Promoter 's contribution in full has already been brought in;
- 4) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
- 5) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within two Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 6) That no further issue of equity shares shall be made till the Equity Shares offered through this Draft Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.;
- 7) That the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non  
- resident Indians shall be completed within specified time;
- 8) That Company shall not have recourse to the Offer proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- 9) That if our Company does not proceed with the Offer, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Offer Closing Date. The public notice shall be issued

in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

- 10) If our Company withdraws the Offer after the Offer Closing Date, our Company shall be required to file a fresh Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Offer; and
- 11) Those adequate arrangements shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
- 12) That none of the promoters or directors of the company is wilful defaulter or a fraudulent borrower under Section 5(c) of SEBI (ICDR) Regulations, 2018.

#### **UTILIZATION OF OFFER PROCEEDS**

Our Board of Directors certifies that:

1. All monies received out of the Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the Offer referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the Offer proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Offer referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of SEBI(LODR) Regulations, 2015 as amended from time to time in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer; and
5. Our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

The Lead manager undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

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## RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FEMA, the Consolidated FDI Policy and the circulars and notifications issued thereunder. Unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy, subject to certain applicable pricing and reporting requirements. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“RBI”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), has issued consolidated FDI Policy 2020 (“FDI Policy 2020”), which is effective from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT, all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy.

As per the existing policy of the Government, OCBs were not permitted to participate in this Offer.

The Reserve Bank of India (“RBI”) also issues a Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by the Master Circular on Foreign Investment dated January 4, 2018 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained by the Company.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include: (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that: a) the requisite approval of the Government has been obtained; and b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.; (ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time.; (iii) where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that: a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation etc.; b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and iv) where the investee company is in the financial sector provided that: a) Any ‘fit and proper/due diligence’ requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with. As per the existing policy of the Government of India, OCBs cannot participate in this Offer and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or Subsequent purchase or sale transaction in the Equity Shares of Our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.



## **INVESTMENT CONDITIONS/RESTRICTIONS FOR OVERSEAS ENTITIES**

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule I to X of Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment up to aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

## **INVESTMENT BY FPIS UNDER PORTFOLIO INVESTMENT SCHEME (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 % of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

## **INVESTMENT BY NRI OR OCI ON REPATRIATION BASIS**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule III of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 i.e. the total holding by any individual NRI or OCI shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or should not exceed 5 percent 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 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed 10 percent of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

## **INVESTMENT BY NRI OR OCI ON NON-REPATRIATION BASIS**

As per current FDI Policy 2020, Investment by NRIs under Schedule IV of Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will be deemed to be domestic investment at par with the investment made by residents— Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.**

**Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.**

**Further, no Offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Offer in any member State of the European Economic Area which has implemented the Draft Prospectus Directive except for any such Offer made under exemptions available under the Draft**

**Prospectus Directive, provided that no such Offer shall result in a requirement to publish or supplement a draft prospectus pursuant to the Draft Prospectus Directive, in respect of the Offer.**

**Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Prospectus.**

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

**The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.**

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**DESCRIPTION OF EQUITY SHARES RELATED TERMS OF THE ARTICLES OF ASSOCIATION**

**THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
AMTECH ESTERS LIMITED**

Article No.	Description
	<i>Interpretation</i>
I	<ul style="list-style-type: none"> <li>(1) Subject as hereinafter provided the Regulations contained in Table F in the Schedule I to the Companies Act 2013 shall apply to the Company so far as they are applicable to Public Limited Company except so far as they have implied or expressly modified by what is contained in the Articles mentioned as altered or amended from time to time.</li> <li>(2) In these regulations -- (a) Company means AMTECH ESTERS LIMITED. (b) Office means the Registered Office of the Company. (c) the Act means the Companies Act 2013 (d) the seal means the common seal of the company. (e) Directors means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called. (3) 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 in force at the date at which these regulations become binding on the company.</li> </ul>
	<i>Share Capital and Variation of Rights</i>
1.	<ul style="list-style-type: none"> <li>Subject to the provisions of the Act and these Articles 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 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.</li> </ul>
2.	<ul style="list-style-type: none"> <li>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 one certificate for all his shares without payment of any charges or several certificates each for one or more of his shares upon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon. 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 delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders</li> </ul>
3.	<ul style="list-style-type: none"> <li>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 and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.</li> </ul>
4.	<ul style="list-style-type: none"> <li>Except as required by law no person shall be recognised by the company as holding any</li> </ul>

