



(Please scan this QR Code to view the Draft Red Herring Prospectus)



**OAN INDUSTRIES LIMITED**  
Corporate Identification Number: U20119RJ2019PLC065299

Registered Office	Contact Person	Email and Contact No.	Website
P-134, Malhotra Nagar, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India.	Mr. Bharat Khaniwal, Company Secretary and Compliance Officer	Email: info@oanindustries.com Contact No: +91 141 4035484	<a href="http://www.oanindustries.com">www.oanindustries.com</a>

**PROMOTERS OF THE COMPANY: MR. SUNIL KUMAR SHARMA, MR. VISHNU KUMAR SHARMA, MR. RAVI SOOTHIYA AND SUNIL KUMAR SHARMA HUF**

**DETAILS OF THE ISSUE**

Type	Fresh Issue Size	OFS Size (In ₹ Lakhs)	Total Issue Size	Eligibility
Fresh Issue	Upto 29,32,800* Equity Shares amounting up to ₹ [●] Lakhs	Nil	[●]	THIS ISSUE IS BEING MADE IN TERMS OF REGULATION 229(2) OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDER AND THEIR AVERAGE COST OF ACQUISITION: NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES**

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first public Issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of Equity Shares is ₹10.00 each and the Issue Price is [●] times of the face value of the Equity Shares. The Issue Price determined and justified by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares by way of the book built process, in accordance with the SEBI ICDR Regulations, and as stated in chapter titled “Basis for Issue Price” on page 98 of this Draft Red Herring Prospectus, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of our Company and the issue, including the risks involved. The Equity Shares in the issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section “Risk Factors” beginning on page 29 of this Draft Red Herring Prospectus.


**ISSUER’S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.


**LISTING**

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited (“NSE or NSE Emerge”) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received “In-Principle” approval from the National Stock Exchange of India Limited for using its name in the Issue document for the listing of the Equity Shares, pursuant to letter dated [●] letter no [●]. For the purpose of this Issue, the Designated Stock Exchange will be the NSE Emerge.

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

Name and Logo	Contact Person	Email & Contact No.
 <b>GRETEX CORPORATE SERVICES LIMITED</b>	Ms. Prajakta Raut	Email: info@gretexgroup.com Contact No.: +91 96532 49863

**REGISTRAR TO THE ISSUE**

Name and Logo	Contact Person	Email & Contact No.
 <b>MAASHITLA SECURITIES PRIVATE LIMITED</b>	Mr. Mukul Agrawal	E-mail: ipo@maashitla.com Contact No.: 011-47581432

**ISSUE PROGRAMME**

<b>ANCHOR INVESTOR BID/ ISSUE PERIOD</b>	[●] <sup>(1)</sup>
<b>ISSUE OPENS ON</b>	[●] <sup>(1)</sup>
<b>ISSUE CLOSSES ON</b>	[●] <sup>(2)(3)</sup>

\* Subject to finalization of the Basis of Allotment

- The Company may in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.
- Our Company may, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.
- UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.



## OAN INDUSTRIES LIMITED

Corporate Identification Number: U20119RJ2019PLC065299

Our Company was originally incorporated on June 13, 2019, as a Private Limited Company in the name of "Oan Industries Private Limited" under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a Special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on May 29, 2024, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to 'Oan Industries Limited' and a Fresh Certificate of Incorporation consequent to Conversion was issued on August 07, 2024 by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of the Company is U20119RJ2019PLC065299. For details in relation to the incorporation, Change in Registered Office and other details, please refer to the chapter titled "Our History and Certain Other Corporate Matters" beginning on page 150 of this Draft Red Herring Prospectus.

Registered Office: P-134, Malhotra Nagar, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India.

Contact Person: Mr. Bharat Khaniwal, Company Secretary and Compliance Officer

Email: [info@oanindustries.com](mailto:info@oanindustries.com); Website: [www.oanindustries.com](http://www.oanindustries.com) Contact No: +91 141 4035484

OUR PROMOTERS: MR. SUNIL KUMAR SHARMA, MR. VISHNU KUMAR SHARMA, MR. RAVI SOOHIYA AND SUNIL KUMAR SHARMA HUF

## DETAILS OF THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 29,32,800\* EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH ("EQUITY SHARES") OF OAN INDUSTRIES LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS (THE "ISSUE"). THE ISSUE INCLUDES A RESERVATION OF UPTO [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF UPTO [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS (THE "NET ISSUE").

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER AND JAIPUR EDITION OF [●], (HINDI BEING THE REGIONAL LANGUAGE OF JAIPUR WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE.

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, for reasons to be recorded in writing extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the Book Running Lead Manager and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the Corresponding Bid Amounts will be blocked by the SCBs or by the Sponsor Bank under the UPI mechanism, as the case may be, to the extent of respective Bid Amounts, Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" beginning on page 254 of this Draft Red Herring Prospectus.

## ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "Issue Procedure" beginning on page 254 of this Draft Red Herring Prospectus.

## RISK IN RELATION TO THE FIRST ISSUE

This being the first public Issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of Equity Shares is ₹10.00 each and the Issue Price is [●] times of the face value of the Equity Shares. The Issue Price determined and justified by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares by way of the Book building process, in accordance with the SEBI ICDR Regulations, and as stated in chapter titled "Basis for Issue Price" on page 98 of this Draft Red Herring Prospectus, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

## GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 29 of this Draft Red Herring Prospectus.

## ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

## LISTING

The Equity Shares Issue d through this Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge") in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an In-Principle Approval letter dated [●] from National Stock Exchange of India Limited ("NSE") for using its name in this offer document for listing our shares on the Emerge Platform of National Stock Exchange of India Limited ("NSE EMERGE"). For the purpose of this Issue, the Designated Stock Exchange will be the NSE Emerge.

## BOOK RUNNING LEAD MANAGER TO THE ISSUE

  
GRETEX CORPORATE SERVICES LIMITED  
A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai 400013, Maharashtra, India  
Tel No.: +91 96532 49863  
Email: [info@gretexgroup.com](mailto:info@gretexgroup.com)  
Website: [www.gretexcorporate.com](http://www.gretexcorporate.com)  
Contact Person: Ms. Prajakta Raut  
SEBI Registration No: INM000012177  
CIN: L74999MH2008PLC288128

## REGISTRAR TO THE ISSUE



MAASHITLA SECURITIES PRIVATE LIMITED  
451, Krishna Apra Business Square Netaji Subhash Place, Pitampura, Northwest, New Delhi-110034, India.  
Tel No.: 011-47581432; Fax No.: 011-47581432  
E-mail: [ipo@maashitla.com](mailto:ipo@maashitla.com)  
Investor Grievance E-mail: [Investor.ipo@maashitla.com](mailto:Investor.ipo@maashitla.com)  
Website: [www.maashitla.com](http://www.maashitla.com)  
Contact Person: Mr. Mukul Agrawal  
SEBI Registration No.: INR000004370  
CIN: U67100DL2010PTC208725

## ISSUE PROGRAMME

ANCHOR INVESTOR BID/ ISSUE PERIOD	[●] (1)
ISSUE OPENS ON	[●] (1)
ISSUE CLOSING ON	[●] (2)(3)

\* Subject to finalization of the Basis of Allotment

- The Company may in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.
- Our Company may, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.
- UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

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***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 Red Herring 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, rules, guidelines, or policies shall be to such legislation, act, regulation, rules, guidelines or policies, as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this Draft Red Herring 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 Listing Regulations, the Depositories Act or the Rules and Regulations made thereunder.*

*Notwithstanding the foregoing, terms used in of the sections “Basis for Issue Price”, “Statement of Possible Tax Benefits”, “Financial Statements as Restated”, “Main Provisions of Articles of Association”, “Our History and Certain Corporate Matters”, “Other Regulatory and Statutory Disclosures” and “Outstanding Litigations and Material Developments” on pages 98, 98, 198, 294, 150, 232 and 221 respectively, shall have the meaning ascribed to such terms in the relevant section.*

### GENERAL TERMS

Term	Description
“Oan Industries Limited”, “OAN”, “OIL”, “We” or “us” or “Our Company” or “the Issuer”	Unless the context otherwise indicates or implies, Oan Industries Limited refers to, a Public Limited Company incorporated as a Private Limited Company under the Companies Act, 2013 and having its Registered Office at P-134, Malhotra Nagar, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India.
Promoter(s) / Core Promoter	The promoters of our Company being Mr. Sunil Kumar Sharma, Mr. Vishnu Kumar Sharma, Mr. Ravi Soothiya and Sunil Kumar Sharma HUF. For further details, please refer to chapter titled “ <b>Our Promoters and Promoter Group</b> ” on page 187 of this Draft Red Herring Prospectus.
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “ <b>Our Promoters and Promoter Group</b> ” on page 187 of this Draft Red Herring Prospectus.

### COMPANY RELATED TERMS

Term	Description
AOA / Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Oan Industries Limited as amended from time to time.
Audit Committee	Audit Committee of our Company constituted in accordance Section 177 of the Companies Act, 2013 and as described in the chapter titled “ <b>Our Management</b> ” beginning on page 166 of this Draft Red Herring Prospectus.
Auditor of our Company / Statutory Auditor	The Statutory Auditors of our Company, being M/s Mittal & Associates, Chartered Accountants, having a valid peer review certificate as mentioned in the section titled “ <b>General Information</b> ” beginning on page 57 of this Draft Red Herring Prospectus.
Banker to our Company	State Bank of India as disclosed in the section titled “ <b>General Information</b> ” beginning on page 57 of this Draft Red Herring Prospectus.
Board / Board of Directors / Our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our directors, please refer to chapter titled “ <b>Our Management</b> ” beginning on page 166 of this Draft Red Herring Prospectus.
CIN / Corporate Identification Number	U20119RJ2019PLC065299
Chief Financial Officer / CFO	The Chief Financial Officer of our Company as mentioned in the chapter titled “ <b>General Information</b> ” beginning on page 57 of this Draft Red Herring Prospectus.
Company Secretary & Compliance Officer	The Company Secretary and Compliance Officer of our Company as mentioned in the chapter titled “ <b>General Information</b> ” beginning on page 57 of this Draft Red Herring Prospectus.
Director(s) / our directors	Director(s) of our company unless otherwise specified
Depositories Act	The Depositories Act, 1996, as amended from time to time

Term	Description
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Equity Shares / Shares	The equity shares of our Company of face value of ₹10.00 each unless otherwise specified in the context thereof.
Equity Shareholders / Shareholders	Persons / Entities holding Equity Shares of the Company
Executive Directors	An Executive Director of our Company, as appointed from time to time
Financial Statements as Restated	The Restated Financial Information of the Company which comprises of the Restated Balance Sheet, the Restated Profit and Loss Information and Restated Cash Flow Information of our Company for the period ended June 30, 2024 and for the Financial Year ended on March 31, 2024, March 31, 2023, March 31, 2022 the related notes, schedules and annexures thereto included in this Draft Red Herring Prospectus, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
Group Companies / Entities	Such companies / entities as covered under the applicable accounting standards and such other companies as considered material by the Board. For details of our Group Companies / entities, please refer <b>“Our Group Companies”</b> on page 193 of this Draft Red Herring Prospectus.
HNI	High Networth Individual
HUF	Hindu Undivided Family
IBC	The Insolvency and Bankruptcy Code, 2016
Indian GAAP	Generally Accepted Accounting Principles in India.
Independent Directors	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer chapter titled <b>“Our Management”</b> beginning on page 166 of this Draft Red Herring Prospectus.
ISIN	International Securities Identification Number, being INE0YHB01013.
IT Act	The Income Tax Act, 1961 as amended till date.
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
Key Management Personnel / KMP	Key Managerial Personnel of our Company in terms of the Companies Act, 2013 and Regulation 2(1) (bb) of the SEBI (ICDR) Regulations 2018 and Section 2(51) of the Companies Act, 2013. For details, see section entitled <b>“Our Management”</b> beginning on page 166 of this Draft Red Herring Prospectus.
Key Performance Indicators / KPI	Key factors that determine the performance of our Company
LLP	Limited Liability Partnership incorporated under Limited Liability Partnership Act, 2008.
MD or Managing Director	The Managing Director of our Company is Mr. Sunil Kumar Sharma.
Materiality Policy	The policy on identification of Group Companies, Material Creditors and Material Litigation, adopted by our Board on August 08, 2024, in accordance with the requirements of the SEBI (ICDR) Regulations.
MoA / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Non-Executive Director	The Non-Executive Directors (other than the Independent Directors) of our Company in terms of the Companies Act, and the rules thereunder. For details, see section titled <b>“Our Management”</b> on page 166 of this Draft Red Herring Prospectus.
NRIs/ Non-Resident Indians	A person resident outside India, as defined under Foreign Exchange Management Act 1999 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.
Nomination & Remuneration Committee	The Nomination and Remuneration Committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013, as disclosed in the chapter titled <b>“Our Management”</b> beginning on page 166 of this Draft Red Herring Prospectus.
Registered Office	P-134, Malhotra Nagar, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India.
RoC / Registrar of Companies	Ministry of Corporate Affairs, C/6-7, 1st Floor, Residency Area, Civil Lines, Jaipur - 302001, Rajasthan.

Term	Description
Senior Management	The officers and personnel of the issuer who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.
Stakeholders' Relationship Committee	The Stakeholder's Relationship Committee of our Company constituted in accordance with Section 178 of Companies Act, 2013 and as described under the chapter titled " <i>Our Management</i> " beginning on page 166 of this Draft Red Herring Prospectus.
Stock Exchange	Unless the context requires otherwise, refers to, the Emerge Platform of National Stock Exchange of India Limited.
You or Your or Yours	Prospective Investors in this Issue.

## ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allocation/Allocation of Equity Shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue.
Allot / Allotment / Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allottee(s)	A successful Applicant(s) to whom the Equity Shares are being / have been allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200.00 Lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus.
Anchor Investor Bid/ Issue Period	One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form.
Application	An indication to make an application during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of the Company.
Application Supported by Blocked Amount / ASBA	An application whether physical or electronic, used by ASBA Applicant to make an application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include amounts blocked by RIIs using the UPI mechanism.

Term	Description
ASBA Account	A bank account maintained with an SCSB and specified in the Application Form submitted by the Applicants or the account of the RII Applicants blocked upon acceptance of UPI Mandate Request by RIIs using the UPI mechanism, to the extent of the Application Amount specified by the Applicant.
ASBA Applicant(s)	Any prospective investors in the Issue who intend to submit the Application through the ASBA process.
ASBA Application / Application	An application form, whether physical or electronic, used by ASBA Applicants which will be considered as the application for Allotment in terms of the Prospectus.
Bankers to the Company	Such banks which are disclosed as Bankers to our Company in the chapter titled titled <b>“General Information”</b> on page 57 of this Draft Red Herring Prospectus.
Bankers to the Issue / Refund Banker	The banks which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being [●].
Bankers to the Issue Agreement	Bank which is a clearing member and registered with SEBI as Banker to the Issue and with whom the Public Issue Account will be opened, in this case being [●].
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, described in <b>“Issue Procedure”</b> on page 254 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue.
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Jaipur Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate, SCSB’s and Sponsor Bank, as required under the SEBI ICDR Regulations.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Jaipur Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date or the QIB Bid/ Issue Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Issue Period shall be kept open for a minimum of three Working Days for all categories of Bidders.
Bidder/ Applicant	Any prospective investor who makes a bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor.
Bidding	The process of making a Bid.
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue in this case being Gretex Corporate Services Limited, SEBI Registered Category I Merchant Banker.
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the



Term	Description
	Application Forms to a Registered Broker. The details of such broker centers, along with the name and contact details of the Registered Brokers, are available on the website of Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> ) and are updated from time to time.
Business Day	Monday to Friday (except public holidays)
CAN / Confirmation of Allocation Note	Confirmation of Allocation Note / the note or advice or intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Cap Price	The higher end of the price band above which the Issue Price will not be finalized and above which no Bids (or a revision thereof) will be accepted.
Circular's on Streamlining of Public Issues	Circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 amended by 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 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019 and any subsequent circulars issued by SEBI in this regard.
Client ID	Client identification number of the Applicant's beneficiary account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches / Controlling Branches of the SCSBs.	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Applicants with the Registrar to the Issue and Stock Exchanges and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Cut Off Price	The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with the Book Running Lead Manager. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details and UPI ID wherever applicable.
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996
Depository Participant / DP	A depository participant as defined under the Depositories Act, 1996.
Designated CDP Locations	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 Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue.
Designated Intermediaries / Collecting Agent	In relation to ASBA Forms submitted by RIIs authorizing an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.  In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.  In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.
Designated Market Maker / Market Maker	In our case, Gretex Share Broking Limited having its registered office at A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Delisle Road, Dadar (West), S V S Marg, Mumbai - 400013, Maharashtra India.

Term	Description
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 Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> ) and are updated from time to time.
Designated Branches	Such branches of the SCSBs which shall collect the Application Forms, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/">http://www.sebi.gov.in/</a> or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange / Stock Exchange	Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”).
Draft Red Herring Prospectus	This Draft Red Herring Prospectus dated November 09, 2024 filed with the Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) in accordance with the SEBI ICDR Regulations.
DP	Depository Participant
DP ID	Depository Participant’s Identity number
Eligible NRI	NRI eligible to invest under the FEMA Regulations, from jurisdictions outside India where it is not unlawful to make an application or invitation to participate in the Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to subscribe for Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
Escrow Account(s)	Account(s) opened with the Banker(s) to the Issue pursuant to Escrow and Sponsor Bank Agreement.
Escrow and Sponsor Bank Agreement	Agreement dated [●] entered amongst the Company, Book Running Lead Manager, the Registrar, the Banker to the Issue and Sponsor bank to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First / Sole Applicant	Applicant whose name shall be mentioned in the Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Fresh Issue	Fresh Issue of upto 29,32,800* Equity Shares of face value ₹ 10.00 each of Oan Industries Limited for cash at a price of ₹ [●] per Equity Shares (including premium of ₹ [●] per Equity Shares) aggregating ₹ [●] Lakhs, by our Company. * <i>Subject to finalization of the Basis of Allotment</i>
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI/ Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular no.

Term	Description
	(SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager.
Issue / Public Issue / Issue size / Initial Public Offer / Initial Public Offering / IPO / Present Issue	Public Issue of upto 29,32,800* Equity Shares of face value ₹10.00 each of Oan Industries Limited for cash at a price of ₹ [●] per Equity Shares (including premium of per ₹ [●] Equity Shares) aggregating ₹ [●] Lakh by our Company. * <i>Subject to finalization of the Basis of Allotment</i>
Issue Agreement	The agreement dated September 03, 2024 entered into between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which the Issue closes for subscription.
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which prospective bidders can submit their applications, including any revisions thereof
Issue Price	The Final Price at which Equity Shares will be allotted to ASBA Bidders in terms of the Red Herring Prospectus. The Equity Shares will be allotted to Anchor Investors at Anchor Investor Issue Price in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company in consultation with the Book Running Lead Manager on the pricing date in accordance with the Book Building Process and the Red Herring Prospectus
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 84 of this Draft Red Herring Prospectus
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Market Making Agreement	Market Making Agreement dated September 03, 2024, between our Company, the Book Running Lead Manager and Market Maker.
Market Maker Reservation Portion	[●] Equity Shares of ₹10.00 each at ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakh reserved for subscription by the Market Maker.
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=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism.
Minimum Promoters' Contribution	Aggregate of 20% of the fully diluted Post- Issue Equity Share capital of our Company held by our Promoters which shall be provided towards minimum promoters of 20% and locked-in for a period of three years from the date of Allotment.
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended.
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price
Net Issue	The Issue excluding the Market Maker Reservation Portion of upto [●] Equity Shares of face value of ₹ 10.00 each fully paid up for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating ₹ [●] Lakh by our Company.
Net Proceeds	Proceeds of the Issue that will be available to our Company, which shall be the gross proceeds of the Issue less the Issue expenses.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
Non-Institutional Investors / NIIs	All Applicants, including Category III FPIs that are not QIBs or Retail Individual Investors who have made Application for Equity Shares for an amount of more than ₹ 2.00 Lakh (but not including NRIs other than Eligible NRIs).
Non-Resident	A person resident outside India, as defined under FEMA Regulations
Non-Resident Indian / NRI	A person resident outside India, who is a citizen of India, or a Person of Indian Origin as defined under FEMA Regulations, as amended
NSE Emerge or NSE	Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”)

Term	Description
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
OCB / Overseas Corporate Body	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and / or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the Book Running Lead Manager and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid/ Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the Book Running Lead Manager, will finalize the Issue Price.
Prospectus	The Prospectus to be filed with the Registrar of Companies in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013.
Public Issue Account	The account to be opened with the Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the ASBA Accounts on the Designated Date.
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being [●] not more than 50% of the Net Issue, consisting of [●] Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the Book Running Lead Manager), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors).
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations, 2018.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being [●].
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals.
Registrar Agreement	The Agreement between the Registrar to the Issue and the Issuer Company dated September 03, 2024. in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Issue	Registrar to the Issue being Maashitla Securities Private Limited.
Retail Individual Investors / RIIs	Applicants (including HUFs, in the name of Karta and Eligible NRIs) whose Application Amount for Equity Shares in the Issue is not more than ₹ 2.00 Lakh.
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s).

Term	Description
	QIB Applicants and Non-Institutional Applicants are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can revise their Application during the Issue Period and withdraw their Applications until Issue Closing Date.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder, and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
SME Exchange	Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”)
Specified Locations	Collection centers where the SCSBs shall accept application form, a list of which is available on the website of SEBI ( <a href="https://www.sebi.gov.in/">https://www.sebi.gov.in/</a> ) and updated from time to time.
Specified Securities	Equity shares offered through this Draft Red Herring Prospectus.
Sub Syndicate Member	A SEBI Registered member of National Stock Exchange of India Limited appointed by the Book Running Lead Manager and/ or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate	Includes the Book Running Lead Manager, Syndicate Members and Sub Syndicate Members
Syndicate Agreement	The agreement dated [●] entered amongst our Company, the Book Running Lead Manager and the Syndicate Members, in relation to the collection of Bids in this Issue.
Syndicate Bidding Locations	ASBA Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi
Syndicate Members/ of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being [●].
Systemically Important Nonbanking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
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.
Sponsor Bank	The Banker to the Issue registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the RIIs into the UPI, the Sponsor Bank in this case being [●].
Underwriter	Gretex Corporate Services Limited and Gretex Share Broking Limited.
Underwriting Agreement	The agreement dated September 03, 2024 entered between the Underwriters, our Company and the Book Running Lead Manager.
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022.and any subsequent circulars or notifications issued by SEBI in this regard.
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c.

Term	Description
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)
UPI Mandate Request	A request (intimating the 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 authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment.
UPI mechanism	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.
UPI PIN	Password to authenticate UPI transaction.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
Venture Capital Fund/ VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1) (III) of the SEBI (ICDR) Regulations, 2018.
Working Days	All days on which commercial banks in Jaipur are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid / Issue Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid / Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

## CONVENTIONAL AND GENERAL TERMS

Term	Description
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations
Air Act	The Air (Prevention and Control of Pollution) Act, 1981
ASBA	Applications Supported by Blocked Amount
Authorized Dealers	Authorized Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulations, 2000
Category I Foreign Portfolio Investor(s)	FPIs registered as Category I Foreign Portfolio Investors under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	An FPI registered as a Category II Foreign Portfolio Investor under the SEBI FPI Regulations
Category III Foreign Portfolio Investor(s)	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices.
CGST	Central GST
COPRA	The Consumer Protection Act, 1986
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The current consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
Contract Act	The Indian Contract Act, 1872
CSR	Corporate Social Responsibility
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996

Term	Description
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GOI
DP	Depository Participant
DP ID	Depository Participant's identity number
DTC	Direct Tax Code, 2013
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
EBITDA	EBITDA divided by Revenue from Operations
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
Electricity Act	The Electricity Act, 2003
Environment Protection Act	The Environment (Protection) Act, 1986
EPA	The Environment Protection Act, 1986
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
e-RUPI	Prime Minister Narendra Modi launched a contactless, prepaid, electronic prepaid system
ER Act	The Equal Remuneration Act, 1976
ESI Act	The Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations there under
FEMA 2000	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations
Financial Year / Fiscal Year / FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that calendar year
FIPB	Foreign Investment Promotion Board
Foreign Portfolio Investor or FPIs	A foreign portfolio investor, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAP	Generally Accepted Accounting Principles
GIR Number	General Index Registry Number
GoI / Government	Government of India
Gratuity Act	The Payment of Gratuity Act, 1972
GST Act	The Central Goods and Services Tax Act, 2017
Hazardous Wastes Rules	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
ID Act	The Industrial Disputes Act, 1947
IDRA	The Industrial (Development and Regulation) Act, 1951
IE Act	The Indian Easements Act, 1882
IEM	Industrial Entrepreneurs Memorandum
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IGST	Integrated GST
IT Act	Income Tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Offering
ISIN	International Securities Identification Number
KMP	Key Managerial Personnel
Ltd.	Limited
Maternity Benefit Act	Maternity Benefit Act, 1961
M. A	Master of Arts
M.B.A.	Master of Business Administration
MCA	The Ministry of Corporate Affairs, GoI
M.Com	Master of Commerce

Term	Description
MCI	Ministry of Commerce and Industry, GoI
Mill & Fill	Removing the existing surface layer with a milling machine and then transporting the material to a storage facility
MSME	Micro, Small and Medium Enterprise
MSMED Act	The Micro, Small and Medium Enterprises Development Act, 2006
MWA	Minimum Wages Act, 1948
MoEF	Ministry of Environment and Forests
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Networth	The aggregate value of the paid-up share capital and reserves and surplus of the company less deferred tax assets
NI Act	The Negotiable Instruments Act, 1881
Noise Regulation Rules	The Noise Pollution (Regulation & Control) Rules 2000
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NPV	Net Present Value
NR / Non-resident	A person resident outside India, as defined under the FEMA and includes a Non-resident Indian
NRE Account	Non-Resident External Account established and operated in accordance with the FEMA
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account established and operated in accordance with the FEMA
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
Pcs	Pieces
P/E Ratio	Price / Earnings Ratio
PAN	Permanent account number
Petroleum Act	Petroleum Act, 1934
Petroleum Rules	Petroleum Rules, 1976
PAT	Profit after Tax
PAT Margin	PAT for the period/year divided by revenue from operations
PIL	Public Interest Litigation
POB Act	Payment of Bonus Act, 1965
PPP	Public Private Partnership
Public Liability Act / PLI Act	The Public Liability Insurance Act, 1991
Pvt. / (P)	Private
PWD	Public Works Department of state governments
QFI(s)	Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
R&D	Research & Development
Registration Act	The Indian Registration Act, 1908
RoC or Registrar of Companies	The Registrar of Companies
ROCE	Return on Capital Employed
ROE	Return on Equity
RONW	Return on Networth
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act, 1933
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time



Term	Description
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
Sec.	Section
SGST	State GST
SHWW / SHWW Act	The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small and Medium Enterprise
STT	Securities Transaction Tax
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
TM Act	The Trademarks Act, 1999
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act, 1933
US\$ or USD or US Dollars	United States Dollar, the official currency of the United States of America
USA or U.S. or US	United States of America
VAT	Value Added Tax
Wages Act	Payment of Wages Act, 1936
Water Act	The Water (Prevention and Control of Pollution) Act, 1974
WCA	The Workmen's Compensation Act, 1923
Wilful Defaulter	A wilful defaulter, as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations, 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

## TECHNICAL / INDUSTRY RELATED TERMS

Term	Full Form
CAD	Current Account Deficit
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
EMI	Equal Monthly Installments
EPCG	Export Promotion Capital Goods
ERP	Enterprise Resource Planning
FDI	Foreign Direct Investment
FMCG	Fast Moving Consumer Goods
FY	Financial Year
GDP	Gross Domestic Product
iFMS	Integrated Fertilizer Management System
IMF	International Monetary Fund
KG	Kilo Gram
KPI	Key Performance Indicators
LABSA	Linear Alkyl Benzene Sulphonic Acid
LC	Letter of Credit
Mandis	Agricultural markets
M&A	Mergers and Acquisitions
MDB	Multilateral Development Banks
MFMS	Mobile fertilizer and management system
MM	Millimetre
MW	Mega Watt
NPK	Nitrogen-Phosphorous-Potassium
SO3	Sulphur Trioxide
SEZ	Special Economic Zone
SSI	Small Scale Industries

## ABBREVIATIONS

Abbreviation	Full Form
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
Amt	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
BBA	Bachelor of Business Administration
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG / LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CA	Chartered Accountant
CB	Controlling Branch
CC	Cash Credit
CCI	The Competition Commission of India
CFO	Chief Financial Officer
CGST	Central GST
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CSR	Corporate Social Responsibility
CS & CO	Company Secretary & Compliance Officer
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA / ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
Depository or Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPS	Earnings Per Share
EGM / EOGM	Extraordinary General Meeting
NSE Emerge	Emerge Platform of National Stock Exchange India Limited ("NSE Emerge")
ESOP	Employee Stock Option Plan
EXIM / EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non-Resident Account

Abbreviation	Full Form
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value
GoI / Government	Government of India
GDP	Gross Domestic Product
GAAP	Generally Accepted Accounting Principles in India
GST	Goods and Service Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICAI (Previously known as ICWAI)	The Institute of Cost Accountants of India
IMF	International Monetary Fund
INR / Rupees / Rs.	Indian Rupees, the legal currency of the Republic of India
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
HNI	High Networth Individual
i.e.	That is
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
BRLM	Book Running Lead Manager
Ltd.	Limited
MAT	Minimum Alternate Tax
MoF	Ministry of Finance, Government of India
M-o-M	Month-On-Month
MOU	Memorandum of Understanding
M. A	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
MRP	Maximum Retail Price
M. Tech	Master of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MAPIN	Market Participants and Investors Database
MSMEs	Micro, Small and medium Enterprises
MoA	Memorandum of Association
MRP	Maximum Retail Price
NA	Not Applicable
Networth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account

Abbreviation	Full Form
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NPV	Net Present Value
NRIs	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PAC	Persons Acting in Concert
P / E Ratio	Price / Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
RBI	The Reserve Bank of India
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Networth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCSB	Self-Certified Syndicate Banks
SEBI	Securities and Exchange Board of India
SICA	Sick Industrial Companies (Special provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sec.	Section
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
US / United States	United States of America
UPI	Unified Payments Interface as a payment mechanism through National Payments Corporation of India with Application Supported by Block Amount for applications in public issues by retail individual investors through SCSBs
USD / US\$ / \$	United States Dollar, the official currency of the Unites States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
VAT	Value Added Tax
w.e.f.	With effect from
YoY	Year over Year

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “*Statement of Special Tax Benefits*”, “*Industry Overview*”, “*Regulations and Policies in India*”, “*Financial Information of the Company*”, “*Outstanding Litigations and Material Developments*” and “*Issue Procedure*”, will have the meaning ascribed to such terms in these respective sections.

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

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company” and “Oan Industries”, “Oan”, unless the context otherwise indicates or implies, refers to Oan Industries Limited.

### CERTAIN CONVENTION

All references in this Draft Red Herring Prospectus to “India” are to the Republic of India. In this Draft Red Herring Prospectus, our Company has presented numerical information in “lakhs” units. One lakh represents 1,00,000.

### FINANCIAL DATA

Unless stated otherwise, the financial data in this Draft Red Herring Prospectus is derived from our Audited Restated Financial Statements for the period ended on June 30, 2024 and for the Financial Year ended on March 31, 2024; March 31 2023 and March 31, 2022 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, Guidance Note on “*Reports in Company Prospectus (Revised 2019)*” issued by ICAI and the Indian GAAP which are included in this Draft Red Herring Prospectus, and set out in “*Financial Statements as Restated*” on page 198 of this Draft Red Herring Prospectus.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the two decimal place and all percentage figures have been rounded off to two decimal places and accordingly there may be consequential changes in this Draft Red Herring Prospectus.

Our Company’s Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that calendar year, so all references to a particular financial year are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

There are significant differences between Indian GAAP and IND (AS). Accordingly, the degree to which the Restated Financial Statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, IND (AS), the Companies Act and the SEBI (ICDR) Regulations, on the Restated Financial Statements presented in this Draft Red Herring Prospectus should accordingly be limited. Although we have included a summary of qualitative and quantitative differences between Indian GAAP and IND (AS), our financial statements reported under IND (AS) in future accounting periods may not be directly comparable with our financial statements historically prepared in accordance with Indian GAAP, including disclosed in this Draft Red Herring Prospectus. You should consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Statutory Auditor, set out in the section titled ‘*Financial Statements as Restated*’ beginning on page 198 of this Draft Red Herring Prospectus.

For additional definitions used in this Draft Red Herring Prospectus, see the section “*Definitions and Abbreviations*” on page 4 of this Draft Red Herring Prospectus. In the section titled “*Main Provisions of the Articles of Association*”, on page 294 of the Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### CURRENCY AND UNITS OF PRESENTATION

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

- (a) ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India;
- (b) ‘US Dollars’ or ‘US \$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America.

All references to the word ‘Lakh’ or ‘Lakhs’, ‘Lac’ or ‘Lacs’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten lakh’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One Thousand Million’.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management's Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our financial statements as restated prepared in accordance with Indian GAAP.

## DEFINITIONS

For definitions, please see the Chapter titled “*Definitions and Abbreviations*” on page no. 4 of this Draft Red Herring Prospectus. In the Section titled “*Main Provisions of Articles of Association*” beginning on page no. 294 of this Draft Red Herring Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

## INDUSTRY AND MARKET DATA

Unless stated otherwise, industry and market data used throughout this Draft Red Herring Prospectus has been obtained or derived from Internal Company reports and industry and Government publications, publicly available information and sources. Industry and Government publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, our Company believes that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified either by the Company or the Book Running Lead Manager or any of their respective affiliates or advisors.

Further, the extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI (ICDR) Regulations, “*Basis for Issue Price*” on page no. 98 of this Draft Red Herring Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the Book Running Lead Manager have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” on page no. 29 of this Draft Red Herring Prospectus.

## Exchange Rates

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

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

Currency	For the period ended on	For the Financial Year ended on		
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1 USD*	83.45	83.37	82.22	75.81

\* If the RBI reference rate is not available on a particular date due to a public holiday, exchange rate of the previous working day has been disclosed.

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

All figures are rounded off to two decimal places.

## TIME

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Draft Red Herring Prospectus are to a calendar year.

## FORWARD LOOKING STATEMENTS

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

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further, the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the our Sector in India where we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and / or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- 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;
- Certain risks consequent to our operations involving the manufacture, usage and storage of various hazardous substances;
- Our operations are dependent on our R&D capabilities and an inability to continue to design catalytic processes may adversely affect our business;
- Geographical concentration of business to key cities.
- Disruption in our manufacturing facility
- Failure to successfully upgrade our product portfolio, from time to time;
- Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
- Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
- Recession in the market;
- Changes in laws and regulations relating to the industries in which we operate;
- Effect of lack of infrastructure facilities on our business;
- Our ability to meet our capital expenditure requirements;
- Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
- The performance of the financial markets in India and globally;

- Exchange rate fluctuations that may adversely affect our results of operations, since our sales from exports are denominated in foreign currencies;
- Our failure to keep pace with rapid changes in the sector in which we operate;
- Intensified competition in industries/sector in which we operate;
- Our ability to expand our geographical area of operation;
- Concentration of ownership among our Promoters;
- Failure to obtain, maintain or renew our statutory and regulatory approvals, licenses and registrations required to operate our business.
- Significant increases in prices of, or shortages of, or disruption in key building materials;
- Our reliance on internet network and our ability to utilize systems in an uninterrupted manner;
- Our ability to attract, retain and manage qualified personnel;
- Changes in government policies and regulatory actions that apply to or affect our business.
- Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
- General economic and business conditions in India and other countries;

For further discussions of factors that could cause our actual results to differ, please see the section titled “**Risk Factors**”, chapters titled “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 29, 109 and 199 of this Draft Red Herring Prospectus, respectively. By their nature, certain market 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.

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

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

The following is a general summary of the terms of the Issue included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Our Industry”, “Our Business”, “Our Promoters and Promoter Group”, “Financial Information”, “Outstanding Litigation and Other Material Developments” and “Issue Procedure” on pages 29,51, 68, 84, 109, 109, 187, 198, 221 and 254 respectively of this Draft Red Herring Prospectus.

### A. OVERVIEW OF INDUSTRY

Covering more than 80,000 commercial products, India’s chemical industry is extremely diversified and can be broadly classified into bulk chemicals, specialty chemicals, agrochemicals, petrochemicals, polymers, and fertilisers. India is the 6th largest producer of chemicals in the world and 3rd in Asia, contributing 7% to India’s GDP. The Indian chemical industry is currently valued at US\$ 220 billion and is expected to reach US\$ 300 billion by 2030 and US\$ 1 trillion by 2040. This industry remains an active hub of opportunities, even in an environment of global uncertainty.

### B. OVERVIEW OF BUSINESS

Oan Industries Limited is a Speciality Chemicals manufacturing Company providing tailor-made solutions in the Business-to-Business (B2B) sector. Our innovative and customisable solutions give our Company access to various industries by providing them quality products which ensures quality raw material for the client. As a speciality chemical manufacturer, our vision extends beyond mere production – we aim to drive industry advancement by “empowering innovation through speciality chemistry”, growth, and the establishment of new benchmarks.

### C. OUR PROMOTERS

As on date of filing of Draft Red Herring Prospectus our Company is promoted by Mr. Sunil Kumar Sharma, Mr. Vishnu Kumar Sharma, Mr. Ravi Soothiya and Sunil Kumar Sharma HUF.

### D. DETAILS OF THE ISSUE

<b>Equity Shares Offered</b> Present Issue of Equity Shares by our Company.	Issue of upto 29,32,800* Equity Shares of ₹ 10.00 each for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to ₹ [●].
<b>Out of which:</b>	
<b>Market Maker Reservation Portion</b>	[●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakh.
<b>Net Issue to the Public</b>	[●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakh.

\* Subject to finalization of the Basis of Allotment

### E. OBJECT OF THE ISSUE

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

(₹ in Lakhs)

Particulars	Total Expenditure
Acquiring new Plant and Machinery	524.29
Construction of foundation for new Factory Building	256.65
Repayment/Pre-payment of Certain Debt Facilities	565.71
Working Capital Requirement	1500.00
General Corporate Purposes*	[●]
<b>Total</b>	[●]

\*General Corporate Purpose shall not exceed 25% of the Net Issue Proceeds

For further details, see “Objects of the Issue” beginning on page 84 of this Draft Red Herring Prospectus.

**F. PRE - ISSUE AND POST – ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE COMPANY**

Sr. No.	Category of Promoter	Pre – Issue		Post - Issue	
		No. of Shares	As a % of paid-up Equity Capital	No. of Shares	As a % of paid-up Equity Capital*
	<b>Promoters (A)</b>				
1.	Mr. Sunil Kumar Sharma	65,52,000	79.80	65,52,000	100
2.	Mr. Vishnu Kumar Sharma	78,000	0.95	78,000	100
3.	Mr. Ravi Soothiya	78,000	0.95	78,000	100
4.	Sunil Kumar Sharma HUF	7,80,000	9.50	7,80,000	100
	<b>Total (A)</b>	<b>74,88,000</b>	<b>91.19%</b>	<b>74,88,000</b>	<b>100</b>
	<b>Promoter Group (B)</b>				
1.	Mr. Kailash Narayan Sharma	78,000	0.95	78,000	100
2.	Ms. Krishna Sharma	78,000	0.95	78,000	100
3.	Ms. Monika Sharma	78,000	0.95	78,000	100
4.	Ms. Asha Sharma	78,000	0.95	78,000	100
	<b>Total (B)</b>	<b>3,12,000</b>	<b>3.80%</b>	<b>3,12,000</b>	<b>100</b>
	<b>Total (A) + (B)</b>	<b>78,00,000</b>	<b>94.99%</b>	<b>78,00,000</b>	<b>100</b>

\*Subject to finalization of the Basis of Allotment

**G. SUMMARY OF RESTATED FINANCIAL INFORMATION**

(₹ in Lakhs)

Particulars	For Period ended on	For Financial Year ended on		
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Share Capital	263.29	260.00	160.00	100.00
Reserves and surplus	1,814.99	1,347.61	290.47	112.74
Networth	2,078.28	1,607.61	450.47	212.74
Total Income	2,798.70	9,613.84	3,003.89	1,307.55
Profit after Tax	374.57	1,057.14	177.72	57.77
Total Borrowings	2,609.30	1,830.86	1,174.76	565.99
<b>Other Financial Information</b>				
Basic & Diluted EPS (Post Bonus) (₹)	4.80	14.15	2.68	0.97
Return on Networth (%)	18.02%	65.76%	39.45%	27.16%
Net Asset Value Per Share (Pre-Bonus) (₹)	79.83	71.06	31.74	28.92
Net Asset Value Per Share (Post Bonus) (₹)	26.61	21.52	6.80	3.58

**H. QUALIFICATION OF THE AUDITORS**

The Auditor report of Restated Financial Statements of our Company does not contain any qualification which have not been given effect to in Restated Financial Statements.

**I. SUMMARY OF OUTSTANDING LITIGATION ARE AS FOLLOWS**

(₹ in Lakhs)

Nature of Proceedings	Number of cases	Amount involved
<b>A. Company</b>		
Direct Tax (Outstanding demand)	#1	27.78
Direct Tax (E-proceedings)	*1	amount unascertainable
Direct Tax (TDS)	1	0.00
Indirect Tax (GST)	Nil	Nil
<b>B. Promoters and Directors</b>		
<b>1. Sunil Kumar Sharma</b>		
Direct Tax (Outstanding demand)	Nil	Nil
Direct Tax (E-proceedings)	Nil	Nil
<b>2. Vishnu Kumar Sharma</b>		
Direct Tax (Outstanding demand)	Nil	Nil

Nature of Proceedings	Number of cases	Amount involved
Direct Tax (E-proceedings)	Nil	Nil
<b>3. Ravi Soothiya</b>		
Direct Tax (Outstanding demand)	Nil	Nil
Direct Tax (E-proceedings)	Nil	Nil
<b>4. Sunil Kumar Sharma HUF</b>		
Direct Tax (Outstanding demand)	Nil	Nil
Direct Tax (E-proceedings)	Nil	Nil
<b>5. Neha Kaira</b>		
Direct Tax (Outstanding demand)	Nil	Nil
Direct Tax (E-proceedings)	Nil	Nil
<b>6. Suresh Kumar Chotia</b>		
Direct Tax (Outstanding demand)	Nil	Nil
Direct Tax (E-proceedings)	Nil	Nil

- #A demand notice for AY 2023-24 dated May 02, 2024 u/s 154 for rectification of order u/s 143 (1) dated January 08, 2024 has been issued for ₹ 25.48 Lakh. The Company had filed an appeal February 08, 2024 against the order to the Office of the Commissioner of Income Tax, Appeal claiming they had already filed a condonation of delay application for the form 10CCB. The appellate authority has asked the Assessment Officer to verify the facts and proceed accordingly. Currently the outstanding demand as shown in the portal is ₹ 25,48,870.00 and interest of ₹ 2,29,392.00 aggregating to ₹ 27,78,262.00.
- \*Company has received a Notice dated December 14, 2022 U/s 143(1)(a) of Income Tax Act 1961 proposing adjustments to the Total Income for the AY 2022-23.

For the details of litigation proceedings, please refer the chapter titled “**Outstanding Litigations and Material Developments**” on page 221 of this Draft Red Herring Prospectus.

## J. RISK FACTORS

Investors should read chapter titled “**Risk Factors**” beginning on page 29 of this Draft Red Herring Prospectus.

## K. SUMMARY OF CONTINGENT LIABILITIES

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

(₹ in Lakhs)		
Sr. No.	Particulars	Amount
1.	Income Tax demands / Notices before CIT Appeals / TDS	27.82
2.	Bank Guarantees / Corporate Guarantees	Nil

For further information, please see “**Financial Information**” beginning on page 198 of this Draft Red Herring Prospectus.

## L. SUMMARY OF RELATED PARTY TRANSACTIONS

Our Company has entered into certain transactions with our related parties including our Promoters, Promoter Group, Directors and their relatives as mentioned below:

Particulars	(₹ in Lakhs)							
	For Financial Year/Period ended							
	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
<b>Director Remuneration</b>								
Mr. Sunil Kumar Sharma	6.00	0.21%	28.64	0.30%	24.60	0.82%	21.60	1.68%
Mr. Vishnu Kumar Sharma	1.80	0.06%	7.50	0.08%	7.35	0.25%	2.58	0.20%
Mr. Ravi Soothiya	1.65	0.06%	-	-	-	-	-	-
<b>Salary/Professional fees Paid</b>								
Vaibhav Dadhich	1.80	0.06%	5.88	0.06%	-	-	-	-
Komal Sharma	1.31	0.05%	-	-	-	-	-	-
Ravi Soothiya	-	-	6.90	0.07%	3.87	0.13%	2.42	0.19%
Asha Mehta	-	-	4.58	0.05%	-	-	5.08	0.39%

Particulars	For Financial Year/Period ended							
	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
Krishana Sharma	-	-	8.00	0.08%	-	-	5.77	0.45%
Monika Sharma	-	-	4.80	0.05%	-	-	4.95	0.38%
Kailash Narayan Sharma	-	-	5.11	0.05%	2.39	0.08%	-	-
<b>Expense Reimbursed</b>								
Ravi Soothiya	1.53	0.05%	9.49	0.10%	-	-	3.52	0.27%
Sunil Kumar Sharma	17.21	0.62%	105.72	1.10%	49.14	1.65%	36.21	2.81%
Vishnu Kumar Sharma	-	-	6.49	0.07%	-	-	-	-
<b>Loan Given</b>								
Sunil Kumar Sharma HUF	3.50	0.13%	1.09	0.01%	6.39	0.21%	-	-
OAN Chemicals Private Limited	-	-	1.52	0.02%	1.52	0.05%	5.67	0.44%
OAN Foods Private Limited	-	-	0.15	0.00%	-	-	10.49	0.81%
Vaibhav Dadhich	-	-	1.00	0.01%	-	-	-	-
<b>Loan Repaid</b>								
Sunil Kumar Sharma	-	-	5.00	0.05%	21.83	0.73%	31.34	2.43%
Sunil Kumar Sharma HUF	-	-	-	-	10.50	0.35%	2.50	0.19%
Sushila Sharma	-	-	-	-	16.99	0.57%	0.01	0.00%
Monika Sharma	-	-	-	-	-	-	5.00	0.39%
<b>Loan Received</b>								
Sunil Kumar Sharma	10.00	0.36%	-	-	64.80	2.17%	33.22	2.58%
Kailash Narayan Sharma	40.00	1.43%	-	-	-	-	-	-
Sunil Kumar Sharma HUF	-	-	-	-	9.00	0.30%	4.00	0.31%
Krishana Sharma	-	-	-	-	9.80	0.33%	-	-
Ravi Soothiya	-	-	-	-	8.22	0.28%	-	-
Monika Sharma	-	-	-	-	3.00	0.10%	-	-
<b>Loan Repayment Received</b>								
Sunil Kumar Sharma HUF	3.50	0.13%	7.07	0.07%	-	-	-	-
Vaibhav Dadhich	0.15	0.01%	-	-	-	-	-	-
OAN Foods Private Limited	-	-	0.15	0.00%	7.48	0.25%	-	-
OAN Chemicals Private Limited	-	-	4.71	0.05%	-	-	4.00	0.31%
<b>Loan converted into Equity</b>								
Ravi Soothiya	-	-	8.22	0.09%	-	-	-	-
Krishana Sharma	-	-	49.80	0.52%	-	-	-	-
Sunil Kumar Sharma	-	-	38.98	0.41%	60.00	2.01%	33.03	2.56%
<b>Total</b>	<b>88.45</b>	<b>3.16%</b>	<b>310.79</b>	<b>3.24%</b>	<b>306.88</b>	<b>10.29%</b>	<b>211.39</b>	<b>16.41%</b>

For details of the Related Party Transactions as reported in the Restated Financials, please refer "*Financial Statements as restated – Related Party Transactions*" on page no. 196 of this Draft Red Herring Prospectus.