	<p>share upon any trust and the company shall not be bound by or be compelled in any way to recognise (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.</p>
5.	<ul style="list-style-type: none"> <li>The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 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. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under subsection (6) of section 40. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</li> </ul>
6.	<ul style="list-style-type: none"> <li>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 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. 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.</li> </ul>
7.	<ul style="list-style-type: none"> <li>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.</li> </ul>
8.	<ul style="list-style-type: none"> <li>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 the shares may by special resolution determine.</li> </ul>
	<b><i>Lien</i></b>
9.	<ul style="list-style-type: none"> <li>The company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a 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. 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.</li> </ul>
10.	<ul style="list-style-type: none"> <li>The company may sell in such manner as the Board thinks fit any shares on which the company has a lien Provided that no sale shall be made unless a sum in respect of which the lien exists is presently payable or b 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 has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</li> </ul>
11.	<ul style="list-style-type: none"> <li>To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. 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.</li> </ul>

12.	<ul style="list-style-type: none"> <li>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. 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.</li> </ul>
	<b><i>Calls on Shares</i></b>
13.	<ul style="list-style-type: none"> <li>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. Each member shall subject to receiving at least fourteen days notice specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.</li> </ul>
14.	<ul style="list-style-type: none"> <li>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 instalments.</li> </ul>
15.	<ul style="list-style-type: none"> <li>The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</li> </ul>
16.	<ul style="list-style-type: none"> <li>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 ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.</li> </ul>
17.	<ul style="list-style-type: none"> <li>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. 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.</li> </ul>
18.	<ul style="list-style-type: none"> <li>The Board - a. 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 b. upon all or any of the monies so advanced may (until the same would but for such advance become presently 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.</li> </ul>
	<b><i>Transfer of Shares</i></b>
19.	<ul style="list-style-type: none"> <li>The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.</li> </ul>
20.	<ul style="list-style-type: none"> <li>The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.</li> </ul>
21.	<ul style="list-style-type: none"> <li>The Board may decline to recognise any instrument of transfer unless a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56b. the instrument of transfer is accompanied by the certificate of the shares to which</li> </ul>

	it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer and c. the instrument of transfer is in respect of only one class of shares.
22.	<ul style="list-style-type: none"> <li>On giving not less than seven days previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.</li> </ul>
	<b><i>Transmission of Shares</i></b>
23.	<ul style="list-style-type: none"> <li>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 recognised by the company as having any title to his interest in the shares 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.</li> </ul>
24.	<ul style="list-style-type: none"> <li>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 to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. 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.</li> </ul>
25.	<ul style="list-style-type: none"> <li>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. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. 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.</li> </ul>
26.	<ul style="list-style-type: none"> <li>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 were 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.</li> </ul>
27.	<ul style="list-style-type: none"> <li>In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.</li> </ul>
	<b><i>Forfeiture of Shares</i></b>
28.	<ul style="list-style-type: none"> <li>If a member fails to pay any call or instalment 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</li> </ul>



	instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.
29.	<ul style="list-style-type: none"> <li>The notice aforesaid shall 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 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.</li> </ul>
30.	<ul style="list-style-type: none"> <li>If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect.</li> </ul>
31.	<ul style="list-style-type: none"> <li>A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.</li> </ul>
32.	<ul style="list-style-type: none"> <li>A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the company all monies which at the date of forfeiture were presently payable by him to the company in respect of the shares. 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.</li> </ul>
33.	<ul style="list-style-type: none"> <li>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 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 favour of the person to whom the share is sold or disposed of The transferee shall thereupon be registered as the holder of the share and 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.</li> </ul>
34.	<ul style="list-style-type: none"> <li>The provisions of these regulations as to forfeiture shall apply in the case of non-payment 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.</li> </ul>
	<b><i>Alteration of capital</i></b>
35.	<ul style="list-style-type: none"> <li>The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.</li> </ul>
36.	<ul style="list-style-type: none"> <li>Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum 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.</li> </ul>
37.	<ul style="list-style-type: none"> <li>Where shares are converted into stock 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</li> </ul>