## M. FINANCING ARRANGEMENTS

There are no financing arrangements whereby our Promoters, members of Promoter Group, the Director of our Company and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of 6 months immediately preceding the date of filing of this Draft Red Herring Prospectus.

**N. WEIGHTED AVERAGE PRICE OF THE EQUITY SHARES ACQUIRED BY OUR PROMOTERS IN THE LAST ONE YEAR PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS**

The weighted average price of Equity Shares acquired by our Promoters in the last one year preceding the date of this Draft Red Herring Prospectus is as below:

Name of the Promoters	Weighted Average Price (₹)
Mr. Sunil Kumar Sharma	1.08
Mr. Vishnu Kumar Sharma	Nil
Mr. Ravi Soothiya	Nil
Sunil Kumar Sharma HUF	Nil

**O. AVERAGE COST OF ACQUISITION**

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

Name of the Promoters	Average Cost of Acquisition (₹)
Mr. Sunil Kumar Sharma	3.59
Mr. Vishnu Kumar Sharma	0.13
Mr. Ravi Soothiya	0.00
Sunil Kumar Sharma HUF	0.00

**P. PRE-IPO PLACEMENT DETAILS**

Our Company has not proposed any Pre-IPO Placement in this Issue.

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

Other than as disclosed in “*Capital Structure*” on page 68 of this Draft Red Herring Prospectus, no Equity Shares have been issued by our Company for consideration other than cash as on the date of this Draft Red Herring Prospectus.

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

Other than as disclosed in “*Capital Structure*” on page 68 of this Draft Red Herring Prospectus, our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

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

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

### SECTION III: RISK FACTORS

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

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled “**Our Business**” beginning on page 109, “**Our Industry**” beginning on page 109 and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 199 respectively, of this Draft Red Herring Prospectus as well as other financial information contained herein.

The following factors have been considered for determining the materiality of Risk Factors:

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

The financial and other related implications of the risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Draft Red Herring Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “**Definitions and Abbreviations**” beginning on page 4 of this Draft Red Herring Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

The risk factors are classified as Internal and External for clarity and better understanding.

#### INTERNAL RISKS

##### A. BUSINESS RELATED RISKS

1. *Our products are supplied in limited quantities for specific use by application industries. Any reduction in the requirement of our products may result in loss of business and may affect our financial performance and condition.*

We have set-out below the industries where our products are used in various applications and the revenues generated from them:

(₹ in Lakhs)

Application/ Industry	For the Period ended on		For the Financial Year ended on					
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of revenue	Amount	% of revenue	Amount	% of revenue	Amount	% of revenue
Chemical Industry	182.77	6.57%	4,971.81	51.93%	430.10	14.62%	874.95	68.05%

Fertilizers Industry	172.66	6.20%	408.75	4.27%	1,412.56	48.03%	275.96	21.46%
Plastic Industry	1,742.86	62.61%	2,278.88	23.80%	891.23	30.30%	83.06	6.46%
Textile Industry	388.94	13.97%	1,813.50	18.94%	0.80	0.03%	0.00	0.00%
Rubber Industry	262.59	9.43%	0.00	0.00%	202.65	6.89%	0.00	0.00%
Mining Industry	0.01	0.00%	15.35	0.16%	0.00	0.00%	0.00	0.00%
Construction Industry	0.00	0.00%	0.00	0.00%	0.00	0.00%	33.91	2.64%
Other	33.75	1.21%	85.62	0.89%	3.72	0.13%	17.85	1.39%

The requirement of our products in volume or quantity terms is limited by our customers. We purchase technical grade chemicals as raw materials and our manufactured products are supplied in smaller quantities as High Purity Speciality Fine Chemicals to these industries. These industries use our products for their applications or processes for manufacturing their own end use products.

Our sales and marketing team meets existing and prospective customers on a regular basis and ascertains the demand for our products across industry applications. Additionally, our Company also leverages the relationships with existing customers to generate business. We manufacture our products based on the orders received from our customers. For products, where we get orders on regular basis, we generally keep inventories of such products to meet the demand. Any reduction or fall in the demand of products in our application industries may ultimately have an impact on our business, profitability and financials. Further, if there is a fall in demand for the products manufactured by our customers, we may also face the impact of lower demand of our products, which may adversely affect our results of operations, financial condition and cash flows.

**2. *Our Registered Office is not owned by us. The same is occupied by us on a lease basis. Disruption of our rights as lessee or termination of the agreements with our lessor would adversely impact our operations and, consequently, our business.***

Our Registered Office located in Jaipur, Rajasthan is not owned by us. Our Company has been occupying the Registered Office at P-134, Malhotra Nagar, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India, on lease basis through a lease deed dated July 23, 2024 entered into by our Company with, Mr. Kailash Narayan Sharma and Mr. Dhanna Lal Sharma, relatives of our Promoters for a period of 11 months. We cannot assure you that we will be able to continue the above arrangement on commercially acceptable / favourable terms in future. If we are required to vacate the current premises, we would be required to make alternative arrangements for new office and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business through franchise, prospects, results of operations and financial condition.

**3. *The Company is dependent on a few suppliers for purchases of raw materials. The loss of any of these large suppliers may affect our business operations.***

Our top three suppliers contribute 90.84, 77.80%, 67.05% and 49.36% of our total purchase for the Period ended on June 30, 2024 and the Financial Year ended on March 31, 2024, March 31, 2023, and March 31, 2022, respectively based on Restated Financial Statement. The raw materials needed for our manufacturing are being supplied by limited vendors in the geographical region that we operate in and we cannot assure that we will be able to get the same quantum and quality of supplies, or any supplies at all, and the loss of supplies from one or more of them may adversely affect our purchases of stock and ultimately our revenue and results of operations. However, the composition and amount of purchase from these suppliers might change as we continue seeking new suppliers for our product for better quality and price in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new suppliers, there can be no assurance that we will be able to maintain long term relationships with such suppliers or find new suppliers in time. The details of contribution of top 10 suppliers as a percentage of total purchase is given below:

(₹ in Lakhs)

Particulars	For the Period ended on		For the Financial Year ended on					
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% Gross Purchases	Amount	% Gross Purchases	Amount	% Gross Purchases	Amount	% Gross Purchases
Vendor 1	1,005.18	40.41%	3,814.56	44.75%	1,229.61	50.77%	223.77	22.50%
Vendor 2	754.14	30.32%	1,560.44	18.30%	287.76	11.88%	156.06	15.69%
Vendor 3	500.25	20.11%	1,257.22	14.75%	106.64	4.40%	111.22	11.18%
Vendor 4	70.73	2.84%	937.75	11.00%	80.29	3.32%	79.81	8.02%
Vendor 5	38.32	1.54%	100.02	1.17%	78.28	3.23%	51.12	5.14%
Vendor 6	20.16	0.81%	88.63	1.04%	76.18	3.15%	45.64	4.59%
Vendor 7	18.23	0.73%	80.54	0.94%	66.23	2.73%	42.62	4.28%
Vendor 8	16.50	0.66%	79.41	0.93%	59.55	2.46%	33.73	3.39%
Vendor 9	15.00	0.60%	77.04	0.90%	49.57	2.05%	29.55	2.97%
Vendor 10	9.61	0.39%	58.93	0.69%	39.83	1.64%	25.73	2.59%
<b>Total</b>	<b>2,448.13</b>	<b>98.42%</b>	<b>8,054.52</b>	<b>94.48%</b>	<b>2,073.92</b>	<b>85.62%</b>	<b>799.25</b>	<b>80.35%</b>

4. *We derive a majority portion of our revenue from operations from our top 10 customers, contributing towards our total gross sales.*

Our company has been generating revenue from limited customers, the total revenue for the period ended June 30, 2024 and finance years ended March 31, 2024, 2023 and 2022 is from top ten customers and this dependency on limited number of customers would form a scenario in future where discontinuance of any of these customers would impact our financial position. Further, we do not have long term agreements with our top 10 customers which also exposes us to the risk of obtaining regular orders from them. Our business operations are highly dependent on our top customers, which exposes us to a high risk of customer concentration. The following table summarizes the revenue proportion of our top customers for the respective period:

(₹ in Lakhs)

Particulars	For the Period ended on		For the Financial Year ended on					
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% Sale of Products	Amount	% Sale of Products	Amount	% Sale of Products	Amount	% Sale of Products
Customer 1	1,096.81	39.40%	2,659.92	27.78%	965.37	32.82%	608.76	47.35%
Customer 2	262.59	9.43%	876.31	9.15%	326.44	11.10%	172.96	13.45%
Customer 3	157.95	5.67%	675.23	7.05%	325.51	11.07%	142.25	11.06%
Customer 4	144.75	5.20%	529.20	5.53%	287.21	9.77%	81.40	6.33%
Customer 5	129.16	4.64%	386.91	4.04%	274.09	9.32%	68.60	5.34%
Customer 6	119.52	4.29%	375.99	3.93%	202.39	6.88%	33.91	2.64%
Customer 7	100.81	3.62%	356.99	3.73%	142.32	4.84%	26.98	2.10%
Customer 8	89.22	3.21%	352.91	3.69%	94.18	3.20%	25.68	2.00%
Customer 9	77.06	2.77%	288.31	3.01%	50.72	1.72%	18.92	1.47%
Customer 10	74.34	2.67%	246.74	2.58%	40.74	1.39%	18.63	1.45%
<b>Total</b>	<b>2,252.21</b>	<b>80.91%</b>	<b>6,748.52</b>	<b>70.47%</b>	<b>2,708.97</b>	<b>92.11%</b>	<b>1,198.09</b>	<b>93.18%</b>

Loss of one or more of these customers or a reduction in the amount of business we obtain from them for any reason including due to loss of or failure to renew existing arrangements; adverse general economic conditions; disputes with such customers; decline in business of such customers; adverse changes in the financial condition of such customers; adverse change in any of such customers' supply chain strategies; or if such customers decide to choose our competitors over us, could have an adverse effect on our business, results of operations, financial condition and cash flows.

We cannot assure you that we will be able to maintain historic levels of business with our top customers or negotiate commercially favourable arrangements. Further, we may be reluctant to proceed against customer and strain the relations in the event of disagreements or disputes relating to our services.

5. *Majority of our revenues are generated from the State of Rajasthan, Haryana and Delhi. Any adverse development affecting our operations in this region could have an adverse impact on our business, financial condition and results of operations.*



We derive majority of our revenue from the states of Rajasthan, Haryana and Delhi. Such geographical concentration of our business in this region heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in this region which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in these regions to expand our operations in other parts of India. Details of the revenue derived from the states of Rajasthan, Haryana and Delhi is mentioned below:

(₹ in Lakhs)

Particulars	For the period ended on June 30, 2024	For the Year ended on		
		March 31, 2024	March 31, 2023	March 31, 2022
Total Revenue from Sale of Products	2,783.59	9,576.20	2,941.06	1,285.73
Revenue from State of Rajasthan	794.03	2,213.74	535.68	34.78
% of Total Revenue	28.53%	23.12%	18.21%	2.70%
Revenue from State of Haryana	476.19	1,221.17	1.01	12.39
% of Total Revenue	17.11%	12.75%	0.03%	0.96%
Revenue from State of Delhi	1,096.81	3,967.09	356.19	-
% of Total Revenue	39.40%	41.43%	12.11%	0.00%

The concentration of our business in the State of states of Rajasthan, Haryana and Delhi subjects us to various risks, including but not limited to:

- Vulnerability to change of policies, laws and regulations or the political and economic environment of Rajasthan, Haryana and Delhi;
  - Constraint on our ability to diversify across states.
6. ***Our company has been in non-compliance of certain provisions of Companies Act, 2013, for which an application for adjudication has been filed with the Registrar of Companies.***
- **Non-compliance of Section 4(1)(c) of the Companies Act, 2013:**

Our company was incorporated on June 13, 2019 with the main object of to carry on the business of manufacturing Fertilizers and other chemicals.

In addition to the manufacturing of Chemicals, our Company also started manufacturing and trading of plasticizers w.e.f. September 04, 2021 which was not specifically covered under the main object clause of our Memorandum of Association, thus being in partial violation of the existing main object clause and also Section 4(1)(c) of the Companies Act, 2013. Though no third party has been adversely affected in any manner from these activities of our company, our failure to amend the main object clause was due to oversight and bona fide misinterpretation of law and without any mala fide intentions. Our company has filed an application for adjudication of the non-compliance with Section 4(1)(c) read with Section 13(1) and Section 441 of the Companies Act, 2013 vide SRN N04418539 dated October 19, 2024. The said application is still under process with Registrar of Companies.

As on the date of this Draft Red Herring Prospectus, no notices have been issued. However, notices may be issued to our Company in the future, and fines or penalties may be imposed, potentially impacting our administrative compliance. There is no assurance that regulatory authorities will not take penal action against us for any non-compliance. Such

If the Company fails to submit the requisite disclosures to regulators in the future, it may be penalized, which could affect our operational results.

- **Non-compliance of Section 62(3) of the Companies Act, 2013:**

Our Company has allotted following equity shares in accordance with Section 62(3) of the Companies Act, 2013 against loan. However, these equity shares were issued at face value of ₹ 10.00 without obtaining valuation report as required pursuant to provisions of Companies Act, 2013 and rules made thereunder.

- i. Allotment dated May 13, 2020 for 2,56,600 Equity Shares. Our Company has filed an application for adjudication of the non-compliance with Section 62(3) of the Companies Act, 2013 vide SRN N03306123 dated October 22, 2024. The said application is still under process with the Registrar of Companies.
- ii. Allotment dated January 17, 2022 for 3,30,318 Equity Shares. Our Company has filed an application for adjudication of the non-compliance with Section 62(3) of the Companies Act, 2013 vide SRN N03283843 dated October 22, 2024. The said application is still under process with the Registrar of Companies.
- iii. Allotment dated July 19, 2022 for 6,00,000 Equity Shares. Our Company has filed an application for adjudication of the non-compliance with Section 62(3) of the Companies Act, 2013 vide SRN N03306834 dated October 22, 2024. The said application is still under process with the Registrar of Companies.
- iv. Allotment dated April 17, 2023 for 4,00,000 Equity Shares. Our Company has filed an application for adjudication of the non-compliance with Section 62(3) of the Companies Act, 2013 vide SRN N03293685 dated October 22, 2024. The said application is still under process with the Registrar of Companies.
- v. Allotment dated June 09, 2023 for 2,00,000 Equity Shares. Our Company has filed an application for adjudication of the non-compliance with Section 62(3) of the Companies Act, 2013 vide SRN N03304433 dated October 22, 2024. The said application is still under process with the Registrar of Companies.

As on the date of this Draft Red Herring Prospectus, no notices have been issued. However, notices may be issued to our Company in the future, and fines or penalties may be imposed, potentially impacting our administrative compliance. There is no assurance that regulatory authorities will not take penal action against us for any non-compliance. Such

If the Company fails to submit the requisite disclosures to regulators in the future, it may be penalized, which could affect our operational results.

- **Non-compliance of Section 62(1)(c) and Section 42 of the Companies Act, 2013**

Our Company has allotted equity shares to the partners of Global Industrial Business Solution, a partnership firm against acquisition of the same. However, for the issue of these shares, the Company has not obtained valuation report as required pursuant to provisions of Companies Act, 2013 and has also failed to comply with the provisions of Section 62(1)(c) and Section 42 of the Companies Act, 2013. Our company has filed an application for adjudication of the non-compliance with Section 62(3) of the Companies Act, 2013 vide SRN N11438223 dated October 30, 2024. The said application is still under process with the Registrar of Companies.

If the Company fails to submit the requisite disclosures to regulators in the future, it may be penalized, which could affect our operational results.

- **Non-compliance of Section 117 of the Companies Act, 2013:**

As per the provisions of Section 117(1) of the Companies Act, 2013, “*a copy of every resolution or any agreement, in respect of matters specified in sub-section (3) together with the explanatory statement under section 102, if any, annexed to the notice calling the meeting in which the resolution is proposed, shall be filed with the Registrar within thirty days of the passing or making thereof*”

According to the aforementioned provision, our Company was required to file the copy of Special resolutions passed in the Extra Ordinary General Meeting dated May 12, 2020 and July 15, 2019 within thirty days thereof but the same has been filed by the Company on October 07, 2024 and October 10, 2024 respectively. Our company has filed an application for adjudication of the non-compliance with Section 117(1) of the Companies Act, 2013 vide SRN N04433736 and N04425856 dated October 26, 2024. The said application is still under process with Registrar of Companies.

As on the date of this Draft Red Herring Prospectus, no notices have been issued. However, notices may be issued to our Company in the future, and fines or penalties may be imposed, potentially impacting our administrative compliance. There is no assurance that regulatory authorities will not take penal action against us for any non-compliance. Such

If the Company fails to submit the requisite disclosures to regulators in the future, it may be penalized, which could affect our operational results.

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

Following discrepancies have been identified in the forms filed by the Company with the Registrar of Companies under provisions of Companies Act, 2013:

- The Company did not comply with the provisions of SS-1 and SS-2 of the Companies Act, 2013 when preparing the documents for form filing. However, after identifying this non-compliance, the Company is now adhering to these regulations.
- Our Company failed to comply with few of the provisions of Section 12(3) (a) and (c) of the Companies Act, 2013 by not mentioning required details on its business letters, and billheads. Upon identification of the said non-compliances, the Company has adhered to the provision mentioned in Section 12 of the Companies Act, 2013
- In the AOC-4 submitted for the Financial Year 2020-21, there is a discrepancy regarding the categorization of share capital raised during the reporting period. The increase in paid-up capital has been incorrectly reported as a Rights Issue, when it should be classified as a Preferential Issue.
- We inadvertently reported an incorrect number of Extra Ordinary General Meetings held during the financial year 2019-20, 2021-22 and 2022-23 in Annual Return. Specifically, the Extra Ordinary General Meetings dated March 18, 2020, November 02, 2021 and July 12, 2022 respectively were not mentioned in MGT-7. This oversight may result in a risk of penalties being imposed by the Registrar of Companies for non-compliance with the provisions of the Companies Act, 2013.
- Our Company vide Extra Ordinary General Meeting dated March 18, 2020 increased its authorized share capital from ₹ 5.00 Lakhs to ₹ 60.00 Lakhs. However, the details of the increase in authorized capital were not reflected in the Annual return filed for the financial year 2019-20. This oversight may result in a risk of penalties being imposed by the Registrar of Companies for non-compliance with the provisions of the Companies Act, 2013.
- Our Promoter and Managing Director, Mr. Sunil Kumar Sharma and Promoter and Executive Director, Mr. Vishnu Kumar Sharma had duplicate DIN. However, upon identification of the non-compliance Section 155 of the Companies Act, 2013, the duplicate DIN was surrendered in the year 2024.
- There was a delay in filing E-Form INC-20A pursuant to Section 10A of the Companies Act, 2013 for the Declaration for commencement of business. However, the Company has filed the form, paying the required additional fees as per the Companies Act, 2013.
- There was a delay in filing E-Form DPT-3 pursuant to Companies Act, 2013 for filing Return of Deposits. However, the Company has filed the form, paying the required additional fees as per the Companies Act, 2013.
- There was a delay in filing E-Form SH-7 pursuant to Companies Act, 2013 for increase in authorised share capital of the Company. However, the Company has filed the form, paying the required additional fees as per the Companies Act, 2013.
- There was a delay in filing E-Form DIR-12 pursuant to Companies Act, 2013 for appointment of KMP. However, the Company has filed the form, paying the required additional fees as per the Companies Act, 2013.
- There was a delay in filing E-Form INC-27 pursuant to Companies Act, 2013 for Conversion of Private Company into Public Company. However, the Company has filed the form, paying the required additional fees as per the Companies Act, 2013.
- There was a delay in filing E-Form ADT-1 pursuant to Companies Act, 2013 for Appointment of Auditor. However, the Company has filed the form, paying the required additional fees as per the Companies Act, 2013.

While no legal proceedings or regulatory action has been initiated against our Company in relation to such non-compliance or instances of non-filings or incorrect filings or delays in filing statutory forms with the Registrar of Companies as of the date of this Draft Red Herring Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future and we cannot assure you that we will not be subject to penalties imposed by concerned regulatory authorities in this respect. Therefore, if the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.

To address the issue of inadvertent reporting, we have implemented a "maker and checker" system to ensure accuracy and accountability in our processes. This dual-approval system requires one individual (the maker) to prepare or input

information, while another (the checker) is responsible for reviewing and verifying its accuracy before final submission. We have also updated our internal database with latest circulars and amendments to ensure future compliance. Additionally, we have strengthened our governance framework by appointing a qualified Company Secretary to oversee compliance and corporate governance.

**8. The names of our Promoter and Managing Director, Mr. Sunil Kumar Sharma and Promoter and Executive Director, Mr. Vishnu Kumar Sharma were appearing in the list of disqualified directors in the past.**

Our Promoter and Managing Director, Mr. Sunil Kumar Sharma and Promoter and Executive Director, Mr. Vishnu Kumar Sharma were disqualified from directorship from September 20, 2018 to December 27, 2022 by Registrar of Companies, Rajasthan in relation to their past directorship in Suparna Buildcom Private Limited which did not file financial statements or annual returns for continuous period of three (3) financial years. However, Suparna Buildcom Private Limited was struck off from records of Registrar of Companies vide notice no. ROCJP/STK-7/ of striking off and dissolution dated September 20, 2018 and the respective period of disqualification from directorship for our promoters has also ended on December 27, 2022.

While Mr. Sunil Kumar Sharma and Mr. Vishnu Kumar Sharma are not presently disqualified to be directors, there is no assurance that statutory or regulatory actions or legal proceeding will not be initiated against any of them. In future, in case of any actual or alleged non-compliance with regulatory requirements, our Promoters Mr. Sunil Kumar Sharma and Mr. Vishnu Kumar Sharma could be subject to investigations and administrative or judicial proceedings that may result in substantial penalties and/ or diversion of management's attention which could negatively affect our reputation and may have a material adverse effect on our business operations.

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

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

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
<b>Company</b>						
By the Company	Nil	Nil	Nil	Nil	1	Nil
Against the Company	1	2*#	Nil	Nil	Nil	27.78
<b>Promoters</b>						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	1	Nil	Nil	Nil	Nil	Nil
<b>Directors other than Promoters</b>						
By our directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil
<b>Group Company</b>						
By our Group Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Group Company	Nil	Nil	Nil	Nil	Nil	Nil

1. #A demand notice for AY 2023-24 dated May 02, 2024 u/s 154 for rectification of order u/s 143 (1) dated January 08, 2024 has been issued for ₹ 25.48 Lakh. The Company had filed an appeal February 08, 2024 against the order to the Office of the Commissioner of Income Tax, Appeal claiming they had already filed a condonation of delay application for the form 10CCB. The appellate authority has asked the Assessment Officer to verify the facts and proceed accordingly. Currently the outstanding demand as shown in the portal is ₹ 25,48,870.00 and interest of ₹ 2,29,392.00 aggregating to ₹ 27,78,262.00.

2. \*Company has received a Notice dated December 14, 2022 U/s 143(1)(a) of Income Tax Act 1961 proposing adjustments to the Total Income for the AY 2022-23.

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

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

For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see “*Outstanding Litigations and Material Developments*” beginning on page 221 of this Draft Red Herring Prospectus.

**10. *Our operations for new customer requirements are dependent on our R&D capabilities and an inability to design complex chemistries as per the requirements may adversely affect our business.***

Our operations for new customer requirements relies on achieving cost-efficiency and advancing through R&D efforts. The complex chemistries we work with are key to maintaining a competitive edge. This depends on factors such as technological development, skilled personnel, production, certification, market trends, and demand for new products. However, there is no assurance that our R&D will consistently yield the technological advancements needed as per the customer requirements. Significant R&D investments may strain our resources and may not always generate monetizable results.

Product development is complex, time-consuming, and costly, and its outcome may be uncertain. We cannot guarantee that our investment in research and development will yield proportional returns. If new products are unsuccessful, we risk losing part or all of the resources committed to their development.

Our competitors may introduce alternative processes that gain market traction before ours, and the loss of skilled personnel could impact our R&D capabilities, affecting our financial performance and business outlook.

**11. *Our manufacturing facility is located in Rajasthan exposing us to regulatory and other geography specific risks such as labour unrests, terrorist attacks, other acts of violence and occurrence of natural and man-made disasters .***

Our manufacturing facility is situated in Rajasthan, concentrating all our operations in this region. This concentration exposes us to various risks, including regulatory changes, political and economic shifts, demographic factors, and the potential impact of natural or man-made disasters. Such developments could negatively affect our business, financial condition, and operational results.

Additionally, our manufacturing processes require a significant workforce and are heavily influenced by state government policies regarding taxes, duties, and incentives. Therefore, any unfavorable policies or changes implemented by the state or local governments could have a detrimental effect on our business performance and financial performance.

**12. *We have not entered into long-term contracts with our major customers and typically operate on the basis of purchase orders, which could adversely impact our revenues and profitability.***

We generate sales generally by our continuing relationships with our customers as we do not enter in any long-term contract with our customers. Any change in the buying pattern of our end users or disassociation of major customers can adversely affect the business of our Company. The loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations. Although we believe that we have satisfactory business relations with our customers and have received continued business from them in the past, but there is no certainty that the same will continue in the years to come and may affect our revenues and profitability.

**13. *Inventories and trade receivables form a major part of our current assets. Failure to manage our inventory and trade receivables could have an adverse effect on our sales, profitability, cash flow and liquidity.***

Our Company’s business is working capital intensive and hence, inventories and trade receivables form a major part of our current assets. The results of operations of our business are dependent on our ability to effectively manage our

inventory and trade receivables. To effectively manage our inventory, we must be able to accurately estimate customer demand / potential orders and supply requirements and purchase new inventory accordingly. However, if we misjudge expected customer demand / potential orders, it could cause either a shortage of products or an accumulation of excess inventory. During the Period ended on June 30, 2024 and the Financial Year ended on March 31, 2024, March 21, 2023 and March 31, 2022 our inventories were ₹ 2,184.21 lakhs, ₹ 1,791.47 lakhs, ₹ 542.45 lakhs and ₹ 253.87 lakhs.

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 to ensure our continued relationship with them. However, if we fail to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. During the Period ended on June 30, 2024 and the Financial Year ended on March 31, 2024, March 21, 2023 and March 31, 2022 our trade receivables were ₹ 590.26 lakhs, ₹ 327.74 lakhs, ₹ 339.88 lakhs and ₹ 122.40 lakhs. We may be subject to working capital risks due to delays or defaults on payment by clients, which may restrict our ability to procure raw materials and make payments when due. In addition, any delay or failure on our part to supply the required quantity or quality of products, within the time stipulated by our agreements, to our customers may in turn cause delay in payment or refusal of payment by the customer. Such defaults/delays by our customers in meeting their payment obligations to us may have a material effect on our business, financial condition and results of operations. Such situation may require an additional and, consequently, higher finance cost which will adversely impact our profitability.

**14. We have had certain inaccuracy in relation to regulatory filings and our company has made non-compliances of certain provision under applicable law.**

In the past, there have been certain instances of delays in filing statutory & regulatory dues with respect to ESIC and EPF. Details of such delays including period of delay, range of delays as per payment dates and reason for delay is tabulated as below:

Financial Year	Total Amount of All Establishments Paid (Amount in ₹)	Number of Times of Delay	Range of Delay (in Days)	Interest/Penalty (In ₹)	Reason for delay
<b>EPF</b>					The delay in filing of EPF returns in few Financial Year was due to the fact of nonavailability of skilled Staff and nonfamiliarity with the Act of the Company due to which time was consumed to comprehend and track the returns.
2022-23	3,07,040.00	06	2-12 days	Nil	
2021-22	1,75,396.00	05	3-6 days	Nil	
<b>ESIC</b>					
2022-23	29,057.00	05	2-12 days	Nil	
2021-22	52,154.00	08	1-12 days	Nil	

As a result, the Company has filed returns and payments with delay penalty. However, the Board of Directors of our Company has taken note of these delays in fulfilling our statutory and regulatory obligations. There can be no assurance that delays or defaults with respect to payment of statutory and regulatory dues will not occur in the future, which in turn may affect our reputation and financial results.

**15. Employee fraud or misconduct could harm us by impairing our ability to attract and retain clients and subject us to significant legal liability and reputational harm.**

Our business is exposed to the risk of employee misappropriation, fraud or misconduct. Our employees could make improper use or disclose confidential information, which could result in regulatory sanctions and serious reputational or financial harm. While we strive to monitor, detect and prevent fraud or misappropriation by our employees, through various internal control measures, we may be unable to adequately prevent or deter such activities in all cases. Our dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect. While we have not been able to identify such issues in the past, there could be instances of fraud and misconduct by our employees, which may go unnoticed for certain periods of time before corrective action is taken. In addition, we may be subject to regulatory or other proceedings, penalties or other actions in connection with any such unauthorized transaction, fraud or misappropriation by our agents or employees, which could adversely affect our goodwill, business prospects and future financial performance. We may also be required to make good any monetary loss to the affected party. Even when we identify instances of fraud and other misconduct and pursue legal recourse or file claims with our insurance carriers, we cannot assure you that we will recover any amounts lost through such fraud or other misconduct.

16. ***Our Promoter Group entity, M/s OAN Chemicals Private Limited (Formerly known as OAN Infra Private Limited) is engaged in the similar line of business as of our Company. There are no non - compete agreements between our Company and such Promoter Group Entity.***

Our Promoter Group entity, M/s OAN Chemicals Private Limited (Formerly known as OAN Infra Private Limited), engaged in the similar line of business, primarily manufacturing of chemicals. However, as of the date of this Draft Red Herring Prospectus, M/s OAN Chemicals Private Limited is not currently engaged in any business operations. Further, We have not entered into any non-compete agreement with the said entity, thus we cannot assure that our Promoters who has common interest in said entity will not favour the interest of the said entity. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and aforesaid entity in circumstances where our respective interests diverge. In cases of conflict, our Promoters may favour other entity in which our Promoters has interests. There can be no assurance that our Promoters or our Promoter Group entity will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations.

17. ***The average cost of acquisition of Equity Shares by the Promoters may be less than the Issue Price.***

The average cost of acquisition of Equity Shares by the Promoters may be less than the Issue Price. The details of the average cost of acquisition of Equity shares held by the Promoters are set out as below:

Name of the Promoters	Average Cost of Acquisition (₹)
Mr. Sunil Kumar Sharma	3.59
Mr. Vishnu Kumar Sharma	0.13
Mr. Ravi Soothiya	10.54
Sunil Kumar Sharma HUF	0.00

18. ***Majority of our exports is to Indonesia, Jordan, Serbia, Morocco and Turkey out of our total exports. Any significant social, political or economic disruptions in Indonesia, Jordan, Serbia, Morocco & Turkey, or adverse changes in the trade and tariff policies could disrupt our exports to Indonesia, Jordan, Serbia, Morocco & Turkey and may adversely affect our business, operations and financial condition.***

We set below details of our revenue from operations, exports, exports to Indonesia, Jordan, Serbia, Morocco & Turkey and % of our revenues from operations for the period ended on June 30, 2024 and for the Financial Year ended on March 31, 2024, March 31, 2023 and March 31, 2022.

(₹ in Lakhs)

Particulars	For the period ended on June 30, 2024	For the Financial Year ended on		
		March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Sale of Products	2,783.59	9,576.20	2,941.06	1,285.73
Export Sales	178.23	1,524.85	1,553.01	1,083.23
Export to Indonesia	81.30	224.33	965.37	608.76
Export as a % revenue from Sale of Products (%)	2.92%	2.34%	32.82%	47.35%
Export to Jordan	0.01	812.79	326.44	199.94
Export as a % revenue from Sale of Products (%)	0.00%	8.49%	11.10%	15.55%
Export to Serbia	74.34	172.67	76.15	72.69
Export as a % revenue from Sale of Products (%)	2.67%	1.80%	2.59%	5.65%
Export to Morocco	0.18	26.01	3.52	142.25
Export as a % revenue from Sale of Products (%)	0.01%	0.27%	0.12%	11.06%
Export to Turkey	2.56	124.85	87.36	25.68
Export as a % revenue from Sale of Products (%)	0.09%	1.30%	2.97%	2.00%

Any significant social, political or economic disruptions in the said countries or changes in the trade and tariff policies of Indonesia, Jordan, Serbia, Morocco and Turkey could disrupt our exports and may adversely affect our business, operations and financial condition. The occurrence of any such events in the countries mentioned above or other countries

where we export our products or our inability to effectively respond to any such events or changes that may occur due to such events, could have a material adverse effect on our business, results of operations, financial condition and cash flows.

**19. Our business is dependent and will continue to depend on our manufacturing facilities, and 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.**

Our operations are centred around our manufacturing facility located in the RIICO Industrial Area, Manda, Phase I, Jaipur, Rajasthan. The efficient management of this facility is crucial to our business; however, we are exposed to a range of operational risks, many of which are beyond our control. These include equipment breakdowns, industrial accidents, severe weather, and natural disasters.

Although we have implemented bypass processes to mitigate some risks, any significant failure in our machinery, reactors, process systems, or IT infrastructure could result in costly repairs and operational delays. If we are unable to promptly repair or replace these assets, operations may need to be suspended. Additionally, periodic shutdowns may be necessary for maintenance, customer audits, testing, capacity expansion, or equipment upgrades. The success of our operations also depends on the availability of labour and maintaining strong relationships with our workforce.

Strikes or lockouts due to labour disputes could negatively impact our operations. While we have not faced such issues in the past, we cannot guarantee they won't occur in the future, potentially disrupting our business and affecting our financial performance. Additionally, non-compliance with regulatory conditions may lead to production halts until resolved. Though we've avoided significant disruptions so far, future events could slow down or shut down operations, leading to under-utilization of our facilities and adverse effects on our business and financial results.

**20. We face foreign exchange risks that could adversely affect our results of operations and cash flows**

Our revenue from operations also includes revenue from export of our products. This gives us exposure to foreign currencies while we prepare our financial statements in Indian Rupees. We set below details of our revenue from exports, foreign exchange currency gains and % of our revenues based on our Restated Financial Statements for the period ended on June 30, 2024 and for the Financial Year ended on March 31, 2024, March 31, 2023 and March 31, 2022.

(₹ in Lakhs)

Particulars	For the period ended on June 30, 2024		For the Financial Year ended on					
	Amount	% of revenue from operations	March 31, 2024		March 31, 2023		March 31, 2022	
			Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Total Exports	178.23	6.37%	1,524.85	15.89%	1,553.01	52.06%	1,083.23	84.07%
Foreign exchange gains	1.69	0.06%	9.59	0.10%	19.10	0.64%	15.83	1.23%

There can be no assurance that we will continue to record exchange gains only from foreign exchange fluctuations or any hedging measures which we may take will enable us to avoid the effect of any adverse fluctuations in the value of the Indian Rupee against the foreign currencies.

In addition, the policies of the RBI may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may have an adverse effect on our results of operations and cash flows. Further, changes in export policies or an economic slowdown in countries to which we export our products may have a significant adverse impact on our business, financial condition and results of operations.

**21. Our Promoters and the Promoter Group will jointly continue to retain majority shareholding in our Company after the issue, which will allow them to determine the outcome of the matters requiring the approval of shareholders.**

Our promoters along with the promoter group will continue to hold collectively [●] % of the post issue paid up share capital of the Company. As a result of the same, they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholder's vote. Such a concentration of the ownership may also have the effect of delaying, preventing or deterring any change in the control of our Company. In addition to the above, our promoters and promoter group will continue to have the ability to take actions that are not in or may conflict



with our interest or the interest of some or all of our minority shareholders and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

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

Our factory has significant electricity requirements and any interruption in power supply may disrupt our operations. Although we are having backup incorporated at our plant to meet the power requirement, any interruption in power supply may affect our operations. We depend on third parties for all of our power requirements. Further, we have limited options in relation to maintenance of power back-ups such as diesel generator sets and any increase in diesel prices will increase our operating expenses which may impact our business margins.

Since we have significant power consumption, any unexpected or significant increase in its tariff can increase the operating cost of factories and production cost which we may not be able to pass on to our customers. There are limited number of electricity providers in area from where we operate due to which in case of a price hike, we may not be able to find a cost-effective substitute, which may negatively affect our business, financial condition and results of operations.

**23. *Our business is operating under various laws which require us to obtain approvals from the concerned statutory/regulatory authorities in the ordinary course of business and our inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations could materially and adversely affect our business, prospects, results of operations and financial condition.***

Our business requires obtaining and periodically renewing various approvals, licenses, registrations, and permits. Some of these licenses are currently under application for approval or renewal. These approvals may be subject to specific conditions set by different regulatory authorities, some of which could be challenging to meet. We cannot guarantee that these authorities will issue the necessary approvals or licenses promptly, or at all. Delays in receiving these approvals could negatively impact our operations.

Failing to renew, maintain, or acquire the required permits or approvals in a timely manner may disrupt our operations and adversely affect our business, financial condition, and results. Additionally, there is a risk that any of our approvals, licenses, registrations, or permits could be suspended or revoked if we fail to comply with their terms or if regulatory actions are taken against us. Any failure to renew expired approvals, apply for new ones, or address potential suspensions or revocations could hinder our business operations.

For more information, please refer to the section titled “*Government and Other Statutory Approvals*” on page 109 of this Draft Red Herring Prospectus. Failure to obtain the necessary approvals in a timely manner could significantly impact our business. We may also face environmental legal proceedings due to non-compliance with the terms of our regulatory approvals or authorizations.

**24. *Brand recognition is important to the success of our business, and our inability to build and maintain our brand name will harm our business, financial condition and results of operation.***

Brand recognition is important to the success of our business. Establishing and maintaining our brand name in the industry or for people relying on services is critical to the success of the customer acquisition process of our business. Although, we expect to allocate significant number of resources, financial and otherwise, on establishing and maintaining our brands, no assurance can be given that our brand name will be effective in attracting and growing user and client base for our businesses or that such efforts will be cost-effective, which may negatively affect our business, financial condition and results of operations.

The Company's success significantly depends on its brand recognition and reputation within the Chemical industry. Failure to build and maintain strong brand name could adversely impact the Company's business, financial condition, and operation results.

Customers are more likely to choose and remain loyal to companies they recognise and trust, leading to increased revenue and market share. Strong brand recognition may allow the Company to command premium prices for its services compared to less-known competitors. A respected brand attracts and retains skilled professionals, further enhancing the Company's competitiveness. A well-established brand requires less marketing and advertising expenditure to reach target customers. If the Company fails to reach its target audience with its marketing and branding efforts, it may not achieve the desired level of brand recognition. Any negative publicity or reputational damage, such as accidents, service failures, or ethical lapses, could significantly erode brand equity and customer trust. The textile industry is highly competitive, and established brands may significantly challenge the Company's efforts to build brand recognition. Customer preferences

can shift over time, and the Company's brand may become less relevant or appealing if it fails to adapt to changing market trends.

**25. *Any fluctuations in prices of raw materials or shortage in supply of raw material for manufacturing our products, could adversely impact our business.***

Our company relies heavily on various raw materials for manufacturing our products, making us vulnerable to price increases and availability issues. Since we haven't secured supply agreements with our suppliers, we purchase raw materials on an order-by-order basis. Any significant rise in the prices or shortage of key raw materials could increase our production costs, negatively impacting our business and profitability. If we are unable to pass these cost increases onto consumers due to competition or other factors, our profitability could be adversely affected.

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

We maintain insurance coverage of the type and in the amounts that we believe are commensurate with our operations. Our insurance policies, however, may not provide adequate coverage in certain circumstances and may be subject to certain deductibles, exclusions and limits on coverage. In addition, there are various types of risks and losses for which we do not maintain insurance, such as losses due to business interruption and natural disasters, because they are either uninsurable or because insurance is not available to us on acceptable terms. A successful assertion of one or more large claims against us that exceeds our available insurance coverage or results in changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, future financial performance and results of operations. For further information refer to ***“Our Business”*** beginning on page 109 of this Draft Red Herring Prospectus.

**27. *We may not be able to realise the amounts, partly or at all, reflected in our Order Book which may materially and adversely affect our business, prospects, reputation, profitability, financial condition and results of operation.***

Future earnings related to the supply of our products in the order book may not be realized and although the orders in the order book represent business that is considered firm, cancellations or scope or schedule adjustments may occur. We may also encounter problems executing the order or executing it on a timely basis. Moreover, factors beyond our control or the control of our clients may postpone the delivery or cause its cancellation, including delays or failure to obtain necessary permits, authorizations, permissions, right-of-way, and other types of difficulties or obstructions. Due to the possibility of cancellations or changes in scope and schedule of orders, resulting from our clients' discretion or problems we encounter in execution of such contracts or reasons outside our control or the control of our clients, we cannot predict with certainty when, if or to what extent an order forming part of our order book will be performed. Delays in the completion of an order can lead to clients delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such order. Even relatively short delays or difficulties in the execution of an order could result in our failure to receive, on a timely basis or at all, all payments due to us on a project.

**28. *Our success depends in large part upon our qualified personnel, including our senior management, directors and key personnel and our ability to attract and retain them when necessary.***

Our operations are dependent on our ability to attract and retain qualified personnel. While we believe that we currently have adequate qualified personnel, we may not be able to continuously attract or retain such personnel, or retain them on acceptable terms, given the demand for such personnel. The loss of the services of our qualified personnel may adversely affect our business, results of operations and financial condition. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting the qualified employees that our business requires. Furthermore, our senior management team is integral to the success of our business. However, we cannot assure you that we will be able to retain any or all our management team. Any loss of our senior management or key personnel or our inability to recruit further senior managers or other key personnel could impede our growth by impairing our day-to-day operations and hindering our development of ongoing and planned projects and our ability to develop, maintain and expand customer relationships.

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

Our Promoters and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority

shareholders. For further information on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see “*Our Management*” on page 166 of this Draft Red Herring Prospectus.

**30. *Our business strategies and expansion plans may be subject to various unfamiliar risks and may not be successful.***

Our business strategies include the diversification of our revenue streams by addition of new clients, strengthening our relationships with our existing clients, focus on large transactions and providing integrated, end-to-end solutions, focus on increasing our revenues from new and existing industry verticals and taking advantage of the changing textile industry dynamics.

These strategies require us to expand our operations to other geographical areas and in new industry verticals. Risks that we may face in implementing our business strategy in these markets may substantially differ from those previously experienced, thereby exposing us to risks related to new markets, industry verticals and clients. The commencement of operations beyond our current markets and industry verticals is subject to various risks including unfamiliarity with pricing dynamics, competition, service and operational issues as well as our ability to retain key management and employees. There can also be no assurance that we will not experience issues such as capital constraints, difficulties in expanding our existing operations and challenges in training an increasing number of personnel to manage and operate our expanded business, or that we will be able to successfully manage the impact of our growth on our operational and managerial resources and control systems. We may not be able to successfully manage some, or all of the risks associated with such an expansion into new geographical areas and new industry verticals, which may place us at a competitive disadvantage, limit our growth opportunities and materially and adversely affect our business, results of operations and financial condition. Furthermore, our participating in industry verticals such as e-commerce and bulk has increased in recent financial periods. We cannot guarantee that our business in these industry verticals will continue to perform in a manner consistent with its performance in prior periods.

Going forward, we plan to make further investments or undertake transactions to enhance our operations and technological capabilities in the markets where we currently operate. However, it is possible that we may not be able to identify suitable investment opportunities in the future and if we do identify suitable opportunities, we cannot assure you that we will be able to achieve the strategic purpose of these investments and generate the expected benefits. Our management's attention and resources may also be diverted from our operations as a result of these investment transactions. If any of the foregoing risks materialize, it could adversely affect our business, financial condition, results of operations and prospects.

**31. *Misconduct or errors by manpower engaged by us could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.***

Misconduct or errors by manpower engaged by us could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such misconduct includes breach of security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective.

The risks associated with the deployment of manpower engaged by us include, among others, possible claims relating to:

- actions or inactions, including matters for which we may have to indemnify our clients;
- our failure to adequately verify personnel backgrounds and qualifications resulting in deficient services;
- failure of manpower engaged by us to adequately perform their duties or absenteeism;
- errors or malicious acts or violation of security, privacy, health and safety regulations; and
- damage to our clients' facilities or property due to negligence or criminal acts.

These claims may give rise to litigation and claims for damages, which could be time-consuming. These claims may also result in negative publicity and adversely impact our reputation and brand name. We may also be affected in our operations by the acts of third parties, including sub-contractors and service providers. Any claims and proceedings for alleged negligence as well as regulatory actions may in turn materially and adversely affect our brand and our reputation, and consequently, our business, financial condition, results of operations and prospects.

**32. *General economic and market conditions in India and globally could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.***

Our business is highly dependent on economic and market conditions in India and other jurisdictions where we operate. General economic and political conditions in India, such as macroeconomic and monetary policies, industry-specific trends, mergers and acquisitions activity, legislation and regulations relating to the financial and securities industries, household savings rate, investment in alternative financial instruments, upward and downward trends in the market, business and financial sectors, volatility in security prices, perceived lack of attractiveness of the Indian capital markets, inflation, foreign direct investment, consumer confidence, currency and interest rate fluctuations, availability of short-term and long-term market funding sources and cost of funding, could affect our business. Global economic and political conditions may also adversely affect the Indian economic conditions. Market conditions may change rapidly, and the Indian capital markets have experienced significant volatility in the past. The Indian economy has had sustained periods of high inflation in the recent past. If inflation or real interest rates were to rise significantly, the trends towards increased financial savings might slow down or reverse, our employee costs may increase and the sales of many of our products and services may decline.

**33. *Major fraud, lapses of internal control, system failures, theft, employee negligence or similar incidents could adversely impact the company's business.***

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, theft, system failures, information system disruptions, communication systems failure and interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company's operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

Despite implementing security measures and internal controls, there is no guarantee that we will completely avoid instances of fraud, theft, employee negligence, or security lapses in the future. Any such occurrence could lead to significant financial losses and affect our overall business performance.

Although we have insurance coverage against losses due to theft, fire, breakage, or damage caused by other casualties, the extent of coverage may not fully mitigate the financial impact of such incidents on our operations and financial condition. In some cases, the losses incurred may exceed the insurance coverage, resulting in additional financial strain for the company. Though, there had been no of such instances in past, we may not able to assure such incident will not happen in the future.

**34. *We have entered into related party transactions in the past and may continue to do so in the future.***

We have in the course of our business entered into, and will continue to enter into, several transactions with our related parties. For further information, see "**Financial Statements – Annexure XXX "Related Party Transactions"**" on page 196 of this Draft Red Herring Prospectus. We cannot assure you that we will receive similar terms in our related party transactions in the future. While we believe that all such related party transactions that we have entered into in last three fiscals are legitimate business transactions conducted on an arms' length basis, in compliance with the requirements stipulated in Companies Act, 2013, and relevant Accounting Standards and other statutory compliances, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. Any further transactions with our related parties could involve conflicts of interest. While we have not had any conflict of interest in relation to our equity shareholders in the past, we cannot assure you that such conflicts will not arise in the future. Further, we cannot assure you that such transactions, individually or in the aggregate, will not have any adverse effect on our business and financial results, including because of potential conflicts of interest or otherwise. For further information on our related party transactions, see "**Financial Statement – Annexure - XXX**" on page 196 of this Draft Red Herring Prospectus.