	<p>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. 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</p> <ul style="list-style-type: none"> <li>• 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. 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.</li> </ul>
38.	<ul style="list-style-type: none"> <li>• The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.</li> </ul>
	<b><i>Capitalisation of Profits</i></b>
39.	<ul style="list-style-type: none"> <li>• The company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively paying up in full unissued shares of the company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account 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 The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</li> </ul>
40.	<ul style="list-style-type: none"> <li>• Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members</li> </ul>
	<b><i>Buy-Back of Shares</i></b>
41.	<ul style="list-style-type: none"> <li>• Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force the company may purchase its own shares or other specified securities.</li> </ul>
	<b><i>General Meetings</i></b>
42.	<ul style="list-style-type: none"> <li>• All general meetings other than annual general meeting shall be called extraordinary</li> </ul>



	general meeting.
43.	<ul style="list-style-type: none"> <li>The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.</li> </ul>
	<b><i>Proceedings at General Meetings</i></b>
44.	<ul style="list-style-type: none"> <li>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. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.</li> </ul>
45.	<ul style="list-style-type: none"> <li>The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.</li> </ul>
46.	<ul style="list-style-type: none"> <li>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.</li> </ul>
47.	<ul style="list-style-type: none"> <li>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.</li> </ul>
48.	<ul style="list-style-type: none"> <li>In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.</li> </ul>
	<b><i>Adjournment of meeting</i></b>
49.	<ul style="list-style-type: none"> <li>The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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. 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.</li> </ul>
	<b><i>Voting rights</i></b>
50.	<ul style="list-style-type: none"> <li>Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.</li> </ul>
51.	<ul style="list-style-type: none"> <li>A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.</li> </ul>
52.	<ul style="list-style-type: none"> <li>In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members.</li> </ul>

53.	<ul style="list-style-type: none"> <li>• 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 a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy.</li> </ul>
54.	<ul style="list-style-type: none"> <li>• Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.</li> </ul>
55.	<ul style="list-style-type: none"> <li>• 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</li> </ul>
56.	<ul style="list-style-type: none"> <li>• 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. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.</li> </ul>
	<b><i>Proxy</i></b>
57.	<ul style="list-style-type: none"> <li>• The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.</li> </ul>
58.	<ul style="list-style-type: none"> <li>• An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105</li> </ul>
59.	<ul style="list-style-type: none"> <li>• 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.</li> </ul>
	<b><i>Board of Directors</i></b>
60.	<ul style="list-style-type: none"> <li>• The number of Directors shall not be less than three and not more than fifteen. The First Directors of the company are -1) AVTAR SINGH BAWA 2) AJIT SINGH BAWA (ii) The Directors may from time to time appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit. (iii) Directors may appoint any person to be an alternate director to act for a Director (hereinafter in this Article called the original Director) during his absence for a period not less than three months from the State in Which meetings of the Directors are ordinarily held but such alternate Director shall ipso facto vacate office if and when the original Director returns to the State in which the meetings of the Directors are ordinarily held subject to section 161 of the Act. (iv)The Managing Director maybe paid such remuneration as may from time to time be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly in one way or partly in another subject to the provisions of the Companies Act 2013. (v) For Meeting of Board of Directors of the Company the Board of Directors may meet for the dispatch of business adjourn and otherwise regulate its meetings as it thinks fit.(vi) A Director may or Directors may on the requisition of a director or director of the Company at any time summon a meeting of the Board.(vii) Save as other wise expressly provided in the Act question arising at any meeting of the Board shall Be decided by a simple majority of votes.(viii) The quorum</li> </ul>