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

We have provided security in respect of loans / facilities availed by us from banks by creating a charge over our immovable and movable properties. The total amounts outstanding and payable by us as secured loans were ₹ 2067.29 lakhs as on June 30, 2024. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be subject to forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further details of secured loans of our Company, please refer the chapter titled "**Statement of Financial Indebtedness**" on page 216 of this Draft Red Herring Prospectus.

**36. *Excessive dependence on single bank in respect of Loan facilities obtained by our Company.***

Our company has been sanctioned term loan and cash credit facilities by State Bank of India. The Company is dependent on such facilities and any default under such arrangement with such lender may create problem for operation of the

Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company.

- 37. *Industry information included in this Draft Red Herring Prospectus has been derived from industry reports commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate***

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Draft Red Herring Prospectus, details of the reports are as follow:

Sr No.	Name of the Organization	Web link
1.	International Monetary Fund	<a href="https://www.imf.org/en/Publications/WEO/Issues/2024/10/22/world-economic-outlook-october-2024">https://www.imf.org/en/Publications/WEO/Issues/2024/10/22/world-economic-outlook-october-2024</a>
2.	India Brand Equity Foundation	<a href="https://www.ibef.org/economy/indian-economy-overview">https://www.ibef.org/economy/indian-economy-overview</a>
3.	India Brand Equity Foundation	<a href="https://www.ibef.org/industry/chemical-industry-india">https://www.ibef.org/industry/chemical-industry-india</a>

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

- 38. *Delays or defaults in payments from our clients could result into a constraint on our cash flows. The efficiency and growth of our business depends on timely payments received from our clients.***

In the event, our client’s default or delay in making payments and clearing their dues, we may not have adequate resources to fund our business and implement our growth plans. This could have an adverse effect on the results of operations and our financial condition.

- 39. *Our actual results could differ from the estimates and projections used to prepare our financial statements.***

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

- 40. *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 shareholder’s 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 109 of this Draft Red Herring Prospectus.

- 41. *We have undertaken bonus issuance of Equity Shares in the past. However, we cannot assure you that our Company will be able to undertake bonus issuance of Equity Shares in the future.***

Our Company has undertaken bonus issuance of Equity Shares in September 2024, to utilise the free reserves available in the financials of our Company and as a reward to shareholders of the Company. For further details, please see “**Capital Structure**” on page 68 of this Draft Red Herring Prospectus.

The future actions of bonus issuance of Equity Shares, if proposed to be undertaken, will depend internal and external factors, including but not limited to profits earned, our results of future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to undertake bonus issuance of Equity Shares in the future.

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

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

**43. *Some of the KMPs are associated with our Company for less than one year.***

Our Key Management Personnel, Chief Financial officer and Company Secretary & Compliance Officers are associated with the Company for a period of less than one year therefore they may not have been accustomed to the company affairs till date. For details of Key Management Personnel and their appointment, please refer to chapter “**Our Management**” beginning on page 109 of this Draft Red Herring Prospectus.

**44. *There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all.***

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

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

Since, the Issue size is less than ₹10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised from this Issue, is hence, at the discretion of the management and the Board of Directors of Our Company and Our Company’s management will have flexibility in applying the proceeds of the Issue and will not be subject to monitoring by any independent agency. The fund requirement and deployment mentioned in the Objects of the Issue is based on internal management estimates and have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials. However, our Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. Also, in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without the Company being authorized to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoters and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

**46. *Reliance has been placed on declarations and affidavits furnished by our Promoter, Promoter Group, Directors and Key Management Personnel, for details of their details included in this Draft Red Herring Prospectus.***

Our Promoter, Promoter Group, Directors, and Key Management Personnel have provided declarations and affidavits containing information concerning various aspects, including but not limited to family and relatives, shareholding in other companies. Accordingly, reliance has been placed on the above to disclose such details in this Draft Red Herring Prospectus and neither we, nor the Book Running Lead Manager have been able to independently verify these details in the absence of documentary evidence. Therefore, we cannot assure you that all or any of the information relating to the work experience of our Directors and Key Management Personnel in “**Our Management**” and “**Our Promoter**” on page 166 and 109 respectively of this Draft Red Herring Prospectus is complete, true and accurate.

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

As we transition to being a publicly listed company, we anticipate encountering new challenges and responsibilities that were not present before. These include heightened scrutiny from shareholders, regulators, and the public, resulting in increased legal, accounting, and corporate governance expenses. Moreover, we will need to adhere to listing agreements with stock exchanges, necessitating the regular filing of unaudited financial results. Meeting these obligations will require significant resources and management oversight, potentially diverting attention from other aspects of our business. There is also the need to strengthen our management team with individuals possessing public company experience and accounting expertise. However, the timely acquisition of such talent is not guaranteed. Overall, this transition may pose obstacles to our business operations and could impact our ability to promptly report changes in our financial performance compared to other listed companies.

**Issue Specific Risks:**

**48. *There are restrictions on daily/weekly/monthly movements in the price of the Equity Shares, which may adversely affect a shareholders' ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.***

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

**49. *After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.***

The price of the Equity Shares on the Stock Exchanges may fluctuate as a result of the factors, including:

- a. Volatility in the Indian and global capital market;
- b. Company's results of operations and financial performance;
- c. Performance of Company's competitors,
- d. Adverse media reports on Company or pertaining to the agriculture Industry;
- e. Changes in our estimates of performance or recommendations by financial analysts;
- f. Significant developments in India's economic and fiscal policies; and
- g. Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

**50. *The Issue price of our Equity Shares may not be indicative of the market price of our Equity shares after the issue.***

The Issue price of our equity Shares has been determined by Book Built Method. This price is based on numerous factors and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuation after the issue and may decline below the issue price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue price. For further details you may refer chapter titled "**Basis for Issue Price**" beginning on the page 98 of this Draft Red Herring Prospectus.

Some of the factors which may affect our share price without limitations are as follows:

- Reports on research by analysts.
- Changes in revenue.
- Variations in growth rate of our financial indicators such as earning per share, income, profit etc.
- General Market Condition
- Domestic and International Economy.

**51. *Sale of Equity Shares by our Promoters 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.

**EXTERNAL RISKS**

**Industry Related Risks:**

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

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

**53. *Malpractices by some players in the industry affect overall performance of emerging Companies***

The industry in which our Company operates is subject to risk associated with unethical business practices such as unethical marketing, dishonest advertising, questionable pricing practices, inaccurate claims with regards to safety and efficacy of the product etc. Consumers' attitude toward the industry today is dominated by a sense of mistrust, paving a way for regulators for stricter entry barriers and introduction of code of conducts; making the entire industry environment regulated and controlled. Malpractices by some players in the industry affects the overall performance of the emerging Companies like us as the industry norms are applicable to all at parity. Any unethical business practices by any industry player or intermediary may impact our business and results of operations.

**Other Risks:**

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian Company are generally taxable in India. Any gain on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain on the sale of shares held for a period of 12 months or less will be subject to capital gains tax in India. Further, any gain on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

In Finance Bill 2017, section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to Securities Transactions Tax (STT) under Chapter VII of the Finance (No 2) Act, 2004. In case this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long-Term Capital Gains.

As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long-term capital gains exceed ₹ 1,00,000.00 p.a. Such



income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of ₹1,00,000.00 pa. shall be chargeable at the rate of 10%. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

**55. *Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements, prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus.***

As stated in the reports of the Auditor included in this Draft Red Herring Prospectus under chapter "***Financial Statements as Restated***" beginning on page 109 the financial statements included in this Draft Red Herring Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Draft Red Herring Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Draft Red Herring Prospectus. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

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

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

**57. *Financial instability in Indian Financial Markets could adversely affect our Company's results of operation and financial condition.***

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, say in the United States of America, Europe, China or other emerging economies, 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. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company's business, operations, financial condition, profitability and price of its Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

**58. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and our industry contained in this Draft Red Herring Prospectus.***

While facts and other statistics in this Draft Red Herring Prospectus relating to India, the Indian economy and our industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled "***Our Industry***" beginning on page 109 of this Draft Red Herring 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.

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

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

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

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

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

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

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

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

**63. *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.

**64. *Our business and activities are regulated by the Competition Act.***

The Competition Act, 2002 (the "Competition Act") was enacted for the purpose of preventing practices having an adverse effect on competition in India and has mandated the Competition Commission of India (the "CCI") to regulate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to adversely affect competition in India is void and may result in substantial penalties. Any agreement among competitors which directly or indirectly determines purchase or sale prices, directly or indirectly results in bid rigging or collusive bidding, limits or controls production, supply, markets, technical development, investment or the provision of services, or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or types of goods or services or number of clients in the relevant market or any other similar way, is presumed to adversely affect competition in the relevant market in India and shall be void. The Competition Act also prohibits the abuse of dominant position by any enterprise. Further, if it is proved that any contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and may be punished.

Consequently, all agreements entered into by us may fall within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination adversely affects competition in India. The applicability of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, may adversely affect our business, results of operations and prospects.

**65. *We may not receive final listing and trading approvals from the Stock Exchanges and you will not be able to sell immediately on an Indian Stock Exchange any of the Equity Shares you are allotted in the Issue.***

Under the SEBI ICDR Regulations, we are permitted to list the Equity Shares within three working days of the Bid/Issue Closing Date. Consequently, the Equity Shares you purchase in the Issue may not be credited to your dematerialized electronic account with Depository Participants until approximately three working days after the Bid/ Issue Closing Date. You can start trading in the Equity Shares only after they have been credited to your dematerialized electronic account and final listing and trading approvals are received from the Stock Exchanges.

Further, there can be no assurance that the Equity Shares allocated to you will be credited to your dematerialized electronic account, or that trading in the Equity Shares will commence within the specified time periods. In addition, pursuant to India regulations, certain actions are required to be completed before the Equity Shares can be listed and trading may commence. Investors' book entry or dematerialized electronic accounts with Depository Participants in India are expected to be credited only after the date on which the Issue and allotment is approved by our Board of Directors. There can be no assurance that the Equity Shares allocated to prospective Investors will be credited to their dematerialized electronic accounts, or that trading will commence on time after allotment has been approved by our Board of Directors, or at all.

## SECTION IV: INTRODUCTION

### THE ISSUE

Present Issue in Terms of this Draft Red Herring Prospectus:

Particulars	No. of Equity Shares
Equity Shares Offered through Public Issue <sup>(1) (2)</sup>	Issue of upto 29,32,800* Equity Shares of face value of ₹ 10.00 each fully paid of the Company for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●]
<b>Out of Which:</b>	
Reserved for Market Maker	Upto [●] Equity Shares of face value of ₹ 10.00 each fully paid of the Company for cash at price of ₹ [●] per Equity Share aggregating ₹ [●]
Net Issue to the Public*	Upto [●] Equity Shares of face value of ₹ 10.00 each fully paid of the Company for cash at price of ₹ [●] per Equity Share aggregating ₹ [●]
<b>Of which:</b>	
A. QIB Portion <sup>(3)(4)</sup>	Not more than [●] Equity Shares (not more the 50%) aggregating up to ₹ [●] lakhs
<b>Of which:</b>	
i) Anchor Investor Portion	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs
ii) Net QIB Portion	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs
<b>Of which:</b>	
a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares aggregating up to ₹ [●] lakhs
b) Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares aggregating up to ₹ [●] lakhs
B. Non-Retail Investors Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs
C. Retail Investors Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs
<b>Pre and Post Issue Share Capital of our Company:</b>	
Equity Shares outstanding prior to the Issue	82,11,000 Equity Shares
Equity Shares outstanding after the Issue	[●] Equity Shares
Use of Issue Proceeds	For details, please refer chapter titled ' <i>Objects of the Issue</i> ' beginning on page 84 of this Draft Red Herring Prospectus.

\* Subject to finalization of the Basis of Allotment

#### Notes:

- The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.
- The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 08, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on August 09, 2024.
- The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e., not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to Non-Institutional bidders.
- Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws. Our Company may, in consultation with the Book

Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor.

5. Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “*Issue Procedure*” beginning on page 254 of this Draft Red Herring Prospectus.

## SUMMARY OF FINANCIAL STATEMENTS

**OAN INDUSTRIES LIMITED**  
**(Formerly known as OAN INDUSTRIES PRIVATE LIMITED)**  
**CIN: U20119RJ2019PLC065299**  
**Registered Office: 134, Malhotra Nagar, Jaipur, Rajasthan - 302013**  
**RESTATED STATEMENT OF ASSETS & LIABILITIES**

SN	Particulars	Amount (₹ In Lakhs)			
		As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1</b>	<b>Shareholders Funds</b>				
	(a) Share Capital	263.29	260.00	160.00	100.00
	(b) Reserves & Surplus	1,814.99	1,347.61	290.47	112.74
<b>2</b>	<b>Non-current liabilities</b>				
	(a) Long-Term Borrowings	1,396.80	848.17	448.60	150.51
	(b) Long-Term Provisions	6.13	1.69	0.12	0.10
	(c) Deferred Tax Liabilities (net)	-	6.87	0.45	3.15
<b>3</b>	<b>Current Liabilities</b>				
	(a) Short-Term Borrowings	1,212.50	982.69	726.16	415.48
	(b) Trade Payables:				
	(A) total outstanding dues of micro, small and medium enterprises; and	91.68	44.06	10.66	2.53
	(B) total outstanding dues of creditors other than micro, small and medium enterprises	317.89	212.67	175.88	115.94
	(c) Other Current Liabilities	32.46	62.15	32.30	13.58
	(d) Short-Term Provisions	304.92	212.26	32.48	15.82
	<b>TOTAL</b>	<b>5,440.66</b>	<b>3,978.17</b>	<b>1,877.12</b>	<b>929.87</b>
<b>II</b>	<b>ASSETS</b>				
<b>1</b>	<b>Non-Current Assets</b>				
	(a) Property, Plant & Equipment & Intangible Assets				
	(i) Property, Plant and Equipment	1,007.70	967.50	858.36	391.37
	(ii) Capital Work in Progress	834.01	62.12	-	-
	(b) Non-Current Investments	31.57	30.16	11.19	5.43
	(c) Deferred Tax Assets (net)	48.00	-	-	-
	(d) Long-term Loans and Advances	7.48	5.94	4.98	3.00
<b>2</b>	<b>Current Assets</b>				
	(a) Inventories	2,184.21	1,791.47	542.45	253.87
	(b) Trade Receivables	590.26	327.74	339.88	122.40
	(c) Cash and Cash Equivalents	137.28	310.21	14.52	64.27
	(d) Short-Term Loans and Advances	426.72	420.82	33.36	40.06
	(e) Other Current Assets	173.42	62.22	72.39	49.48
	<b>TOTAL</b>	<b>5,440.66</b>	<b>3,978.17</b>	<b>1,877.12</b>	<b>929.87</b>

**OAN INDUSTRIES LIMITED**  
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CIN: U20119RJ2019PLC065299  
Registered Office: 134, Malhotra Nagar, Jaipur, Rajasthan - 302013"  
**RESTATED STATEMENT OF PROFIT & LOSS**

SN	Particulars	Amount (₹ In Lakhs)			
		For the period ended on June 30, 2024	For the year ended on March 31, 2024	For the year ended on March 31, 2023	For the year ended on March 31, 2022
I	Revenue from Operations	2,796.52	9,594.76	2,983.25	1,288.52
II	Other Income	2.18	19.08	20.64	19.03
<b>III</b>	<b>Total Income (I + II)</b>	<b>2,798.70</b>	<b>9,613.84</b>	<b>3,003.89</b>	<b>1,307.55</b>
IV	<b>Expenses:</b>				
	Cost of Materials Consumed	2,335.88	8,315.64	2,345.12	944.37
	Changes in Inventories	(177.83)	(874.09)	(139.94)	(146.83)
	Employee Benefits Expense	57.83	169.47	106.74	101.51
	Finance Costs	47.96	184.90	84.13	45.94
	Depreciation and Amortisation Expense	42.03	172.98	75.48	51.79
	Other Expenses	80.75	355.86	322.26	232.15
<b>IV</b>	<b>Total Expenses</b>	<b>2,386.63</b>	<b>8,324.76</b>	<b>2,793.80</b>	<b>1,228.93</b>
<b>V</b>	<b>Profit before exceptional and extraordinary items and tax (III - IV)</b>	<b>412.07</b>	<b>1,289.08</b>	<b>210.09</b>	<b>78.63</b>
VI	Exceptional items & Extraordinary Items				
	-CSR Provision	-	-	-	-
	-Prior Period Items	-	-	-	0.04
<b>VII</b>	<b>Profit before tax (V- VI)</b>	<b>412.07</b>	<b>1,289.08</b>	<b>210.09</b>	<b>78.59</b>
VIII	<b>Tax expense:</b>				
	MAT credit entitlement	-	-	-	-
	Current Tax	92.37	225.52	35.07	24.45
	Excess Provision Reverse	-	-	-	(5.60)
	Deferred Tax	54.87	(6.42)	2.70	(1.96)
	<b>Total Tax Expense</b>	<b>37.50</b>	<b>231.94</b>	<b>32.37</b>	<b>20.81</b>
<b>IX</b>	<b>Profit (Loss) for the period (VII-VIII)</b>	<b>374.57</b>	<b>1,057.14</b>	<b>177.72</b>	<b>57.77</b>
X	<b>Earnings per equity share:</b>				
	(1) Basic	4.80	14.15	2.68	0.97
	(2) Diluted	4.80	14.15	2.68	0.97

**OAN INDUSTRIES LIMITED**  
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CIN: U20119RJ2019PLC065299  
Registered Office: 134, Malhotra Nagar, Jaipur, Rajasthan – 302013  
**RESTATED CASH FLOW STATEMENT**

SN	Particulars	Amount (₹ In Lakhs)			
		For the period ended on June 30, 2024	For the year ended on March 31, 2024	For the year ended on March 31, 2023	For the year ended on March 31, 2022
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>				
	Net Profit before tax	412.07	1,289.08	210.09	78.59
	Depreciation & Amortisation	42.03	172.98	75.48	51.79
	Interest Paid	47.96	154.14	72.45	38.22
	Interest Income	-	(1.19)	(1.54)	(1.40)
	Gain on Sale of Fixed Assets	-	(8.30)	-	-
	Operating Profit before Working Capital Changes	<b>502.06</b>	<b>1,606.71</b>	<b>356.48</b>	<b>167.19</b>
	Adjusted for:				
	Inventories	(392.74)	(1,249.02)	(288.58)	(236.67)
	Trade receivables	(262.52)	12.14	(217.48)	78.50
	Short Term Loans & Advances	24.45	(80.79)	6.69	25.74
	Other Current Assets	(111.20)	10.17	(22.91)	(49.48)
	Trade Payable	152.84	70.19	68.06	15.99
	Other Current Liabilities	(29.69)	29.85	18.72	10.92
	Short term provision	92.66	179.78	16.66	(8.54)
	Long term provision	4.44	1.57	0.02	0.10
		<b>(521.76)</b>	<b>(1,026.11)</b>	<b>(418.81)</b>	<b>(163.43)</b>
	Cash generated/(used) From Operations	<b>(19.70)</b>	<b>580.60</b>	<b>(62.33)</b>	<b>3.75</b>
	Income Tax Paid	92.37	225.52	35.07	18.86
	<b>Net Cash generated/(used in) from Operating Activities (A)</b>	<b>(112.07)</b>	<b>355.08</b>	<b>(97.40)</b>	<b>(15.10)</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>				
	Purchase of Investments	(1.41)	(18.97)	(5.76)	(5.43)
	Purchase of Plant & Equipments	(854.13)	(382.99)	(542.46)	(194.61)
	Sale of Fixed Assets	-	38.75	-	-
	Gain on Sale of Fixed Assets	-	8.30	-	-
	Long Term Loans & Advances	(1.55)	(0.96)	(1.99)	2.30
	Capital Advances	(30.36)	(306.67)	-	-
	Interest Income	-	1.19	1.54	1.40
	<b>Net Cash used in Investing Activities (B)</b>	<b>(887.44)</b>	<b>(661.35)</b>	<b>(548.67)</b>	<b>(196.33)</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>				
	Proceeds from issue of shares	96.10	100.00	60.00	33.03
	Net Proceeds from long term borrowing	548.63	399.57	298.09	27.77
	Net Proceeds from short term borrowing	229.80	256.53	310.68	236.36
	Finance Cost	(47.96)	(154.14)	(72.45)	(38.22)
	<b>Net Cash used in Financing Activities (C)</b>	<b>826.58</b>	<b>601.96</b>	<b>596.32</b>	<b>258.95</b>
	Net Increase/(Decrease) in Cash and Cash Equivalents	(172.93)	295.70	(49.75)	47.51
	Cash and Cash Equivalents at the beginning of the year	310.21	14.52	64.27	16.75



<b>Cash and Cash Equivalents at the end of the year</b>	<b>137.28</b>	<b>310.21</b>	<b>14.52</b>	<b>64.27</b>
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Note :-

Amount (₹ In Lakhs)

1 Components of Cash & Cash Equivalent

<b>Particulars</b>	<b>For the period ended on June 30, 2024</b>	<b>For the year ended on March 31, 2024</b>	<b>For the year ended on March 31, 2023</b>	<b>For the year ended on March 31, 2022</b>
a. Balances with banks	96.10	-	4.82	26.75
b. FD with banks	40.96	310.00	-	29.20
c. Cash in hand	0.21	0.21	9.70	8.32
<b>Total</b>	<b>137.28</b>	<b>310.21</b>	<b>14.52</b>	<b>64.27</b>

- 2 The above cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.
- 3 Figures in Brackets represents outflow.

## SECTION V: GENERAL INFORMATION

Our Company was originally incorporated on June 13, 2019, as a Private Limited Company in the name of “Oan Industries Private Limited” under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a Special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on May 29, 2024, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to ‘Oan Industries Limited’ and a Fresh Certificate of Incorporation consequent to Conversion was issued on August 07, 2024 by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of the Company is U20119RJ2019PLC065299.

For details in relation to the incorporation, Registered Office and other details, please refer to the chapter titled “*Our History and Certain Other Corporate Matters*” beginning on 150 of this Draft Red Herring Prospectus.

BRIEF COMPANY AND ISSUE INFORMATION	
<b>Registration Number</b>	065299
<b>Corporate Identification Number</b>	U20119RJ2019PLC065299
<b>Date of Incorporation as Private Limited Company</b>	June 13, 2019
<b>Date of Conversion as Public Limited Company</b>	August 07, 2024
<b>Address of Registered Office</b>	P-134, Malhotra Nagar, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India. <b>Contact No.:</b> +91 141 4035484 <b>Email:</b> info@oanindustries.com <b>Website:</b> <a href="http://www.oanindustries.com">www.oanindustries.com</a>
<b>Address of Registrar of Companies</b>	<b>Registrar of Companies, Jaipur</b> Ministry of Corporate Affairs, C/6-7, 1st Floor, Residency Area, Civil Lines, Jaipur-302001, Rajasthan. <b>Contact No.:</b> 0141-2981913 <b>Email:</b> roc.jaipur@mca.gov.in <b>Website:</b> <a href="http://www.mca.gov.in">www.mca.gov.in</a>
<b>Designated Stock Exchange</b>	<b>Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”)</b> Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India. <b>Website :</b> <a href="http://www.nseindia.com">www.nseindia.com</a>
<b>Issue Programme</b>	Anchor Portion Issue Opens / Closes on: [●] Issue Opens on: [●] Issue Closes on: [●]
<b>Chief Financial Officer</b>	<b>Ms. Komal Sharma</b> P-134, Malhotra Nagar, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India. <b>Contact No.:</b> +91 141 4035484 <b>Email:</b> cfo@oanindustries.com <b>Website:</b> <a href="http://www.oanindustries.com">www.oanindustries.com</a>
<b>Company Secretary and Compliance Officer</b>	<b>Mr. Bharat Khaniwal</b> P-134, Malhotra Nagar, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India. <b>Contact No.:</b> +91 141 4035484 <b>Email:</b> cs@oanindustries.com <b>Website:</b> <a href="http://www.oanindustries.com">www.oanindustries.com</a>

## OUR BOARD OF DIRECTORS

Details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus are set forth in the table hereunder:

Name	Designation	Address	DIN
Mr. Sunil Kumar Sharma	Chairman and Managing Director	H-134, Malhotra Nagar, behind Vidhyadhar, Nagar Stadium, Vidhyadhar Nagar, Jaipur – 302039, Rajasthan, India.	06910635
Mr. Vishnu Kumar Sharma	Executive Director	134, Malhotra Nagar, Near Vidyadhar Nagar Stadium, Jaipur - 302039, Rajasthan, India.	06910658

Name	Designation	Address	DIN
Mr. Ravi Soothiya	Non- Executive Director	134, Malhotra Nagar, Vidhyadhar Nagar, Jaipur - 302013, Rajasthan, India.	09419656
Ms. Neha Kaira	Independent Director	A Flat No. 2205, G, Wing, Rustomajee Aazziano Near Nashik By Pass Road, Majiwada, Thane, Mumbai-400601, Maharashtra, India	07010166
Mr. Suresh Kumar Chotia	Independent Director	F/703, Marigold Valley of Flowers, Gundecha Complex, Near Evershine Dream Park, Thakur Village, Kandivli (East), Mumbai – 400101, Maharashtra, India.	10691714

For detailed profile of our Directors, refer “**Our Management**” on page 166 respectively of this Draft Red Herring Prospectus.

## INVESTOR GRIEVANCES

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

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

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

All grievances relating to the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as name of the sole or first Applicant, Bid cum Application Form number, 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 Book Running Lead Manager where the Anchor Investor Application Form was submitted by the Anchor Investor. For all Issue related queries and for redressal of complaints, investors may also write to the Book Running Lead Manager.

## DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE OF OUR COMPANY

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
<b>GRETEX CORPORATE SERVICES LIMITED</b> A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (W), Delisle Road, Mumbai-400013, Maharashtra, India <b>Contact No.:</b> +91 96532 49863 <b>Email:</b> info@gretexgroup.com <b>Website:</b> www.gretexcorporate.com <b>Contact Person:</b> Ms. Prajakta Raut <b>SEBI Registration No.:</b> INM000012177 <b>CIN:</b> L74999MH2008PLC288128	<b>MAASHITLA SECURITIES PRIVATE LIMITED</b> 451, Krishna Apra Business Square Netaji Subhash Place, Pitampura, North West - 110034, New Delhi, Delhi, India. <b>Contact No.:</b> 011-47581432 <b>Fax No.:</b> 011-47581432 <b>Email:</b> ipo@maashitla.com <b>Investor Grievance Email:</b> Investor.ipo@maashitla.com <b>Website:</b> www.maashitla.com <b>Contact Person:</b> Mr. Mukul Agrawal <b>SEBI Registration No.:</b> INR000004370 <b>CIN:</b> U67100DL2010PTC208725
LEGAL ADVISOR TO THE ISSUE	STATUTORY AND PEER REVIEW AUDITOR OF THE COMPANY
<b>Zenith India Lawyers</b> D-49, First Floor, Sushant Lok III Extension Sector 57 Gurugram Haryana-122003, India. <b>Mobile No.:</b> +91 9899016169 <b>Email:</b> raj@zilawyers.com	<b>M/s Mittal &amp; Associates., Chartered Accountants</b> B-603, Raylon Arcade, Ramakrishna Road, Kondivita, Andheri East, Mumbai – 400059, Maharashtra, India <b>Contact No.:</b> +91 93211 60020 <b>E-mail:</b> camukesh@gmail.com

<b>Website:</b> www.zilawyers.com <b>Contact Person:</b> Ms. Raj Rani Bhalla	<b>Contact Person:</b> Mr. Mukesh Kumar Sharma <b>Membership No.:</b> 134020 <b>Firm Registration No.:</b> 106456W <b>Peer Review No:</b> 016850
<b>BANKER TO THE COMPANY</b>	<b>BANKERS TO THE ISSUE / SPONSOR BANK*</b>
<b>State Bank of India</b> SME, Jaipur South, 22 Godam, RIICO Industrial Area, Jaipur <b>Mobile No.:</b> 0141 - 2212847 <b>Email:</b> sbi.00744@sbi.co.in <b>Website:</b> www.onlinesbi.sbi <b>Contact Person:</b> Mr. Ashish Kumar Jha	[•]
<b>SYNDICATE MEMBER*</b>	
[•]	

\*The Banker to the Issue (Sponsor Bank) and Syndicate Member shall be appointed prior to filing of the Red Herring Prospectus with the Registrar of Companies.

### CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

Except as mentioned below, there has been no change in the auditors of our Company during the last 3 years:

Sr. No.	Date of Change	From	To	Reason for Change
1	Date of Resignation: August 20, 2024  Date of Appointment: September 28, 2024	<b>Ram Niwas Sharma and Co., Chartered Accountants,</b> 320, Unnati Tower, Central Spine, Vidhyadhar Nagar, Jaipur — 302039, Rajasthan, India. <b>Contact No.:</b> +91-99833-29878 <b>E-mail:</b> caramniwas@rediffmail.com <b>Contact Person:</b> Ram Niwas Sharma <b>Membership No.:</b> 079455 <b>Firm Registration No.:</b> 024091C	<b>M/s Mittal &amp; Associates., Chartered Accountants</b> B-603, Raylon Arcade, Ramakrishna Road, Kondivita, Andheri East, Mumbai – 400059, Maharashtra, India <b>Contact No.:</b> +91 93211 60020 / +91 22 46016957 <b>E-mail:</b> camukesh@ymail.com <b>Contact Person:</b> CA Mukesh Sharma <b>Membership No.:</b> 134020 <b>Firm Registration No.:</b> 106456W <b>Peer Review No:</b> 016850	Ram Niwas Sharma and Co., Chartered Accountants is not an ICAI Peer Reviewed Firm

### SELF-CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>; <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>) and updated from time to time. For details on Designated Branches of SCSBs collecting the Bid-cum-Application Forms, refer to the above-mentioned SEBI link.

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

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

### SYNDICATE SCSB BRANCHES

In relation to ASBA Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and updated from time to time. For more information on such branches collecting Bid-cum-Application Forms from the Syndicate at Specified Locations, refer to the above-mentioned SEBI link.

#### **INVESTORS BANKS OR ISSUER BANKS FOR UPI**

In accordance with UPI Circulars, RIIs Applying via UPI Mechanism may apply through the SCSBs and mobile applications, whose names appear on the website of SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>), as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as '*Annexure A*' to the SEBI circular, bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

#### **REGISTERED BROKERS**

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

#### **REGISTRAR AND SHARE TRANSFER AGENTS**

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

#### **COLLECTING DEPOSITORY PARTICIPANTS**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for National Securities Depository Limited CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for Central Depository Services (India) Limited 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.

#### **BROKERS TO THE ISSUE**

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

#### **STATEMENT OF RESPONSIBILITY OF THE BOOK RUNNING LEAD MANAGER / STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES**

Since Gretex Corporate Services Limited is the sole Book Running Lead Manager to this Issue, a statement of inter se allocation of responsibilities amongst Book Running Lead Manager is not required.

#### **CREDIT RATING**

This being an Issue of Equity Shares, there is no requirement of credit rating for the Issue.

#### **IPO GRADING**

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

#### **EXPERT OPINION**

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

Our Company has received written consent dated October 04, 2024 from the Statutory and Peer Review Auditor namely M/s. Mittal & Associates., Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in respect of its (i) examination report dated October 28, 2024 on our Restated Financial Information; and (ii) its report dated October 28, 2024 on the statement of Special Tax Benefits in this Draft Red Herring Prospectus. Aforementioned consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

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

## **TRUSTEES**

This is an issue of equity shares hence appointment of trustees is not required.

## **DEBENTURE TRUSTEES**

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

## **MONITORING AGENCY**

As per Regulation 262(1) of the SEBI (ICDR) Regulations, 2018 as amended, the requirement of Monitoring Agency is not mandatory if the Issue size is below ₹ 10000.00 Lakhs.

Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company’s balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Red Herring Prospectus.

## **GREEN SHOE OPTION**

No Green Shoe Option is applicable for this Issue.

## **APPRAISAL AGENCY**

Our Company has not appointed any appraising agency for appraisal of the Project

## **FILING OF ISSUE DOCUMENT**

The Draft Red Herring Prospectus is being filed with Emerge Platform of National Stock Exchange India Limited (“NSE Emerge”) Exchange Plaza, C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India.

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

A copy of the Red Herring Prospectus / Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 will be filed to the Registrar of Companies Office situated at C/6-7, 1st Floor, Residency Area, Civil Lines, Jaipur - 302001, Rajasthan.

## **BOOK BUILDING PROCESS**

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Jaipur Edition of Regional newspaper [●] where

our registered office is situated at least two working days prior to the Bid / Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid / Issue Closing Date. Principal parties involved in the Book Building Process are: -

- Our Company;
- The Book Running Lead Manager in this case being Gretex Corporate Services Limited,
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with Exchanges and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue and;
- The Designated Intermediaries and Sponsor bank

The SEBI ICDR Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations.

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

**All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid / Issue Period and withdraw their Bids until the Bid / Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid / Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.**

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled “*Issue Procedure*” beginning on page 254 of the Draft Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 254 of this Draft Red Herring Prospectus.

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20.00 to ₹24.00 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Amount (₹)	Cumulative Quantity	Subscription
500	24.00	500	16.67%
1000	23.00	1500	50.00%
1500	22.00	3000	100.00%
2000	21.00	5000	166.67%
2500	20.00	7500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The Issuer, in consultation with the Book Running Lead Manager, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

#### Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 254 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

#### Bid / Issue Program:

Event	Indicative Dates
Bid / Issue Opening Date	[●] <sup>(1)</sup>
Bid / Issue Closing Date	[●] <sup>(2)(3)</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	[●]
Credit of Equity Shares to Demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

<sup>(1)</sup>Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid / Issue Period shall be one Working Day prior to the Bid / Issue Opening Date in accordance with the SEBI ICDR Regulations.

<sup>2</sup>Our Company in consultation with the Book Running Lead Manager, consider closing the Bid / Issue Period for QIBs one Working Day prior to the Bid / Issue Closing Date in accordance with the SEBI ICDR Regulations.

<sup>3</sup>UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Issue Closing Date, i.e. [●].



The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid / Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid / Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid / Issue Closing Date). On the Bid / Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Applicant on Bid / Issue Closing Date maybe extended in consultation with the the Book Running Lead Manager, RTA and Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid / Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid / Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid / Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid / Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software / hardware system or otherwise. In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid / Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stockbrokers, as the case may be, for the rectified data.

## **WITHDRAWAL OF THE ISSUE**

In accordance with the SEBI (ICDR) Regulations, our Company in consultation with Book Running Lead Manager, reserves the right not to proceed with this issue at any time after the Issue Opening Date, but before our Board meeting for Allotment without assigning reasons thereof.

If our Company withdraws the Issue after the Issue 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 Book Running 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 Issue after the Issue 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 Issue is also subject to obtaining the final Listing and Trading Approval 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 Issue Closing Date.

## **UNDERWRITING AGREEMENT**

This Issue is 100% Underwritten. The Underwriting agreement is dated September 03, 2024. Pursuant to the terms of the Underwriting Agreement the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriter have indicated its intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the Total Issue Size Underwritten
<b>Gretex Corporate Services Limited</b> A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai - 400013 Maharashtra, India. <b>Contact No.:</b> +91 96532 49863 <b>Email:</b> info@gretexgroup.com <b>Website:</b> www.gretexcorporate.com <b>Contact Person :</b> Ms. Prajakta Raut <b>SEBI Registration No.:</b> INM000012177 <b>CIN:</b> L74999MH2008PLC288128	[●]	[●]	[●]
<b>Gretex Share Broking Limited</b> A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai - 400013 Maharashtra, India. <b>Contact No.:</b> +91 22 6930 8500 <b>Email:</b> compliance@gretexbroking.com <b>Contact Person:</b> Mr. Deepak Navinchandra Shah <b>SEBI Registration No:</b> INZ000166934 <b>Market Maker Member Code:</b> 90287	[●]	[●]	[●]
<b>TOTAL</b>	<b>Upto [●]</b>	[●]	[●]

As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account. In the opinion of the Board of Directors (based on certificate given by the Underwriters), the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Book Running Lead Manager shall be responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the underwriting agreement, will also be required to procure / subscribe to Equity Shares to the extent of the defaulted amount. If the Underwriter(s) fails to fulfil its underwriting obligations as set out in the Underwriting Agreement, the Book Running Lead Manager shall fulfil the underwriting obligations in accordance with the provisions of the Underwriting Agreement.

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

Our Company has entered into Market Making Agreement dated September 03, 2024 with the Book Running Lead Manager and Market Maker to fulfil the obligations of Market Making:

The details of Market Maker are set forth below:

<b>Name</b>	<b>Gretex Share Broking Limited</b>
<b>Address</b>	A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls Dadar (W), S V S Marg, Mumbai- 400013, Maharashtra, India
<b>Contact No.</b>	+91 22 6930 8500
<b>Email</b>	<a href="mailto:compliance@gretexbroking.com">compliance@gretexbroking.com</a>
<b>Contact Person</b>	Mr. Deepak Navinchandra Shah
<b>CIN</b>	U65900MH2010PLC289361
<b>SEBI Registration No.</b>	INZ000166934
<b>Market Maker Member code</b>	90287

Gretex Share Broking Limited, registered with SME Platform of BSE Limited and Emerge Platform of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the Market Making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the Emerge Platform of National Stock Exchange of India Limited and SEBI regarding this matter from time to time.

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

- 1) The Market Maker (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered 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 the NSE Emerge (Emerge platform of National Stock Exchange of India Limited) and SEBI from time to time.
- 3) The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the Emerge platform of National Stock Exchange of India Limited (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the Emerge platform of National Stock Exchange of India Limited from time to time).
- 4) The minimum depth of the quote shall be ₹1.00 Lakhs. However, the investors with holdings of value less than ₹1.00 Lakhs shall be allowed to offer 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.
- 5) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% (Including the 5% of Equity Shares of the Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Equity Shares would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
- 6) There shall be no exemption / threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
- 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 Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Gretex Share Broking Limited is acting as the sole Market Maker.
- 9) The shares of the Company will be traded in continuous trading session from the time and day the company gets listed at Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) and Market Maker will remain present as per the guidelines mentioned under the National Stock Exchange of India Limited and SEBI circulars.
- 10) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- 11) The Market Maker shall have the right to terminate said arrangement by giving a three-month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker.
- 12) 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 Book Running Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (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.

- 13) Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. National Stock Exchange of India Limited can impose any other margins as deemed necessary from time-to-time.
- 14) Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
- 15) 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.
- 16) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 crores the applicable price bands for the first day shall be:
  - a. 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.
  - b. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”).

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

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

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

- 2) 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.

**On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.**

## SECTION VI: CAPITAL STRUCTURE

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

Sr. No.	Particulars	Amount (₹ in Lakh except share data)	
		Aggregate Nominal Value	Aggregate value at Issue Price
<b>A.</b>	<b>Authorised Share Capital <sup>(1)</sup></b>		
	1,20,00,000 Equity Shares of ₹ 10.00 each	1,200.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	82,11,000 Equity Shares of ₹ 10.00 each	821.10	-
<b>C.</b>	<b>Present Issue in terms of this Draft Red Herring Prospectus <sup>(2)</sup></b>		
	Issue of upto 29,32,800* Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share)	293.28	[●]
	Which comprises:		
<b>D.</b>	<b>Reservation for Market Maker portion</b>		
	Upto [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share)	[●]	[●]
<b>E.</b>	<b>Net Issue to the Public <sup>(3)</sup></b>		
	Upto [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●].00 per Equity Share)	[●]	[●]
	<i>Of which <sup>(2)</sup>:</i>		
	Upto [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●].00 per Equity Share) will be available for allocation to Retail Individual Investors of up to ₹ 2.00 Lakh	[●]	[●]
	Upto [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) will be available for allocation to Qualified Institutional Buyers of above ₹ 2.00 Lakhs	[●]	[●]
	Upto [●] Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) will be available for allocation to Non-Institutional Investors of above ₹ 2.00 Lakh	[●]	[●]
<b>F.</b>	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	Upto [●] Equity Shares of ₹ 10.00 each	[●]	-
<b>G.</b>	<b>Securities Premium Account</b>		
	Before the Issue		0.00
	After the Issue		[●]

\*Subject to finalization of the Basis of Allotment

<sup>(1)</sup>For details in relation to the changes in the authorised share capital of our Company, please refer to section titled “History and Certain Other Corporate Matters – Amendments to our Memorandum of Association” on page 150.

<sup>(2)</sup> The Issue has been authorized by a resolution of our Board of Directors through their meeting dated August 08, 2024 and by a special resolution of our Shareholders at Extra-ordinary General Meeting dated August 09, 2024.

<sup>(3)</sup> Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book

Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

## CLASS OF SHARES

As on date of this Draft Red Herring Prospectus, our Company has only one class of shares i.e., Equity Shares of ₹10.00 each. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

## NOTES TO CAPITAL STRUCTURE

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

Sr. No.	Particulars of increase	Cumulative No. of Equity Shares	Face Value (₹)	Cumulative Authorized Share Capital (₹)	Date of Meeting	Whether AGM / EGM
1.	On Incorporation	50,000	10.00	5,00,000	Incorporation	N.A.
2.	Increase in Authorized Capital	6,00,000	10.00	60,00,000	March 18, 2020	EGM
3.	Increase in Authorized Capital	10,00,000	10.00	1,00,00,000	September 01, 2020	EGM
4.	Increase in Authorized Capital	20,00,000	10.00	2,00,00,000	July 12, 2022	EGM
5.	Increase in Authorized Capital	30,00,000	10.00	3,00,00,000	May 10, 2023	EGM
6.	Increase in Authorized Capital	80,00,000	10.00	8,00,00,000	January 10, 2024	EGM
7.	Increase in Authorized Capital	1,20,00,000	10.00	12,00,00,000	May 10, 2024	EGM

### 2. History of Issued and Paid-Up Share Capital of our Company

The history of the equity share capital of our Company is set forth below:

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Cumulative Securities Premium (₹)
Upon Incorporation	10,000	10.00	10.00	Cash	Subscriber to the MOA (I)	10,000	1,00,000.00	0.00
May 13, 2020	2,56,600	10.00	10.00	Other than Cash	Allotment pursuant to Conversion of Loan into Equity (II)	2,66,600	26,66,000.00	0.00
September 01, 2020	4,03,082	10.00	10.00	Other than Cash	Allotment of Equity Shares pursuant to Acquisition of partnership firm (III)	6,69,682	66,96,820.00	0.00
January 17, 2022	3,30,318	10.00	10.00	Other than Cash	Allotment pursuant to Conversion of Loan into	10,00,000	1,00,00,000.00	0.00

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Cumulative Securities Premium (₹)
					Equity (IV)			
July 19, 2022	6,00,000	10.00	10.00	Other than Cash	Allotment pursuant to Conversion of Loan into Equity (V)	16,00,000	1,60,00,000.00	0.00
April 17, 2023	4,00,000	10.00	10.00	Other than Cash	Allotment pursuant to Conversion of Loan into Equity (VI)	20,00,000	2,00,00,000.00	0.00
June 09, 2023	2,00,000	10.00	10.00	Other than Cash	Allotment pursuant to Conversion of Loan into Equity (VII)	22,00,000	2,20,00,000.00	0.00
December 13, 2023	4,00,000	10.00	10.00	Cash	Right Issue (VIII)	26,00,000	2,60,00,000.00	0.00
June 21, 2024	32,912	10.00	292.00	Cash	Preferential Issue (IX)	26,32,912	2,63,29,120.00	92,81,184.00
July 10, 2024	55,860	10.00	292.00	Cash	Preferential Issue (X)	26,88,772	2,68,87,720.00	2,50,33,704.00
July 19, 2024	8,575	10.00	292.00	Cash	Preferential Issue (XI)	26,97,347	2,69,73,470.00	2,74,51,854.00
September 25, 2024	39,653	10.00	292.00	Cash	Preferential Issue (XII)	27,37,000	2,73,70,000.00	3,86,34,000.00
September 29, 2024	54,74,000	10.00	0.00	Other than Cash	Bonus Issue (XIII)	82,11,000	8,21,10,000.00	0.00

- i. The initial subscribers to the Memorandum of Association subscribed to 10,000 Equity Shares, each with a face value of ₹ 10.00 each, as outlined below:

Sr. No	Names of Allottees	Number of Equity Shares
1	Sunil Kumar Sharma	9,000
2	Vishnu Kumar Sharma	1,000
	<b>Total</b>	<b>10,000</b>

- ii. Allotment of 2,56,600 Equity Shares on May 13, 2020, each with a Face Value of ₹ 10.00 pursuant to conversion of Loan to Equity at the Issue Price of ₹ 10.00 as outlined below:

Sr. No	Names of Allottees	Number of Equity Shares
1	Sunil Kumar Sharma	2,56,600
	<b>Total</b>	<b>2,56,600</b>

- iii. Preferential Issue of 4,03,082 Equity Shares on September 01, 2020, each with a Face Value of ₹ 10.00 pursuant to Acquisition of partnership firm at the Issue Price of ₹ 10.00 as outlined below:

Sr. No	Names of Allottees	Number of Equity Shares
1	Sunil Kumar Sharma	2,53,941
2	Kailash Narayan Sharma	1,49,141
	<b>Total</b>	<b>4,03,082</b>

- iv. Allotment of 3,30,318 Equity Shares on January 17, 2022, each with a Face Value of ₹ 10.00 pursuant to conversion of Loan to Equity at the Issue Price of ₹ 10.00 as outlined below:

Sr. No	Names of Allottees	Number of Equity Shares
1	Sunil Kumar Sharma	3,30,318
	<b>Total</b>	<b>3,30,318</b>

- v. Allotment of 6,00,000 Equity Shares on July 19, 2022, each with a Face Value of ₹ 10.00 pursuant to conversion of Loan to Equity at the Issue Price of ₹ 10.00 as outlined below:

Sr. No	Names of Allottees	Number of Equity Shares
1	Sunil Kumar Sharma	6,00,000
	<b>Total</b>	<b>6,00,000</b>

- vi. Allotment of 4,00,000 Equity Shares on April 17, 2023, each with a Face Value of ₹ 10.00 pursuant to conversion of Loan to Equity at the Issue Price of ₹ 10.00 as outlined below:

Sr. No	Names of Allottees	Number of Equity Shares
1	Sunil Kumar Sharma	1,89,800
2	Krishna Sharma	98,000
3	Monika Sharma	30,000
4	Ravi Soothiya	82,200
	<b>Total</b>	<b>4,00,000</b>

- vii. Allotment of 2,00,000 Equity Shares on June 09, 2023 having Face Value of ₹10.00 each pursuant to conversion of Loan to Equity as per details given below:

Sr. No	Names of Allottees	Number of Equity Shares
1	Sunil Kumar Sharma	2,00,000
	<b>Total</b>	<b>2,00,000</b>

- viii. Allotment of 4,00,000 Equity Shares on December 13, 2023, each with a Face Value of ₹ 10.00 pursuant to Right Issue at the Issue Price of ₹ 10.00 to the existing shareholders of the Company as on Record date November 04, 2023 as outlined below:

Sr. No	Names of Allottees	Number of Equity Shares
1	Krishna Sharma	4,00,000
	<b>Total</b>	<b>4,00,000</b>

- ix. Allotment of 32,912 Equity Shares on June 21, 2024, each with a Face Value of ₹ 10.00 pursuant to Preferential Issue at the Issue Price of ₹ 292.00 as outlined below:

Sr. No	Names of Allottees	Number of Equity Shares
1	Swatipushp Tradelink Private Limited	32,912
	<b>Total</b>	<b>32,912</b>

- x. Allotment of 55,860 Equity Shares on July 10, 2024, each with a Face Value of ₹ 10.00 pursuant to Preferential Issue at the Issue Price of ₹ 292.00 as outlined below:



Sr. No	Names of Allottees	Number of Equity Shares
1	Swatipushp Tradelink Private Limited	11,335
2	Vikashkumar C Jain	4,300
3	Arth Poly yarn Private Limited	4,300
4	Amar H Patel	8,500
5	Gohil Sarvesh Atulkumar	8,600
6	Vibha Malde	8,600
7	Disha Sharma	6,800
8	Suryaprakash Sharma	3,425
	<b>Total</b>	<b>55,860</b>

- xii. Allotment of 8,575 Equity Shares on July 19, 2024, each with a Face Value of ₹ 10.00 pursuant to Preferential Issue at the Issue Price of ₹ 292.00 as outlined below:

Sr. No	Names of Allottees	Number of Equity Shares
1	Suryaprakash Sharma	3,375
2	Manisha S Pareek	5,200
	<b>Total</b>	<b>8,575</b>

- xiii. Allotment of 39,653 Equity Shares on September 25, 2024, each with a Face Value of ₹ 10.00 pursuant to Preferential Issue at the Issue Price of ₹ 292.00 as outlined below:

Sr. No	Names of Allottees	Number of Equity Shares
1	Swatipushp Tradelink Private Limited	2,005
2	Sanjay Kumar Sharma	5,160
3	Madan Lal Sharma	3,440
4	Dipak Kumar Chhaparia	3,400
5	Ekta Chhaparia	3,400
6	Mayank Chhaparia	1,700
7	Dildarsingh Bachansingh Makani	3,425
8	Siddharth Bafna	17,123
	<b>Total</b>	<b>39,653</b>

- xiii. Bonus Issue of 54,74,000 Equity Shares on September 29, 2024, each with a Face Value of ₹ 10.00 pursuant to Bonus Issue in the Ratio of 2:1 i.e., 2 (two) Bonus Equity Shares for 1 (One) equity share to the existing shareholders of the Company as on Record date September 27, 2024 as outlined below:

Sr. No	Names of Allottees	Number of Equity Shares
1	Sunil Kumar Sharma	43,68,000
2	Vishnu Kumar Sharma	52,000
3	Kailash Narayan Sharma	52,000
4	Krishna Sharma	52,000
5	Monika Sharma	52,000
6	Ravi Soothiya	52,000
7	Sunil Kumar Sharma HUF	5,20,000
8	Asha Sharma	52,000
9	Swatipushp Tradelink Private Limited	70,104
10	Vikashkumar C Jain	8,600
11	Arth Poly yarn Private Limited	8,600
12	Amar H Patel	17,000
13	Gohil Sarvesh Atulkumar	17,200
14	Vibha Malde	17,200
15	Disha Sharma	13,600
16	Suryaprakash Sharma	13,600
17	Manisha S Pareek	10,400
18	Suresh Kumar Bajoria HUF	16,000
19	Tani Garodia	6,400
20	Sanjay Kumar Sharma	10,320
21	Madan Lal Sharma	6,880
22	Dipak Kumar Chhaparia	6,800
23	Ekta Chhaparia	6,800

24	Mayank Chhaparia	3,400
25	Dildarsingh Bachansingh Makani	6,850
26	Siddharth Bafna	34,246
<b>Total</b>		<b>54,74,000</b>

3. Except mentioned in point ii, iii, iv, v, vi, vii and xiii above, we have not issued any Equity Shares for consideration other than cash.
4. 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.
5. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
6. 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 Issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
7. Issue of Equity Shares at price lower than the Issue Price during the preceding 1 (one) year

Our Company has not issued any Equity Shares at a price lower than the Issue Price during a period of one year preceding the date of this Draft Red Herring Prospectus, except as disclosed below:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
September 29, 2024	54,74,000	10.00	-	Bonus Issue (XIII)	Capitalization of Reserves & Surplus**	Sunil Kumar Sharma	43,68,000
						Vishnu Kumar Sharma	52,000
						Kailash Narayan Sharma	52,000
						Krishna Sharma	52,000
						Monika Sharma	52,000
						Ravi Soothiya	52,000
						Sunil Kumar Sharma HUF	5,20,000
						Asha Sharma	52,000
						Swatipushp Tradelink Private Limited	70,104
						Vikashkumar C Jain	8,600
						Arth Polyarn Private Limited	8,600
						Amar H Patel	17,000
						Gohil Sarvesh Atulkumar	17,200
						Vibha Malde	17,200
						Disha Sharma	13,600
						Suryaprakash Sharma	13,600
						Manisha S Pareek	10,400
						Suresh Kumar Bajoria HUF	16,000
						Tani Garodia	6,400
						Sanjay Kumar Sharma	10,320
						Madan Lal Sharma	6,880
Dipak Kumar Chhaparia	6,800						
Ekta Chhaparia	6,800						
Mayank Chhaparia	3,400						
Dildarsingh Bachansingh Makani	6,850						
Siddharth Bafna	34,246						
<b>Total</b>							<b>54,74,000</b>

*\*Above allotment of shares has been made out of Reserve & Surplus available for distribution to shareholders and no part of revaluation reserve has been utilized for the purpose.*

## **8. Our Shareholding Pattern**

- a) **The table below presents the current shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus**

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full convertible securities (as a percentage of alloted shares, including Warrants) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	
								Class-Equity	Class	Total								
A	Promoters & Promoter Group	8	78,00,000	-	-	78,00,000	94.99	78,00,000	-	78,00,000	94.99	-	94.99	-	-	-	-	78,00,000
B	Public	18	4,11,000	-	-	4,11,000	5.01	4,11,000	-	4,11,000	5.01	-	5.01	-	-	-	-	4,11,000
C	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>26</b>	<b>82,11,000</b>	-	-	<b>82,11,000</b>	<b>100.00</b>	<b>82,11,000</b>	-	<b>82,11,000</b>	<b>100.00</b>	-	<b>100.00</b>	-	-	-	-	<b>82,11,000</b>

**Notes:**

- As on date of this Draft Red Herring Prospectus 1 Equity share holds 1 vote.
- We have only one class of Equity Shares of face value of ₹10.00 each.
- 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 Stock Exchange before commencement of trading of such Equity Shares.

b) Equity Shareholding of Directors and Key Managerial Personnel and senior management in our Company:

Except as stated below, none of our Directors or Key Managerial Personnel or senior management hold any Equity Shares in our Company:

Sr. No.	Name of Shareholder	No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
1	Mr. Sunil Kumar Sharma	65,52,000	79.80	65,52,000	●
2	Mr. Vishnu Kumar Sharma	78,000	0.95	78,000	●
3	Mr. Ravi Sothiya	78,000	0.95	78,000	●
	<b>Total</b>	<b>67,08,000</b>	<b>81.70</b>	<b>67,08,000</b>	<b>●</b>

c) List of shareholders holding 1% or more of the paid-up capital of our Company as on date of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholder	No. of Equity Shares	% of Pre-Issue Capital
1	Mr. Sunil Kumar Sharma	65,52,000	79.80
2	Sunil Kumar Sharma HUF	7,80,000	9.50
3	Swatipushp Tradelink Private Limited	1,05,156	1.28
	<b>Total</b>	<b>74,37,156</b>	<b>90.58</b>

d) List of shareholders holding 1% or more of the paid-up capital of our company as on date ten days prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholder	No. of Equity Shares	% of Pre-Issue Capital
1	Mr. Sunil Kumar Sharma	65,52,000	79.80
2	Sunil Kumar Sharma HUF	7,80,000	9.50
3	Swatipushp Tradelink Private Limited	1,05,156	1.28
	<b>Total</b>	<b>74,37,156</b>	<b>90.58</b>

e) List of shareholders holding 1% or more of the paid-up capital of our company as on date one year prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholder	No. of Equity Shares	% of Pre-Issue Capital
1	Mr. Sunil Kumar Sharma	18,39,659	83.62
2	Mr. Kailash Narayan Sharma	1,49,000	6.77
3	Ms. Krishna Sharma	98,050	4.46
4	Mr. Ravi Sothiya	82,241	3.74
5	Ms. Monika Sharma	30,050	1.37
	<b>Total</b>	<b>21,99,000</b>	<b>99.95</b>

f) List of shareholders holding 1% or more of the paid-up capital of our company as on date two year prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholder	No. of Equity Shares	% of Pre-Issue Capital
1	Mr. Sunil Kumar Sharma	14,49,859	90.62
2	Mr. Kailash Narayan Sharma	1,49,141	9.32
	<b>Total</b>	<b>15,99,000</b>	<b>99.94</b>

9. Our Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of this Draft Red Herring Prospectus.

10. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

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 Red Herring Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue.

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

### 13. Details of our Promoter Shareholding.

As on the date of this Draft Red Herring Prospectus, our Promoters, Mr. Sunil Kumar Sharma, Mr. Vishnu Kumar Sharma, Mr. Ravi Sothiya and Sunil Kumar Sharma HUF holds 91.19% of the pre-issued, subscribed and paid-up Equity Share capital of our Company.

Build-up of our Promoters' shareholding in our Company:

Date of Allotment / Transfer	Number of Equity Shares	Face Value (₹)	Issue / Acquisition / Transfer Price (₹)	Nature of Consideration	Nature of transaction	% of pre-Issue equity share capital	% of post Issue equity share capital
<b>Mr. Sunil Kumar Sharma</b>							
June 13, 2019	9,000	10.00	10.00	Cash	Subscriber to MOA	0.11%	[•]
May 13, 2020	2,56,600	10.00	10.00	Other than Cash	Allotment pursuant to Conversion of Loan into Equity	3.13%	[•]
September 01, 2020	2,53,941	10.00	10.00	Other than Cash	Allotment pursuant to acquisition of Partnership Firm	3.09%	[•]
January 17, 2022	3,30,318	10.00	10.00	Other than Cash	Allotment pursuant to Conversion of Loan into Equity	4.02%	[•]
July 19, 2022	6,00,000	10.00	10.00	Other than Cash	Allotment pursuant to Conversion of Loan into Equity	7.31%	[•]
April 17, 2023	1,89,800	10.00	10.00	Other than Cash	Allotment pursuant to Conversion of Loan into Equity	2.31%	[•]
June 09, 2023	2,00,000	10.00	10.00	Other than Cash	Allotment pursuant to Conversion of Loan into Equity	2.44%	[•]
March 17, 2024	-51,000	10.00	-	Other than Cash	Gift to Mr. Vishnu Kumar Sharma	-0.62%	[•]
March 17, 2024	2,12,050	10.00	-	Other than Cash	Gift from Ms. Krishna Sharma	2.58%	[•]
May 29, 2024	1,23,000	10.00	28.09	Cash	Transfer from Mr. Kailash Narayan Sharma	1.50%	[•]
May 29, 2024	4,050	10.00	28.09	Cash	Transfer from Ms. Monika Sharma	0.05%	[•]
May 29, 2024	56,241	10.00	28.09	Cash	Transfer from Mr. Ravi Sothiya	0.68%	[•]

September 29, 2024	43,68,000	10.00	-	Other than Cash	Bonus Allotment	53.20%	[•]
	<b>65,52,000</b>					<b>79.80%</b>	[•]
<b>Mr. Vishnu Kumar Sharma</b>							
June 13, 2019	1,000	10.00	10.00	Cash	Subscriber to MOA	0.01	[•]
March 17, 2024	51,000	10.00	-	Other than Cash	Gift from Mr. Sunil Kumar Sharma	0.62%	[•]
March 20, 2024	-26,000	10.00	-	Other than Cash	Gift to Ms. Asha Sharma	-0.32%	[•]
September 29, 2024	52,000	10.00	-	Other than Cash	Bonus Allotment	0.63%	[•]
	<b>78,000</b>					<b>0.95%</b>	[•]
<b>Mr. Ravi Soothiya</b>							
February 15, 2023	41	10.00	10.00	Cash	Transfer from Mr. Kailash Narayan Sharma	0.00%	[•]
April 17, 2023	82,200	10.00	10.00	Cash	Allotment pursuant to Conversion of Loan into Equity	1.00%	[•]
May 29, 2024	-56,241	10.00	28.09	Cash	Transfer to Mr. Sunil Kumar Sharma	-0.68%	[•]
September 29, 2024	52,000	10.00	-	Other than Cash	Bonus Allotment	0.63%	[•]
	<b>78,000</b>					<b>0.95%</b>	[•]
<b>Sunil Kumar Sharma HUF</b>							
March 17, 2024	60,000	10.00	-	Other than Cash	Gift from Krishna Sharma	0.73%	[•]
March 17, 2024	2,00,000	10.00	-	Other than Cash	Gift from Krishna Sharma	2.44%	[•]
September 29, 2024	5,20,000	10.00	-	Other than Cash	Bonus Allotment	6.33%	[•]
	<b>7,80,000</b>					<b>9.50%</b>	[•]

**Notes:**

- None of the shares belonging to our Promoters have been pledged till date.
- The entire Promoter's shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Draft Red Herring Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations
- All the shares held by our Promoter, were fully paid-up on the respective dates of acquisition of such shares.

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

Sr. No.	Particulars	Pre-Issue		Post-Issue	
		No. of Shares	% Holding	No. of Shares	% Holding
<b>A)</b>	<b>Promoters</b>				
1.	Mr. Sunil Kumar Sharma	65,52,000	79.80%	65,52,000	[●]
2.	Mr. Vishnu Kumar Sharma	78,000	0.95%	78,000	[●]
3.	Mr. Ravi Soothiya	78,000	0.95 %	78,000	[●]
4.	Sunil Kumar Sharma HUF	7,80,000	9.50%	7,80,000	[●]
	<b>Total (A)</b>	<b>74,88,000</b>	<b>91.19%</b>	<b>74,88,000</b>	<b>[●]</b>
<b>B)</b>	<b>Promoter Group</b>				
1.	Mr. Kailash Narayan Sharma	78,000	0.95%	78,000	[●]
2.	Ms. Krishna Sharma	78,000	0.95%	78,000	[●]
3.	Ms. Monika Sharma	78,000	0.95%	78,000	[●]
4.	Ms. Asha Sharma	78,000	0.95%	78,000	[●]
	<b>Total (B)</b>	<b>3,12,000</b>	<b>3.80%</b>	<b>3,12,000</b>	<b>[●]</b>
	<b>Total (A+B)</b>	<b>78,00,000</b>	<b>94.99</b>	<b>78,00,000</b>	<b>[●]</b>

14. 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.	Mr. Sunil Kumar Sharma	65,52,000	3.59
2.	Mr. Vishnu Kumar Sharma	78,000	0.13
3.	Mr. Ravi Soothiya	78,000	0.00
4.	Sunil Kumar Sharma HUF	7,80,000	0.00

15. We have 26 (Twenty-Six) Shareholders as on the date of this Draft Red Herring Prospectus

16. We hereby confirm that:

There has been no acquisition, sale or transfer of Equity Shares by our Promoter, Promoter Group, Directors and their immediate relatives in the last 6 months preceding the date of filing of this Draft Red Herring Prospectus other than the following:

Date of Allotment / Transfer	Name of Shareholder	No. of Equity Shares allotted / Transferred / Acquired	% of Pre-Issue Capital	Subscribed / Acquired / Transfer	Category of Allottees (Promoters / Promoter Group)
May 29, 2024	Sunil Kumar Sharma	1,23,000	1.50%	Transfer	Promoter
May 29, 2024	Sunil Kumar Sharma	4,050	0.05%	Transfer	Promoter
May 29, 2024	Sunil Kumar Sharma	56,241	0.68%	Transfer	Promoter
May 29, 2024	Ravi Soothiya	56,241	0.68%	Transfer	Promoter
May 29, 2024	Kailash Narayan Sharma	1,23,000	1.50%	Transfer	Promoter Group
May 29, 2024	Monika Sharma	4050	0.05%	Transfer	Promoter Group
September 29, 2024	Sunil Kumar Sharma	43,68,000	53.20%	Bonus Issue	Promoter
September 29, 2024	Vishnu Kumar Sharma	52,000	0.63%	Bonus Issue	Promoter
September 29, 2024	Kailash Narayan Sharma	52,000	0.63%	Bonus Issue	Promoter Group



Date of Allotment / Transfer	Name of Shareholder	No. of Equity Shares allotted / Transferred / Acquired	% of Pre-Issue Capital	Subscribed / Acquired / Transfer	Category of Allottees (Promoters / Promoter Group)
September 29, 2024	Krishna Sharma	52,000	0.63%	Bonus Issue	Promoter Group
September 29, 2024	Monika Sharma	52,000	0.63%	Bonus Issue	Promoter Group
September 29, 2024	Ravi Soothiya	52,000	0.63%	Bonus Issue	Promoter
September 29, 2024	Sunil Kumar Sharma HUF	5,20,000	6.33%	Bonus Issue	Promoter
September 29, 2024	Asha Sharma	52,000	0.63%	Bonus Issue	Promoter Group

No financing arrangements have been entered into by the members of the Promoter Group, the Directors, or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six months preceding the date of filing of this Draft Red Herring Prospectus.

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

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

As on the date of this Draft Red Herring Prospectus, our Promoters hold 74,88,000 Equity Shares constituting [●] % of the Post-Issued, subscribed and paid-up Equity Share Capital of our Company, which are eligible for the Promoter's contribution.

Our Promoters have given written consent to include upto 22,30,000# Equity Shares held by them and subscribed by them as part of Promoters' Contribution constituting 20% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment / 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 %	Lock in Period
<b>Mr. Sunil Kumar Sharma</b>						
June 13, 2019	9,000	10.00	10.00	Subscription to MOA	[●]	3 Years
May 13, 2020	2,56,600	10.00	10.00	Loan to Equity	[●]	3 Years
September 01, 2020	2,53,941	10.00	10.00	Consideration towards acquisition of Assets and liabilities of Partnership Firm	[●]	3 Years
January 17, 2022	3,30,318	10.00	10.00	Loan to Equity	[●]	3 Years
July 19, 2022	6,00,000	10.00	10.00	Loan to Equity	[●]	3 Years
April 17, 2023	1,89,800	10.00	10.00	Loan to Equity	[●]	3 Years
June 09, 2023	1,49,000	10.00	10.00	Loan to Equity	[●]	3 Years
September 29, 2024	3,89,341	10.00	0.00	Bonus Issue	[●]	3 Years
<b>Total</b>	<b>21,78,000</b>				[●]	
<b>Mr. Ravi Soothiya</b>						

February 15, 2023	41	10.00	10.00	Transfer from Mr. Kailash Sharma	[●]	3 Years
April 17, 2023	25,959	10.00	10.00	Loan to Equity	[●]	3 Years
September 29, 2024	26,000	100.00	0.00	Bonus Issue	[●]	3 Years
<b>Total</b>	<b>52,000</b>				[●]	

# Assuming full subscription to the Issue.

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

- a) The Equity Shares offered for minimum 20% Promoter's Contribution have not been acquired in the three years preceding the date of this Draft Red Herring Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoter's contribution;
- b) The minimum Promoter's contribution does not include Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price;
- c) No equity shares have been issued to our Promoters upon conversion of a partnership firm during the preceding one year at a price less than the Issue Price
- d) The Equity Shares held by the Promoters and offered for minimum Promoter's contribution are not subject to any pledge;
- e) All the Equity Shares of our Company held by the Promoters are in dematerialized form and
- f) The Equity Shares offered for Promoter's contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoters for inclusion of its subscription in the Promoters contribution subject to lock-in.

**We further confirm that our Promoter's Contribution of 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies.**

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

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoter's contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 59,81,000 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.

#### **19. Inscription or Recording of non-transferability**

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

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

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan;

if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

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

## 21. Transferability of Locked in Equity Shares

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of SEBI (SAST) Regulations, 2011 as applicable;

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

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

22. Our Company, our Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.
23. As on date of this Draft Red Herring Prospectus, there are no partly paid-up equity shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
24. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.
25. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
26. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "**Basis of Allotment**" in the chapter titled "**Issue Procedure**" beginning on page 254 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
27. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
28. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.

29. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
30. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
31. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
32. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
33. There are no Equity Shares against which depository receipts have been issued.
34. As per RBI regulations, OCBs are not allowed to participate in this issue
35. This Issue is being made through Book Built Method.
36. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. No payment, direct or indirect in the nature of discount, commission, allowances or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
37. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
38. None of our Promoters and Promoter Group will participate in the Issue.

Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Draft Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

## SECTION VII: PARTICULARS OF THE ISSUE

### OBJECT OF THE ISSUE

The Issue includes a fresh Issue of upto 29,32,800 Equity Shares of our Company at an Issue Price of [●] per Equity Share.

#### Fresh Issue

The details of the proceeds of the Fresh Issue are summarized below:

Particulars	Amount
Gross Proceeds from the Fresh Issue	[●]
Less: Issue related expenses*	[●]
Net Proceeds of the Fresh Issue	[●]

#### Requirement of Funds

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

- a) Acquisition of New Plant and Machinery
- b) Construction of foundation for new Factory Building.
- c) Repayment/Pre-payment of Certain Debt Facilities
- d) Working Capital Requirements
- e) General Corporate Purposes

In addition to the objects mentioned above, our Company intends to strengthen its capital base and expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including among other things, enhancing the visibility of our brand and our Company among our existing and potential customers. We believe that listing will enhance our corporate image and brand name and create a public market for Equity Share of our Company in India and will further enable us to avail future growth opportunities.

We are a Speciality Chemicals (involving complex and differentiated chemistry) manufacturing Company providing tailor-made solutions in the Business-to-Business (B2B) sector. Our innovative and customisable solutions empower growth across various industries by providing cutting-edge additives that enhance the performance and efficiency of products like fertilizers, mining, and diverse plasticizer applications. As a speciality chemical manufacturer, our vision extends beyond mere production – we aim to drive industry advancement by “empowering innovation through speciality chemistry”, growth, and the establishment of new benchmarks. Our diverse product portfolio includes a range of fertilizers additives and plasticizers.

We believe that maintaining a range of products in our business provides us with an opportunity to cater to the diverse needs of different customer segments. Further, we believe that we have experience resources, and a network that can be customized and leveraged to cater domestic as well as international customers.

The main object clause and the ancillary object clause of the Memorandum of Association of our Company enable us to undertake our existing activities and the activities for which we are raising funds through the Issue. The existing activities of our Company are within the object clause of our Memorandum.

#### Utilization of Net Fresh Issue Proceeds

The Net Fresh Issue Proceeds are proposed to be used in the manner set out in the following table:

(₹ in lakhs)

Sr. No.	Particulars	Total Estimated Expenditure	Amount to be financed from Internal Accruals/ Borrowings	Amount to be financed and deployed from Net IPO Proceeds by the Financial Year ended March 31, 2025	Amount to be financed and deployed from Net IPO Proceeds by the Financial Year ended March 31, 2026
1	Acquiring new Plant and Machinery	524.29	-	524.29	-
2	Construction of foundation for new Factory Building	256.65	-	-	256.65
3	Repayment/Pre-payment of Certain Debt Facilities	565.71	-	565.71	-
4	Working Capital Requirement	1,500.00	-	500.00	1,000.00
5	General Corporate Purposes	194.05	-	-	194.05
	<b>Total</b>	<b>3,040.70</b>	<b>-</b>	<b>1,590.00</b>	<b>1,450.70</b>

#### Means of Finance:

The above-mentioned fund requirement will be met from the proceeds of the Issue. We intend to fund the shortfall, if any, from internal accruals.

*Since the fund requirements set out for the aforesaid Objects of the Issue are proposed to be met entirely from the Net Proceeds and internal accruals. Accordingly, we confirm that we are in compliance with the requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI (ICDR) Regulations, 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.*

The fund requirements are based on internal management estimates and have not been verified by the lead managers or appraised by any bank or financial institution or any other independent agency. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors 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.

For further details on the risks involved in our business plans and executing our business strategies, please see the chapter titled "**Risk Factors**" beginning on page 29 of this Draft Red Herring Prospectus.

## 1) Acquisition of New Plant and Machinery

### a) Acquiring and Setting up of new Chemical reactors

We are currently seeking to raise capital for the strategic acquisition of a new manufacturing plant, a key component in our ongoing efforts to significantly expand our business operations. Presently, our company is engaged in the production of a range of chemical products, including fertilizer additives, plasticizers, mining chemicals, and specialty chemicals, as outlined in greater detail in the "Our Business" section of this document.

The company owns land situated at Plot No. F- 200C, RIICO Industrial Area, Manda, Phase I, Dist. Jaipur - 303712, which spans an area of approximately 1,950 square meters. On this site, we operate a fully functional manufacturing unit that comprises two chemical reactors, referred to as "PM 1" and "PM 2," with a combined installed production capacity of 12,800 metric tons per year. Our current utilization of this capacity ranges between 70% and 100%, depending on the specific manufacturing processes required for different products.

The manufacturing unit is housed within a factory building that covers an area of approximately 250 square meters on the aforementioned plot. Additionally, the company has about 700 square meters of open space and remaining area utilized for storage facilities and leaving room for future expansion. This expansion is vital to meet growing market demand and to ensure that our operations can continue to scale in alignment with our long-term business objectives.

In response to the growing demand within the chemical industry, we are embarking on an ambitious plan to significantly expand our manufacturing capacity. This expansion includes the installation of four additional chemical reactors, collectively referred to as "PM 3." Out of these, two reactors are currently in the process of being installed at our existing site, Plot F200(C), while the remaining two reactors will be installed at a new site, Plot F200(D) utilizing the proceeds of issue. Upon completion, this will boost our total installed production capacity from its current level to a substantial 48,800 metric tons per year. This increase in capacity is expected to directly contribute to enhanced sales volume and overall profitability.

The utilization of this expanded capacity is projected to range between 60% and 100%, depending on the company's order book and prevailing market conditions. This flexibility will enable us to efficiently respond to fluctuations in demand, ensuring optimal operational performance.

As part of this strategic investment, we anticipate incurring significant expenditure for the procurement of 2 chemical reactors, amounting to approximately ₹ 438.82 lakhs, which will be funded from the net proceeds of the issue. We are confident that this investment in Plant & Machinery will substantially augment our current production capabilities, allowing us to meet the increasing demand from key industries such as Fertilizers, Textile, Cables, Pipe & Fitting, and many others. Through this expansion, we aim to strengthen our market position and further capitalize on the growing opportunities within the chemical sector.

The funds raised will be allocated for acquisition of a new plant and machinery. This new plant will be equipped with advanced technology, including:

Description	PM 1 & 2	PM 3
Production capacity (MT)	12800	36000
Power Saving (KW)	NIL	5760
Fuel Consumption (Per Unit)	Rs 0.50	Rs 0.40
Number of Products	6-7 products	18-20 products
Quality (Volatile loss)	0.08%	0.06%

- **Increase Production Capacity:**

The capex of new machinery will allow the company to expand its production capabilities, meeting rising demand for our products in both domestic and international markets. Machinery will lead to increase the production capacity by 36,000 Metric tones per year.

- **Improve Efficiency and Cost-Effectiveness:**

In existing plant, there is extra pump and vacuum installed for refluxing of alcohol in mixture while in new plant there is system of self-gravity resulting saving of 5,670 Kilowatt. Due to the increased production

capacity it will lower the per unit fuel consumption cost to ₹ 0.4 per unit. Overall new plant and machinery will help streamline production processes, reduce operational downtime, and lower costs associated with energy consumption and maintenance.

- **Enhance Product Quality:**

New plant will reduce the volatility loss from 0.08% per batch to 0.06% per batch increasing the quality of product. Automation and advanced monitoring systems improve workplace safety by reducing the need for human intervention in hazardous environments. This leads to real time monitoring and automation minimizing human errors to achieve the desired quality of products.

- **Position the Company for Future Growth:**

By investing in modern infrastructure and equipment, the company will be well-positioned to adapt to future market demands and technological advancements, securing a competitive edge in the industry.

For acquiring plant and machinery estimated cost details are as below:

Sr. No.	Vendor Name	Description	Quantity	Amount (₹ in Lakhs)*	Quotation details
1	Xpedition Engineers	29 KL Reactor With Internal Coil	1	90.27	<p>The Quotation is provided by M/s <b>Xpedition Engineers</b>, Plot No 80 Yogi Estate Phase - I GIDC Ankleshwar Bharuch, Gujarat, 393002</p> <p><b>Date of Quotation:</b> August 24, 2024</p> <p><b>Validity of Quotation:</b> April 23, 2025</p>
		Distillation Column , MOC SS 316, Dia 900 MM	2	56.52	
		Eco Agitator For Reaction V-Essel MOC SS 316	2	37.17	
		Filter Press 36 Plate 35 Frame Dubble Side Grinded Heavy Duty	2	25.97	
		Heat Exchanger MOC SS 316	8	178.89	
		Vacuum System ( Ejector With Tank) Capacity 50 KL MOC SS 304	1	8.85	
		Supply of Receiver/ Separator MOC SS 304 , Capacity 7 KL	2	25.72	
		Separator - Cap 6	2	9.44	
		IMTP Packing Ring 40X.3Mm	5	5.99	
<b>Total</b>				<b>438.82*</b>	

\* The amount is inclusive of GST.

#### b) Installation of Rooftop Solar

We are planning to set up a rooftop solar power system as part of our broader commitment to sustainable energy practices and reducing our carbon footprint at our factory located in Plot No. F- 200C, RIICO Industrial Area, Manda, Phase I, Dist. Jaipur - 303712. The proposed rooftop solar system will be of 323.73 KW and will annually be generating 420849 kWh of energy. The system is capable of generating approximately 1300 units of electricity on daily basis.

By harnessing solar energy, we aim to meet a significant portion of our facility's energy requirements through renewable sources, leading to reduced dependency on conventional power grids and lower operational costs over time. The installation of rooftop solar panels will not only help in cutting down electricity expenses but also contribute to environmental conservation by minimizing greenhouse gas emissions. By investing in renewable energy, we also position ourselves to benefit from various government incentives, thereby enhancing our profitability and reputation as a socially responsible enterprise.

The Company will be entering into specific arrangement and taking necessary approvals from Jaipur Vidyut Vitran Nigam Limited for taking benefit of the power generated through such rooftop solar.

Quotation for setting up of said rooftop solar system is as under:



Sr. No.	Vendor Name	Description	Quantity	Amount (₹ in Lakhs)	Quotation details
1	ILLUSIONS4REAL (SolarMaxx)	a. 323.73KW Roof Mounted Grid Tie system b. Grid Tie Inverter(s) suitable for 323.73KW – Sungrow/equivalent Grid-tie inverter. c. Waaree/Saatvik/equivalent Solar PV Modules 545W (or similar +/-5W) d. Fixed module mounting structure on Roof e. Maintenance of Solar system for 1 year.	1	85.47	The Quotation is provided by M/s <b>ILLUSIONS4REAL</b> , 3rd Floor, 308, Krishna Square, Subhash Nagar, Jaipur, Rajasthan - 302016  <b>Date of Quotation:</b> November 5, 2024 <b>Validity of Quotation:</b> November 12, 2024
<b>Total</b>				<b>85.47*</b>	

\* The amount is inclusive of GST.

**Notes:**

- We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary as per the best possible offer available with us.
- All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually render the services or at the same costs.
- The construction service and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of supply or equipment) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other service, equipment or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of construction service, equipment and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.
- We are not acquiring any second-hand machinery.

The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of services proposed to be acquired by us at the actual time of provision of service, resulting in increase in the estimated cost. Further, cost will be escalated on account of freight expenses, installation charges, packaging & forwarding, custom duty etc. Such cost escalation would be met out of our internal accruals.

**Proposed Schedule of Implementation**

The proposed schedule of implementation for installation of Manufacturing facilities is as follows:

Particulars	Estimated Month of Completion
	Placement of Purchase Order
Delivery of Machinery	June 2025
Put to use	July 2025

\*Assuming we receive the IPO Proceeds in the month of March 2025

The proposed schedule of implementation for installation of rooftop solar is as follows:

Particulars	Estimated Month of
	Completion
Placement of Purchase Order	March 2025
Installation of Solar	June 2025
Put to use	July 2025

\*Assuming we receive the IPO Proceeds in the month of March 2025

## 2) Construction of foundation for new Factory Building

Company has entered into the 99 years lease agreement in April 2024 with Rajasthan Sate Industrial Development & Investment Corporation Limited (“RIICO”) for the industrial land A 430 measuring to 10,000 square meters at industrial area located in Manda II, Jaipur, Rajasthan.

The value of the agreement for the aforementioned transaction amounts to ₹ 481.08 lakhs. As outlined in the agreement, ₹ 120.33 lakhs is paid upfront and the payment of balance amount i.e ₹ 360.75 lakhs will be made over a period commencing on 30<sup>th</sup> September 2024, at an interest rate of 8.50%. The payment will occur through 11 quarterly equated instalments of ₹ 32.80 lakhs each, with the first instalment due on 30<sup>th</sup> September 2024 and the final instalment scheduled for 31<sup>st</sup> March 2027. Furthermore, it is worth noting that the company intends to settle the outstanding amount in a single payment, utilizing the proceeds from its IPO, as stated in **Repayment/Pre-payment of Certain Debt facilities** of this chapter.

Additionally, the company is planning to construct a factory building covering 3,000 square meters on the aforementioned industrial land. The goal is to establish a manufacturing facility for the production of water-soluble fertilizers in the near future. These fertilizers can be sold directly to farmers, while water treatment chemicals produced at the facility will be supplied to industries such as mining, refineries, and energy sectors. A portion of the proceeds from the issue, amounting to ₹ 256.65 lakhs, will be allocated solely for the construction of the foundation for factory building spread over 1350 square meters. Furthermore, the company intends to finance the setup of the water-soluble fertilizer plant through other funding sources and internal accruals. Detailed cost estimates for the construction of said foundation is provided below.

Quotation for construction of factory building for manufacturing facility

Sr. No.	Vendor Name	Particulars of job work	Area (Sq Mtrs)	Amount (₹ in Lakhs)*	Quotation details
1	Xpdition Engineers	Construction of Machine Foundation	450	79.65	The Quotation is provided by M/s <b>Xpdition Engineers</b> , Plot No 80 Yogi Estate Phase - I GIDC Ankleshwar Bharuch, Gujarat, 393002  <b>Date of Quotation:</b> September 23, 2024 <b>Validity of Quotation:</b> May 22, 2025
		Construction of Tank Foundation	300	77.88	
		Construction of RCC Road/Floor	600	99.12	
<b>Total</b>				<b>256.65*</b>	

\* The amount is inclusive of GST

Notes:

- We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary as per the best possible offer available with us.
- All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually render the services or at the same costs.
- The construction service and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of supply or equipment) at the time of actual placement of the order. In such case, the

Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other service, equipment or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of construction service, equipment and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.

4. The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of services proposed to be acquired by us at the actual time of provision of service, resulting in increase in the estimated cost. Further, cost will be escalated on account of freight expenses, installation charges, packaging & forwarding, custom duty etc. Such cost escalation would be met out of our internal accruals.

### Proposed Schedule of Implementation

The proposed schedule of implementation for construction of factory building is as follows:

Particulars	Estimated Month of
	Completion
Commencement of construction service	March 2025
Completion of Foundation	July 2025

### 3) Repayment/Pre-payment of Certain Debt facilities

Our Company has entered into various financing arrangements with banks and financial institutions. The loan facilities entered into by our Company include borrowings in the form of term loans and fund-based facilities. For further details, including indicative terms and conditions of such loan facilities, see “*Statement of Financial Indebtedness*” beginning on page 216 of this Draft Red Herring Prospectus. Our Company proposes to utilise an aggregate amount of ₹ 565.71 Lakhs estimated to be outstanding by financial year ending March 31, 2025 from the Net Proceeds towards full or partial repayment or prepayment of certain borrowing availed by our Company from banks and financial institutions assuming company will receive IPO proceeds in the Month of March 2025.

The selection and extent of loans proposed to be repaid from our Company’s borrowings mentioned below will be based on various commercial considerations including, among others, the costs, expenses and charges relating to the facility including interest rate of the relevant loan, the amount of the loan outstanding, the remaining tenor of the loan, presence of onerous terms and conditions under the facility, levy of any prepayment penalties and the quantum thereof, provisions of any law, rules, regulations governing such borrowings, terms of prepayment to lenders, if any and mix of credit facilities provided by lenders.

Given the nature of these borrowings and the terms of repayment, the aggregate outstanding amounts under these loans may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to Allotment. Accordingly, our Company may utilise the Net Proceeds for part prepayment of any such refinanced loans or repayment of any additional loan facilities obtained by it. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of loans (including refinanced or additional loans availed, if any), in part or full, would not exceed ₹ 565.71 Lakh.

The prepayment or repayment will help reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. In addition, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business in the future. The following table provides details of loan availed by our Company as on November 7, 2024 aggregating to ₹ 711.23 Lakhs which is proposed to be prepaid or repaid, in full or in part, from the Net Proceeds to the extent of an aggregate amount of ₹ 565.71 Lakhs by March 31, 2025:

Name of Lender	Date of Sanction	Purpose	Fixed Rate of Interest	Outstanding as on November 7, 2024 (₹ in Lakhs)	Foreclosure Charges*
Rajasthan State Industrial development & Investment Corporation Ltd	05 <sup>th</sup> April 2024	One time payment of lease of 99 Year for industrial land A-430 located at Manda II, Jaipur, Rajasthan.	8.50%	327.95	NIL
Bajaj Finance Ltd	28 <sup>th</sup> July 2023	Unsecured business loan taken for meeting day to day working capital requirements.	17.50%	9.47	N.A.**
Kisetsu Saison Finance (India) Private Limited	21 <sup>st</sup> July 2023	Unsecured business loan taken for meeting day to day working capital requirements.	15.50%	18.89	4.00%
Axis Bank Ltd	1 <sup>st</sup> August 2023	Unsecured business loan taken for meeting day to day working capital requirements.	15.10%	42.14	N.A.**
L&T Finance Ltd	25 <sup>th</sup> August 2023	Unsecured business loan taken for meeting day to day working capital requirements.	17.50%	22.31	N.A.**
Yes Bank Ltd	25 <sup>th</sup> July 2023	Unsecured business loan taken for meeting day to day working capital requirements.	15.25%	31.88	N.A.**
Moneywise Financial Services Pvt Ltd	2 <sup>nd</sup> August 2023	Unsecured business loan taken for meeting day to day working capital requirements.	16.25%	22.56	4.00%
Poonawalla Fincorp Ltd	20 <sup>th</sup> July 2023	Unsecured business loan taken for meeting day to day working capital requirements.	16.00%	19.36	5.00%
Unity Small Finance Bank Limited	1 <sup>st</sup> August 2023	Unsecured business loan taken for meeting day to day working capital requirements.	16.00%	26.12	N.A.**
ICICI Bank Ltd	31 <sup>st</sup> July 2023	Unsecured business loan taken for meeting day to day working capital requirements.	15.50%	15.07	NIL
Aditya Birla Finance Ltd	21 <sup>st</sup> August 2023	Unsecured business loan taken for meeting day to day working capital requirements.	16.00%	19.21	N.A.**
Fedbank Financial Services Ltd	27 <sup>th</sup> July 2023	Unsecured business loan taken for meeting day to day working capital requirements.	16.30%	19.33	N.A.**
Kotak Mahindra Bank Ltd	29 <sup>th</sup> July 2023	Unsecured business loan taken for meeting day to day working capital requirements.	15.38%	22.35	N.A.**

Name of Lender	Date of Sanction	Purpose	Fixed Rate of Interest	Outstanding as on November 7, 2024 (₹ in Lakhs)	Foreclosure Charges*
Urigo Capital Ltd	27 <sup>th</sup> July 2023	Unsecured business loan taken for meeting day to day working capital requirements.	16.00%	22.49	5.00%
HDFC Bank Ltd	30 <sup>th</sup> July 2022	Unsecured business loan taken for meeting day to day working capital requirements.	14.55%	7.30	3.00%
Indusind Bank Ltd	31 <sup>st</sup> August 2023	Unsecured business loan taken for meeting day to day working capital requirements.	16.00%	22.02	5.00%
Shriram Finance Ltd	28 <sup>th</sup> July 2023	Unsecured business loan taken for meeting day to day working capital requirements.	16.00%	32.15	4.00%
Tata Capital Ltd	28 <sup>th</sup> July 2023	Unsecured business loan taken for meeting day to day working capital requirements.	16.50%	30.63	4.50%
<b>Total</b>				<b>711.23</b>	

\*Foreclosure charges are payable on outstanding principal amount of the loan at the time of such prepayment, in addition to the foreclosure charges company is liable to pay GST as per applicable rates.

\*\*N.A. stands for Not Applicable where foreclosure charges are not mentioned on the loan document, however, certain foreclosure charges might be applied by the banks/financial institutions.

As certified by M/s. Mittal & Associates, Chartered Accountants, in accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, pursuant to their certificate dated October 28, 2024 the above-mentioned loans have been deployed towards the purposes mentioned in the respective loan agreements. In due course of business, due to various operational benefits, our Company may explore possibilities of other banks participating in existing loans either in full or in part, including the loans mentioned above. Some of our financing agreements provide for the levy of prepayment penalties. In the event that there are any prepayment penalties required to be paid under the terms of the relevant financing agreements, such prepayment penalties shall be paid by our Company out of its internal accruals.

#### 4) To Meet Working Capital Requirements

We finance our working capital requirement from our internal accruals. Considering the existing and future growth and the orders and service agreements in hand, the working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach ₹ 6,075.85 Lakhs for FY 2024-25 and ₹ 8,623.01 Lakhs in FY 2025-26. We intend to meet our working capital requirements to the extent of ₹ 500.00 Lakhs for FY 2024-25 and ₹ 1,000.00 Lakhs for FY 2025-26 from the Net Proceeds of this Issue and the balance will be met from internal accruals at an appropriate time as per the requirement.

#### *Basis of estimation of working capital*

The details of our Company's composition of working capital as at March 31, 2022, March 31, 2023, March 31, 2024, June 30, 2024, March 31, 2025 and March 31, 2026 based on the Restated Summary Statements and working capital estimates. Further the source of funding of the same are as set out in the table below:

Particulars	March 31, 2022	March 31, 2023	March 31, 2024	June 30, 2024	March 31, 2025	March 31, 2026
	Restated	Restated	Restated	Restated	Estimated	Estimated
<b>Current Assets</b>						

(₹ in lakhs)

Particulars	March 31, 2022	March 31, 2023	March 31, 2024	June 30, 2024	March 31, 2025	March 31, 2026
Trade Receivables	122.40	339.88	327.74	590.26	1,819.07	3,144.42
Inventories	253.87	542.45	1,791.47	2,184.21	3,284.62	4,909.57
Cash and Cash Equivalents	64.27	14.52	310.21	137.28	880.18	330.08
Short-Term Loans & Advances	40.06	33.36	420.82	426.72	1,260.22	2,246.33
Other current assets	49.48	72.39	62.22	173.42	80.88	88.97
<b>Total (I)</b>	530.07	1,002.59	2,912.46	3,511.89	7,324.98	10,719.37
<b>Current Liabilities</b>						
Short-Term Borrowings	415.48	726.16	982.69	1,212.50	278.49	282.27
Trade Payables	118.48	186.54	256.73	409.57	234.67	354.83
Other Current Liabilities	13.58	32.30	62.25	32.46	74.52	72.94
Short-Term Provisions	15.82	32.48	212.16	304.92	661.44	1,386.31
<b>Total (II)</b>	563.35	977.48	1,513.83	1,959.44	1,249.12	2,096.36
<b>Net Working Capital (I)-(II)</b>	(33.29)	25.11	1,398.63	1,552.45	6,075.85	8,623.01
<b>Funding Pattern:</b>						
Internal Accruals	-	25.11	1,398.63	1,552.45	5,075.85	8,123.01
Part of the IPO Proceeds	-	-	-	-	500.00	1,000.00

**Assumptions for working capital requirement**

Assumptions for Holding Levels

(In days)

Particulars	Basis of Calculation	Holding Level as on March 31, 2022	Holding Level as on March 31, 2023	Holding Level as on March 31, 2024	Holding Level as on June 30, 2024	Holding Level as on March 31, 2025	Holding Level as on March 31, 2026
<b>Current Assets</b>							
Inventories	Cost of Goods Sold	116	90	88	92	94	91
Trade Receivables	Revenue from Operations	35	42	12	19	40	40
Cash and Cash Equivalents		18	2	12	4	19	4
Short Term Loans & Advances		11	4	16	14	28	29
Other Current Assets		14	9	2	6	2	1
<b>Current Liabilities</b>							
Short-term Borrowings	Cost of Goods Sold	190	120	48	51	8	5
Trade Payables		54	31	13	17	7	7
Other Current Liabilities		6	5	3	1	2	1
Short-term Provisions		7	5	10	13	19	26

**Justification for Holding Period Levels**

Particulars	Detail
Inventories	The inventory holding period has varied over the years. In FY 2022, during the early stages of the business, it was at 116 days. This decreased to 90 days in FY 2023, then to 88 days in FY 2024, and was at 92 days as of June 30, 2024, before increasing slightly to 94 days for FY 2025 and 91 days for FY 2026. This trend reflects a marked improvement in inventory management efficiency, especially in FY 2023 and FY 2024. We anticipate that the company will continue to maintain this efficiency, with an inventory holding period between 90-95

Particulars	Detail
	days in the future. Enhanced sales strategies and marketing efforts likely contributed to higher turnover rates, resulting in quicker sales cycles and reduced inventory holding times.
Trade Receivables	The trade receivables holding period has fluctuated notably over recent financial years. It rose from 35 days in FY 2022 to 42 days in FY 2023, then dropped sharply to 12 days in FY 2024 due to advances received from export clients. By June 30, 2024, it increased to 19 days, eventually returning to 40 days in FY 2025 and FY 2026, reflecting a normalized collection period aligned with expected collections from both domestic and export clients.
Cash and Cash Equivalents	Our holding period for cash and cash equivalents has been reduced from 18 days in FY 2022 to 2 days in FY 2023, followed by 12 days in FY 2024, 4 days in June 30, 2024 and rising to 19 days in FY 2025 due to part utilisation of IPO proceeds. This impact reflects our improved cash flow management and operational efficiency. By FY 2025, we aim to utilize available cash effectively, relying on advanced liquidity management to dynamically meet our operational needs. This approach ensures optimal cash utilization and supports our growth strategy.
Short Term Loan & advances	Short-term loans and advances primarily consist of advances to suppliers and employees. year on year, we have increased our advances to suppliers to secure price benefits resulting economies of scale, currently around 70% of purchases amount is being paid upfront.
Other Current Assets	Other current assets mainly consist of balances with government authorities, prepaid expenses, and accrued interest.
Short Term Borrowings	Short-term borrowings include current maturities of long-term debt and cash credit from banks. The holding period decreased significantly from 190 days in FY 2022 to 120 days in FY 2023, further declining to 48 days in FY 2024, 51 days in June 30, 2024, reaching 8 days in FY 2025 and 5 days in FY 2026, primarily due to improved cash flow management and effective utilisation of working capital facilities and internal accrued funds.
Trade Payables	The trade payables holding period has decreased significantly from 54 days in FY 2022 to 31 days in FY 2023, then to 13 days in FY 2024, 17 for June 30, 2024 and finally to 7 days and 5 days in FY 2025 and FY 2026 respectively. This decrease is primarily due to enhanced supplier relationships to procure quality raw material, and a focus on timely payments, with 70% of our creditors for materials now being advance payments.
Other Current Liabilities	Other current liabilities mainly include advances from customers, expenses payables, and statutory dues. Our holding period for other current liabilities remained low at 6 days for FY 2022 to 5 days in FY 2023, then decreased to 3 days in FY 2024, 1 day in June 30, 2024 and further to 2 days and 1 day in FY 2025 and FY 2026 respectively, primarily due to improved payment processes, increased operational efficiency, and a focus on timely compliance with statutory dues.
Short-term Provisions	The short-term provisions primarily consist of income tax and gratuity provisions. The income tax has been calculated according to the provisions of the Income Tax Act.