	<p>necessary for the transaction of the business of the Board meeting subject to Section 174 of the Act shall be one third of the total strength or at least two whichever is higher. The participation of the directors by videoconferencing or by other audio visual means shall also be count for the purpose of quorum.(ix) Subject to section 175 of the Act a resolution in writing signed by the Director except are solution which the Act specifically required it to be passed at a Board meeting shall be effective for all purposes as a Resolution passed at a meeting of Directors duly called held and constituted.</p>
61.	<ul style="list-style-type: none"> <li>The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. 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 in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.</li> </ul>
62.	<ul style="list-style-type: none"> <li>The Board may pay all expenses incurred in getting up and registering the company.</li> </ul>
63.	<ul style="list-style-type: none"> <li>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.</li> </ul>
64.	<ul style="list-style-type: none"> <li>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</li> </ul>
65.	<ul style="list-style-type: none"> <li>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.</li> </ul>
66.	<ul style="list-style-type: none"> <li>Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.</li> </ul>
	<b><i>Proceedings of the Board</i></b>
67.	<ul style="list-style-type: none"> <li>The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.</li> </ul>
68.	<ul style="list-style-type: none"> <li>Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall</li> <li>have a second or casting vote.</li> </ul>
69.	<ul style="list-style-type: none"> <li>The continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum or of summoning a general meeting of the company but for no other purpose.</li> </ul>
70.	<ul style="list-style-type: none"> <li>The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the</li> </ul>

	meeting the directors present may choose one of their number to be Chairperson of the meeting.
71.	<ul style="list-style-type: none"> <li>The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.</li> </ul>
72.	<ul style="list-style-type: none"> <li>A committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.</li> </ul>
73.	<ul style="list-style-type: none"> <li>A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.</li> </ul>
74.	<ul style="list-style-type: none"> <li>All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.</li> </ul>
75.	<ul style="list-style-type: none"> <li>Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.</li> </ul>
76.	<ul style="list-style-type: none"> <li>In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.</li> </ul>
	<b><i>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</i></b>
77.	<ul style="list-style-type: none"> <li>Subject to the provisions of the Act A chief executive officer manager company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board A director may be appointed as chief executive officer manager company secretary or chief financial officer</li> </ul>
78.	<ul style="list-style-type: none"> <li>A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer manager company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer manager company secretary or chief financial officer.</li> </ul>
	<b><i>The Seal</i></b>
79.	<ul style="list-style-type: none"> <li>The Board shall provide for the safe custody of the seal. 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 authorised 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.</li> </ul>

	<i><b>Dividends and Reserve</b></i>
80.	<ul style="list-style-type: none"> <li>The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.</li> </ul>
81.	<ul style="list-style-type: none"> <li>Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.</li> </ul>
82.	<ul style="list-style-type: none"> <li>The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for</li> <li>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. The Board may also carry</li> <li>forward any profits which it may consider necessary not to divide without setting them aside as a reserve</li> </ul>
83.	<ul style="list-style-type: none"> <li>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. 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. 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</li> <li>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.</li> </ul>
84.	<ul style="list-style-type: none"> <li>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.</li> </ul>
85.	<ul style="list-style-type: none"> <li>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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</li> </ul>
86.	<ul style="list-style-type: none"> <li>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.</li> </ul>
87.	<ul style="list-style-type: none"> <li>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.</li> </ul>
88.	<ul style="list-style-type: none"> <li>No dividend shall bear interest against the company.</li> </ul>
	<i><b>Accounts</b></i>
89.	<ul style="list-style-type: none"> <li>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. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</li> </ul>

	<b><i>Winding up</i></b>
90.	<ul style="list-style-type: none"> <li>• Subject to the provisions of Chapter XX of the Act and rules made thereunder If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</li> </ul>
	<b><i>Indemnity</i></b>
91.	<ul style="list-style-type: none"> <li>• Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.</li> </ul>