Pursuant to the certificate dated October 28, 2024, M/s. Mittal & Associates, Chartered Accountants, have verified the working capital requirements for the period ended on March 31, 2024, from the Restated Financial Information and working capital estimates for the financial year 2024-25 as approved by the Board pursuant to its resolution dated October 28, 2024.

## 5) General Corporate Purposes

The Net Proceeds will be first utilized towards the Objects as mentioned above. The balance Net Fresh Issue Proceeds to the tune of ₹ [●] Lakhs is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI (ICDR) Regulations, 2018. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

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

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

### Proposed Year wise Deployment of Funds / Schedule of Implementation

The entire Net Fresh Issue Proceeds are proposed to be deployed in the Financial Year 2024-25 and 2025-26.

### Public Issue Expense

The estimated Issue related expenses include Issue Management Fee, Marketing Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar’s Fees, Depository Fee and Listing Fee. The total expenses for this Issue are estimated to be approximately ₹ [●] Lakhs. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Particulars	Expenses	% of Total	% of Total
	(₹ In Lakh)	Issue Expenses	Issue size
Payment to the Lead Manager	[●]	[●]	[●]
Market Making Fees	[●]	[●]	[●]
Fees payable to Registrar to Issue	[●]	[●]	[●]
Fees to Legal Advisor	[●]	[●]	[●]
Advertisement Expenses	[●]	[●]	[●]
Fees payable to Regulators including Stock Exchange	[●]	[●]	[●]
Printing & Distribution Expenses	[●]	[●]	[●]
Marketing & Selling Expenses	[●]	[●]	[●]
Payment to Sponsor Bank	[●]	[●]	[●]
Statutory & Other Reports	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]

<sup>(1)</sup>Will be incorporated at the time of filing of the Prospectus and on determination of Offer Price and other details.

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

Portion for Retail Individual Bidders	[●] % of the Amount Allotted* (plus applicable taxes) or ₹ [●] whichever is less on the Applications wherein shares are allotted
Portion for Non-Institutional Bidders	
Portion for QIB	

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

No additional processing fees shall be payable to the SCSBs on the applications directly procured by them.

The Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE.

Processing fees payable to the SCSBs of ₹ [●] per valid application (plus applicable taxes) for processing the Bid cum Application of Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees procured by the Syndicate Member/ Sub-Syndicate Members/ Registered Brokers / RTAs / CDPs and submitted to SCSBs for blocking. In case the total ASBA processing charges payable to SCSBs exceeds ₹ [●] lakhs, the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed ₹ [●] lakhs.

### For Syndicate (including their Sub-Syndicate Members), RTAs and CDPs

Brokerages, selling commission and processing/uploading charges on the portion for Retail Individual Bidders (using the UPI mechanism), portion for Non-Institutional Bidders and Eligible Employees which are procured by members of Syndicate (including their Sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:



Portion for Retail Individual Bidders	[●] % of the Amount Allotted* (plus applicable taxes) or ₹ [●] whichever is less on the Applications wherein shares are allotted
Portion for Non-Institutional Bidders	
Portion for QIB	

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

The selling commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member.

The payment of selling commission payable to the sub-brokers/ agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member.

The Selling commission payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE.

Uploading charges/ processing charges of ₹ [●] valid application (plus applicable taxes) is applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: for applications made by Retail Individual Investors using the UPI Mechanism. In case the total processing charges payable under this head 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.)

Uploading charges/processing charges of ₹ [●] valid applications (plus applicable taxes) are applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: (a) for applications made by Retail Individual Bidders using 3-in-1 type accounts; and (b) for Non-Institutional Bids using Syndicate ASBA mechanism / using 3-in-1 type accounts. (In case the total processing charges payable under this head 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.

The Bidding/uploading charges payable to the Syndicate/ Sub-Syndicate Members, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE.

#### **For Registered Brokers:**

Selling commission payable to the registered brokers on the portion for Retail Individual Bidders and Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows:

Portion for Retail Individual Bidders and Non-Institutional Bidders	[●] % of the Amount Allotted* (plus applicable taxes) or ₹ [●] whichever is less on the Applications wherein shares are allotted
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\*Based on valid applications.

#### **For Sponsor Bank:**

Processing fees for applications made by Retail Individual Bidders using the UPI mechanism will be ₹ [●] per valid Bid cum Application Form\* (plus applicable taxes). The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI Circulars, the Syndicate Agreement and other applicable laws.

\* For each valid application

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

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial

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

### **Shortfall of Funds**

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

### **Bridge Financing Facilities**

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

### **Monitoring Utilization of Funds**

As the size of the Fresh Issue does not exceed ₹10,000 Lakhs, in terms of Regulation 262 of the SEBI (ICDR) Regulations, 2018, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the SEBI (LODR) Regulation, 2015, our Company shall on a half-yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulation, 2015 our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Red Herring Prospectus.

### **Interim Use of Proceeds**

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed Company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

### **Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

### **Other Confirmations**

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

## BASIS OF ISSUE PRICE

*Investors should read the following summary with the chapter titled “Risk Factors”, the details about our Company under the chapter titled “Our Business” and its financial statements under the chapter titled “Financial Statements as Restated” beginning on pages 29, 109 and 198 respectively of the Draft Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.*

The Issue Price has been determined by the Company in consultation with the Book Running Lead Manager on the basis of the key business strengths of our Company. The face value of the Equity Shares is ₹10.00 each and the Issue Price is ₹ [●] which is [●] times of the face value.

### Qualitative Factors

Some of the qualitative factors, which form the basis for the Issue Price, are:

1. Focus on R&D to leverage complex chemistry and technology
2. In-house manufacturing facility with equipped technologies and processes.
3. Focus on Quality, Health and Safety
4. Global Presence
5. Customer Focus and strong relationships with diversified customers across geographies

For further details, see “*Risk Factors*” and “*Our Business*” beginning on pages 29 and 109, respectively.

### Quantitative Factors

Some of the information presented in this chapter is derived from the Restated Financial Information. For further information, see “*Financial Information*” beginning on page 198 of this Draft red Herring Prospectus.

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

#### Basic Earnings and Diluted Earnings per Equity Share (EPS) as per Accounting Standard 20

##### As per Restated Financial Statements (Pre-Bonus)

Period	Basic and Diluted EPS (in ₹)	Weight
March 31, 2022	7.85	1
March 31, 2023	12.52	2
March 31, 2024	46.73	3
<b>Weighted Average</b>	<b>28.85</b>	
For three months period from April 2024 to June 30, 2024*	<b>14.39</b>	

##### As per Restated Financial Statements (Post-Bonus)

Period	Basic and Diluted EPS (in ₹)	Weight
March 31, 2022	0.97	1
March 31, 2023	2.68	2
March 31, 2024	14.15	3
<b>Weighted Average</b>	<b>8.13</b>	
For three months period ended June 30, 2024*	4.80	

\*Not Annualized

Notes:

- 1) Basic and diluted earnings/ (loss) per equity share: Basic and diluted earnings per equity share are computed in accordance with Accounting Standard 20 – “Earnings per Share” issued by the Institute of Chartered Accountants of India.
- 2) The ratios have been computed as below:
  - i) Basic EPS is calculated as Profit/(loss) for the year/period attributable to owners divided by the adjusted weighted average number basic equity shares outstanding during the year/period.
  - ii) Diluted EPS is calculated as Profit/(loss) for the year/period attributable to owners divided by the adjusted weighted average number of adjusted diluted equity shares outstanding during the year/period.
- 3) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year/period adjusted by the number of equity shares issued during the year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year/period.
- 4) Weighted average is aggregate of year-wise weighted EPS divided by the aggregate of weights i.e.  $\{(EPS \times Weight) \text{ for each year}\} / \{Total \text{ of weights}\}$ .

For further details, see “Other Financial Information” on page 198 of this Draft Red Herring Prospectus.

**Price/Earning (“P/E”) Ratio in relation to the Issue Price of ₹ [●] per Equity Share:**

Particulars	P/E at Floor Price (no. of times)	P/E at Cap Price (no. of times)
Based on Restated Financial Statements	[●]	[●]
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	[●]	[●]
P/E ratio based on the Weighted Average Basic & Diluted EPS, as restated	[●]	[●]

*Note: The P/E ratio has been computed by dividing Issue Price with EPS*

**Return on Networth as per Restated Financial Statements:**

Period	RONW (%)	Weight
March 31, 2022	27.16	1
March 31, 2023	39.45	2
March 31, 2024	65.76	3
<b>Weighted Average</b>	<b>50.55</b>	
For three months period from April 2024 to June 30, 2024*	18.02	

*\*Not Annualized*

*Note: The RONW has been computed by dividing net profit after tax (as restated), by Networth (as restated) as at the end of the year.*

**Net Asset Value (NAV) per Equity Share**

**As per Restated Financial Statements (Pre-Bonus)**

Sl. No.	Particulars	On the basis of Restated Financial Statements (₹)
a)	As on March 31, 2022	28.92
b)	As on March 31, 2023	31.74
c)	As on March 31, 2024	71.06
d)	As on June 30, 2024	79.83

**As per Restated Financial Statements (Post-Bonus)**

Sl. No.	Particulars	On the basis of Restated Financial Statements (₹)
a)	As on March 31, 2022	3.58
b)	As on March 31, 2023	6.80
c)	As on March 31, 2024	21.52

Sl. No.	Particulars	On the basis of Restated Financial Statements (₹)
d)	As on June 30, 2024	26.61
e)	Net Asset Value per Equity Share after the Issue at Issue Price	[●]
f)	Issue Price	[●]

**Notes:**

- NAV has been calculated as Net worth divided by weighted average number of Equity Shares at the end of the year.
- Net asset value per equity share = net worth attributable to the owners as at the end of the year/period divided by adjusted number of equity shares outstanding as at the end of year/period.
- Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of statement of profit and loss, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation.
- Net Worth and the number of equity shares as at the end of the year/period have been adjusted to give effect to the consequent increase in share capital on the assumption that options outstanding to subscribe for additional equity capital (i.e. outstanding share warrants and employee stock options), wherever applicable, were exercised in the respective financial year/period. The computation considering aforementioned effects has been carried out in accordance with the requirements of SEBI ICDR Regulations and therefore the net worth and the number of equity shares outstanding as at the end of the year/period has not been derived from Restated Financial Information.

For further details, see “Other Financial Information” on page 198 of this Draft Red Herring Prospectus.

**Comparison with Listed Industry Peer:**

Particulars	CMP*	EPS (₹)	PE Ratio	RONW (%)	NAV (₹)	Face Value (₹)	Revenue from Operations (₹ in Lakh)
OAN Industries Limited	[●]	14.15	[●]	65.76	71.06	10	9,594.76
<b>Peer Group **</b>							
Indo Amines Limited	171.32	6.27	27.32	17.29	36.27	5	92,516.08
Fine Organic Industries Limited	4,970.00	119.88	41.46	19.75	607.07	5	1,95,114.29

\* CMP for our Company is considered as Issue Price

\*\* Source: www.bseindia.com and www.nseindia.com.

**Notes:**

- The figures of OAN Industries Limited are based on financial statements as restated as on March 31, 2024.
- Considering the nature and size of business of the Company, the peers are not strictly comparable. However, the same have been included for broad comparison.
- Current Market Price (CMP) is the closing price of peer group scripts as on November 5, 2024.
- The figures for the peer group are based on the standalone audited financials for the year ended March 31, 2024.

The face value of our share is ₹10.00 per share and the Issue Price is of ₹ [●] per share are [●] times of the face value.

**Key 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 our company in comparison to our peers.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated October 28, 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-year period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by M/s. Mittal & Associates, Chartered Accountants, by their certificate dated October 28, 2024.

The KPIs of our Company have been disclosed in the sections titled “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators**” on pages 109 and 199 respectively of this Draft Red Herring Prospectus.

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

### Key Performance Indicators of Our Company

(In Lakhs)

Key Financial Performance	For the period ended on	For the Financial year ended on		
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from operations <sup>(1)</sup>	2,796.52	9,594.76	2,983.25	1,288.52
EBITDA <sup>(2)</sup>	499.88	1,627.88	349.06	157.28
EBITDA Margin <sup>(3)</sup>	17.88%	16.97%	11.70%	12.21%
PAT	374.57	1,057.14	177.72	57.77
PAT Margin <sup>(4)</sup>	13.39%	11.02%	5.96%	4.48%
Networth <sup>(5)</sup>	2,078.28	1,607.61	450.47	212.74
RoE % <sup>(6)</sup>	18.02%	65.76%	39.45%	27.16%
RoCE% <sup>(7)</sup>	13.18%	59.24%	30.43%	29.04%

#### Notes:

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

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

(5) Networth means the aggregate value of the paid-up share capital and reserves and surplus of the company.

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

(7) Return on Capital Employed is calculated as EBIT i.e Profit before tax + Interest Expenses - Other Income divided by capital employed, which is defined as shareholders’ equity plus long-term borrowings.

### Explanations for KPI Metrics

KPI	Explanation
Revenue from Operation	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business in key verticals
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.
Networth	Networth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
RoE%	RoE provides how efficiently our Company generates profits from Shareholders’ Funds
RoCE%	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

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

Key Financial Performance	OAN Industries Limited				Indo Amines Limited				Fine Organic Industries Limited			
	For the period ended on June 30, 2024	For the year ended on March 31, 2024	For the year ended on March 31, 2023	For the year ended on March 31, 2022	For the period ended on June 30, 2024	For the year ended on March 31, 2024	For the year ended on March 31, 2023	For the year ended on March 31, 2022	For the period ended on June 30, 2024	For the year ended on March 31, 2024	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Revenue from Operations (1)	2,796.52	9,594.76	2,983.25	1,288.52	25,310.48	92,516.08	92,206.18	78,018.43	50,832.78	1,95,114.29	3,02,914.62	1,85,842.83
EBITDA (2)	499.88	1,627.88	349.06	157.28	2,617.41	8,072.52	8,310.98	5,260.00	12,179.14	48,028.44	78,127.96	34,852.40
EBITDA Margin (3)	17.88%	16.97%	11.70%	12.21%	10.34%	8.73%	9.01%	6.74%	23.96%	24.62%	25.79%	18.75%
PAT	374.57	1,057.14	177.72	57.77	1,807.94	4,433.28	3,799.22	2,490.97	9,899.93	36,755.15	59,059.89	25,066.93
PAT Margin (4)	13.39%	11.02%	5.96%	4.48%	7.14%	4.79%	4.12%	3.19%	19.48%	18.84%	19.50%	13.49%
Networth (5)	2,078.28	1,607.61	450.47	212.74	NA	25,641.16	21,733.88	18,302.93	NA	1,86,128.90	1,52,213.20	95,849.60
RoE % (6)	18.02%	65.76%	39.45%	27.16%	NA	17.29%	17.48%	13.61%	NA	19.75%	38.80%	26.15%
RoCE% (7)	13.18%	59.24%	30.43%	29.04%	NA	21.01%	24.07%	16.56%	NA	22.79%	48.18%	31.38%

\*\*All the information for listed industry peers mentioned above is sourced from the Quarterly financial result of June 2024 and Annual Reports of FY 23-24, FY 22-23 and FY 21-22.

#Not Available = Data of certain KPI's of the Company's listed peers is either not available in the public domain or the basis and manner of calculation of the figures mentioned is not ascertainable and therefore, may not be an accurate comparison with the Company's information and hence not mentioned.

Notes:

- (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements
- (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 Margin' is calculated as PAT for the period/year divided by revenue from operations.
- (5) Networth means the aggregate value of the paid-up share capital and reserves and surplus of the company.
- (6) Return on Equity is ratio of Profit after Tax and Shareholder Equity
- (7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long-term borrowings.

## Weighted Average Cost of Acquisition

(a) The price per share of our Company is based on the primary issuance of equity shares.

There has been no issuance of Equity Shares, other than Equity Shares issued pursuant to a right issue allotted on December 18, 2023 during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

Date of Allotment	No. of equity Shares allotted	Face value per Equity share (₹)	Issue price per Equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration (in ₹ lakhs)
June 09, 2023	2,00,000	10.00	10.00	Allotment pursuant to Conversion of Loan into Equity	Other than Cash	20.00
December 13, 2023	4,00,000	10.00	10.00	Right Issue	Cash	40.00
June 21, 2024	32,912	10.00	292.00	Preferential Issue	Cash	96.10
July 10, 2024	55,860	10.00	292.00	Preferential Issue	Cash	163.11
July 19, 2024	8,575	10.00	292.00	Preferential Issue	Cash	25.04
September 25, 2024	39,653	10.00	292.00	Preferential Issue	Cash	111.79

(b) The price per share of our Company is based on the primary issuance of equity shares.

There has been no issuance of Equity Shares, other than Equity Shares issued pursuant to a right issue allotted on December 18, 2023 during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

Date of Transfer	Name of Transferor	Name of Transferee	No. of equity Shares transferred	Face value per Equity share (₹)	Issue price per Equity share (₹)	Total Consideration (in ₹ lakhs)
May 29, 2024	Mr. Kailash Narayan Sharma	Mr. Sunil Kumar Sharma	1,23,000	10.00	28.09	34.55
May 29, 2024	Ms. Monika Sharma	Mr. Sunil Kumar Sharma	50	10.00	28.09	0.01
May 29, 2024	Ms. Monika Sharma	Mr. Sunil Kumar Sharma	4000	10.00	28.09	1.12
May 29, 2024	Mr. Ravi Soothiya	Mr. Sunil Kumar Sharma	41	10.00	28.09	0.01
May 29, 2024	Mr. Ravi Soothiya	Mr. Sunil Kumar Sharma	56200	10.00	28.09	15.79

(c) Weighted average cost of acquisition, floor price and cap price:



Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price* (i.e. ₹ [●])	Cap price* (i.e. ₹ [●])
Weighted average cost of acquisition of primary issuance as per paragraph (a) above	62.42	[●] times	[●] times
Weighted average cost of acquisition for secondary transaction as per paragraph (b) above	28.09	[●] times	[●] times

The Company in consultation with the Book Running Lead Manager believes that the Issue Price of ₹ [●] per share for the Public Issue is justified in view of the above parameters. Investor should read the above-mentioned information along with the chapter titled “*Risk Factors*” beginning on page 29 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled “*Financial Statements as Restated*” beginning on page 198 of this Draft Red Herring Prospectus.

## STATEMENT OF POSSIBLE TAX BENEFITS

To  
The Board of Directors  
OAN INDUSTRIES LIMITED  
P-134 Malhotra Nagar,  
Vishwakarma Industrial Area,  
Jaipur, Rajasthan, India, 302013.

Dear Sir,

**Sub: Statement of Possible Special Tax Benefits (“the Statement”) available to OAN INDUSTRIES LIMITED (“the Company”) and its shareholders prepared in accordance with the requirements in Point No. 9 (L) of Part A of Schedule VI of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended (“the Regulations”)**

We hereby report that this certificate along with the annexure (hereinafter referred to as “The Statement”) states the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 (‘IT Act’) (read with Income Tax Rules, Circulars and Notifications) as amended by the Finance Act, 2024 (i.e. applicable to F.Y. 2024-25 relevant to A.Y. 2025-26) (hereinafter referred to as the “IT Regulations”) and under the Goods And Service Tax Act, 2017 (read with Goods And Service Tax[GST] Rules, Circulars and Notifications), presently in force in India. The Statement has been prepared by the management of the Company in connection with the proposed Public Issue, which we have initiated for identification purposes only.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the said relevant provisions of the tax laws and regulations applicable to the Company. Hence, the ability of the Company or its shareholders to derive the special tax benefits, if any, is dependent upon fulfilling such conditions, which are based on business imperatives, which the Company may or may not choose to fulfill or face in the future.

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 available to the Company or its shareholders. Further, the Preparation of enclosed statement and the contents stated therein is not exhaustive and is the responsibility of the Company’s management. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever-changing tax laws in India. Further, we give no assurance that the income tax authorities/ other indirect tax authorities/courts will concur with our views expressed 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 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.

The information provided in Annexure sets out the Possible Special Direct Tax & Indirect Tax benefits available to the Company, and its Shareholders in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of Equity Shares, under the current tax laws presently in force in India. Several of these benefits are dependent on the Company and its Shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company, and the Shareholders of the Company to derive the direct and indirect tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company, and the Shareholders of the Company may or may not choose to fulfil. Further, certain tax benefits may be optional, and it would be at the discretion of the Company or the Shareholders of the Company to exercise the option by fulfilling the conditions prescribed under the Tax Laws.

The overview provided in Annexure 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 shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

This certificate along with the annexure is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus 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 written consent.

**For Mittal & Associates**  
**Chartered Accountants,**  
**Firm Registration No.: 106456W**

Sd/-  
**CA Mukesh Kumar Sharma**  
**Partner**  
**Membership No.: 134020**  
**UDIN: 24134020BKEIXZ6568**

Date: October 28, 2024  
Place: Mumbai

## **ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO OAN INDUSTRIES LIMITED (“THE COMPANY”) AND IT’S SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA**

Outlined below are the possible special tax benefits available to the Company and its shareholders as per the Income tax Act, 1961 (“IT Act”) as amended from time to time and applicable for financial year 2024-25 relevant to assessment year 2025-26 (AY 2025-26) and Indirect Tax Laws as amended from time to time and applicable for financial year 2024-25. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

### **I. Under the IT Act**

#### **1. Special Tax Benefits to the Company**

There are no Special Tax Benefits available to the Shareholders of the Company.

#### **2. Special Tax Benefits available to Shareholders**

There are no Special Tax Benefits available to the Shareholders of the Company.

#### **NOTES:**

- The above statement of Possible Special Tax Benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- The above statement covers only certain Special Tax Benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
- The above statement of Possible Special Tax Benefits is as per the current Direct Tax Laws relevant for the assessment year 2024-25. Several of these benefits are dependent on the Company or its Shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
- In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax 54 consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

### **II. Under the Indirect Tax Laws**

#### **3. Special Indirect Tax Benefits available to the Company**

#### **Benefits under the Central Goods and Services Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder)**

- Under the GST regime, all supplies of goods and services which qualify as export of goods or services are zero-rated, that is, these transactions attract a GST rate of zero per cent.
- There are two mechanisms for claiming refund of accumulated ITC against export. Person can export under Bond/ Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated Input Tax Credit or person may export on payment of integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017.
- Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without

payment of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

- The Company is exporting the goods without payment of Integrated GST under LUT as well as with payment of Integrated GST for the Financial Year 2024-25 and is entitled to claim refund of accumulated ITC on such exports in terms of GST law.

#### **Benefits of Duty Drawback scheme under Section 74 and 75 of the Customs Act, 1962**

- Section 74 of the Act grants duty drawback up to 98% of the import duty paid on goods, if the goods are re-exported by the importer. The importer is entitled to drawback subject to the fulfilment of the certain conditions. Presently the rate of Duty Drawback ranges from 0% to 95%
- As per section 75, Central Government is empowered to allow duty drawback on export of goods, where the imported materials are used in the manufacture of such goods. Unlike drawback of a portion of the customs duty paid on imported goods, here the main principle is that the Government fixes a rate per unit of final article to be exported out of the country as the amount of drawback payable on such goods.
- The Company is claiming duty drawback of duty paid on import of materials used in manufacture of exported goods under Section 75 of the Customs Act 1962.

#### **Benefits of Remission of Duties and Taxes on Export Products (“RoDTEP”) Scheme under The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20)**

- The Government of India by making amendment in the Foreign Trade Policy 2015-20 vide DGFT Notification No. 19/2015-20 dated 17.08.2021 introduced this scheme which provides rebate of all hidden Central, State, and Local duties/taxes/levies on the exported goods including prior stage cumulative indirect taxes on goods and services used in the production and distribution of the exported product, which have not been refunded under any other existing scheme. The Company avails RoDTEP benefit as notified, on exported products.

#### **4. Special Tax Benefits available to Shareholders**

Shareholders of the Company are not eligible to special tax benefits under the provisions of the Central Goods and Services Act 2017 (read with Central Goods and Services Tax Rules, circulars, notifications), respective State Goods and Services Tax Act, 2017 (read with respective State Goods and Services Tax Rules, circulars, notifications), Integrated Goods and Services Tax Act, 2017 (read with Integrated Goods and Services Tax Rules, circulars, notifications), The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20), Customs Act, 1962 (read with Custom Rules, circulars, notifications), Customs Tariff Act, 1975 (read with Custom Tariff Rules, circulars, notifications)

The Shareholders of the Company are not entitled to any Special Tax Benefits under indirect tax laws.

***INVESTORS ARE ADVISED TO CONSULT THEIR OWN TAX CONSULTANT WITH RESPECT TO THE TAX IMPLICATIONS OF AN INVESTMENT AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN THE SECURITIES, PARTICULARLY IN VIEW OF THE ACT THAT CERTAIN RECENTLY ENACTED LEGISLATION MAY NOT HAVE A DIRECT LEGAL PRECEDENT OR MAY HAVE A DIFFERENT INTERPRETATION ON THE BENEFITS, WHICH AN INVESTOR CAN AVAIL IN THEIR PARTICULAR SITUATION.***

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the offer document.

**For Mittal & Associates  
Chartered Accountants,  
Firm Registration No.: 106456W**

Sd/-  
**CA Mukesh Kumar Sharma  
Partner  
Membership No.: 134020  
UDIN: 24134020BKEIXZ6568**

Date: October 28, 2024  
Place: Mumbai

## SECTION VIII: ABOUT THE ISSUER COMPANY

### OUR INDUSTRY

*The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.*

## GLOBAL ECONOMY AT LARGE

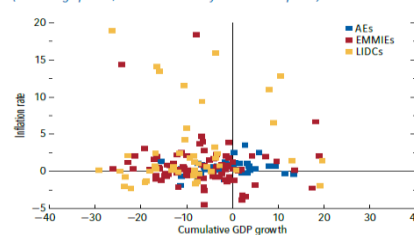
### Policy Pivot, Rising Threats

#### Uncertainty Seeping through as Policies Shift

The past four years have put the resilience of the global economy to the test. A once-in-a-century pandemic, eruption of geopolitical conflicts, and extreme weather events have disrupted supply chains, caused energy and food crises, and prompted governments to take unprecedented actions to protect lives and livelihoods. The global economy has demonstrated resilience overall, but this masks uneven performance across regions and lingering fragilities.

The negative supply shocks to the global economy since 2020 have had lasting effects on output and inflation, with varied impacts across individual countries and country groups. The sharpest contrasts are between advanced and developing economies. Whereas the former have caught up with activity and inflation projected before the pandemic, the latter are showing more permanent scars (see the October 2023 World Economic Outlook), with large output shortfalls and persistent inflation (Figure 1.1).

**Figure 1.1. Growth and Inflation Revisions**  
(Percentage points, relative to January 2020 WEO Update)

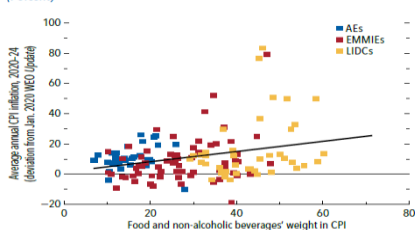


Source: IMF staff calculations.

Note: X-axis reports latest estimates for cumulative GDP growth from 2020 to 2024 in deviation from January 2020 WEO Update forecast. Y-axis reports latest estimates for inflation rate in 2024 in deviation from January 2020 WEO Update forecast. AEs = advanced economies; EMMIEs = emerging market and middle-income economies; LIDCs = low-income developing countries; WEO = World Economic Outlook.

Since the beginning of the year, signs have emerged that cyclical imbalances are being gradually resorbed, with economic activity in major economies better aligned with their potential. These developments may have helped bring inflation rates across countries closer together, but the momentum in global disinflation appears to have slowed in the first half of the year (July 2024 World Economic Outlook Update). Goods prices have stabilized, and some are declining, but services price inflation remains high in many countries, partly reflecting rapid wage increases, as pay is still catching up with the inflation surge of 2021–22. This has forced some central banks to delay their policy-easing plans (Chapter 2), putting public finances under more pressure, especially in countries where debt-servicing costs are already high and refinancing needs significant.

**Figure 1.2. Inflation Surprises and Importance of Food in CPI**  
(Percent)



Source: IMF staff calculations.

Note: The solid line denotes linear regression. AEs = advanced economies; CPI = consumer price index; EMMIEs = emerging market and middle-income economies; LIDCs = low-income developing countries; WEO = World Economic Outlook.

Now, as before, the global outlook will be shaped largely by fiscal and monetary choices, their international spillovers, the intensity of geoeconomic fragmentation forces, and the ability of governments to implement long-overdue structural reforms. With inflation approaching central bank targets and governments striving to manage debt dynamics, the policy mix is expected to shift from monetary to fiscal tightening as monetary policy rates are brought down, closer to their natural levels. How fast such rotations occur in individual countries will have consequences for capital flows and exchange rates.

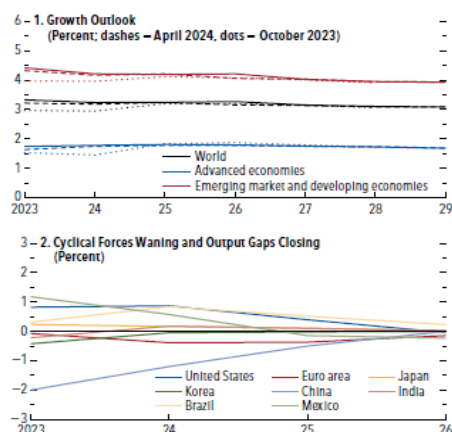
The level of uncertainty surrounding the outlook is high. Newly elected governments (about half of the world population has gone or will go to the polls in 2024) could introduce significant shifts in trade and fiscal policy. Moreover, the return of financial market volatility over the summer has stirred old fears about hidden vulnerabilities. This has heightened anxiety over the appropriate monetary policy stance especially in countries where inflation is persistent and signs of slowdown are emerging. Further intensification of geopolitical rifts could weigh on trade, investment, and the free flow of ideas. This could affect long-term growth, threaten the resilience of supply chains, and create difficult trade-offs for central banks. On the upside, governments could succeed in building the necessary consensus around overdue and difficult-to-pass structural reforms (Chapter 3), which would boost growth and enhance fiscal sustainability and financial stability.



## Baseline Outlook: Stable Growth amid Continuing Disinflation

Global growth is expected to remain broadly flat decelerating from 3.3 percent in 2023 to 3.1 percent by 2029 and is largely unchanged from World Economic Outlook forecasts in April 2024 and October 2023 (Tables 1.1 and 1.2; Figure 1.12).<sup>1</sup> Under the surface, however, offsetting revisions have brought major economies closer together as cyclical forces wane and GDP moves closer to potential. As inflation recedes, policy rates are expected to follow suit, preventing undue increases in real interest rates. Interest rates are expected to gradually descend toward their natural levels: the levels of risk-free real interest rates compatible with output at potential and inflation at target. Although global revisions to the forecast since April have been minimal, offsetting shifts at the country group level reflect recent shocks and policies, most notably in emerging market and developing economies. Cuts in production and shipping of commodities (oil in particular), conflicts, and civil unrest have led to downward revisions to the regional outlooks for the Middle East and Central Asia and for sub-Saharan Africa. At the same time, surging demand for semiconductors and electronics, driven by significant investment in artificial intelligence, has fueled stronger growth in emerging Asia.

**Figure 1.12. Growth Outlook**

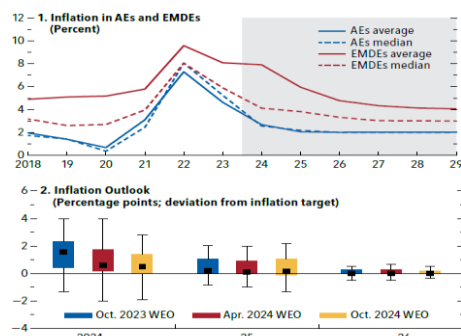


Source: IMF staff calculations.  
 Note: In panel 1, solid lines denote GDP growth from the October 2024 World Economic Outlook, and dashed and dotted lines denote GDP growth forecasts from the April 2024 World Economic Outlook and the October 2023 World Economic Outlook, respectively.

## Inflation Outlook: Gradual Decline to Target

Although bumps on the path to price stability are still possible, global headline inflation is projected to decrease further, from an average of 6.7 percent in 2023 to 5.8 percent in 2024 and 4.3 percent in 2025 in the baseline. Disinflation is expected to be faster in advanced economies with a decline of 2 percentage points from 2023 to 2024 and a stabilization at about 2 percent in 2025 than in emerging market and developing economies, in which inflation is projected to decline from 8.1 percent in 2023 to 7.9 percent in 2024 and then fall at a faster pace in 2025 to 5.9 percent.

**Figure 1.13. Inflation Outlook**



Sources: Central bank websites; Haver Analytics; and IMF staff calculations.  
 Note: In panel 1, the averages are calculated using purchasing-power-parity GDPs as weights. Panel 2 shows the distribution (box whisker plot) from each WEO report. The blocks in the middle of the boxes are the medians, and the upper (lower) limits of the boxes are the third (first) quartile. The whiskers show the maximum and minimum within a boundary of 1.5 times the interquartile range from upper and lower quartiles, respectively. AEs = advanced economies; EMDEs = emerging market and developing economies; WEO = World Economic Outlook.

regulated electricity tariffs (Chile).

There is a great deal of variation across emerging market economies, however, which is evident in the difference between median and average inflation (Figure 1.13, panel 1). Inflation in emerging Asia is projected to be on par with that in advanced economies, at 2.1 percent in 2024 and 2.7 percent in 2025, in part thanks to early monetary tightening and price controls in many countries in the region. In contrast, inflation forecasts for emerging and developing Europe, the Middle East and North Africa, and sub-Saharan Africa remain in double-digit territory on account of large outliers amid pass-through of past currency depreciation and administrative price adjustment (Egypt) and underperformance in agriculture (Ethiopia). For most countries in Latin America and the Caribbean, inflation rates have dropped significantly from their peaks and continue to be on a downward trend. However, large countries in the region have experienced upward revisions since the April 2024 World Economic Outlook that reflect a mix of (1) robust wage growth preventing faster disinflation in the services sector (Brazil, Mexico), (2) weather events (Colombia), and (3) hikes in

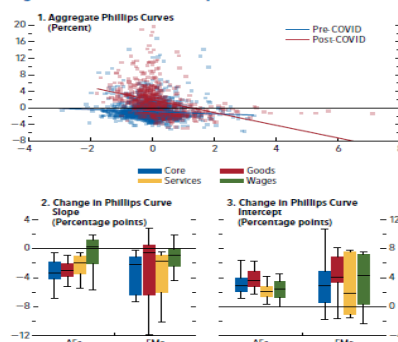
The decline in global inflation in 2024 and 2025 reflects a broad-based decrease in core inflation, unlike the situation in 2023, when headline inflation fell mainly because of lower fuel prices. Core inflation is expected to drop by 1.3 percentage points in 2024, following a 0.1 percentage point

## Shifting and Steepening of the Phillips Curve



Monetary policymakers pay particular attention to the relationship between economic slack and inflation, or the Phillips curve, because this relationship provides a measure of forgone employment and output as a cost of lowering inflation. Prior to the pandemic, the relationship was relatively flat, suggesting a weak trade-off between output and inflation (Blanchard 2016; Del Negro and others 2020; Hazell and others 2022; Rubbo 2023). In other words, before 2020, even when the economy was close to full employment, inflationary pressures were weak. However, during the pandemic, the empirical Phillips curve notably steepened and shifted upward. These patterns were particularly pronounced in advanced economies, and when comparisons are made across sectors, the shifting and steepening of empirical Phillips curves were somewhat more pronounced for goods than for services inflation. The steeper slope of the empirical Phillips curve implies that for a given *decrease* in economic slack, a larger increase in inflation was observed; conversely, a given *increase* in economic slack was associated with a larger decline in inflation. This pattern is consistent with the finding in the previous section that forecasts, presumably based on flatter pre pandemic Phillips curves, underestimated inflation when it was surging and overestimated it when it was declining.

Figure 2.6. Evolution of Phillips Curves



Sources: Haver Analytics; and IMF staff calculations.  
 Note: Throughout the figure, the first two quarters of 2020 are excluded. In panel 1, x-axis shows unemployment gap and y-axis denotes core inflation deviation. Inflation measures are residualized on a country fixed effect within each country. Blue and red lines are linear fits with a sample of 29 advanced economies and 15 emerging markets during the period from the first quarter of 2010 to the first quarter of 2024. "Post COVID" is defined as the first quarter of 2020 onward. The unemployment gap is estimated using a univariate Hodrick-Prescott filter. Outliers with deviations of inflation from country average by more than 20 percentage points are excluded. Panels 2 and 3 report distribution of Phillips curve slope changes and intercept changes across countries from country-level estimations of pre-2020 and post-2020 raw Phillips curves. Outside values (more than 1.5 interquartile ranges below first quartile or above third quartile) are excluded from boxplots. AEs – advanced economies; EMs – emerging markets.

To test these relationships at the country level, the chapter estimates empirical Phillips curve relationships country by country and compares coefficients before and after the pandemic. The results confirm that the patterns were nearly universal across advanced economies and most emerging markets. This holds true as well in a richer version of the model, which controls for other factors, including lagged inflation (to control in turn for potential mean reversion), inflation expectations, and energy and import prices.

However, the patterns were less pronounced for the empirical wage Phillips curve, which did not steepen much in either advanced economies or emerging markets, but shifted upward as short-term inflation expectations increased. Because wages were less responsive, recent inflation dynamics likely did not reflect, at least not solely, excessive tightness in the labor market. The chapter's structural model rationalizes the steepening of the Phillips curve with shocks and constraints that originate outside of the labor market.

### Risks to the Outlook: Tilted to the Downside

The most prominent risks and uncertainties surrounding the outlook are now discussed.

*Downside Risks:* Since the July 2024 *World Economic Outlook Update*, adverse risks have gained more prominence.

- Monetary policy tightening bites more than intended.
- Financial markets reprice as a result of monetary policy reassessments.
- Sovereign debt stress intensifies in emerging market and developing economies.
- China's property sector contracts more deeply than expected.
- Renewed spikes in commodity prices arise as a result of climate shocks, regional conflicts, or broader geopolitical tensions.
- Countries ratchet up protectionist policies.
- Social unrest resumes.

*Upside Risks:* More favourable outcomes for global growth than in the baseline forecast are also plausible.

- Stronger recovery in investment in advanced economies
- Stronger momentum of structural reforms

### Lessons for Monetary Policy: A Model-Based Analysis

Guided by the chapter's findings so far, this section develops a new global model with input-output linkages, the Global Dynamic Network Model, to derive further policy insights. Crucially, the model includes these features:

- Rich input-output linkages across sectors and countries. To replicate the transmission of price pressures in individual sectors to core inflation, as in the empirical section, the model considers multiple sectors that are connected through input-output linkages. Relative demand for each sector can change both as a response to prices rising more in some sectors and if households' tastes change, as happened, for example, when demand for goods relative to services rose during the pandemic lockdowns. Because it features two countries with trade linkages, the model can assess the role of synchronized global tightening.
- Occasionally binding supply constraints. The model features sectoral constraints, in the form of limits on the maximum employment level of firms, that bind occasionally. These constraints mimic supply bottlenecks, and as will be shown, they are a key ingredient for rationalizing the recent steepening of the aggregate Phillips curve documented in the empirical section and observed in many countries (Gudmundsson, Jackson, and Portillo 2024; Comin, Johnson, and Jones 2023). In normal times, employment is rarely near these limits. However, in extreme cases such as lockdowns, in which the maximum employment in a sector may fall, or demand may surge in certain sectors (durable goods is an example), then these constraints can limit production. Such dynamics would result in higher prices in sectors with binding supply constraints and would also trickle down to the rest of the economy, especially if constrained sectors are major providers of inputs to other sectors and those inputs are not easily substitutable.
- Aggregate and sectoral shocks. Given the potential role of monetary and fiscal stimulus during an episode, the model allows for monetary policy shocks as well as shocks to aggregate demand, in addition to a rich set of sectoral demand and supply shifts

### **Social Acceptability of Reforms: A Primer**

In essence, structural reforms are policy changes that modify acquired rights and economic rents with the aim of improving the allocation of resources in the economy. As such, they inevitably create winners (the beneficiaries from efficiency gains) and losers (those whose rents or acquired rights the reforms affect negatively). For instance, reforms to foster competition can boost output and reduce prices, benefiting workers and consumers throughout the economy, but the immediate targets are the rents of the few firms with market power under existing rules and the workers in those firms.

The implications for the acceptability of reforms are, however, less straightforward than simply identifying winners and losers and eventually offsetting losses. Gains and losses from reforms are unevenly distributed not only across society, but also over time (Blanchard and Giavazzi 2003). Costs are often more evident in the short term and concentrated in a few well-organized and easily mobilized groups, whereas gains are diffused and mostly accrue slowly over time. This dynamic makes the status quo appealing, as its costs are not immediately apparent and the materialization of payoffs is uncertain (Fernandez and Rodrik 1991; Tompson 2009).

Securing social acceptability for reforms can be challenging, even when they are designed to balance increasing overall welfare with fairly compensating those who are adversely affected. A growing body of literature has pointed out that public resistance is not based solely on objective economic self-interest grounded in individuals' socioeconomic characteristics, such as employment status, age, and education level.

Individuals' views on policies—and consequently, the social acceptability of reforms—are also significantly influenced by their beliefs and perceptions, including those regarding the effects of policies and the willingness or ability of policymakers to implement them as promised.

For instance, lack of trust in plans to compensate those affected by policy changes has either derailed tax and subsidy reforms or required the use of earmarking schemes and other commitment solutions at the cost of efficiency considerations (Guillaume, Zytek, and Farzin 2011; Douenne and Fabre 2022; Kanbur and Levy 2022). Similarly, if potential winners do not comprehend how a policy change will benefit them, they may not trust or support it (Stantcheva 2021; Dechezleprêtre and others 2022; Alfaro, Chen, and Chor 2023; Dabla-Norris and others 2023; Duval and others 2024).

With these considerations in mind, the rest of the chapter investigates how policymakers can enhance the social acceptability of policies, with the ultimate objective of implementing and sustaining structural reforms. It focuses on policies that have been previously identified as critical to facilitating the reallocation of resources across sectors and boosting labor supply amid aging populations but does not explore their macroeconomic effects or what constitutes solid policy design since this has been covered extensively.

## The Challenge of Implementing Structural Reforms: Key Facts

Despite the well-recognized challenges of passing structural reforms, there is a surprising lack of cross-country data documenting both successful and unsuccessful reform attempts. To fill this void, this chapter constructs a new database that tracks product and labor market reform episodes during 1996–2023 (Online Annex 3.2).<sup>2</sup> The documented reforms aimed to ease product market regulation to increase competition in the electricity sector (PMR-electricity hereafter), provide incentives for labor participation among elder workers (elder LP hereafter), and increase the integration of foreign-born workers into labor markets (migrant integration hereafter). The database is constructed using text analysis of quarterly country reports from the Economist Intelligence Unit (EIU) spanning 26 advanced economies, 36 emerging market economies, and 14 low-income countries. For each policy area covered, it allows each country-year observation to be classified into one of three categories: no relevant reform was under discussion, a reform was under discussion but was not yet implemented, or a reform was implemented.<sup>3</sup> Validation tests confirm that the data set accurately captures reform information from the EIU reports.

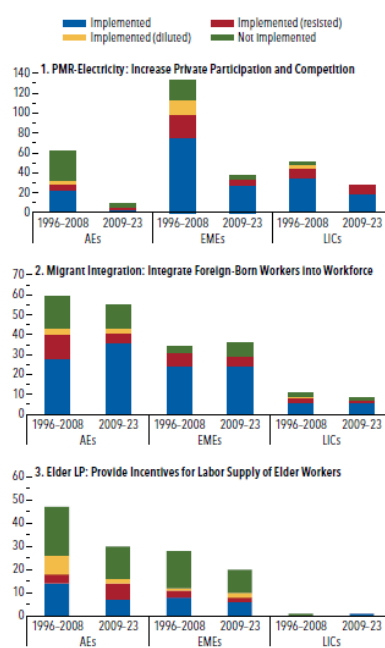
A first notable observation is that the number of reform episodes, including those when policy changes were discussed but not implemented, has declined over time in almost all policy fields and country groups (Figure 3.2). Splitting the sample in half around the time of the global financial crisis shows a particularly sharp drop in PMR-electricity reform episodes—despite still-large cross-country heterogeneity in regulatory stances. The pace of elder LP reforms in advanced economies and emerging market economies has also slowed in recent years, notwithstanding rising longevity. The reduction in reform intensity could reflect shrinking scope for reforms in some policy areas and countries, such as PMR in network sectors in advanced economies. However, it has coincided with a documented increase in social discontent, notably since the global financial crisis, as captured by episodes of civil unrest, as well as distrust in public institutions, dissatisfaction with democracy, and lower voter turnout (OECD 2021). This suggests that less appetite for policy change among the public may have deterred policymakers from even attempting needed reforms.

The data also reveal how difficult it has been historically to pass reforms. Only about 50 percent of all PMR-electricity and elder LP reforms that have been discussed in advanced economies over the past three decades were eventually implemented. The implementation rate for elder LP reforms in emerging market economies is comparable, whereas for PMR-electricity was nonetheless resisted by the public, as evidenced by strikes, protests, or riots: roughly 22 percent of migrant integration episodes, 30 percent in the case of PMR-electricity episodes, and as many as 40 percent for elder LP reform episodes. In many of those episodes, policymakers had to scale down the scope of the reform to secure its implementation (for instance, this occurred in nearly 40 percent of resisted elder LP reform episodes and in as many as 45 percent of episodes in the second half of the sample). Moreover, public resistance need not always preclude implementation, but it may affect the sustainability of a reform. Indeed, additional analysis reveals that among reforms that were enacted but later reversed, a higher share had faced resistance when implemented.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/10/22/world-economic-outlook-october-2024>)

**Figure 3.2. Reform Episodes by Implementation Outcome**  
(Total number of reform episodes)

The intensity of reform efforts has declined over time, and a substantial share of reform attempts are either dropped or implemented amid resistance and diluted.



Source: IMF staff calculations.

Note: The figure shows the shares of reform episodes across reform areas by implementation outcome: implemented (not resisted), implemented but resisted, implemented but resisted and diluted, and not implemented. AEs = advanced economies; EMEs = emerging market economies; LICs = low-income countries; LP = labor participation; PMR = product market regulation.

## INDIAN INDUSTRY OVERVIEW

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices for Q1 2024-25 is estimated at Rs. 77.31 lakh crores (US\$ 928.9 billion) with growth rate of 9.7%, compared to the growth of 8.5% for Q1 2023-24. The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-September 2025, India's exports stood at US\$ 211.46 billion, with Engineering Goods (26.57%), Petroleum Products (16.51%) and electronic goods (7.39%) being the top



three exported commodity. Rising

employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

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

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

## MARKET SIZE

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

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India's current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 9.7 billion for the Q1 2024-25 from US\$ 8.9 billion in Q1 2023-24 or 1.1% of GDP. This was largely due to decrease in merchandise trade deficit.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

## RECENT DEVELOPMENTS

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

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of October 11, 2024, India's foreign exchange reserves stood at US\$ 690.43 billion.
- In 1H 2024, India saw a total of US\$ 31.5 billion in PE-VC investments.
- India secured 39th position out of 133 economies in the Global Innovation Index 2024. India rose from 81st position in 2015 to 39th position in 2024. India ranks 3rd position in the global number of scientific publications.

- In September 2024, the gross Goods and Services Tax (GST) stood at highest monthly revenue collection at Rs. 1.73 lakh crore (US\$ 20.83 billion).
- Between April 2000–June 2024, cumulative FDI equity inflows to India stood at US\$ 1,013.45 billion.
- In August 2024, the overall IIP (Index of Industrial Production) stood at 145.6. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 125.1, 147.1 and 219.3, respectively.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.49% (Provisional) for September 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 13.89 billion) in India during January- (up to 15th July) 2024.
- The wheat procurement during Rabi Marketing Season (RMS) 2024-25 (till May) was estimated to be 266 lakh metric tonnes (LMT) and the rice procured in Kharif Marketing Season (KMS) 2024-25 was 400 LMT.

## GOVERNMENT INITIATIVES

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

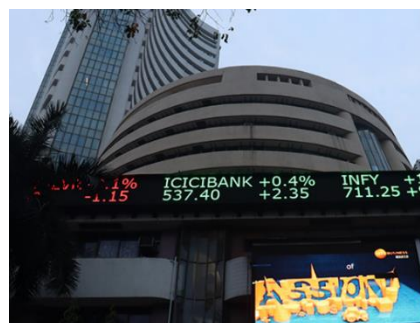
- In July 2024, the Ministry of Finance held the Union Budget and announced that for 2024-25, the total receipts other than borrowings and the total expenditure are estimated at Rs. 32.07 lakh crore (US\$ 383.93 billion) and Rs. 48.21 lakh crore (US\$ 577.16 billion), respectively.
- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17th, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6th, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28th, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1st, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Atma Nirbhar Bharat' and 'Local goes Global'.
- In order to enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US\$ 182.35 million).

- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1st, 2023.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025

## ROAD AHEAD

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

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2024-25, capital expenditure took lead by steeply increasing the capital expenditure outlay by 17.1 % to Rs.11 lakh crore (US\$ 133.51 billion) over Rs. 9.48 lakh crore (US\$ 113.91 billion) in 2023-24. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.



Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

## CHEMICAL INDUSTRY IN INDIA

### INTRODUCTION

Covering more than 80,000 commercial products, India's chemical industry is extremely diversified and can be broadly classified into bulk chemicals, specialty chemicals, agrochemicals, petrochemicals, polymers, and fertilisers. India is the 6th largest producer of chemicals in the world and 3rd in Asia, contributing 7% to India's GDP. The Indian chemical industry is currently valued at US\$ 220 billion and is expected to reach US\$ 300 billion by 2030 and US\$ 1 trillion by 2040. This industry remains an active hub of opportunities, even in an environment of global uncertainty.

Globally, India is the fourth-largest producer of agrochemicals after the United States, Japan and China. India accounts for 16-18% of the world's production of dyestuffs and dye intermediates. From April-May 2024, the export of agrochemicals was US\$ 661.18 million, dyes were US\$ 379.61 million and the other dye intermediates were US\$ 27.87 million. Indian colourants industry has emerged as a key player with a global market share of ~15%. The country's chemicals industry is de-licensed, except for a few hazardous chemicals. India has traditionally been a world leader in generics and biosimilars and a major Indian vaccine manufacturer, contributing more than 50% of the global vaccine supply. India holds a strong position in exports and imports of chemicals at a global level and ranks 14th in exports and 8th in imports at the global level (excluding pharmaceuticals).

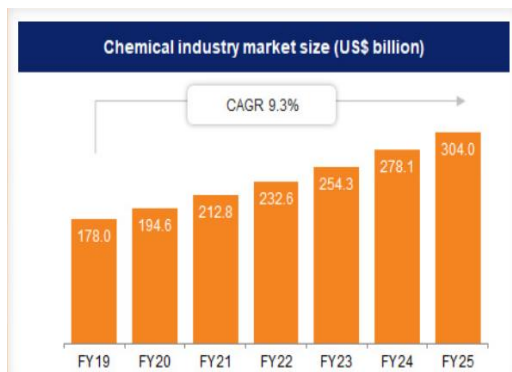


From April 2023 to December 2023, India's dye exports (Dyes and Dye Intermediates) totalled US\$ 1.69 billion.

India's proximity to the Middle East, the world's source of petrochemicals feedstock, enables it to benefit on economies of scale.

## MARKETS SIZE

India's chemical sector, which is worth US\$ 220 billion currently, is anticipated to grow to US\$ 300 billion by 2030 and US\$ 1 trillion by 2040. The demand for chemicals is expected to expand by 9% per annum by 2025. India has traditionally been a world leader in generics and biosimilars and major Indian vaccine manufacturers, contributing more than 50% of the global vaccine supply. Chemicals and petrochemicals demand in India is expected to nearly triple and reach US\$ 1 trillion by 2040.



An investment of Rs. 8 lakh crore (US\$ 107.38 billion) is estimated in the Indian chemicals and petrochemicals sector by 2025. Specialty chemicals account for 20% of the global chemicals industry's US\$ 4 trillion, with India's market expected to increase at a CAGR of 12% to US\$ 64 billion by 2025. This gain would be driven by a healthy demand growth (CAGR of 10-20%) in the export/end-user industries.

The Department of Chemicals & Petrochemicals intends to bring PLI in the chemical & petrochemical sector and will redraft the Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) guidelines.

The Indian chemical industry is expected to further grow with a CAGR of 11-12% by 2027, increasing India's share in the global specialty

chemicals market to 4% from 3%.

A shift in the global supply chain brought on by the China+1 strategy and a resurgence in domestic end-user demand was expected to fuel significant revenue growth of 18-20% in 2022 and 14-15% in 2023.

## INVESTMENTS AND RECENT DEVELOPMENTS

A few recent developments/investments in the Indian chemical sector are as follows:

- Exports of Organic and Inorganic Chemicals reached US\$ 4.78 Billion in April-May 2024.
- Imports of organic chemicals were US\$ 2.69 billion and inorganic chemicals US\$ 1.09 billion from April 2024 to May 2024.
- From April 2024 to May 2024, exports of castor oil, essential oil, and cosmetics and toiletries stood at US\$ 765.5 million.
- Major chemical production reached 949.5 million metric tonnes (MMT) in May 2024, while petrochemical production reached 1,820.1 MMT. In May 2024, production levels of various chemicals were as follows: Soda Ash: 250.47 MMT, Caustic Soda: 301.11 MMT, Liquid Chlorine: 212.08 MMT, Formaldehyde: 28.04MMT, Pesticides and Insecticides: 25.07 MMT.
- In August 2023, the Prime Minister announced a subsidy of Rs. 10 lakh crore (US\$ 120.93 billion) for providing cheaper Urea to farmers.
- In July 2023, Global Chemicals and Petrochemicals Manufacturing Hubs in India (GCPMH 2023) was organized in Delhi, India.
- In June 2023, Himadri Speciality Chemical invested Rs. 58 crore (US\$ 7.01 million) in Sicona Battery Technologies Pty Limited, (Sydney) for a 12.79% stake.
- In June 2023, Mumbai-based UPL Limited, will hive off its speciality chemicals business on a slump sale basis to a wholly-owned arm of UPL Speciality Chemicals Limited for Rs. 3,572 crore (US\$ 431.96 million).
- In June 2023, Reliance plans to invest Rs. 75,000 crore (US\$ 9.06 billion) over 5 years to expand its oil to chemical business.
- Tata Chemicals intended to invest about Rs. 8,000 crore (US\$ 967.45 million) over the next 2-3 years as capex on an expansion spree that includes scaling businesses sustainably.
- In May 2023, Reliance Industries plans to set up a 10 GW solar project in Andhra Pradesh.

- In March 2023, Chennai awaits more bio-CNG plants to enable a switch to clean energy.
- On February 15th, 2023, the Indian Speciality Chemical Manufacturer' Association (ISCMA) signed an MoU with USIIC to promote trade in speciality chemicals.
- In February 2023, the company is setting up a new formaldehyde plant with 300 TPD capacity at the existing manufacturing facility at GIDC, Ankleshwar in Gujarat.
- In January 2023, Tata Chemicals Europe signed a pact with Essar-backed Vertex for the sale of low-carbon hydrogen.

## GOVERNMENT INITIATIVES

The government has started various initiatives such as mandating BIS-like certification for imported chemicals to prevent dumping of cheap and substandard chemicals into the country. The Indian government recognises the chemical industry as a key growth element and is forecast to increase share of the chemical sector to ~25% of the GDP in the manufacturing sector by 2025.

- Under the Interim Budget 2024-25 the government allocated Rs. 192.21 crore (US\$ 23.13 million) to the Department of Chemicals and Petrochemicals.
- Government to open 25,000 Jan Aushadhi Kendras to make medicines available at affordable prices.
- In April 2023, the Cabinet approved the National Medical Devices Policy, 2023.
- The Department of Chemicals & Petrochemicals intends to bring PLI in the chemical & petrochemical sector and will redraft the Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) guidelines.
- PLI schemes have been introduced to promote Bulk Drug Parks, with a budget of Rs. 1,629 crore (US\$ 213.81 million).
- The Government of India is considering launching a production-linked incentive (PLI) scheme in the chemical sector to boost domestic manufacturing and exports.
- A 2034 vision for the chemicals and petrochemicals sector has been set up by the government to explore opportunities to improve domestic production, reduce imports and attract investments in the sector. The government plans to implement a production-link incentive system with 10-20% output incentives for the agrochemical sector; to create an end-to-end manufacturing ecosystem through the growth of clusters.
- In October 2020, the government urged players in the agrochemicals industry to come out with new molecules of global standards for the farmers' benefit, while CropLife India, the industry body, pitched for stable policies and regulatory regimes to boost growth in the sector.
- 100% FDI is allowed under the automatic route in the chemicals sector with few exceptions that include hazardous chemicals. FDI inflows in the chemicals sector (other than fertilizers) reached US\$ 22.146 billion between April 2000-March 2024.
- The government has proposed several incentives for setting up a sourcing or manufacturing platform within an Indian SEZ:
  - Effective April 1, 2020, 100% Income Tax exemption on export income for SEZ units for the first five years, 50% for the next five years thereafter and 50% of the ploughed back export profit for the next five years.
  - Single window clearance for central and state-level approvals.
  - Duty-free import/domestic procurement of goods for development, operation and maintenance of SEZ units.
- In December 2020, the PCPIR policy is being completely redesigned. Under the new PCPIR Policy 2020-35, a combined investment of Rs. 10 lakh crore (US\$ 142 billion) is targeted by 2025, Rs. 15 lakh crore (US\$ 213 billion) by 2030 and Rs. 20 lakh crore (US\$ 284 billion) by 2035 in all PCPIRs across the country. The four PCPIRs are expected to generate employment for ~33.83 lakh people. ~3.50 lakh persons have been employed in direct and indirect activities related to PCPIRs by the end of 2020. The Gujarat Infrastructure Development Corporation (GIDC) has made an investment of around Rs. 17,317 crore (US\$ 2.09 billion) for infrastructure development in the PCPIR.



## ROAD AHEAD

Despite the pandemic situation, the Indian chemical industry has numerous opportunities considering the supply chain disruption in China and the trade conflict between the US, Europe and China. Anti-pollution measures in China will also create opportunities for the Indian chemical industry in specific segments.

Additional support, in terms of fiscal incentives, such as tax breaks and special incentives through PCPIRs or SEZs to encourage downstream units will enhance production and development of the industry. The dedicated integrated manufacturing hubs under the Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIR) policy to attract an investment of Rs. 20 lakh crore (US\$ 276.46 billion) by 2035.

To bring about structural changes in the working of the domestic chemical industry, future investments should not only focus on the transportation of fuels such as petrol and diesel but also on crude-to-chemicals complexes or refineries set up to cater to the production of chemicals.

(Source: <https://www.ibef.org/industry/chemical-industry-india> )

## OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the section titled “**Risk Factors**”, beginning on page 29 of this Draft Red Herring Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the detailed information about our Company and its financial statements, including the notes thereto, in the section titled “**Risk Factors**”, “**Financial Statement**” beginning on page 29 and 198 respectively, of this Draft Red Herring Prospectus.

Unless otherwise stated or the context otherwise requires, in relation to business operations, in this section of this Draft Red Herring Prospectus, all references to “we”, “us”, “our” and “our Company” are to “Oan Industries Limited”. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements.

### OVERVIEW OF BUSINESS

Oan Industries Limited is a Speciality Chemicals manufacturing Company providing tailor-made solutions in the Business-to-Business (B2B) sector. Our innovative and customisable solutions give our Company access to various industries by providing them quality products which ensures quality raw material for the client. As a speciality chemical manufacturer, our vision extends beyond mere production – we aim to drive industry advancement by “*empowering innovation through speciality chemistry*”, growth, and the establishment of new benchmarks.

Our Company manufactures speciality chemicals like Fertilizer Additives and Plasticizers. These products are used for Fertilizer Manufacturing, Phosphate rock Beneficiation (Mining) and Phosphoric acid plant, construction (for flexible PVC pipes, flooring), automotive (in vehicle interiors), packaging (flexible films), and consumer goods (toys, cables). We work with an approach towards chemistry combined with technology and systems that would lead to sustained product development. Our diverse range of products finds applications across various industries such as mining, packaging, construction and consumer goods.

We are an ISO Certified 9001:2015 company, dedicated to manufacture a wide range of specialty chemicals aimed at enhancing the quality of fertilizers. With a steadfast commitment to product excellence and customer satisfaction, we continuously strive to uphold the highest industry standards.

Incorporated in 2019 by our Promoters Mr. Sunil Kumar Sharma and Mr. Vishnu Kumar Sharma, 1st Generation Entrepreneurs and having our headquarter in Jaipur, India, we take pride in our status as a manufacturer of specialized additives, catering to a wide array of industries, notably agriculture and industrial chemicals. One of our Promoters, Mr. Sunil Kumar Sharma holds significant experience of more than 8 years in field of Agriculture and Fertilizer Manufacturing. In 2015, he formed a Sole Proprietorship under the name and style of “*Global Industrial Business Solution*” (GIBS), initially supplying products to Government Public Sector Unit (PSU). In June 2016, he transitioned from Sole Proprietorship to Partnership under the name and style of “*M/s Global Industrial Business Solution*” (GIBS) engaging in the business of manufacturing of lubricant oil, coolant, edible oil, oil cakes etc. In 2017-18, it further diversified by introducing new products in their product mix including fertilizer additives such as antifoaming agents, which were initially sent for trials to clients. The positive response from them encouraged a major step forward in 2019, when “*OAN Industries Private Limited*” was incorporated with the main object of manufacturing and dealing in all chemicals and later we took over the business operations of the partnership firm i.e. GIBS in the year 2020.

Since inception, we have been at the forefront of developing additives and agents specifically designed to enhance fertilizer quality. Our manufacturing infrastructure is equipped with technology and systems that are key drivers for our products. The manufacturing facility situated at Plot No. F- 200C, RIICO Industrial Area, Manda, Phase I, Jaipur, Rajasthan is spread across approximately 1,950 square meters. This facility is equipped to function independently, with its own Research & Development laboratory and pilot laboratory. Additionally, we have another manufacturing facility situated at Plot No. A-430, RIICO Industrial Manda, Phase II, Chomu, Jaipur which is currently under construction.

Our research and development laboratory facilitates research and development of our new products through various chemical combinations. Our pilot laboratory is an experimental industrial plant in which the processes or techniques planned for full-scale operation are tested in advance.

Having a dedicated in-house R&D facility enables us to drive efficiencies from initial conceptualization to the commercialization of products. Our Research & Development team, with expertise and capabilities, ensures better product quality and allows for flexible expansion of our product range to meet the diverse needs of manufacturers. The commitment to R&D ensures that we stay at the forefront of industry advancements and consistently deliver quality

solutions. As on date of this Draft Red Herring Prospectus, we have an R&D team of 4 members with degrees such as Bachelor of Science and Master of Science having experience ranging from 1 to 8 years. Our Research & Development process starts by gathering the client's specific requirements. Next, our R&D team visits the client's facility to evaluate the product specifications firsthand. Based on these insights, we develop a sample of the new product according to the client's specifications using carefully selected chemical combinations. This experiment is conducted in our pilot laboratory. The sample is then sent to the client for approval. Once approved, we proceed with full-scale manufacturing upon receiving the client's order.

We are also Associate Members of the following Associations:



**International Fertilizer Association**



**Fertilizer Association of India\***



**Arab Fertilizer Association**



**Fertilizer Australia\***

*\*In the name of Oan Industries Private Limited*

**Our Mission:** To emerge as the premier provider of plasticizers, fertilizers and specialized additives that empower our clientele to thrive. We anchored in a foundation of top-tier products and exceptional customer service; our mission is to transcend geographical boundaries and deliver unparalleled value to our global clientele. We firmly believe that our success hinges on the success of our esteemed customers, fueling our relentless pursuit of improvement and innovation. Through continuous learning and advancement, we endeavor to maintain our leadership position in the industry.

**Our Vision:** To emerge as the preeminent partner for specialized additives and solutions across the agriculture and industrial chemical sectors. We envisage a future where our innovative and efficacious products serve as catalysts for optimizing processes and achieving ambitious objectives. Rooted in a steadfast commitment to excellence, innovation, and unwavering customer satisfaction, we remain poised to realize our vision and emerge as the trusted partner of choice for businesses worldwide.

Our dedication to innovation and sustainability along with strong financial performance is evident by attainment of the Star Export House License in year 2021, achieved within a remarkable timeframe of just two years since its inception. We have been awarded Certificate of Recognition and accorded the status of One Star Export House by Directorate General of Foreign Trade in accordance with the provisions of the Foreign Trade Policy, 2023. The Certificate is valid for a period of 5 years effective from October 01, 2023 to March 31, 2028.

Our revenue for the Financial Year March 31, 2023 was Rs 2,983.25 lakhs which increased in Financial Year March 31, 2024 to Rs 9,594.76 lakhs i.e. YoY growth of 221.62% due to following factors:

- a) *Increase in revenue of new and existing products;*
- b) *Business promotion and*
- c) *Market and business expansion*

For more details kindly refer our chapter titled "**Management's Discussion and Analysis of Financial Condition and Result of Operations**" on page 199 of this Draft Red Herring Prospectus.

Similarly, the PAT for the Financial Year March 31, 2023 was Rs 177.72 lakhs which increased in the Financial Year March 31, 2024 to Rs 1,057.14 lakhs i.e. YoY growth of 494.82% contributed by following factors:

- a) *Rise in Revenue;*
- b) *Power and fuel cost;*

- c) Employee benefit cost;
- d) Finance Cost;
- e) Freight Outward and
- f) Export Material Clearance Charges

For more details kindly refer our chapter titled “*Management’s Discussion and Analysis of Financial Condition and Result of Operations*” on page 199 of this Draft Red Herring Prospectus

## OUR CLIENTELE

Operating on a global scale, we understand the diverse needs of fertilizer manufacturers worldwide. Through our product portfolio and customized offerings, we empower manufacturers to meet consumer demands while maintaining product quality and shelf life. The facility is equipped with the machineries and technologies, allowing us to serve a global clientele as well as a diverse domestic clientele across various states in India.

## OUR REVENUE BREAKUP

The State Wise Breakup of our Revenue from domestic market (India) is as follows:

(₹ In lakhs)

Particulars	For the period ended on	For the Financial Year ended		
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Telangana	3.19	8.60	1.39	8.47
Andhra Pradesh	4.80	8.40	11.70	14.40
Gujarat	0.86	37.50	39.46	11.82
Maharashtra	39.22	8.89	10.65	3.99
Madhya Pradesh	-	11.54	1.28	1.77
Rajasthan	794.03	2,213.74	535.68	34.78
Uttar Pradesh	4.11	33.98	8.13	23.68
Haryana	476.19	1,221.17	1.01	12.39
Tamil Nadu	85.34	106.58	417.34	91.20
Karnataka	-	1.20	0.95	-
Delhi	1,096.81	3,967.09	356.19	-
Punjab	-	-	2.37	-
Uttarakhand	-	32.04	0.00	-
Bihar	-	-	1.26	-
Himachal Pradesh	-	-	0.65	-
West Bengal	100.81	400.61	-	-
<b>Total</b>	<b>2,605.36</b>	<b>8,051.35</b>	<b>1,388.05</b>	<b>202.50</b>

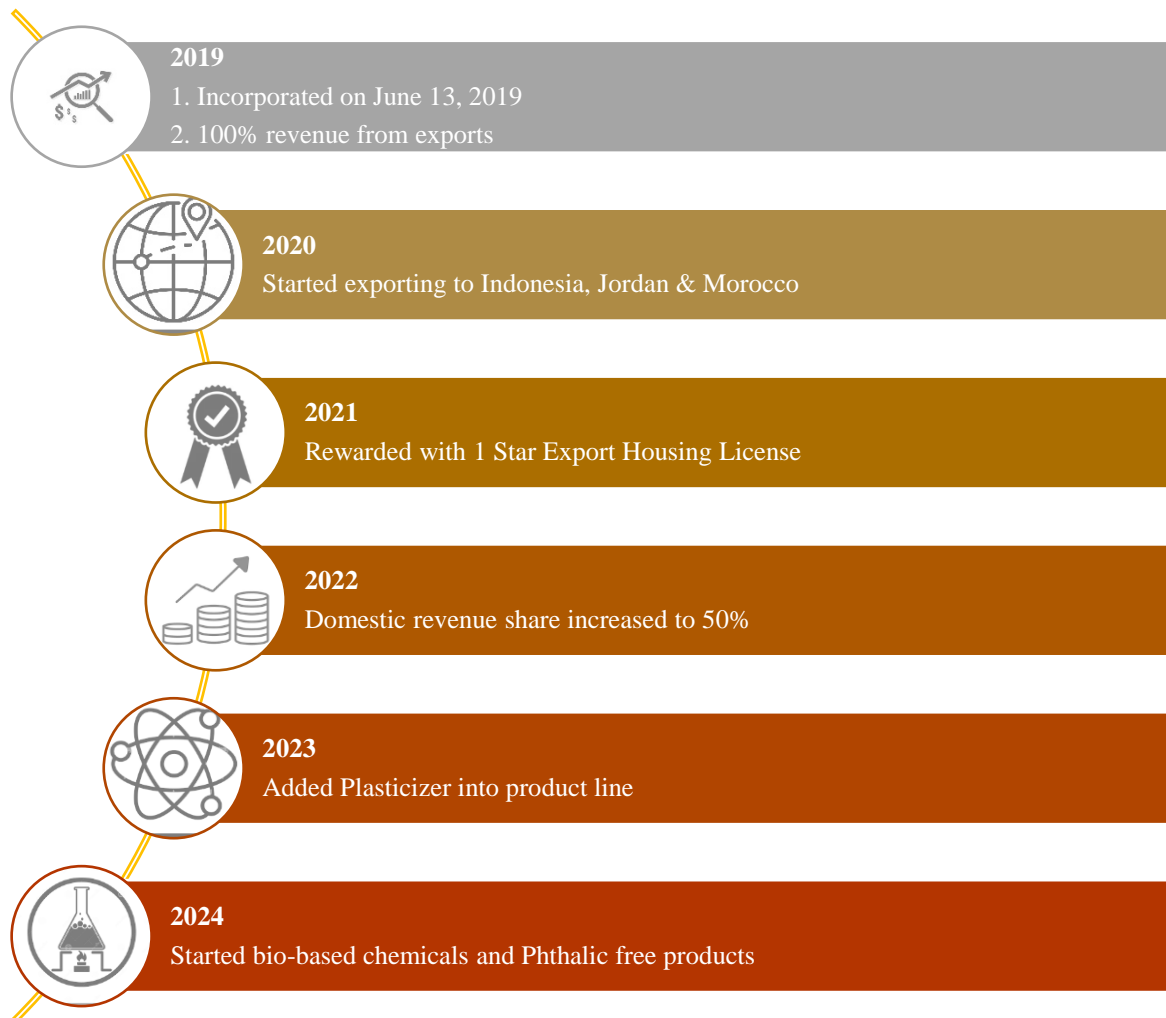
The Country Wise Breakup of our Total Revenue is as follows:

(₹ In lakhs)

Particulars	For the period ended on	For the Financial Year ended		
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
India	2,605.36	8,051.35	1,388.05	202.50
Indonesia	81.30	224.33	965.37	608.76
Jordan	0.01	812.79	326.44	199.94
Morocco	0.18	26.01	3.52	142.25
Iraq	-	-	-	33.91
Turkey	2.56	124.85	87.36	25.68
Serbia	74.34	172.67	76.15	72.69
Yemen	-	101.82	94.18	-
West Africa	-	49.17	-	-
Egypt	19.84	6.77	-	-
Malaysia	-	0.25	-	-
Poland	-	1.11	-	-
South Africa	-	3.55	-	-

Particulars	For the period ended on	For the Financial Year ended		
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Nepal	-	1.55	-	-
<b>Total</b>	<b>2,783.59</b>	<b>9,576.20</b>	<b>2,941.06</b>	<b>1,285.73</b>

## OUR JOURNEY



## KEY PERFORMANCE INDICATORS OF OUR COMPANY

The following table set forth certain key performance indicators for the years indicated:

(₹ in Lakhs)

Key Financial Performance	For the period ended on	For the Financial Year ended on		
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations <sup>(1)</sup>	2,796.52	9,594.76	2,983.25	1,288.52
EBITDA <sup>(2)</sup>	499.88	1,627.88	349.06	157.28
EBITDA Margin% <sup>(3)</sup>	17.88%	16.97%	11.70%	12.21%
PAT	374.57	1,057.14	177.72	57.77
PAT Margin <sup>(4)</sup>	13.39%	11.02%	5.96%	4.48%
Networth <sup>(5)</sup>	2,078.28	1,607.61	450.47	212.74
RoE % <sup>(6)</sup>	18.02%	65.76%	39.45%	27.16%
RoCE% <sup>(7)</sup>	13.00%	58.76%	29.47%	30.65%

### Notes:

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

- (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 Margin' is calculated as PAT for the period/year divided by revenue from operations.
- (5) Networth means the aggregate value of the paid-up share capital and reserves and surplus of the company.
- (6) Return on Equity is ratio of Profit after Tax and Shareholder Equity
- (7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long-term borrowings. Here, EBIT is calculated as Profit before tax + Interest Expenses – Other Income.

## OUR PRODUCTS


Our products are divided into two broad categories i.e., Fertilizer Additives and Plasticizers.




### FERTILIZER ADDITIVES



Fertilizer additives are essential components used to enhance the effectiveness, stability, and performance of fertilizers. These additives help in enhancing fertilizer application and storage processes. It is also used to prevent the loss of nutrients like phosphorus, sulphur, nitrogen and potassium from the soil and environment.

Additives include compounds like micronutrients (e.g., zinc, boron), soil conditioners, nitrogen stabilizers, and pH adjusters. These substances help in balancing soil pH, increasing nutrient availability, reducing nutrient loss, and promoting better root growth.



Further, these additives are used as colouring agents, anti-caking, anti-dusting & granulation aid for fertilizers. Anti-caking is one of the most important functions of fertilizer additive and plays a pivotal role in fertilizer quality improvement. The end-user industries of these products include Fertilizers Manufacturers, Phosphate rock Beneficiation (Mining) and Phosphoric acid plant.



Sr. No.	Product	Description
1.	<p><b>OAN WA 6050 (Anticaking Agent for Granular Fertilizers)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Physical Appearance: Semi Solid Paste</li> <li>◆ Colour: Light Yellow to Tan Colour</li> <li>◆ Flash Point: More than 150 Degree Celsius</li> <li>◆ Solubility: Immiscible in water, Soluble in Naphtha, Benzene, Chlorinated Hydrocarbon, Kerosene etc</li> </ul>	<p>It is specifically developed for Granular Fertilizers, ensuring they remain free-flowing and free from attrition to small particles or powder. The thin film formed on the granulated fertilizer preserves the fundamental characteristics of the fertilizer granules, maintaining their integrity and performance.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ A very low concentration of 0.1% to 0.2% (w/w), 1.0 to 2.0 kg per ton of fertilizer is sufficient to provide full protection to fertilizer granules/prills and maintain their free-flowing nature.</li> <li>◆ Enhances the strength of granules/prills, protecting them from shocks, abrasion, and stress.</li> <li>◆ Repels moisture, preventing it from coming into contact with the fertilizer granule structure.</li> </ul> <p><i>Packing</i></p> <p>200/250 Kg HDPE Barrel / 1 Ton IBC</p>
2.	<p><b>OAN 505 (Anticaking Agent for Water Soluble Fertilizers)</b></p>	<p>This product serves as an effective anticaking agent for powder products. It can be directly sprayed or added to hygroscopic materials to prevent caking. Ideally suited for water-soluble fertilizers and inorganic salts with a high caking tendency, it is added in recommended doses to a</p>



Sr. No.	Product	Description
	 <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Colour: White Coloured Powder</li> <li>◆ Composition: A mixture of surfactants &amp; coating agents</li> <li>◆ pH: 7.0 to 9.5</li> <li>◆ Solubility: Dispersible in water</li> </ul>	<p>batch reactor or blender and thoroughly mixed with other ingredients.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ The coated product remains free-flowing for an extended period</li> <li>◆ A minimal dosage is sufficient to maintain the product's free-flow state</li> <li>◆ With the low amount of product needed, material handling issues are minimized</li> <li>◆ It is Non-toxic &amp; Non-hazardous in nature</li> </ul> <p><i>Packing</i></p> <p>The material is packed in 25 Kg HDPE bags</p>
3.	<p><b>OAN 507 (Anticaking Agent - For Water Soluble Fertilizers)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Colour: Light Yellow to Tan</li> <li>◆ Composition: A mixture of surfactants &amp; coating agents</li> <li>◆ pH: 7.0 to 9.0</li> <li>◆ Solubility: Dispersible in water</li> </ul>	<p>OAN 507 is a highly effective anticaking agent for powder products. It can be directly sprayed or added to hygroscopic materials to prevent caking, making it ideally suited for water-soluble fertilizers and inorganic salts with high caking tendencies. When added in recommended doses to a batch reactor, it ensures thorough mixing with other ingredients for optimal performance.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ The coated product remains free flowing for long duration</li> <li>◆ Very low dosage of OAN 507 is sufficient to keep the product in free flow state</li> <li>◆ No material handling problem as the amount of product required is very low</li> <li>◆ Dehumidification or steam heating of silos is not required thereby eliminating dehumidification or steaming cost</li> </ul> <p><i>Packing</i></p> <p>The material is packed in 25 Kg HDPE bags</p>
4.	<p><b>OAN CL B (L) (Black body colouring agent - For Granules Fertilizer)</b></p>  <p><i>Technical Specifications</i></p>	<p>OAN CL B (L) is a highly effective colouring agent, ideally suited for NPK/DAP and other granular fertilizers. It provides uniform coloration, enhancing the product's marketability. For body colouring, it is mixed with other ingredients before granulation. The dosage amount depends on the desired shade darkness.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ Effective colouring agent in liquid form</li> </ul>



Sr. No.	Product	Description
	<ul style="list-style-type: none"> <li>◆ Appearance: Viscous Liquid</li> <li>◆ Colour: Dark Black Coloured</li> <li>◆ Density: 1.02 +/- 0.25 gm/cc</li> <li>◆ Solubility: Dispersible in water</li> </ul>	<ul style="list-style-type: none"> <li>◆ Suited for use in NPK/DAP and other granular fertilizers</li> <li>◆ Gives uniform colouration to the product thereby improving its marketability</li> <li>◆ It is in liquid form which makes it easy to use</li> </ul> <p><i>Packing</i></p> <p>It is packed in 200/250 Kg HDPE Barrels and Ton IBC</p>
5.	<p><b>OAN CL B (P) (Black body colouring agent - For Granules Fertilizer)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Appearance: Powder</li> <li>◆ Colour: Dark Black Coloured Powder</li> <li>◆ Density: 1.02 +/- 0.25 gm/cc</li> <li>◆ Solubility: Dispersible in water</li> </ul>	<p>OAN CL B (P) is a highly effective colouring agent, ideally suited for NPK/DAP and other granular fertilizers. It provides uniform coloration, enhancing the product's marketability. For body colouring, it is mixed with other ingredients before granulation. The dosage amount depends on the desired shade darkness.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ Effective colouring agent in liquid form</li> <li>◆ Suited for use in NPK/DAP and other granular fertilizers</li> <li>◆ Gives uniform colouration to the product thereby improving its marketability</li> <li>◆ It is in liquid form which makes it easy to use</li> </ul> <p><i>Packing</i></p> <p>It is packed in 200/250 Kg HDPE Barrels and Ton IBC</p>
6.	<p><b>OAN DS 5055 (Anti-dusting Agent for Granular Fertilizer)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Appearance: Free flowing liquid</li> <li>◆ Colour: Clear liquid</li> </ul>	<p>OAN DS 5055 is a liquid dedusting agent for fertilizers. When sprayed on various fertilizer granules such as DAP, AN, AS, TSP, NPK, CAN, Potassium Nitrate, Potassium Sulphate, etc., it effectively controls dust, reducing pollution and material loss. It is also suitable for crystalline and powdered fertilizers and does not alter the product's colour or properties.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ It is of natural origin and is eco-friendly</li> <li>◆ It is cost effective than any other conventional dedusting material.</li> <li>◆ It can be sprayed on granules in coating pans or on conveyer belt with rakers</li> </ul>






Sr. No.	Product	Description
	<ul style="list-style-type: none"> <li>◆ Composition: It is a modified resin of natural origin</li> <li>◆ Solubility: Insoluble in water</li> <li>◆ Density: 0.9-1.0 gm/cc</li> <li>◆ Flash Point: &gt; 180 Degree Celsius</li> <li>◆ Toxicity: The material is eco-friendly and has no toxicity effects</li> </ul>	<p><i>Packing</i></p> <p>It is packed in 200/250 Kg HDPE Barrels and 1 Ton IBC</p>
7.	<p><b>OAN GA 2550 (Granulation Aid – For Granular Fertilizers)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Appearance: Transparent to slight yellowish colour</li> <li>◆ pH: &lt; 3</li> <li>◆ Colour: free flowing liquid</li> <li>◆ Specific Gravity: 1.0 +/- 0.2</li> <li>◆ Density: 0.9 +/- 0.02 gm/cc</li> <li>◆ Solubility: Soluble in Water</li> <li>◆ Pumpability: Easily pumpable without any problem</li> <li>◆ Flammability: Non-Flammable</li> <li>◆ Odour: No Unpleasant smell</li> </ul>	<p>OAN GA 2550 is one of the effective granulating aids for granular fertilizers. This multifunctional formulation enhances crushing strength and granule size while also reducing dust and fines.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ Free-flowing liquid easily fed by gravity or pumping</li> <li>◆ OAN GA 2550 is a multifunctional product that enhances granule quality by improving crushing strength and granule size</li> <li>◆ Non-hazardous and eco-friendly formulation</li> <li>◆ Does not alter the final properties of fertilizers</li> <li>◆ Aids in pollution control by reducing fines and dust</li> </ul> <p><i>Packing</i></p> <p>It is packed in 200/250 Kg HDPE Barrels and 1 Ton IBC</p>
8.	<p><b>OAN 515 (Anticaking Agent for Granular NPK/DAP Fertilizers)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Appearance: White Coloured Powder</li> </ul>	<p>OAN 515 is an effective anticaking agent for Granular Fertilizers. It can be directly sprayed on the hygroscopic material to prevent caking. It is ideally suited for granular fertilizers like NPK, DAP etc having high caking tendency. It has to be added in recommended doses.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ The coated product remains free flowing for long duration.</li> <li>◆ Very low dosage of OAN 515 is sufficient to keep the in product free flow state.</li> </ul>



Sr. No.	Product	Description
	<ul style="list-style-type: none"> <li>◆ Composition: A mixture of surfactants &amp; coating agents.</li> <li>◆ pH of 5% Solution: 6.0 to 8.0.</li> <li>◆ Solubility - Emulsion in water</li> </ul>	<ul style="list-style-type: none"> <li>◆ No material handling problem, as % of OAN 515 required is very low.</li> <li>◆ Dehumidification or steam heating of silos is not required, thereby eliminating dehumidification or steaming cost.</li> <li>◆ OAN 515 is Non-toxic &amp; Non-hazardous in nature.</li> </ul> <p><i>Packing</i></p> <p>The material is packed in 25 Kg HDPE bags.</p>
9.	<p><b>OAN 590 (Anticaking Agent for Ammonium Nitrate)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Appearance: Light Yellow to Tan Coloured Powder.</li> <li>◆ Composition: Anionic Surfactant based on Sulphonates.</li> <li>◆ pH (1% Solution): 5.0 – 6.0</li> <li>◆ Solubility: Soluble in Water</li> </ul>	<p>OAN 590 is an effective anticaking agent for Ammonium Nitrate and other water-soluble fertilizer products. It can be directly sprayed on the hygroscopic material to prevent caking. It is ideally suited for Ammonium Nitrate, Water Soluble fertilizers &amp; inorganic salts having high caking tendency. It is added in recommended doses in batch mixer/blender, so that it thoroughly mixed with the other ingredients.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ The coated product remains free flowing for long duration.</li> <li>◆ Very low dosage of OAN 590 is sufficient to keep the product in free flow state.</li> <li>◆ No material handling problem, as % of OAN 590 required is very low.</li> <li>◆ Dehumidification or steam heating of silos is not required, thereby eliminating dehumidification or steaming cost.</li> <li>◆ It is Non-toxic &amp; Non-hazardous in nature</li> </ul> <p><i>Packing</i></p> <p>The material is packed in 25 Kg HDPE bags.</p>
10.	<p><b>OAN AN 1035 (Anticaking Agent for NPK / DAP)</b></p>  <p><i>Technical Specifications</i></p>	<p>OAN AN 1035 is developed to protect the granulated fertilizer from caking. It is specially designed for NPK/NP/DAP as well as other granular fertilizer to prevent the caking of fertilizers granules. It is a free flow liquid and easy to handle.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ It is vegetable-based oil formulation which repels moisture to avoid contact with the fertilizer granules.</li> </ul>



Sr. No.	Product	Description
	<ul style="list-style-type: none"> <li>◆ Physical State: Free flowing liquid</li> <li>◆ Colour: Brownish Liquid</li> <li>◆ Density: 0.8-0.9 gm/cc</li> <li>◆ Flash Point: &gt; 150° C</li> <li>◆ Viscosity: 16-25 CST at 50° C.</li> <li>◆ Odour: No Obnoxious Smell</li> </ul>	<ul style="list-style-type: none"> <li>◆ Coating by OAN AN 1035 makes the fertilizer free flowing and free from any attrition to small particles or powder.</li> <li>◆ The film formed on the granulated fertilizer is so thin that it does not impair the basic character of the fertilizer granules.</li> <li>◆ It can be dosed in a coating drum or cooling drum. If a coating drum is not available, it can be sprayed on the conveyor belt.</li> </ul> <p><i>Packing</i></p> <p>200 Kg HDPE Barrel / 1 Ton IBC</p>
11.	<p><b>OAN CL BLU (Colouring Agent for Water Soluble Fertilizers)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Appearance: Dark Blue Coloured Powder.</li> <li>◆ PH: Approx. 6- 8</li> <li>◆ Solubility: Dispersible in water</li> </ul>	<p>OAN CL BLU is an effective colouring agent, ideally suited for use in water-soluble fertilizers (WSF). It provides uniform coloration to the product, enhancing its market appeal and marketability.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ OAN CL BLU acts as an Anticaking Agent.</li> <li>◆ It gives uniform coloration to the product, thereby improving its marketability</li> </ul> <p><i>Packing</i></p> <p>OAN CL BLU is packed in 25 KG HDPE BAGS.</p>
12.	<p><b>OAN CL BR 1091 (Brown Surface Coating Agent)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Physical State: Free flowing liquid</li> <li>◆ Appearance: Dark Brown Coloured.</li> <li>◆ Density: 1.0 ± 0.20 gm/cc</li> <li>◆ Flash Point: &gt; 150 °C</li> </ul>	<p>OAN CL BR 1091 is an effective brown surface coating agent. It is ideally suited for use in NPK/DAP and other granular fertilizers. It gives uniform coloration to the product, thereby improving its marketability.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ OAN CL BR 1091 is a concentrate form of agent which repels moisture to avoid contact with the fertilizer granules</li> <li>◆ Coating by OAN CL BR 1091 imparts beautiful &amp; shiny brown colour to fertilizer granules</li> <li>◆ It makes the fertilizer free flowing and free from any attrition to small particles or powder</li> <li>◆ The film formed on the granulated fertilizer is so thin that it does not impair the basic character of the fertilizer granules</li> <li>◆ It also acts as an anticaking agent so no need of adding additional anticaking agent, hence economical</li> </ul>

Sr. No.	Product	Description
		<p><i>Packing</i></p> <p>Standard packing is 200/250 kg HDPE Barrel &amp; 1 Ton IBC.</p>
13.	<p><b>OAN D 1009 (Defoamer for Phosphoric Acid Plant)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Appearance: Brownish Liquid</li> <li>◆ Density: 0.90 – 0.95 gm/cc</li> <li>◆ Solubility: Insoluble in water.</li> <li>◆ Pumpability: Easily pumpable without any problem.</li> <li>◆ Flammability: Non-flammable</li> </ul>	<p>OAN D 1009 is a defoamer that is effective in the manufacture of phosphoric acid. The synthesis reactions of phosphoric acid generate large volumes of CO<sub>2</sub> and some hydrogen fluoride gas, leading to significant foam formation. This foam can impede the reaction process by reducing the equipment's capacity. OAN D 1009 effectively eliminates the foam produced during the reaction, thereby increasing the plant's capacity.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ The free-flowing liquid can be easily fed by gravity or pumped.</li> <li>◆ Requires a low dose rate compared to other defoamers.</li> <li>◆ Effectively reduces surface and interfacial tension.</li> <li>◆ Facilitates the completion of reactions.</li> <li>◆ Enhances filtration efficiency.</li> <li>◆ Does not cause discoloration or coagulation on filter cloth.</li> </ul> <p><i>Packing</i></p> <p>The material is packed in 25 Kg HDPE bags.</p>
14.	<p><b>OAN D 30 (Defoamer for Phosphoric Acid Plant)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Appearance: Free Flowing Liquid</li> <li>◆ Colour: Colourless</li> <li>◆ PH: 6-8</li> <li>◆ Density: 1.08 + 0.02</li> </ul>	<p>OAN D 30 is a defoamer utilized in the manufacturing process of phosphoric acid plants. The synthesis reactions of phosphoric acid generate large volumes of CO<sub>2</sub> and some hydrogen fluoride gas, leading to significant foam formation. This foam can hinder the reaction process by reducing the equipment's capacity. The defoamer effectively eliminates the foam produced during the reaction and assists in treating wastewater containing phosphogypsum in the phosphoric acid plant.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ The free-flowing liquid can be easily fed by gravity or pumped.</li> <li>◆ This low-cost defoamer is highly economical for bulk manufacturing plants.</li> <li>◆ It effectively reduces surface and interfacial tension.</li> </ul>


Sr. No.	Product	Description
	<ul style="list-style-type: none"> <li>◆ Solubility: Soluble in water</li> <li>◆ Pumpability: Easily pumpable without any problem</li> <li>◆ Flammability: Non-flammable</li> </ul>	<ul style="list-style-type: none"> <li>◆ It facilitates the completion of reactions.</li> <li>◆ It enhances filtration processes.</li> <li>◆ It does not cause discoloration or coagulation on filter cloth.</li> </ul> <p><i>Packing</i></p> <p>200 kg HDPE barrels/ 1 Ton IBC.</p>
15.	<p><b>OAN D 35 (Defoamer for Phosphoric Acid Plant)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Appearance: Free Flowing Liquid</li> <li>◆ Colour: Colourless</li> <li>◆ PH: 6-8</li> <li>◆ Density: 1.08 + 0.02</li> <li>◆ Solubility: Soluble in water</li> <li>◆ Pumpability: Easily pumpable without any problem</li> <li>◆ Flammability: Non-flammable</li> </ul>	<p>OAN D 35 is an effective defoamer used in the manufacturing process of Phosphoric Acid plants. The reactions involved in the synthesis of Phosphoric acid evolve large volume of CO<sub>2</sub> and some Hydrogen fluoride gas which results in substantial amount of foam. The foam thus produced hinders the reaction process by reducing the capacity of the equipment. It helps to eliminate the foam produce during the reaction &amp; to treat liquid waste water with phosphogypsum in phosphoric acid plant.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ Free flowing liquid can be easily fed by gravity or by pumping.</li> <li>◆ Low cost defoamer, hence very economical for bulk manufacturing plants.</li> <li>◆ Lowers surface and interfacial tension.</li> <li>◆ Promotes completion of reaction.</li> <li>◆ Improves filtration.</li> <li>◆ No discoloration and coagulation on filter cloth.</li> </ul> <p><i>Packing</i></p> <p>200 kg HDPE barrels/ 1 Ton IBC.</p>
16.	<p><b>OAN WA 6055 (Anticaking Agent for AN / CAN)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Physical Appearance: Semi Solid Paste</li> </ul>	<p>Caking of granulated fertilizers during storage, whether in bags or bulk, poses a challenge for both consumers and producers. Due to temperature and humidity fluctuations, along with storage stress, soluble salts undergo dissolution and crystallization, forming hard cakes that are difficult to break. This issue is particularly common in humid regions, where caked fertilizers lose their granular structure, forming lumps or powder that hinder flow and usability, which is often unsatisfactory for consumers.</p> <p><i>Advantages</i></p>