**SECTION XIV – OTHER INFORMATION**  
**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Prospectus, will be delivered to the ROC for registration/submission of the Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at 102 Magnum House 1, Plot No A-3, Commercial Complex, Karampura, New Delhi-110015, from date of filing the Draft Prospectus with ROC on all Working Days until the Bid/Offer Closing Date. Copies of below Material Contracts and Documents are also available on the website of the company on <https://www.amtechesters.com/>

**MATERIAL CONTRACTS**

1. Issue Agreement dated 30<sup>th</sup> November, 2024 executed between our Company and Lead Manager to the Issue.
2. Registrar Agreement dated 12<sup>th</sup> December, 2024 between our company and the Registrar to the Issue.
3. Market Making Agreement dated [●], executed between our Company, Lead Manager and Market Maker to the Issue.
4. Banker to the Issue Agreement dated [●], executed between our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
5. Underwriting Agreement dated [●], executed between our Company, Lead Manager and Underwriter.
6. Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated October 19, 2023.
7. Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated October 25, 2023.

**MATERIAL DOCUMENTS**

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board Resolution dated August 16, 2024 and Special Resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on October 24, 2024.
3. Statement of Tax Benefits dated 2<sup>nd</sup> December, 2024 issued by our Statutory Auditors M/s. Kansal Yogesh & Co., Chartered Accountants, New Delhi for Issuer Company i.e. Amtech Esters Limited.
4. Statement of Tax Benefits dated 11<sup>th</sup> December, 2024 issued by our Statutory Auditors M/s. Kansal Yogesh & Co., Chartered Accountants, New Delhi for Subsidiary Company i.e. M/s Croda Pigments Private Limited.
5. Copy of Restated Financial Statement– M/s. Kansal Yogesh & Co., Chartered Accountants, New Delhi, for the period ended on June 30, 2024, financial years ended March 31, 2024, 2023, 2022, dated 21<sup>st</sup> August, 2024 included in the Draft Prospectus.
6. Copy of Audited Financial Statement for the year ended on March 31, 2024, 2023 and 2022 and the stub period upto June 30, 2024.
7. Service Agreement with Managing Director and CFO dated December 19, 2023 and December 20, 2023 for their terms of appointment.
8. Board Resolution for approval of Draft Prospectus dated December 12, 2024.
9. Industry Overview report taken from Infomerics Valuations And Ratings (P) Limited dated 11<sup>th</sup> June, 2024.
10. Consents of Promoters, Directors, Selling Shareholder, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Advisor to the Company, Legal Advisor to the Issue, LM to the Issue, Registrar to the Issue, Banker to the Issue\*, Market Maker\* and Underwriter to the Issue\* to act in their respective capacities.  
  
*\*To be obtained prior to filing of Prospectus.*
11. Due Diligence certificate dated [●] submitted to SEBI after filing the prospectus with RoC.

12. Copy of In-principle approval letter dated [●] from the BSE for listing the Equity Shares on the SME Platform of BSE Limited.

Any of the contracts or documents mentioned in the Draft Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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## DECLARATIONS

We hereby declare that, all the relevant provisions Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India or the regulations/ guidelines issued by Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013 ( to the extent notified), the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/ guidelines issued, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

### SIGNATURE BY ALL THE DIRECTORS OF OUR COMPANY

Name of the Directors	Signature
<b>Ajit Singh Bawa</b> Managing Director DIN: 00413081	Sd/-
<b>Gurpreet Kaur Bawa</b> Non- Executive Director DIN: 02642585	Sd/-
<b>Rahul Sharma</b> Independent Director DIN: 02795892	Sd/-
<b>Paras Suri</b> Independent Director DIN: 10232000	Sd/-

### SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

<b>Harvind Singh Bawa</b>	Sd/-
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### SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

<b>Anjali Bansal</b>	Sd/-
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**PLACE:** New Delhi

**DATE:** December 12, 2024