Sr. No.	Product	Description
	<ul style="list-style-type: none"> <li>◆ Colour: Light Yellow to Tan Colour</li> <li>◆ Density: 0.9+ 0.1 gm/cm<sup>3</sup></li> <li>◆ Flash Point: More than 150 Deg. Celsius</li> <li>◆ Solubility: Immiscible in water, Soluble in Naphtha, Benzene, Chlorinated Hydrocarbon, Kerosene etc.</li> </ul>	<ul style="list-style-type: none"> <li>◆ A low concentration of 0.1–0.2% (or 1–2 kg per ton) of OAN WA 6055 effectively protects fertilizer granules/prills, keeping them free-flowing.</li> <li>◆ Coated products maintain free flow for extended periods, even in tropical climates.</li> <li>◆ Additives ensure uniform coating distribution on granules/prills.</li> <li>◆ Minimal material handling issues due to low usage of OAN WA 6055.</li> <li>◆ Waxy films prevent accumulation in equipment like coating drums and chutes, reducing downtime for cleaning and minimizing dust.</li> <li>◆ The small amount of OAN WA 6055 required per ton does not alter fertilizer composition.</li> <li>◆ It acts as a de-dusting agent, reducing dust pollution in granulation plants.</li> <li>◆ OAN WA 6055 enhances granule/prill strength, protecting against shocks, abrasion, and stress.</li> </ul> <p><i>Packing</i></p> <p>The material is supplied in 165 KG MS Drums / ISO Tanks.</p>
17.	<p><b>OAN D 40 (Defoamer for Phosphoric Acid Plant)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Appearance: Free Flowing Liquid</li> <li>◆ Colour: Colourless</li> <li>◆ PH: 5.9-6.1</li> <li>◆ Density: 1.08 + 0.05</li> <li>◆ Solubility: Soluble in water</li> <li>◆ Pumpability: Easily pumpable without any problem</li> </ul>	<p>OAN D 40 is an efficient defoamer used in phosphoric acid production to control foam generated by CO<sub>2</sub> and hydrogen fluoride gases. By reducing foam, OAN D 40 enhances reaction efficiency, maximizes equipment capacity, and aids in treating wastewater containing phosphogypsum in phosphoric acid plants.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ The free-flowing liquid can be easily dispensed by gravity or pumping.</li> <li>◆ As a low-cost defoamer, it is highly economical for bulk manufacturing plants.</li> <li>◆ It effectively reduces surface and interfacial tension.</li> <li>◆ It promotes the completion of reactions.</li> <li>◆ It enhances filtration processes.</li> <li>◆ It does not cause discoloration or coagulation on filter cloths.</li> </ul>

Sr. No.	Product	Description
	<ul style="list-style-type: none"> <li>◆ Flammability: Non-flammable</li> </ul>	<p><i>Packing</i></p> <p>200 kg HDPE barrels/ 1 Ton IBC.</p>
18.	<p><b>OAN AN 1055 (Anticaking Agent for Granular Fertilizer)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Physical State: Free flowing liquid</li> <li>◆ Colour: White to off white material</li> <li>◆ Viscosity: 5-6 mm<sup>2</sup>/s</li> <li>◆ Flash Point: &gt; 210° C</li> <li>◆ Boiling Point: 300° C</li> <li>◆ Moisture: 0.07 – 0.08% Max</li> <li>◆ Odour: No Obnoxious Smell</li> </ul>	<p>OAN AN 1055 is developed to protect the granulated fertilizer from caking. It is specially designed for NPK/NP/DAP as well as other granular fertilizer to prevent the caking of fertilizers granules. A</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ OAN AN 1055 is an oil-based formulation which repels moisture to avoid contact with the fertilizer granules.</li> <li>◆ Coating by OAN AN 1055 makes the fertilizer free flowing and free from any attrition to small particles or powder.</li> <li>◆ The film formed on the granulated fertilizer is so thin that it does not impair the basic character of the fertilizer granules.</li> <li>◆ It can be dosed in a coating drum or cooling drum. If a coating drum is not available, it can be sprayed on the conveyor belt.</li> </ul> <p><i>Packing</i></p> <p>200/250 Kg HDPE Drums / 1 Ton IBC</p>
19.	<p><b>OAN DS 5056 (Anti-dusting Agent)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Appearance: Clear liquid to Light Hazy Liquid.</li> <li>◆ Composition: It is a modified resin of natural origin.</li> <li>◆ Solubility: Insoluble in water.</li> <li>◆ Density: 0.91 +/- 0.1 gm/cc</li> <li>◆ Viscosity: 37-40 CST at 40°C.</li> <li>◆ Flash Point: &gt; 200°C.</li> </ul>	<p>OAN DS 5056 is a liquid dedusting agent for fertilizers. It can also be used for crystalline/powdered fertilizers. It will not affect the colour and property of product.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ It is a free-flowing liquid.</li> <li>◆ It is of natural origin and is eco-friendly.</li> <li>◆ It is cost effective than any other conventional dedusting material.</li> <li>◆ It can also be used for crystalline/powdered fertilizers.</li> <li>◆ It will not affect the colour and property of product.</li> <li>◆ It has a good tenacity property, and attaches dust with it, once sprayed on fertilizer granules.</li> </ul>

Sr. No.	Product	Description
		<ul style="list-style-type: none"> <li>◆ Can be sprayed on granules in coating pans or on conveyer belt with rakers.</li> <li>◆ The material is eco-friendly and has no toxicity effects.</li> </ul> <p><i>Packing</i></p> <p>200/250 Kg HDPE Barrel / 1 Ton IBC</p>
20.	<p><b>OAN WA 6051 (Anticaking Agent for AN)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Physical Appearance: Semi Solid Paste</li> <li>◆ Colour: Light Yellow to Tan Colour</li> <li>◆ Flash Point: More than 190° C</li> <li>◆ Solubility: Immiscible in water, Soluble in oil etc.</li> </ul>	<p>OAN WA 6051 is specifically formulated to coat Ammonium Nitrate (AN) and other granular fertilizers. This semi-solid paste must be heated to 60 to 70 degrees Celsius before being atomized and sprayed onto the granules. Once applied, it forms a thin waxy layer around the granules, effectively repelling moisture from the environment and preventing caking of the fertilizers.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ Very low concentration 1.5 to 2.5 kg per ton of fertilizer is sufficient to give a full protective effect on fertilizer granules/prills and keeps it free flowing.</li> <li>◆ The coated products remains free flowing for longer duration in tropical climates.</li> <li>◆ Minimum down time is required for cleaning equipments, as the process is free from dust.</li> <li>◆ No dust pollution problem due to fertilizer's dust as it also works as a good de-dusting material in fertilizer granulation plants.</li> <li>◆ It gives extra strength to the granules/prills against shocks, abrasion and stress.</li> </ul> <p><i>Packing</i></p> <p>165 Kg MS Barrel</p>
21.	<p><b>OAN AN 1045 (Anticaking Agent for NPK / DAP)</b></p>  <p><i>Technical Specifications</i></p>	<p>OAN AN 1045 is developed to protect the granulated fertilizer from caking. It is specially designed for NPK/NP/DAP as well as other granular fertilizer to prevent the caking of fertilizers granules.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ OAN AN 1045 is an oil-based formulation which repels moisture to avoid contact with the fertilizer granules.</li> <li>◆ Coating by OAN AN 1045 makes the fertilizer free flowing and free from any attrition to small particles or powder.</li> </ul>





Sr. No.	Product	Description
	<ul style="list-style-type: none"> <li>◆ Physical State: Free flowing liquid</li> <li>◆ Colour: Brownish Liquid</li> <li>◆ Density: 0.9+0.1 gm/cc</li> <li>◆ Flash Point: &gt; 150° C</li> <li>◆ Viscosity: 16-25 CST at 70° C.</li> <li>◆ Odour: No Obnoxious Smell</li> </ul>	<ul style="list-style-type: none"> <li>◆ The film formed on the granulated fertilizer is so thin that it does not impair the basic character of the fertilizer granules.</li> <li>◆ It can be dosed in a coating drum or cooling drum. If a coating drum is not available, it can be sprayed on the conveyor belt.</li> </ul> <p><i>Packing</i></p> <p>200 Kg HDPE Barrel / 1 Ton IBC</p>
22.	<p><b>OAN 525 (Anticaking Agent for WSF)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Appearance: White Coloured Powder</li> <li>◆ Composition: A mixture of surfactants &amp; coating agents.</li> <li>◆ pH: 6.0 to 7.5</li> <li>◆ Solubility: Soluble in water</li> </ul>	<p>OAN 525 is an effective anticaking agent for powder products. It can be directly sprayed on the hygroscopic material to prevent caking. It is ideally suited for Water Soluble fertilizers &amp; inorganic salts having high caking tendency. It is added in recommended doses in batch mixer or blender, so that it thoroughly mixed with the other ingredients.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ The coated product remains free flowing for long duration.</li> <li>◆ Very low dosage of OAN 525 is sufficient to keep the product in free flow state.</li> <li>◆ No material handling problem, as % of OAN 525 required is very low.</li> <li>◆ Dehumidification or steam heating of silos is not required, thereby eliminating dehumidification or steaming cost.</li> <li>◆ OAN 525 is Non-toxic &amp; Non-hazardous in nature.</li> </ul> <p><i>Packing</i></p> <p>The material is packed in 25 Kg HDPE bags.</p>

### PLASTICIZERS

Primary plasticizers are essential additives used in the formulation of plastic materials to impart flexibility, durability etc. Primary plasticizers can be either phthalate-based or non-phthalate based. Depending on the type of plasticizer, the synthesis process involves chemical reactions in reactors. They find extensive use in industries such as construction (for flexible PVC pipes, flooring), automotive (in vehicle interiors), packaging (flexible films), and consumer goods (toys, cables) to impart flexibility and resilience to plastic materials.

Sr. No.	PRODUCT	DESCRIPTION
1.	<b>Di-Octyl Phthalate (DOP)</b>	<p>DOP is a nearly colourless, odourless oily liquid, free from impurities. It has limited solubility in water (0.285 mg/L at 24°C) but is soluble in alcohols, hexane, and other organic solvents.</p> <p>DOP is widely used across various industries, including the production of synthetic leather, wires</p>

	 <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Appearance: Liquid</li> <li>◆ Colour: Colourless</li> <li>◆ Plasticizing Esters by GC - 99.50 min.</li> <li>◆ Moisture - 0.10 max.</li> <li>◆ Density: 0.981 to 0.986 gm/ml Volatile Loss (130°C/3Hrs) - 0.10 max.</li> <li>◆ Heat Stability(180°C/2Hrs)-No Change</li> <li>◆ Odour: No odour</li> </ul>	<p>and cables, footwear, flexible PVC films, automobile components, non-toxic food packaging, flexible pipes and tubing, flooring and wall coverings, films and sheets, consumer goods, and more.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ It is an odorless and oily liquid that is colorless to faint yellow in color.</li> <li>◆ It is slightly soluble in water and does not evaporate easily.</li> <li>◆ Di-n-phthalate is used to make plastics more flexible and is also in carpet backings, paints, glue, insect repellents, hair spray, nail polish, and rocket fuel.</li> </ul> <p><i>Packing</i></p> <p>DOP is packed in 210 KG HDPE drum, 20-22 MT in Flexi tank/ISO tank and Road tanker. It is stored in tightly closed container, in a cool &amp; dry, ventilated</p>
<p>2.</p>	<p><b>Di-Butyl Phthalate (DBP)</b></p>  <p><i>Technical Specifications</i></p> <ul style="list-style-type: none"> <li>◆ Appearance: Liquid</li> <li>◆ Colour: Colourless</li> <li>◆ Density: 0.9 +/- 0.02 gm/cc</li> <li>◆ Odour: odourless or slight aromatic</li> <li>◆ Volatile Loss (110°C/2Hrs) - 0.10max.</li> <li>◆ Moisture - 0.10 max.</li> <li>◆ Heat Stability(150°C/2Hrs)- No Change</li> <li>◆ Plasticizing Esters by GC - 99.50min.</li> </ul>	<p>DBP (Dibutyl Phthalate) is a nearly colourless, odourless to slightly aromatic oily liquid with a mild ester scent, free from impurities.</p> <p>DBP is extensively used as a plasticizer across various industries. In the production of flexible PVC cables, artificial leather, rubber products, polymer-based building materials, linoleum, films, sheets, packaging films, and PVC gaskets, DBP enhances flexibility, durability, and strength. It is also widely utilized in plastisol formulations for carpet back coatings and in other vinyl compounds used in manufacturing paints, varnishes, lacquers, and medical supplies.</p> <p>In the automotive industry, DBP is used in safety glass production, while in cosmetics, it serves as an ingredient in nail polishes. It also finds applications in paper coatings, textile lubricants, insect repellents for clothing impregnation, concrete additives, solvents for perfume oils, and as a fixative in perfumes. Additionally, DBP acts as a stabilizer in rocket propellants and is a component in adhesives, printing inks, footwear, and hose pipes, underscoring its versatility across diverse applications.</p> <p><i>Advantages</i></p> <ul style="list-style-type: none"> <li>◆ DBP is used in many consumer products to increase the flexibility, durability, and longevity of materials.</li> <li>◆ It's a common ingredient in plastics, such as those used in PVC-coated fabrics, polyester buttons, and carpet backings.</li> </ul>

		<ul style="list-style-type: none"> <li>◆ DBP is often used because it's inexpensive and performs well.</li> <li>◆ DBP is also used in nail polish, adhesives, printing inks, perfume fixatives, textile lubricating agents, and safety glass additives.</li> </ul> <p><i>Packing</i></p> <p>DBP is packed in 210 kg HDPE drum, 20-22 MT Flexi tank/ ISO tank and Road tanker. It is stored in tightly closed container, in a cool, dry, ventilated area.</p>
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The Product Wise Breakup of our Revenue is as follows:

(₹ In lakhs)



Particulars	For the Period ended on	For the Financial Year ended on		
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<i>Fertilizer Additives</i>				
Domestic	137.68	172.44	460.58	169.17
Export	178.23	1,289.08	1,458.83	1,083.23
<i>Plasticizers</i>				
Domestic	2,467.68	7,878.91	927.46	33.33
Export	-	235.78	94.18	-
<b>Total</b>	<b>2,783.59</b>	<b>9,576.20</b>	<b>2,941.06</b>	<b>1,285.73</b>

Bifurcation of raw materials procured locally:

(₹ In lakhs)

Particulars	For the Period ended on	For the Financial Year ended on		
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Domestic (In Rupees)	2,487.44	8,524.97	2,422.12	994.73
Domestic (%)	100.00	100.00	100.00	100.00
<b>Total</b>	<b>2,487.44</b>	<b>8,524.97</b>	<b>2,422.12</b>	<b>994.73</b>

## OUR MANUFACTURING FACILITY

MANUFACTURING FACILITY	
	
PILOT LABORATORY	



## OUR MANUFACTURING PROCESS

### FERTILIZER ADDITIVES



**Raw Material Procurement:** We acquire raw materials like micronutrients, soil conditioners, stabilizers, and pH adjusters from approved suppliers. By ensuring that we source these essential components from trusted partners, we maintain adequate standards of quality and consistency in our products. This rigorous selection process ensures that our raw materials meet industry specifications, contributing to the effectiveness and reliability of our final formulations.

**Material Testing and Inspection:** We rigorously test and inspect all raw materials for quality, purity, and compliance with specifications. This thorough evaluation process ensures that each component meets our stringent standards before being integrated into our production processes. By prioritizing quality control at this initial stage, we uphold the integrity of our products and deliver consistent solutions to our customers.

**Blending and Formulation:** We mix and blend raw materials in prescribed proportions using specialized blending equipment to create the desired fertilizer additive formulations. This meticulous process involves combining micronutrients, soil conditioners, stabilizers, and pH adjusters in exact ratios. By carefully controlling the proportions and blending techniques, we ensure that each additive formulation meets our specified standards for performance and consistency, ultimately enhancing the effectiveness of the final fertilizer products.

**Quality Control:** We conduct rigorous quality checks and analyses at various stages of production to ensure consistency and effectiveness. Throughout the manufacturing process, stringent quality control measures are implemented to maintain the specified standards of consistency, purity, and performance in our additives. By meticulously monitoring each stage, we ensure that our products meet or exceed industry benchmarks, delivering reliable and effective solutions to our customers.

**Packaging:** We fill the final product into appropriate containers or packaging, ensuring it is ready for distribution. This crucial step involves selecting the right packaging materials to preserve the quality and integrity of the additives during storage and transportation. By meticulously packaging our products, we ensure they remain effective and secure, providing our customers with reliable and quality solutions.

### PLASTICIZERS



**Chemical Synthesis:** Depending on the type of plasticizer, the synthesis process involves chemical reactions in reactors. For instance, esterification for phthalates or polymerization for certain types. The manufacturing of plasticizers often involves chemical synthesis. Phthalates, for instance, are produced through the esterification of phthalic anhydride with alcohol. Other types of plasticizers have different synthesis processes.

**Purification and Refinement:** Purification processes such as distillation or filtration to remove impurities and refine the synthesized chemicals.

**Blending with Polymers:** Incorporating the synthesized plasticizers with the base polymers during the plastic manufacturing process. The synthesized plasticizer is then blended and compounded with the base polymer during the plastic manufacturing process. This blending alters the properties of the plastic, making it more flexible and resilient.

**Quality Assurance:** Rigorous quality checks to ensure the desired properties and standards of plasticizer-infused polymers.

## **OUR COMPETITIVE STRENGTHS**

### ***Focus on R&D to leverage complex chemistry and technology***

Our focus on product and process innovation through continuous R&D has been instrumental in the growth of our business and improved our ability to customize products for our customers as well as reduced our cost of goods while maintaining our margins. Our dedicated in-house R&D facility plays a critical role in ensuring product quality and safety. It issues Certificates of Analysis to verify product details and confirm that goods are non-hazardous for both export and domestic customers. The R&D team conducts comprehensive quality testing on raw materials and finished goods, develops product formulations, and actively supports efforts to drive efficiencies from initial concept through to product commercialization. Our pilot laboratory further enhances this process by enabling the testing and optimization of new products and processes.

### ***In-house manufacturing facility with equipped technologies and processes.***

Our manufacturing infrastructure is equipped with technology and systems that are key drivers for our products. The manufacturing facility situated at Plot No. F- 200C, RIICO Industrial Area, Manda, Phase I, Jaipur, Rajasthan is spread across approximately 1,950 square meters. This facility is equipped to function independently, with its own Research & Development laboratory and pilot laboratory.

A pilot laboratory is where we test and fine-tune processes or techniques on a smaller scale before moving to full-scale production. We begin by producing samples tailored to specific customer requirements. Upon receiving customer approval, we proceed with final production. This approach ensures we meet customer expectations and consistently deliver quality products. This validation process not only ensures better quality but also strengthens our client relationships by effectively addressing their unique needs.

Moreover, we source all our raw material locally with no dependency on imports. Our manufacturing facilities employ technologies and machineries such as Boiler, Reactor, Hydraulic Lift, Coolers, Pumps etc

### ***Focus on Quality, Health and Safety***

Our business is focused on emphasizing on quality, health and safety. We believe that maintaining a satisfactory standard of quality for our products is critical to our continued growth. Across our manufacturing facility, we have put in place quality systems that cover all areas of our business processes from manufacturing, supply chain to product delivery to ensure consistent quality, efficacy and safety of products. We are accredited with various quality certifications for Manufacture of additives, different plasticizers & others speciality chemicals like: ISO 9001:2015 for Quality Management System, ISO 45001:2018 for Occupational, health and Safety Management System and ISO 14001:2015 for Environmental Management System. Our products go through various quality checks at various stages including random sampling check and quality check internally. We adhere to quality standards as prescribed by our customers to meet the desired requirement; hence we get repetitive orders from our customers.

We work to ensure a safe and healthy workplace. In addition, we have installed comprehensive safety equipment including Fire Hydrants, Fire Extinguisher provided, Eye Shower, Fire Balls, Self-breathing Apparatus, Air Mask, Fire Shoot, First Aid Box etc. Our installed equipment and systems allow us to control our safety systems and processes.

### ***Global Presence***

With an established presence in multiple markets, we serve a diverse customer base, positioning us to effectively capitalize on global trends and opportunities. To deepen our international footprint, we proactively engage with prominent export clients by providing samples of our products, which allows them to experience first-hand the quality, consistency, and effectiveness that define our offerings. This targeted approach helps us not only build trust and credibility but also sets the stage for long-term partnerships as clients witness the value we bring to their operations. Our export footprint spans a range of countries, including Morocco, Jordan, Indonesia, Turkey, Serbia, Egypt etc. allowing us to build strong

relationships and foster growth across key regions. These regions are carefully chosen for their growth potential and alignment with our product strengths. This global engagement not only enhances our brand visibility but also reinforces our commitment to meeting the diverse needs of clients worldwide.

#### ***Customer Focus and strong relationships with diversified customers across geographies***

We have developed strong relationships with various corporations that has helped us expand our product offerings, processes and geographic reach. Our customers are typically engaged in various industries, including Fertilizers, Chemicals, Plastic, Petro chemicals etc and are spread across various geographies, which helps us mitigate risks resulting from customer, industry and geographic concentration. We offer tailored solutions to meet the specific needs of their clients. Our flexibility and responsiveness help build strong customer relationships.

### **OUR BUSINESS STRATEGY**

#### ***Focus on Manufacturing Excellence by Expanding Product Portfolio and Processes***

To maintain our competitive edge and meet evolving market demands, we are committed to achieving manufacturing excellence by continuously expanding our product portfolio and refining our processes. Through dedicated research and development, we aim to innovate new plasticizers, additives for fertilizers, and mining additives that elevate quality and functionality. This strategy enables us to offer a wider range of tailored solutions, meeting specific industry needs and supporting our entry into niche markets. Each new product innovation is an opportunity to address specific pain points within the industry, whether by improving yield, increasing product stability, or optimizing overall efficiency.

Furthermore, by refining our manufacturing processes, we achieve improvements in efficiency that allow us to reduce production costs, minimize waste, and enhance consistency in product quality. This operational optimization not only makes our offerings more competitive but also reinforces our reputation for reliability and excellence. By delivering high-quality products consistently, we build trust and strengthen long-term relationships with our clients, positioning our company as a preferred partner in the specialty chemicals industry.

#### ***Enhance Domestic Presence and Expand International Sales and Distribution Network***

There is a huge demand for our product in India but we also acknowledge the opportunities internationally and we are focused on strengthening our presence here by building deeper relationships with domestic clients and enhancing our distribution channels. Recognizing the vast potential of international markets, we are also committed to expanding our reach globally. Our strategy is twofold: intensifying our efforts within India while establishing a strong international sales and distribution network to serve high-demand regions for plasticizers, fertilizer additives, and mining chemicals. In India, we plan to deepen our market integration by fostering long-term relationships with clients and expanding our distribution capacity. On the international front, our goal is to strategically penetrate markets with high demand for our products.

Building a global footprint not only enables us to serve a wider clientele but also allows us to diversify our revenue streams, reducing dependence on any single market. This dual approach—deepening our domestic presence while growing internationally—strengthens our ability to respond to changing market dynamics, boosts our resilience, and enhances our brand recognition on a global scale.

#### ***Broaden Product Portfolio to Boost Supply for Existing Customers and Attract New Clients***

Expanding our product offerings is essential for sustaining long-term growth. By developing a wider array of specialized products, we can better meet the diverse needs of our current customers, strengthening partnerships and fostering recurring sales. Additionally, a broader portfolio positions us to attract new customers across both established and emerging markets. This approach enables us to enter new geographies and sectors with specialized chemical needs, where we can leverage our technical expertise to deliver unique, value-driven solutions tailored to local market demands.

#### ***Focus on Export Growth to Expand Global Reach***

Expanding our exports is a key pillar of our growth strategy, aimed at building a strong global brand presence. By targeting regions with high demand for our plasticizers, fertilizer additives, and mining additives, we can unlock new growth opportunities and broaden our reach. In addition, we will optimize our export logistics and compliance processes, ensuring timely and efficient deliveries that reinforce our reputation as a dependable supplier. Our focus on expanding exports aligns with our vision of becoming a global leader in the specialty chemicals market, known for innovation, quality, and reliability.

### **SAFETY, QUALITY CONTROL AND CERTIFICATIONS**

Our business is focused on emphasizing on quality, environment, health and safety. We believe that maintaining a high standard of quality for our products is critical to our continued growth. Across our manufacturing facility, we have put in place quality systems that cover all areas of our business processes from manufacturing, supply chain to product delivery to ensure consistent quality, efficacy and safety of products.

We are accredited with various quality certifications for manufacture of additives, different plasticizers & other speciality chemicals like:

Sr. No.	Particulars / Description	Certificate / Registration Number	Date of Registration	Validity / Status
1	 Globally recognized standard for Quality management System	305024100826Q	October 08, 2024	October 07, 2027
2	 International standard for occupational health and safety (OH&S) management systems	305024091956HS	September 19, 2024	September 18, 2027
3	 Globally recognized standard for Environmental Management Systems	305024100827E	October 08, 2024	October 07, 2027

## MARKETING STRATEGY

### Market Research and Analysis:

- Identify the key players in the fertilizer manufacturing industry and plasticizers users.
- Understand the types of product customer produces, their formulations, and the additives commonly used.
- Analyse market trends, including demand for specific types of additives and emerging technologies in the industry.

### Our Valuable Proposition:

- Highlight the benefits of our additives, such as improved quality of their product, reduced environmental impact, or cost-effectiveness.
- Differentiate our additives from competitors by showcasing unique features, certifications, or research-backed efficacy.

#### **Target Audience and Segmentation:**

- Identify manufacturers according to their products, plasticizers' end user, and big manufacturers as primary targets.
- Segment our audience based on their needs, such as fertilizer producers, Phosphoric acid producers, or large-scale PVC, Synthetic Leather, Wire & Cable Manufacturers.

#### **Marketing Channels and Tactics:**

- **Digital Marketing:** Utilize targeted online advertising, email campaigns, and social media platforms to reach decision-makers in manufacturing companies.
- **Industry Publications:** Advertise in chemical magazines, journals, and newsletters to showcase our additives' benefits and case studies.
- **Trade Shows and Conferences:** Participate in agricultural trade shows, conferences, and seminars to network with industry professionals, showcase our products, and conduct product demonstrations.
- **Direct Sales and Partnerships:** Establish direct sales channels and partnerships with distributors or agrochemical suppliers to expand our market reach and distribution network.

#### **Relationship Management:**

- Implement an internal system to track customer interactions, manage leads, and provide personalized support and follow-ups.
- Offer exceptional customer service, technical assistance, and product training to build long-term relationships and foster customer loyalty.

#### **Measurement and Optimization:**

- Set measurable goals, such as sales targets, market share growth, or customer acquisition rates.
- Monitor key performance indicators (KPIs) related to marketing effectiveness, customer feedback, and product performance.
- Continuously optimize our marketing strategy based on customer feedback and market trends to maximize ROI and drive business growth.

### **INFRASTRUCTURE FACILITIES FOR UTILITIES LIKE ELECTRICITY WATER & POWER**

#### **Infrastructure Facilities**

Our registered office is located in Jaipur, Rajasthan, India. We also operate two manufacturing facilities in Jaipur: one at Plot No. F-200C, and another at Plot No. A-430, which is currently under construction. Additionally, we maintain a storage facility, also located in Jaipur.

The office and facilities are well equipped with requisite utilities, infrastructure facilities, computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly.

<b>OUR REGISTERED OFFICE</b>

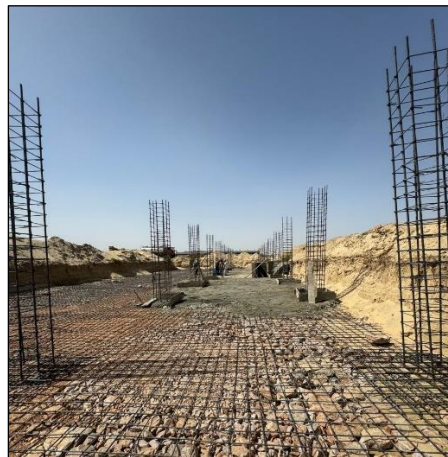




**OUR MANUFACTURING FACILITY PLOT NO. 200C**



**OUR MANUFACTURING FACILITY PLOT NO. A-430 (Under Construction)**



**OUR STORAGE FACILITY PLOT NO. F- 200D**



### Power

Our Company's registered office and manufacturing facilities fulfil their power requirements by purchasing electricity from the state electricity board - Jaipur Vidyut Vitran Nigam Limited. However, there is no requirement of power facility at our storage unit.

### Water

Our office and facilities have adequate water supply arrangements for human consumption and commercial purpose which is procured from local authorities.

## PLANT & MACHINERY

The major plant & machinery installed in our Factory includes:

Sr. No.	Particulars	Quantity	Owned/Rented
1.	Boiler (25 and 50 Lakh Kilo Calorie)	2	Owned
2.	Additives Manufacturing Reactor (10/15/18/35KL)	4	Owned
3.	Plasticizer Reactor (20/40KL)	3	Owned
4.	Carbon Visel (15 Kl)	2	Owned
5.	Separator (25KL)	4	Owned
6.	Storage Tank (50/100/300KL)	10	Owned
7.	Cooling Tower (600 T.R. and 80 T.R.)	2	Owned
8.	Powder Mixing Machine	1	Owned
9.	Fork/Hydraulic Lift	3	Owned
10.	Electric Transformer (160 KVA)	1	Owned
11.	D.G. Set (125/160 KVA)	5	Owned
12.	G C Machine	1	Owned

## CAPACITY AND CAPACITY UTILIZATION

Installed Capacity and Actual Capacity Utilisation of the plant in Manufacturing Facility situated at Plot No, F-200 (C), Phase-I, RIICO Industrial Area, Manda, Chomu, Jaipur – 303712, Rajasthan is as follows:

Particulars	For the Financial Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
<b>Installed Capacity</b>	12,800 MT	5,200 MT	3,600 MT
<b>Production</b>	9,227.325 MT	4,072.12 MT	1,780.89 MT
<b>% utilised</b>	<b>72.088%</b>	<b>78.31%</b>	<b>49.46%</b>

The above data is certified by a Chartered Engineer vide certificate dated August 29, 2024.

## TOP 10 CUSTOMERS AND SUPPLIERS

### Top 10 Suppliers/Vendors

(₹ In lakhs)

Particulars	For the Period ended on		For the Financial Year ended on					
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% Gross Purchases	Amount	% Gross Purchases	Amount	% Gross Purchases	Amount	% Gross Purchases
Vendor 1	1,005.18	40.41%	3,814.56	44.75%	1,229.61	50.77%	223.77	22.50%
Vendor 2	754.14	30.32%	1,560.44	18.30%	287.76	11.88%	156.06	15.69%
Vendor 3	500.25	20.11%	1,257.22	14.75%	106.64	4.40%	111.22	11.18%
Vendor 4	70.73	2.84%	937.75	11.00%	80.29	3.32%	79.81	8.02%
Vendor 5	38.32	1.54%	100.02	1.17%	78.28	3.23%	51.12	5.14%
Vendor 6	20.16	0.81%	88.63	1.04%	76.18	3.15%	45.64	4.59%
Vendor 7	18.23	0.73%	80.54	0.94%	66.23	2.73%	42.62	4.28%
Vendor 8	16.50	0.66%	79.41	0.93%	59.55	2.46%	33.73	3.39%
Vendor 9	15.00	0.60%	77.04	0.90%	49.57	2.05%	29.55	2.97%
Vendor 10	9.61	0.39%	58.93	0.69%	39.83	1.64%	25.73	2.59%
<b>Total</b>	<b>2,448.13</b>	<b>98.42%</b>	<b>8,054.52</b>	<b>94.48%</b>	<b>2,073.92</b>	<b>85.62%</b>	<b>799.25</b>	<b>80.35%</b>

### Top 10 Customers

(₹ In lakhs)

Particulars	For the Period ended on		For the Financial Year ended on					
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% Sale of Products	Amount	% Sale of Products	Amount	% Sale of Products	Amount	% Sale of Products
Customer 1	1,096.81	39.40%	2,659.92	27.78%	965.37	32.82%	608.76	47.35%
Customer 2	262.59	9.43%	876.31	9.15%	326.44	11.10%	172.96	13.45%
Customer 3	157.95	5.67%	675.23	7.05%	325.51	11.07%	142.25	11.06%
Customer 4	144.75	5.20%	529.20	5.53%	287.21	9.77%	81.40	6.33%
Customer 5	129.16	4.64%	386.91	4.04%	274.09	9.32%	68.60	5.34%
Customer 6	119.52	4.29%	375.99	3.93%	202.39	6.88%	33.91	2.64%
Customer 7	100.81	3.62%	356.99	3.73%	142.32	4.84%	26.98	2.10%
Customer 8	89.22	3.21%	352.91	3.69%	94.18	3.20%	25.68	2.00%
Customer 9	77.06	2.77%	288.31	3.01%	50.72	1.72%	18.92	1.47%
Customer 10	74.34	2.67%	246.74	2.58%	40.74	1.39%	18.63	1.45%
<b>Total</b>	<b>2,252.21</b>	<b>80.91%</b>	<b>6,748.52</b>	<b>70.47%</b>	<b>2,708.97</b>	<b>92.11%</b>	<b>1,198.09</b>	<b>93.18%</b>

### MATERIAL CONTRACTS

There are no material contracts as on date of filing this Draft Red Herring Prospectus.

### HUMAN RESOURCE

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our company looks for specific skill-sets, interests and background that would be an asset for our business. We have not experienced any material strikes, work stoppages, labour disputes or actions by or with our employees and we consider our relationship with our employees to be good. All the employees who are employed in their respective departments work with integrity to make sure the operation the company has fulfilled and the targets the company has set are achieved.

The attrition rate of Employees as on June 30, 2024 is 7.00%

As of the date of filing of Draft Red Herring Prospectus, there are total of 70 employees on payroll.

The detailed break-up of our employees is as under:

Functions/ Department	Number of Employees
Accounts	05

Human Resource	01
Marketing	04
Purchase & Sales	06
Compliance	01
Director	03
Research & Development	04
Others (including Driver, Labour, Guard, Chemist etc)	46
<b>Total</b>	<b>70</b>

We have encountered no significant work disruptions to date, and we believe that we have maintained good relations with our employees.

Further, the details of employee and related costs along with % of revenue is as below:

(Rs. In Lakhs)

Particulars	For the period ended		For the Financial Year ended					
	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
Salaries, Wages & Bonus	40.38	1.44%	122.11	1.27%	70.10	2.35%	70.47	5.47%
Director's Remuneration	9.45	0.34%	36.14	0.38%	31.95	1.07%	24.18	1.88%
Gratuity	4.74	0.17%	1.66	0.02%	0.02	0.00%	0.07	0.01%
Contribution to ESI & EPF	2.37	0.08%	5.71	0.06%	4.04	0.14%	2.28	0.18%
Staff Welfare Expenses	0.90	0.03%	3.84	0.04%	0.63	0.02%	4.51	0.35%
<b>Total</b>	<b>57.83</b>	<b>2.07%</b>	<b>169.47</b>	<b>1.77%</b>	<b>106.74</b>	<b>3.58%</b>	<b>101.51</b>	<b>7.88%</b>

## COMPETITION

Our company operates in a niche industry which presents significant entry barriers, including customer validation and approvals, expectation from customers for process innovation and cost reduction, high quality standards and stringent specifications. Our competition varies by market, geographic areas and type of product. We face competition from various domestic and international players. We foresee this competition to continue to grow as the demand for our products increases. We intend to continue competing vigorously to capture more market share and manage our growth in an optimal way. Further we believe that our competition also depends on several factors which include changing business framework, competitive price, established relationship with suppliers and customers, brand recognition etc.

## COLLABORATIONS

There are no collaborations as on date of filing this Draft Red Herring Prospectus.

## IMPORTS-EXPORTS AND IMPORT-EXPORT OBLIGATIONS

There are no Import- Export Obligation as on date of filing this Draft Red Herring Prospectus.

## OUR PROPERTIES

The detail of our properties owned or leased by our Company are as follows:

Sr. No.	Date of Agreement	Name of the Owner/Parties	Area	License / Leased / Owned	Period of Agreement	Location of the Property	Purpose
1.	July 23, 2024	Mr. Kailash Narayan Sharma (Licensor) and Mr. Dhanna Lal Sharma (Licensor) and Oan Industries Private Limited (Licensee)	193.44 square yards	Leave & License	11 months	P-134, Malhotra Nagar, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India.	Registered Office
2.	November 12, 2020	Rajasthan State Industrial Development & Investment Corporation Limited	1,950.00 square metres	Lease*	99 years starting from October 21, 2020	Plot No. F- 200C, RIICO Industrial Area, Manda, Phase I, Dist. Jaipur - 303712	Manufacturing
3.	March 20, 2024	Oan Industries Private Limited	1,950.00 square metres	Lease*	99 years	Plot No. F- 200D, RIICO Industrial Area, Manda, Phase I, Dist. Jaipur - 303712	Storage
4.	May 08, 2024	Rajasthan State Industrial Development & Investment Corporation Limited	10,000 square metres	Lease	99 years	Plot No. A-430, RIICO Industrial Manda, Phase II, Chomu, Jaipur - 303712	Manufacturing (under construction)
5.	July 29, 2024	Oan Industries Private Limited	315.20 square metres	Owned	Not Applicable	Plot No. 137, Malhotra Nagar, V.K.I. Road, Jaipur, Rajasthan	Vacant Plot

\* The consideration amount of the said properties has been paid by the Company in full.

## INSURANCE POLICIES


Our Company maintains insurance against various risks inherent in our business activities. While we believe that the insurance coverage which we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. The following are the details of the insurance policies obtained by our Company:

Sr. No	Name of the Insurance Policy Company	Type of Policy	Policy No.	Validity Period	Sum Insured (₹ in lakhs)	*Premium (₹)
1.	National Insurance	Standard Fire & Special Perils	370100112410000190	September 01, 2024 to August 31, 2025	9,000.00	9,82,350.00
2.	SBI General Insurance	Group Personal Accident Insurance Policy	4102240600000198-00	May 22, 2024 to May 21, 2025	460.00	33,019.94
3.	SBI General Insurance	Group Health Insurance Policy	41010240600000011-00	May 15, 2024 to May 14, 2025	162.00	3,92,158.85

4.	National Insurance	Marine Cargo Open Policy	370100212410000006	May 06, 2024 to May 05, 2025	5,000.00	2,95,000.00
5.	National Insurance	Marine Cargo Open Policy	370100212410000007	May 06, 2024 to May 05, 2025	3,000.00	2,47,802.00

\* Please note that the premium payable is inclusive of GST.

### INTELLECTUAL PROPERTY

Sr. No.	Word/ Label/ Mark/Design	Application No.	Class & Details	Registration/ Application date	Status/ Validity
1.		4707682	Class I Chemical Used in Industry, Science, Photography, Agriculture, Horticulture and Forestry, Unprocessed Artificial Resins, Unprocessed Plastics, Manures, Fire Extinguishing Compositions, Tempering and Soldering Preparations, Chemical Substances for Preserving Foodstuffs, Tanning Substances and Adhesive Used in Industry Which Are Included in Class 01	18/10/2020	Registered

### FINANCIAL INDEBTEDNESS OF THE COMPANY

As on the date of this Draft Red Herring Prospectus, our Company has availed both secured and unsecured loans. For further details, please refer to the section “*Statement of Financial Indebtness*” beginning on page 216 of this Draft Red Herring Prospectus.

## KEY INDUSTRY REGULATIONS AND POLICIES

*Except as otherwise specified in this Draft Red Herring 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 Income Tax Act, 1961 and Central Goods and Services Tax, 2017, various 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 221 of this Draft Red Herring Prospectus.

### APPLICABLE LAWS AND REGULATIONS

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company. The information detailed in this chapter, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars, and policies, as amended, and are subject to future amendments, changes and/or modifications. The information detailed in this chapter has been obtained from sources available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

### 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.

#### **Insecticides Act, 1968**

The Insecticides Act seeks to regulate manufacture and import of insecticides by providing for registration of such insecticides. Any person desiring to import or manufacture any insecticide may apply to the Registration Committee for the registration of such insecticide and there shall be a separate application for each such insecticide. If the Committee is of opinion that the precautions claimed by the applicant as being sufficient to ensure safety to human beings or animals are not such as can be easily observed or that notwithstanding the observance of such precautions the use of the insecticide involves serious risk to human beings or animals, it may refuse to register the insecticide.

#### **Insecticides Rules, 1971**

As per these Rules, an application for the grant or renewal of a licence to manufacture any insecticide shall be made to the licensing officer. If an insecticide is proposed to be manufactured at more than one place, separate applications shall be made and separate licences shall be issued in respect of every such place. A licence to manufacture insecticides shall be issued in Form V and shall be subject to certain conditions like the licence and any certificate of renewal to be kept on the approved premises and shall be produced for inspection at the request of an Insecticide Inspector appointed under the

Act or any other officer or authority authorized by the licensing officer and that any change in the expert staff named in the licence shall forthwith be reported to the licensing officer.

### **Pesticides Management Bill, 2020**

The Bill will regulate the business of pesticides and compensate farmers in case of losses from the use of agrochemicals.

### **The Chemical Accidents (Emergency Planning, Preparedness and Response) Rules, 1996**

These Rules provide for a framework for the prevention of chemical accidents and preparation of off-site emergency plans with respect to hazardous chemicals, which have been listed in the said Rules. They have provided for the constitution of Crisis Groups at the Centre, State and District Level for management of chemical accidents and setting up of Crisis Alert Systems. Off-site emergency plans are reviewed with a view to examine their adequacy in accordance with the Manufacture, Storage and Import of Hazardous Chemicals, Rules, and suggest measures to reduce risks in the Industrial pockets.

### **The Manufacture, Storage and Import of Hazardous Chemical Rules 1989:**

These Rules govern the manufacture, storage and import of hazardous chemicals to ensure safety measures are in place. As per these Rules, an occupier shall not undertake any industrial activity to which these Rules apply, unless he has prepared a safety report on that industrial activity containing the information specified in the Rules and has sent a copy of that report to the concerned authority at least ninety days before commencing that activity. Further, the occupier shall prepare and keep up-to-date an on-site emergency plan containing details specified in the Rules and detailing how major accidents will be dealt with on the site on which the industrial activity is carried on and that plan shall include the name of the person who is responsible for safety on the site and the names of those who are authorized to take action in accordance with the plan in case of an emergency.

### **The Essential Commodities Act, 1955 (the “ECA”)**

The ECA empowers the Central Government, to control the production, supply and distribution of trade and commerce in certain essential commodities for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices or for securing any essential commodity for the defence of India or the efficient conduct of military operations. Under the ECA, an essential commodity means a commodity specified in the Schedule to the ECA, which is updated and notified from time to time. Using the powers under it, the Central Government has issued control orders for inter alia controlling the price of, regulating by licenses, permits or otherwise the production or manufacture of any essential commodity. Violations under the ECA are punishable by either imprisonment or monetary fines or both.

### **Legal Metrology Act, 2009 (the “LM Act”) and the Legal Metrology (Packaged Commodities) Rules, 2011 (the “LM Rules”)**

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure, or number. The LM Act provides for inter alia standard weights and measures and requirements for verification and stamping of weight and measure. LM Rules inter alia provide that certain commodities shall be packed for sale, distribution and delivery in standard quantities as laid down under the LM Rules. LM Rules also provide for declarations that must be made on packages, where those declarations should appear on the package and the manner in which the declaration is to be made.

### **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 Crore 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.

### **Indian Boilers Act, 1923**

The Indian Boilers Act-1923 was enacted with the objective to provide mainly for the safety of life and Property of persons from the danger of explosions of steam boilers and for achieving uniformity in registration and inspection during operation and maintenance of boilers in India. Every boiler owner is required to make an application to the Chief Inspector of Boilers for the inspection of the boiler along with the treasury challan of the requisite fees as per requirements of Indian



Boilers Act-1923. Under Indian Boilers Act-1923 Indian Boilers Regulations,1950(IBR,1950) have been framed. These Regulations deal with the materials, procedure & inspection techniques to be adopted for the manufacture of boilers & boiler mountings & fittings. The boiler is inspected by the Inspectorate as per the procedure laid under IBR,1950 and if found satisfactory, a Certificate is issued for operation for a maximum period of 12 months. The boilers which are not found satisfactory during the inspection are repaired as per the procedure laid under the said regulations & are re-inspected as explained. The Boilers which are transferred to NCT of Delhi are also inspected in the similar fashion after their records are obtained from the parent state. The Boilers are also casually visited by the Inspectorate from time to time to check the validity of their certificates, safe and efficient operation. The show cause notice is issued to the boiler owner whose boiler is found working without a valid certificate and given a specified time to comply with. If the compliance is not made during the stipulated period, then necessary action as deemed fit under the Act is taken against the erring boiler owner.

### **Explosives Act, 1884 and Explosives Substance Act,1906**

The Explosives Act was enacted to carry out regular systematic inspection of all important explosive's magazines, to investigate and report the cause of accidents involving explosives. Then came the Explosives Substance Act,1906. The objective of the Explosives Act, 1884 was to regularize the hazardous licensed premises dealing with commercial explosives for public safety but the objective of the Explosives Substance Act, 1906 was to penalize. The Explosives Substance Act prescribes punishment for causing an explosion likely to endanger life or property, attempting to cause an explosion, or for making or keeping explosives with intent to endanger life or property. It also penalizes for making or possessing explosives under suspicious circumstances.

### **LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED:**

#### **Rajasthan Shops and Commercial Establishments Act, 1958**

As per the provisions of local Shops and Establishments laws applicable in the State of Rajasthan, 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.

#### **Rajasthan Stamp Act, 1988**

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 Government of Rajasthan is empowered to prescribe or alter the stamp duty as per their need.

### **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 assessable to 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.

#### **Central 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.

### **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made thereunder are applicable at the time of import of goods i.e., bringing into India from a place outside India or at the time of export of goods i.e., taken out of India to a place outside India. Any Company required to import or export any goods is first required to get itself registered and obtain an IEC (Importer Exporter Code).

## **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 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.

## **ENVIRONMENTAL LEGISLATIONS:**

### **The Environment Protection Act, 1986 and Environment (Protection) Rules, 1986**

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various Central and State authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures such as plants, micro-organisms and property. Further, the Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment which is assessed by the Ministry in detail before granting clearances for such proposed projects.

### **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. Following are the objectives of the National Environmental Policy:

1. Conservation of Critical Environmental Resources
2. Intra-generational Equity: Livelihood Security for the Poor
3. Inter-generational Equity
4. Integration of Environmental Concerns in Economic and Social Development
5. Efficiency in Environmental Resource Use
6. Environmental Governance
7. Enhancement of resources for Environmental Conservation.

### **Air (Prevention and Control of Pollution) Act, 1981**

Air (Prevention and Control of Pollution) Act 1981 (-the Act) was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Act, if a person intends to commence an industrial plant in a pollution control area.

### **Water (Prevention and Control of Pollution) Act, 1974**

The Water (Prevention and Control of Pollution) Act, 1974 (-the Act) was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Act.

## **The Hazardous and other Wastes (Management & Trans-boundary Movement) Rules, 2016**

Hazardous Waste Management Rules are 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 notification. The Rules lay down corresponding duties of various authorities such as MoEF, CPCB, State/UT Govts., SPCBs/PCCs, DGFT, Port Authority and Custom Authority while 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.

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

Under the Plastic Waste Management Rules, 2016, all institutional generators of plastic waste, are required to inter alia, segregate and store the waste generated by them in accordance with the Solid Waste Management Rules, 2016, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centres, either on its own or through the authorized waste collection agency. The waste generator shall also take steps to minimize the generation of plastic waste. The Plastic Waste Management Rules, 2016 also require the producers, importers and brand owners to collect back the plastic waste generated due to their products.

## **EMPLOYMENT AND LABOUR LAWS:**

- **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. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage.

The existing laws are as follows:

- **The Payment of Wages Act, 1936**

Payment of Wages Act, 1936, as amended, 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 “PoB Act”)**

The PoB 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.

### **Occupational Safety, Health and Working Conditions Code, 2019**

The Government of India enacted 'The Occupational Safety, Health and Working Conditions 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 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. Details of these existing Acts are as follows:

- **Contract Labour (Regulation and Abolition) Act, 1970**

The Contract Labour (Regulation and Abolition) Act, 1970 requires establishments that employ or have employed on any day in the preceding twelve months, twenty or more workers as contract labour to be registered. The Act requires the principal employer of an establishment to which the Contract Labour Act applies to make an application for registration of the establishment to employ contract labour in the establishment. Contractor to whom the Contract Labour Act applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The Contract Labour Act imposes certain obligations on the contractor including the establishment of canteens, rest rooms, washing facilities, first aid facilities and provision of drinking water and payment of wages. In the event that the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time.

- **Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979**

This law is applicable to all the establishments employing five or more migrant workmen from other states. In addition to this, this law is also applicable to contractors who have employed five or more inter-State workmen. The establishment must be registered with the local authority while employing migrant workers. This means that an establishment is prohibited from employing migrant workers from other states if they do not have a certificate from the concerned authority. The same law applies to the contractors too who employ workers from one state and deploy them in other states. As per this law, the contractors deploying the migrant workers must provide terms and conditions of the recruitment to the workers. These are the remuneration payable, hours of work, fixation of wages and other essential amenities.

- **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. Currently the laws are as follows –

- **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. The ID 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 twenty or more workers.

- **Trade Unions Act, 1926**

Provisions of the Trade Union Act, 1926 provides 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 condition 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 so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial employment. The highlights of the Standing Orders such as 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.

### **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 nine 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. The relevant laws that the code shall subsume, are currently as follows –

- **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 Employees’ Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees’ Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. 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 seven 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 Employee State Insurance department.

- **Employee’s Provident Fund and Miscellaneous Provisions Act, 1952**

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 the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employee 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 ten 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 ten 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 ten 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 Public Liability Insurance Act, 1991 and the Public Liability Insurance Rules, 1991**

The PLI 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 the PLI Act mandate the employer to contribute towards the Environmental Relief Fund a sum equal to the premium paid on the insurance policies.

### **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 also constitute an “Internal Complaints Committee” and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

### **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 below 14 years of age in processes involving exposure to excessive heat and cold.

## **INTELLECTUAL PROPERTY LEGISLATIONS:**

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

- **Indian Patents Act, 1970:**

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

- **The Copyright Act, 1957:**

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

- **Trade Marks Act, 1999 (“TM Act”):**

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

## **FOREIGN INVESTMENT LAWS:**

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

The FTA is the main legislation concerning foreign trade in India. The FTA read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given wide powers to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code (“IEC”) number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract a penalty under the FTA.

### **Foreign Exchange Management Act, 1999 & Rules thereunder**

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The FEMA Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five 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% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

The total holding by each FPI or an investor group, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 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 FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall not exceed 24 per cent of paid-up equity capital on a 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 shall be called the individual and aggregate limit, respectively.

### **Importer-Exporter Code**

Under the Indian Foreign Trade Policy, 2004, no export or import can be made by a person or company without an Importer Exporter Code number unless such person/company is specifically exempted. An application for an Importer Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An Importer Exporter Code number allotted to an applicant is valid for all its branches/divisions/units/factories.

### **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 the interest of consumers and to ensure freedom of trade in India. The Act deals with prohibition of anticompetitive 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 following are also applicable to our Company:

- Bharatiya Nyaya Sanhita (BNS),



- Bharatiya Nagarik Suraksha Sanhita (BNSS)
- Bharatiya Sakshya Adhinyam (BSA)
- Consumer Protection Act 2019
- Transfer of Property Act, 1882
- Information Technology Act, 2000
- Electricity Act, 2003

## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was originally incorporated on June 13, 2019, as a Private Limited Company in the name of “Oan Industries Private Limited” under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a Special Resolution of our Shareholders passed in the Extra-Ordinary General Meeting held on May 29, 2024, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to ‘Oan Industries Limited’ and a Fresh Certificate of Incorporation consequent to Conversion was issued on August 07, 2024 by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of the Company is U20119RJ2019PLC065299.

As on date of this Draft Red Herring Prospectus, our Company has Twenty-Six (26) shareholders.

Initial Subscribers of the Company are:

- 1) Mr. Sunil Kumar Sharma
- 2) Mr. Vishnu Kumar Sharma

Our Company is promoted by:

- 1) Mr. Sunil Kumar Sharma
- 2) Mr. Vishnu Kumar Sharma
- 3) Mr. Ravi Soothiya

For information on our Company’s business profile, activities, services, managerial competence, and customers, see chapters titled, “*Our Business*”, “*Financial Statements as Restated*”, and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 109, 198 and 199 respectively of this Draft Red Herring Prospectus.

### ADDRESS OF REGISTERED OFFICE

Our Company’s Registered Office is situated at P-134, Malhotra Nagar, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India.

For Details on other locations of our Company, please see chapters titled, “*Our Business*” beginning on page 109 of this Draft Red Herring Prospectus.

### CHANGES IN OUR REGISTERED OFFICE

There has been no change in the Registered Office of the Company since the date of incorporation. However, address of Registered Office of the same has been updated as per the below given details:

Date of Change	From	To	Reason
August 26, 2024	134, Malhotra Nagar, Jaipur Rajasthan - 302039	P-134, Malhotra Nagar, Vishwakarma Industrial Area, Jaipur, Jaipur, Rajasthan, India, 302013	Due to clerical error in Pin code

### MAJOR EVENTS AND MILESTONES

The table below sets forth some of the key events in the history of our Company:

Year	Particulars
2019	Incorporation of the Company as a Private Limited Company
2022	Recognized as a startup by the Department for Promotion of Industry and Internal Trade
2023	Received ISO 14001:2015 Certificate for manufacturers of additives for fertilizers industries, mining industries, phosphoric acid plants, different plasticizers & other speciality chemicals.
2023	Received ISO 9001:2015 Certificate for manufacturers of additives for fertilizers industries, mining industries, phosphoric acid plants, different plasticizers & other speciality chemicals.
2023	Received ISO 45001:2018 for manufacturers of additives for fertilizers industries, mining industries, phosphoric acid plants, different plasticizers & other speciality chemicals.

Year	Particulars
2023	Awarded the Certificate of Recognition as a 'One Star Export House' from the Directorate General of Foreign Trade.
2023	Achieved Turnover of more than ₹ 29 Crores.
2024	Conversion of Private Limited Company to Public Limited Company.
2024	Received Certificate of Membership from International Fertilizer Association
2024	Received Certificate of Membership from Arab Fertilizer Association
2024	Achieved Turnover of more than ₹ 95 Crores.

## MAIN OBJECTS OF OUR COMPANY

The object clause of the Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised in the present Issue.

Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The main objects contained in the Memorandum of Association of our Company are:

- To carry on business as manufacturers, exporters, importers, buyers and sellers of and dealers in all Chemicals, plasticizers and fertilizer additives and in particular Anti Foaming Agent, Defoamer Anti Caking Agent for Urea, Di-Ammonium Phosphate (DAP) Fertilizers, NPK (Nitrogen, phosphorus, and potassium) Fertilizer, Anti Dust for fertilizer, Granulation Acid for fertilizers and Anti Caking agent or Water Soluble Fertilizers (WSF) and Micro nutrient fertilizers, coloring agent, Dioctyl Maleate (DOTP), Dibutyl phthalate (DBP), Dibutyl Phthalate (DOP) including all types of plasticizers chemicals and fertilizers additives etc.
- To engage in the production and sale of Polyvinyl Chloride (PVC) compounds. This includes manufacturing all types of PVC-based compound's such as resins, granules, and specialty compounds.

## AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY

The following changes have been made in the Memorandum of Association of our Company since incorporation:

Date of Meeting	Meeting	Nature of Amendment
March 18, 2020	EGM	<b>Increase in Authorised Capital:</b> Increase in Authorised Share Capital from ₹ 5.00 Lakh to ₹ 60.00 Lakh.
June 15, 2020	EGM	<b>Change in the Object Clause:</b> <b>Clause 3(a) of the Memorandum of Association of our Company was amended to insert sub-clause 10 in the main object as:</b>  10. To carry on the business of taking over the any other business entity for the expansion of business of the Company.
September 01, 2020	EGM	<b>Increase in Authorised Capital:</b> Increase in Authorised Share Capital from ₹ 60.00 Lakh to ₹ 1.00 Crore.
January 10, 2022	EGM	<b>Change in the Object Clause:</b> <b>Clause 3(a) of the Memorandum of Association of our Company was amended to insert sub-clause 10 and 11 in the main object as:</b>  10. Manufacture, ago chemical products, fertilizers and insecticides, pesticides chemical manure including nitrogenous, phosphoric, potassium like urca, ammonium sulphate, ammonium nitro phosphate and other nitrogen allied chemicals. super phosphates, single, double, triple and allied phosphoric manures, potassium manures and granulated manures, mixtures of N.P.K different composition and of different proportions of N.P.K, di-ammonium phosphates, muriate of potash, dolomite gypsum, organic manure, leather meat, bonemeat, hoofs and horns, meat bone, grist, sterilised animal meat, potassium chloride, crystals, sodium nitrate, fertilizers, mixture of calcium nitrate and

Date of Meeting	Meeting	Nature of Amendment
		<p>ammonium nitrate (and ) mixture of calcium nitrate and magnesium nitrate and also in all types of liquid and vegetable fertilisers.</p> <p>11. Manufacture of paints, varnishes, oils, colours, enamels, stains and coatings, water-proof coatings and compound, dyes, glue, putty, chemicals for making colour, paint brushes Pigments, Pigment Emulsions, Dispersions. Binder Materials, Thickeners, chemicals. Dyes and Manures.</p>
July 12, 2022	EGM	<p><b>Increase in Authorised Capital:</b></p> <p>Increase in Authorised Share Capital from ₹ 1.00 Crore to ₹ 2.00 Crore.</p>
May 10, 2023	EGM	<p><b>Increase in Authorised Capital:</b></p> <p>Increase in Authorised Share Capital from ₹ 2.00 Crore to ₹ 3.00 Crore.</p>
May 10, 2023	EGM	<p><b>Change in the Object Clause:</b></p> <p><b>Clause 3(a) of the Memorandum of Association of our Company was amended to insert sub-clause 12 in the main object as:</b></p> <p>12. To carry on business as manufacturers, exporters, importers, buyers and sellers of XLPE compound, PVC compound, MDPE compound, HDPE compound, Aerial bunched compound, organic pesticides, fungicides and fertilizers.</p> <p><b>Clause 3(b) of the Memorandum of Association of our Company was amended to insert sub-clause 32 in the Matters which are necessary for furtherance of the objects specified in clause 3(a) as:</b></p> <p>32. To establish subsidiary company in India and outside India, amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, Joint venture, reciprocal concession or co-operation with, any person or company carrying on, engaged in, or proposing to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in, or which is capable of being conducted so as to, directly or indirectly, benefit the stocks, securities, company, and to take or otherwise acquire and hold shares, obligations or other interests in any such person or company, and to subsidize or otherwise assist any person or company.</p>
January 10, 2024	EGM	<p><b>Increase in Authorised Capital:</b></p> <p>Increase in Authorised Share Capital from ₹ 3.00 Crore to ₹ 8.00 Crore.</p>
May 10, 2024	EGM	<p><b>Increase in Authorised Capital:</b></p> <p>Increase in Authorised Share Capital from ₹ 8.00 Crore to ₹ 12.00 Crore.</p>
May 29, 2024	EGM	<p><b>Alteration of Name Clause:</b></p> <p>Alteration of name clause by way of conversion of Company from Private Limited to Public Limited i.e. Change of the name from “Oan Industries Private Limited” to “Oan Industries Limited”.</p>
August 09, 2024	EGM	<p><b>Change in the Object Clause:</b></p> <p>1. To carry on business as manufacturers, exporters, importers, buyers and sellers of and dealers in all Chemicals, plasticizers and fertilizer additives and in particular Anti Foaming Agent, Defoamer Anti Caking Agent for Urea, Di-Ammonium Phosphate (DAP) Fertilizers, NPK (Nitrogen, phosphorus, and potassium) Fertilizer, Anti Dust for fertilizer,</p>

Date of Meeting	Meeting	Nature of Amendment
		<p>Granulation Acid for fertilizers and Anti Caking agent or Water Soluble Fertilizers (WSF) and Micro nutrient fertilizers, coloring agent, Dioctyl Maleate (DOTP), Dibutyl phthalate (DBP), Dibutyl Phthalate (DOP) including all types of plasticizers chemicals and fertilizers additives etc.</p> <p>2. To engage in the production and sale of Polyvinyl Chloride (PVC) compounds. This includes manufacturing all types Of PVC-based compound's such as resins, granules, and specialty compounds.</p>

#### DETAILS REGARDING ACQUISITION OF BUSINESS / UNDERTAKINGS, MERGERS, AMALGAMATIONS OR REVALUATION OF ASSETS

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last five years.

#### DETAILS REGARDING HOLDING / SUBSIDIARY, ASSOCIATE COMPANIES AND JOINT VENTURE

As on date of filing of this Draft Red Herring Prospectus, our Company does not have any Holding or Associate Company or Joint Venture or a Subsidiary company.

#### CAPACITY / FACILITY CREATION, LOCATION OF PLANTS

For information on our Company's business profile, Capacity and location of Plant, see chapters titled, "***Our Business***".

#### GUARANTEES PROVIDED BY OUR PROMOTER

As on the date of this Draft Red Herring Prospectus, no guarantee has been issued by Promoter except as disclosed in the "***Statement of Financial Indebtedness***" on page 216 of this Draft Red Herring Prospectus.

#### 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 68 of this Draft Red Herring Prospectus. For details of our Company's debt facilities, see "***Statement of Financial Indebtedness***" on page 216 of this Draft Red Herring Prospectus.

#### CHANGES IN THE ACTIVITIES OF OUR COMPANY SINCE INCORPORATION

There have been no changes in the activities of our Company since incorporation which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

#### CHANGES IN THE MANAGEMENT

For details of change in Management, please see chapter titled "***Our Management***" on page 166 of this Draft Red Herring Prospectus.

#### DEFAULTS OR RESCHEDULING OF BORROWINGS FROM FINANCIAL INSTITUTIONS / BANKS

There have been no defaults or rescheduling / restructuring of borrowings with financial institutions / banks in respect of borrowings of our Company.

#### INJUNCTION OR RESTRAINING ORDER

Except as disclosed in the section titled "***Outstanding Litigation and Material Developments***" beginning on page 221 of this Draft Red Herring Prospectus, there are no injunctions / restraining orders that have been passed against the Company.

#### LOCK OUTS AND STRIKES

There have been no lock outs or strikes at any of the units of our Company.

## TIME AND COST OVER RUNS

Our Company has not implemented any projects and has therefore, not experienced any time or cost overrun in setting up of projects.

## SHAREHOLDERS' AGREEMENTS

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any Shareholders' Agreements.

## AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT A DIRECTOR OR PROMOTER OR ANY OTHER EMPLOYEE OF THE COMPANY

Except as mentioned in Chapter titled '*Our Management*' beginning on page 166 of this Draft Red Herring Prospectus, there are no agreements entered into by key managerial personnel or senior management or a Director or Promoter or any other employee of the Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

## MATERIAL AGREEMENTS

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any material agreements other than in the ordinary course of business carried on by our Company. For details on business agreements of our Company, please refer to the section titled '*Our Business*' beginning on page 109 of this Draft Red Herring Prospectus.

### Other Agreements:

- i. **Non-Compete Agreement:** Our Company has not entered into any Non-compete Agreement as on the date of filing of this Draft Red Herring Prospectus.
- ii. **Joint Venture Agreement:** Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Draft Red Herring Prospectus.

## STRATEGIC PARTNERS

As of the date of this Draft Red Herring Prospectus, our Company does not have any Strategic Partners.

## FINANCIAL PARTNERS

As on the date of this Draft Red Herring Prospectus, apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners.

## OUR MANAGEMENT

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As of the date of this Draft Red Herring Prospectus, our Company has 5 (Five) Directors on the Board, 1 (One) as Managing Director, 1 (One) as Executive Director, 1 (One) as Non-Executive Director and 2 (Two) as Independent Directors.

Set forth below are details regarding the Board of Directors as on the date of this Draft Red Herring Prospectus:

Name, Father's / Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment / Reappointment	Other Directorships / Designated Partners
<p><b>Mr. Sunil Kumar Sharma</b></p> <p><b>DOB:</b> June 10, 1991</p> <p><b>Age:</b> 33 Years</p> <p><b>Qualification:</b> Post Graduate Diploma in Management (“PGDM”)</p> <p><b>Designation:</b> Chairman and Managing Director</p> <p><b>Address:</b> H-134, Malhotra Nagar, behind Vidyadhar Nagar Stdm, Vidyadhar Nagar, Jaipur - 302039, Rajasthan, India</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>DIN:</b> 06910635</p> <p><b>Term:</b> Change in designation from Executive Director to Managing Director of the Company for a period of 5 years w.e.f. May 10, 2024 up to May 09, 2029.</p>	<p>Appointed as Executive Director w.e.f. June 13, 2019.</p> <p>Change in designation from Executive Director to Managing Director of the Company for a period of 5 years w.e.f. May 10, 2024, up to May 09, 2029.</p> <p>Appointed as Chairman of the Company w.e.f. April 15, 2024.</p>	<p><b>Companies</b></p> <ul style="list-style-type: none"> <li>• Oan Logistics Private Limited</li> <li>• Oan Foods Private Limited</li> <li>• Oan Chemicals Private Limited</li> </ul> <p><b>Limited Liability Partnerships</b></p> <p>Nil</p>
<p><b>Mr. Vishnu Kumar Sharma</b></p> <p><b>DOB:</b> August 31, 1993</p> <p><b>Age:</b> 31 Years</p> <p><b>Qualification:</b> Bachelor of Law and Bachelor of Commerce</p> <p><b>Designation:</b> Executive Director</p> <p><b>Address:</b> 134, Malhotra Nagar, Near Vidyadhar Nagar Stadium, Jaipur - 302039, Rajasthan, India.</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>DIN:</b> 06910658</p>	<p>Appointed as Executive Director w.e.f. June 13, 2019.</p>	<p><b>Companies</b></p> <ul style="list-style-type: none"> <li>• Oan Logistics Private Limited</li> <li>• Oan Foods Private Limited</li> </ul> <p><b>Limited Liability Partnerships</b></p> <p>Nil</p>

Name, Father's / Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment / Reappointment	Other Directorships / Designated Partners
<b>Term:</b> Liable to retire by rotation		
<p><b>Mr. Ravi Soothiya</b></p> <p><b>DOB:</b> July 07, 1997</p> <p><b>Age:</b> 27 Years</p> <p><b>Qualification:</b> Bachelor of Technology</p> <p><b>Designation:</b> Non-Executive Director</p> <p><b>Address:</b> 134, Malhotra Nagar, Vidhyadhar Nagar, Jaipur - 302013, Rajasthan, India.</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>DIN:</b> 09419656</p> <p><b>Term:</b> Liable to retire by rotation</p>	<p>Appointed as Non-Executive Director of the Company w.e.f. May 10, 2024.</p>	<p><b>Companies</b></p> <ul style="list-style-type: none"> <li>Oan Chemicals Private Limited</li> </ul> <p><b>Limited Liability Partnerships</b></p> <p>Nil</p>
<p><b>Ms. Neha Kaira</b></p> <p><b>DOB:</b> November 11, 1988</p> <p><b>Age:</b> 35 Years</p> <p><b>Qualification:</b> Bachelor of Arts, Master in Marketing Management</p> <p><b>Designation:</b> Independent Director</p> <p><b>Address:</b> A Flat No. 2205, G, Wing, Rustomajee Aazziano Near Nashik By Pass Road, Majiwada, Thane, Mumbai-400601, Maharashtra, India</p> <p><b>Occupation:</b> Service</p> <p><b>Nationality:</b> Indian</p> <p><b>DIN:</b> 07010166</p> <p><b>Term:</b> Appointed as Independent Director of the Company w.e.f. May 10, 2024 for a term of five consecutive years.</p>	<p>Appointed as Independent Director of the Company w.e.f. May 10, 2024 for a term of five consecutive years.</p>	<p><b>Companies</b></p> <ul style="list-style-type: none"> <li>Association Of Sales Professionals of India</li> </ul> <p><b>Limited Liability Partnerships</b></p> <p>Nil</p>



Name, Father's / Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment / Reappointment	Other Directorships / Designated Partners
<p><b>Mr. Suresh Kumar Chotia</b></p> <p><b>DOB:</b> February 25, 1960</p> <p><b>Age:</b> 64 Years</p> <p><b>Qualification:</b> Bachelor of Commerce</p> <p><b>Designation:</b> Independent Director</p> <p><b>Address:</b> F/703, Marigold, Valley of Flowers, Gundecha Complex, Near Evershine Dream Park, Thakur Village, Kandivli (East Mumbai), Mumbai, 400101, Maharashtra, India.</p> <p><b>Occupation:</b> Service</p> <p><b>Nationality:</b> Indian</p> <p><b>DIN:</b> 10691714</p> <p><b>Term:</b> Appointed as Independent Director w.e.f. July 23, 2024 for a term of five consecutive years.</p>	<p>Appointed as Independent Director of the Company w.e.f. July 23, 2024, for a term of five consecutive years.</p>	<p><b>Companies</b></p> <p>Nil</p> <p><b>Limited Liability Partnerships</b></p> <p>Nil</p>

#### ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

None of our Key Managerial Personnel, Senior Managerial Personnel or Directors have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which of the directors was selected as a director or member of senior management.

#### BRIEF PROFILE OF OUR DIRECTORS

**Mr. Sunil Kumar Sharma**, aged 33, is the Promoter, Chairman and Managing Director of our Company. Initially appointed as an Executive Director on inception of the Company, he transitioned to the role of Managing Director w.e.f. May 10, 2024, for a tenure of five years. He holds a Post Graduate Diploma in Management from Sinhgad Institute of Business Administration and Research, Pune, in the year 2012. He holds significant experience of more than 8 years in field of Agriculture and Fertilizer Manufacturing. In 2015, he registered as a Sole Proprietor under the name and style of "Global Industrial Business Solution" (GIBS), initially supplying products to Government Public Sector Unit (PSU). By June 2016, he transitioned from a Sole Proprietorship to a Partnership under the name and style of "M/s Global Industrial Business Solution" (GIBS) engaging in the business of manufacturing of lubricant oil, coolant, edible oil, oil cakes etc. Further, in 2019, "OAN Industries Private Limited" was incorporated, and it subsequently took over the business operations of the partnership firm, GIBS, in 2020. Under the leadership of Mr. Sunil Kumar Sharma, the Company is well-positioned for sustained growth and innovation within the dynamic and highly competitive landscape of chemical manufacturing.

**Mr. Vishnu Kumar Sharma**, aged 31, is the Promoter and Executive Director of the Company since inception. He holds a Bachelor's degree in Commerce. Further he has completed his Bachelor of Law from the university of Rajasthan, Jaipur in the year 2016. With over five years of dedicated experience in overseeing the Company's plant operations and logistics, Mr. Sharma plays a vital role in managing daily activities at the manufacturing facility. His strategic insight and innovative approach have significantly elevated operational efficiency.

**Mr. Ravi Soothiya**, aged 27, is Promoter of the Company and he is appointed as the Non-Executive Director of the Company w.e.f. May 10, 2024. He holds degree of Bachelor of Technology in Civil Engineering from JECRC UDML College of Engineering, Jaipur, completed in the year 2020. He was initially appointed as Purchase and Product Manager of our Company in the year 2021. He oversees the Company's purchasing activities including procuring materials, negotiating with Suppliers and ensuring timely and cost-effective acquisition of quality products. Additionally, he plays a key role in initiating new projects that align with the Company's growth strategies. His strategic vision, strong

negotiation skills, and commitment to excellence have significantly enhanced the Company's operational efficiency and overall success.

**Ms. Neha Kaira**, aged 35, is the Independent Director of the Company, appointed on May 10, 2024. Ms. Neha holds degree of Bachelor of Arts from university of Delhi, and Master's in Marketing Management from University of Pune, completed in the year 2012. Ms. Neha Kaira brings a wealth of strategic marketing and business development skills gained during her tenure at Association of International Wealth Management of India (AIWMI) from March 2012 to September 2015. Starting as Assistant Manager and progressing to Assistant Vice President, she demonstrated leadership in driving product marketing, managing certifications in wealth, credit, and investments, and spearheading major conferences and advocacy efforts within the financial sector. Further, she has served as Manager Membership Service at Campden Family Connect Pvt. Ltd. from December 15, 2015 to September 30, 2018. Her strong track record in fostering institutional partnerships, enhancing brand visibility, and achieving revenue growth underscores her proactive approach and deep industry insights.

**Mr. Suresh Kumar Chotia**, aged 64, is the Independent Director of the Company, appointed on July 23, 2024. He hold degree of Bachelor of Commerce from University of Rajasthan. Mr. Suresh Kumar Chotia brings extensive expertise in capital and commodities markets, with a distinguished career at Focus Group of Companies since January 2008, where he currently serves as Vice President. His proficiency spans electronic trading platforms including NSE, BSE, NCDEX, and MCX, covering cash, equity derivatives, currency derivatives, and commodities. He excels in marketing and business development for retail, corporate, and HNI clients across these segments, and adeptly manages jobbers and traders involved in company trading activities. With a robust understanding of market dynamics, he brings wealth of experience to his role.

## CONFIRMATIONS

- a) Except stated below, None of the Directors and Key Managerial Personnel of our Company are related to each other as per Section 2(77) of the Companies Act, 2013.

Sr. No.	Name of the Director	Name of the Director	Relationship
1.	Sunil Kumar Sharma	Vishnu Kumar Sharma	Brother

- b) There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors or Key Managerial Personnel were selected as a director or Member of Senior Management.
- c) There are no service contracts entered by the Directors with our Company providing for benefits upon termination of employment.
- d) As on the date of this Draft Red Herring Prospectus, none of our directors are on the RBI List of wilful defaulters or Fraudulent Borrowers.
- e) As on the date of this Draft Red Herring Prospectus, none of our Directors are Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- f) As on the date of this Draft Red Herring Prospectus, none of our director is or was a director of any listed Company during the last 5 (five) years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such Company.
- g) As on the date of this Draft Red Herring Prospectus, none of our director is or was a director of any listed Company which has been or was delisted from any stock exchange during the term of their directorship in such Company.
- h) As on the date of this Draft Red Herring Prospectus, none of the Promoter, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other Company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- i) 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.

## REMUNERATION / COMPENSATION TO OUR DIRECTORS

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force). Set forth below is the remuneration payable by our Company to our Directors for upcoming financial years:

(₹ in Lakh)

Sr. No.	Name of Director	Remuneration shall not exceed*
1.	Mr. Sunil Kumar Sharma	24.00
2.	Mr. Vishnu Kumar Sharma	30.00
3.	Mr. Ravi Soothiya	20.00
	<b>Total</b>	<b>74.00</b>

\*The Board of Directors and Members of the Company has passed the remuneration limits at their meeting dated August 08, 2024 and August 09, 2024 respectively.

Remuneration paid for Financial Year 2023-24, the directors have been paid gross remuneration as follows:

(₹ in Lakh)

Sr. No.	Name of Director	Remuneration paid
1.	Mr. Sunil Kumar Sharma	28.64*
2.	Mr. Vishnu Kumar Sharma	7.50
3.	Mr. Ravi Soothiya	6.90
	<b>Total</b>	<b>43.04</b>

\*The Company was private limited company at the end of Financial Year 2023-24

## TERMS AND CONDITIONS OF EMPLOYMENT OF OUR DIRECTORS

### Mr. Sunil Kumar Sharma – Chairman and Managing Director

The significant terms of his employment are as below:

<b>Remuneration</b>	Upto ₹ 24.00 Lakh per annum
<b>Bonus and Profit-sharing Ratio</b>	Not Applicable
<b>Term</b>	Appointed as Managing Director for a period of 5 (five) years commencing from May 10, 2024 to May 09, 2029.
<b>Remuneration in the event of loss or inadequacy of profits</b>	In the event of inadequacy or absence of profits in any financial years during his tenure, the Director will be paid remuneration as mentioned in Schedule V as may be approved by the Shareholders of the Company.

For further information on brief profile of Director, please refer the section “**Brief Profile of our Directors**”

### Mr. Vishnu Kumar Sharma – Executive Director

The significant terms of his employment are as below:

<b>Remuneration</b>	Upto ₹ 30.00 Lakh per annum
<b>Bonus and Profit-sharing Ratio</b>	Not Applicable
<b>Term</b>	Appointed as Executive Director w.e.f. June 13, 2019.
<b>Remuneration in the event of loss or inadequacy of profits</b>	In the event of inadequacy or absence of profits in any financial years during her tenure, the Director will be paid remuneration as mentioned in Schedule V as may be approved by the Shareholders of the Company.

For further information on brief profile of Director, please refer the section “**Brief Profile of our Directors**”

### Mr. Ravi Soothiya – Non-Executive Director

The significant terms of his employment are as below:

<b>Remuneration</b>	Upto ₹ 20.00 Lakh per annum
<b>Bonus and Profit-sharing Ratio</b>	Not Applicable
<b>Term</b>	Appointed as Non-Executive Director w.e.f. May 10, 2024.

<b>Remuneration in the event of loss or inadequacy of profits</b>	In the event of inadequacy or absence of profits in any financial years during her tenure, the Director will be paid remuneration as mentioned in Schedule V as may be approved by the Shareholders of the Company.
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For further information on brief profile of Director, please refer the section “**Brief Profile of our Directors**”

### SITTING FEES

The payment of sitting fees to the Non-Executive Director and Independent Directors of the Company for attending the meeting of the Board of Directors and meetings of the Committees of the Board of Directors in following manner:

Sr. No.	Name of Director	Fees for attending the meeting of	
		Board of Directors	Committee Meetings
1.	Mr. Ravi Soothiya	Upto ₹ 10,000 per Meeting	Upto ₹ 10,000 per Meeting
2.	Ms. Neha Kaira	Upto ₹ 10,000 per Meeting	Upto ₹ 10,000 per Meeting
3.	Mr. Suresh Kumar Chotia	Upto ₹ 10,000 per Meeting	Upto ₹ 10,000 per Meeting

### PAYMENT OF BENEFITS

Except to the extent of remuneration payable to the Managing Director, Executive Director and Non-Executive Director for services rendered to our Company and to the extent of other reimbursement of expenses payable to them as per their terms of appointment, our Company has not paid in the last 2 (two) years preceding the date of this Draft Red Herring Prospectus, and does not intend to pay, any amount or benefits to our directors.

### PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except as stated otherwise in this Draft Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, since the incorporation, or given or is intended to be paid or given to any of our Company’s officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer’s employment in our Company or superannuation. Contributions are made regularly by our Company towards provident fund, gratuity fund and employee state insurance.

### BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

None of our Directors are a party to any bonus or profit-sharing plan.

### SHAREHOLDING OF DIRECTORS IN OUR COMPANY

Our Articles of Association do not require our directors to hold qualification shares.

As on date of this Draft Red Herring Prospectus, our directors hold the following number of Equity Shares of our Company:

Sr. No.	Name of Directors	No. of Equity Shares Held (Pre-Issue)	% of pre-Issue capital
1	Mr. Sunil Kumar Sharma	65,52,000	79.80%
2	Mr. Vishnu Kumar Sharma	78,000	0.95%
3	Mr. Ravi Soothiya	78,000	0.95%
4	Ms. Neha Kaira	Nil	Nil
5	Mr. Suresh Kumar Chotia	Nil	Nil
	<b>Total</b>	<b>67,08,000</b>	<b>81.70%</b>

### INTEREST OF OUR DIRECTORS

Our Managing Director, Executive Directors and Non-Executive Director may be interested to the extent of remuneration paid to them, respectively for services rendered as a Directors of our Company and reimbursement of expenses payable to them. For details, please refer “**Terms and conditions of employment of our Managing Director, Executive Directors and Non-Executive Directors**” above. Further, all our Independent Directors may be interested to the extent of fees payable to them and / or the commission payable to them for attending meetings of the Board of Directors or a committee thereof.

The Independent Directors are paid sitting fees for attending the meetings of the Board and Committees of the Board and may be regarded as interested to the extent of such sitting fees and reimbursement of other expenses payable to them as per their terms of appointment.

Our Directors Mr. Sunil Kumar Sharma, Mr. Vishnu Kumar Sharma and Mr. Ravi Sothiya may be deemed to be interested in the Company to the extent of the Equity Shares held by them and to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held by them if any.

#### **Interest in promotion of our Company**

Except for Mr. Sunil Kumar Sharma and Mr. Vishnu Kumar Sharma, none of our directors have any interest in the formation of our Company and except for Mr. Sunil Kumar Sharma, Mr. Vishnu Kumar Sharma and Mr. Ravi Sothiya, none of our directors have any interest in the promotion of our Company as of the date of this Draft Red Herring Prospectus.

#### **Interest in the property of our Company**

Except as stated in the chapter titled ***“Related Party Transaction”*** beginning on page 196 of Draft Red Herring Prospectus, our Directors have not entered into any contract, agreement or arrangements within a period of 2 (two) years preceding the date of this Draft Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them. Further our directors do not have any interest in any immovable property to be acquired by the Company except otherwise disclosed in the heading titled ***“Our Properties”*** under the chapter titled ***“Our Business”*** beginning on page 109 of this Draft Red Herring Prospectus.

#### **Interest as Creditor of our Company**

As on the date of this Draft Red Herring Prospectus, except as stated in the chapter titled ***“Statement of Financial Indebtedness”*** and heading titled ***“Related Party Transactions”*** under chapter titled ***“Financial Statements as Restated”***, our Company has not availed loans from Directors of our Company.

#### **Interest in the business of Our Company**

Further, save and except as stated otherwise in ***“Statement of Related Parties’ Transactions”*** in the chapter titled ***“Financial Statements as Restated”*** of this Draft Red Herring Prospectus, our directors do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue, or any such intermediaries registered with SEBI.

#### **Interest in transactions involving acquisition of land**

Our directors are not currently interested in any transaction with our Company involving acquisition of land. Except as stated / referred to under the heading titled ***“Our Properties”*** under chapter titled ***“Our Business”*** beginning on page 109 of this Draft Red Herring Prospectus, our directors have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

#### **Interest as Member of a Company or Firm**

Except as stated in this chapter the section titled ***“Related Party Transactions”*** and the chapter ***“Our Business”*** beginning on page 196 and 109 of this Draft Red Herring Prospectus respectively, our Directors do not have any other interest in our business.

#### **Other Interests**

Except as stated above, none of the beneficiaries of loans, advances and sundry debtors are related to 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 or companies in which they are interested as a member 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.

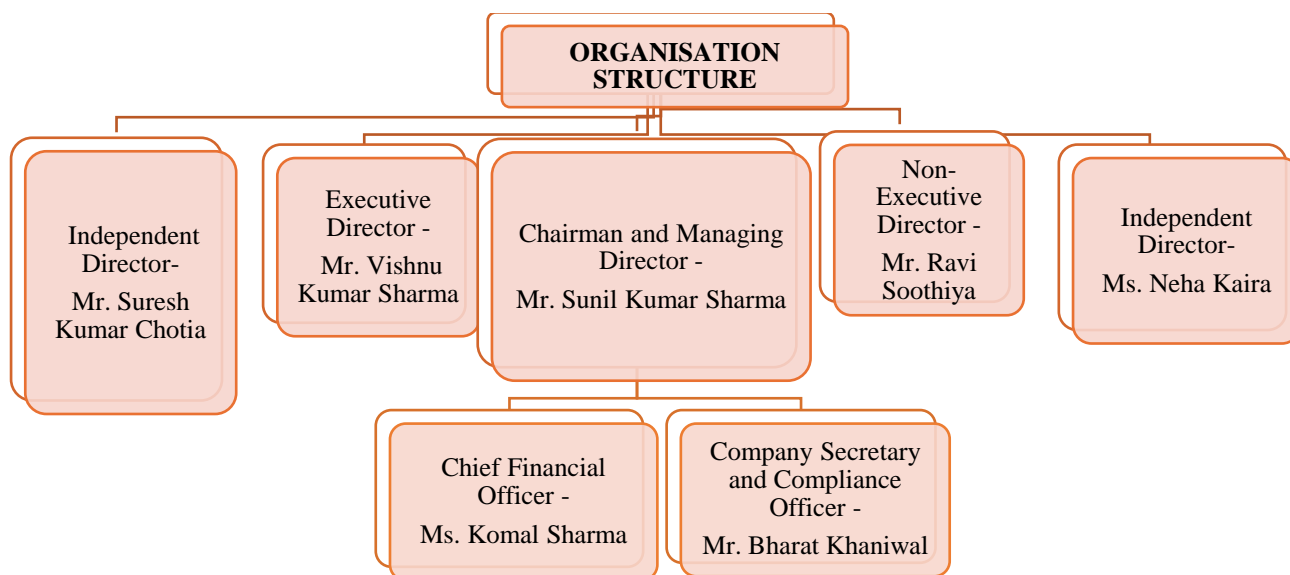
Further, our directors may be directors on the board, or are members, or are partners, or are trustees of certain Group Entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to such Group Entities. For the payments that are made by our Company to certain Group Entities, please refer chapters titled “*Financial Statements as Restated*” and “*Related Party Transactions*” beginning on page 198 and 196 of this Draft Red Herring Prospectus.

## CHANGES IN OUR BOARD DURING THE LAST THREE YEARS

Except as disclosed below, there have been no changes in our Board during the last 3 (three) years.

Sr. No.	Directors	Date of Event	Event	Reason for Change
1.	Mr. Sunil Kumar Sharma	May 10, 2024	Change in Designation to Managing Director	Corporate Restructuring
2.	Mr. Ravi Soothiya	May 10, 2024	Appointed as Non-Executive Director	To ensure better Corporate Governance
3.	Ms. Neha Kaira	May 10, 2024	Appointed as Independent Director	
4.	Mr. Suresh Kumar Chotia	May 10, 2024	Appointed as Independent Director	

## ORGANISATION STRUCTURE



## BORROWING POWERS OF OUR BOARD

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Pursuant to a resolution passed by our shareholders at their Extra Ordinary General Meeting held on August 09, 2024, our shareholders have authorized our Board to borrow any sum of money from time to time notwithstanding that the sum or sums so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) exceed the paid-up capital and free reserves of the Company provided such amount does not exceed 10,000 Lakhs over and above the aggregate of the paid-up share capital and free reserves which may have not been set apart for any purpose

## APPOINTMENT OF RELATIVES OF DIRECTORS TO ANY OFFICE OR PLACE OF PROFIT

Except as disclosed in this Draft Red Herring Prospectus, none of the relatives of our directors currently hold any office or place of profit in our Company.

## POLICIES ADOPTED BY OUR COMPANY

Our Company has adopted the following policies:

- a) Policy on Code of Conduct for Directors and Senior Management
- b) Policy of Audit Committee
- c) Policy of Nomination and Remuneration Committee
- d) Policy of Stakeholder Relationship Committee
- e) Policy on Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information
- f) Policy on Disclosure and Internal Procedure for Prevention of Insider Trading
- g) Policy on Whistle Blower and Vigil Mechanism
- h) Policy on Related Party Transactions (RPT)
- i) Policy for Preservation of Documents and Archival of Documents
- j) Policy for Prevention of Sexual Harassment
- k) Policy on Materiality for Disclosures of events to Stock Exchanges
- l) Policy on Code of Independent Directors and Familiarization of Independent Director
- m) Policy for identification of Materiality of outstanding Litigations involving Company, its subsidiary, Directors, Promoters and other Group Companies
- n) Policy on Material Outstanding due to the Creditors
- o) Policy on Corporate Social Responsibility

## **CORPORATE GOVERNANCE**

In addition to the applicable provisions of the Companies Act, 2013 with respect to Corporate Governance, provisions of the SEBI (LODR) Regulation, 2015 will also be complied with the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, in respect of corporate governance including constitution of the Board and Committees thereof.

The Corporate Governance framework is based on an effective Independent Board, the Board's Supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full board or through the various committees constituted to oversee specific operational areas.

As on the date of this Draft Red Herring Prospectus, there are 5 (Five) Directors on our Board out of which one third are Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI (LODR) Regulation, 2015 and the Companies Act, 2013.

## **COMMITTEES OF OUR BOARD**

The following committees have been constituted in terms of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013:

- a) Audit Committee

- b) Stakeholders' Relationship Committee
- c) Nomination and Remuneration Committee
- d) Internal Complaints Committee
- e) Corporate Social Responsibility Committee

#### **Audit Committee**

Our Company has constituted an Audit Committee ("Audit Committee"), as per Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulation, 2015; vide resolution passed at the meeting of the Board of Directors held on August 08, 2024.

The terms of reference of Audit Committee adheres to the requirements of Regulation 18 of the SEBI (LODR) Regulation, 2015, proposed to be entered with the Stock Exchange in due course.

The committee presently comprises the following 3 (Three) directors:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
1	Mr. Suresh Kumar Chotia	Chairperson	Independent Director
2	Ms. Neha Kaira	Member	Independent Director
3	Mr. Sunil Kumar Sharma	Member	Managing Director

The Company Secretary & Compliance Officer of our Company shall act as the Secretary to the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18(3) of the SEBI (LODR) Regulation, 2015.

#### **Meetings of Audit Committee and Quorum**

As required under Regulation 18 of the SEBI (LODR) Regulation, 2015, the Audit Committee shall meet at least 4 (four) times in a year, and not more than 120 (one hundred twenty) days shall elapse between two meetings. The quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

#### **Powers of Audit 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; and
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### **Role of Audit Committee**

The role of the Audit Committee shall include the following:

- a) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of statutory auditor of the Company;
- c) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- d) Approving payments to statutory auditors for any other services rendered by the statutory auditors of the Company;



- e) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013, as amended;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by the management;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with SEBI Listing Regulations and other legal requirements relating to financial statements;
  - vi. Disclosure of any related party transactions; and
  - vii. Qualifications / modified opinion(s) in the draft audit report.
- f) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the board for approval;
- g) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- h) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- i) Approval or any subsequent modification of transactions of our Company with related parties and omnibus approval for related party transactions proposed to be entered by our Company subject to such conditions as may be prescribed;
- j) Formulating a policy on related party transactions, which shall include materiality of related party transactions;
- k) Scrutinizing of inter-corporate loans and investments;
- l) Valuing of undertakings or assets of the Company, wherever it is necessary;
- m) Evaluating of internal financial controls and risk management systems;
- n) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- o) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- p) 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;
- q) Discussing with internal auditors of any significant findings and follow up there on;
- r) 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;
- s) 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;
- t) 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;

- u) Reviewing the functioning of the whistle blower mechanism;
- v) Approving the appointment of the Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and
- w) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and / or specified / provided under the Companies Act, 2013 or SEBI Listing Regulations or by any other regulatory authority.
- x) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision
- y) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders

Further, the Audit Committee shall mandatorily review the following information:

- a) management discussion and analysis of financial condition and results of operations;
- b) management letters / letters of internal control weaknesses issued by the statutory auditors;
- c) internal audit reports relating to internal control weaknesses; and
- d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- e) 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); (b) annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7).

### Stakeholders' Relationship Committee

Our Company has constituted a shareholder / investors grievance committee "Stakeholders' Relationship Committee" to redress complaints of the shareholders. The Stakeholders' Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on August 08, 2024.

The Stakeholders' Relationship Committee comprises:

Sr. No.	Name of Director	Status in Committee	Nature of Directorship
1	Mr. Ravi Soothiya	Chairperson	Non-Executive Director
2	Mr. Suresh Kumar Chotia	Member	Independent Director
3	Ms. Neha Kaira	Member	Independent Director

The Company Secretary & Compliance Officer of our Company shall act as the Secretary to the Stakeholders' Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The scope and function of the Stakeholders' Relationship Committee and its terms of reference shall include the following:

#### Tenure

The Stakeholder's Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder's Relationship Committee as approved by the Board.

#### Meetings

The Stakeholder's Relationship Committee shall meet at least 1 (one) time in a year. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

### Role of the Stakeholders' Relationship Committee

The role of the Stakeholders' Relationship Committee shall include the following:

- a) 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;
- b) Review of measures taken for effective exercise of voting rights by shareholders;
- c) 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;
- d) 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.

### **Nomination and Remuneration Committee**

Our Company has constituted a Nomination and Remuneration Committee in accordance Section 178 of Companies Act, 2013. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on August 08, 2024.

The Nomination and Remuneration Committee comprises the following Directors:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
1	Mr. Suresh Kumar Chotia	Chairperson	Independent Director
2	Ms. Neha Kaira	Member	Independent Director
3	Mr. Ravi Soothiya	Member	Non-Executive Director

The Company Secretary & Compliance Officer of our Company shall act as the Secretary of the Nomination and Remuneration Committee.

The scope and function of the Committee and its terms of reference shall include the following:

#### **Tenure**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

#### **Meetings**

The committee shall meet as and when the need arises for review of Managerial Remuneration. 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 atleast one independent director in attendance.

#### **Role of the Nomination and Remuneration Committee not limited to but includes:**

- a) 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;
- b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - i. use the services of an external agencies, if required;
  - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii. consider the time commitments of the candidates
- c) Formulating of criteria for evaluation of performance of independent Directors and the Board;

- d) Devising a policy on Board diversity;
- e) Identifying persons who are qualified to become directors of our Company and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. Our Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report of our Company;
- f) Determining our Company's policy and recommending to the Board, all remuneration, in whatever form, payable to Senior management.

### Internal Complaints Committee

An Internal Complaints Committee is constituted for our Company by the Board to look into the matters concerning sexual harassment pursuant to resolution of the Board of Directors dated August 08, 2024. The Internal Complaints consists of the following members.

Sr. No.	Name	Status in Committee	Gender
1.	Ms. Komal Sharma	Presiding Officer	Female
2.	Mr. Azim Hussain Zaidi	Member	Male
3.	Mr. Sohan Lal Sharma	Member	Male
4.	Ms. Gulab Saini	External Member	Female

A complainant can approach any member of the committee with her written complaint.

### Tenure

The President and other members of the committee shall hold office for such period, not exceeding 3 (three) years, from the date of their nomination as may be specified by the employer.

### Scope

This policy is applicable to employees, workers, volunteers, probationer and trainees including those on deputation, part time, contract, working as consultants or otherwise (whether in the office premises or outside while on assignment). This policy shall be considered to be a part of the employment contract or terms of engagement of the persons in the above categories.

Where the alleged incident occurs to our employee by a third party while on a duty outside our premises, the Company shall perform all reasonable and necessary steps to support our employee.

### What Constitutes Sexual Harassment?

Sexual Harassment means such unwelcome sexually determined behaviour (directly or through implication), like physical contact and advances by the employee(s) including:

- a) A demand or request for sexual favours, sexually coloured remarks, showing pornography, any other unwelcome physical conduct of sexual nature, lurid stares, physical contact or molestation, stalking, sounds, display of pictures, signs;
- b) Eve teasing, innuendos and taunts, physical confinement against one's will;
- c) A demand or request for sexual favours, whether verbally or non-verbally, where the submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment or promotion / evaluation of work thereby denying an individual equal opportunity at employment;
- d) An act or conduct by a person in authority which makes the environment at workplace hostile or intimidating to a person or unreasonably interferes with the individual's privacy and productivity at work;
- e) Verbal harassment of a sexual nature, such as lewd comments, sexual jokes or references, and offensive personal references; demeaning, insulting, intimidating, or sexually suggestive comments (oral or written) about an individual's personal appearance or electronically transmitted messages (Jokes, remarks, letters, phone calls);
- f) Any other behaviour which an individual perceives as having sexual overtones.

### **Redressal Mechanism:**

Once the complaint is received by the Committee:

- a) The person who is accused by the complainant will be informed that a complaint has been filed against him (he will be made aware of the details of the allegation and also the name of the complainant as it would be necessary for proper inquiry) and no unfair acts of retaliation or unethical action will be tolerated.
- b) The complainant has the opportunity to ask for conciliation proceedings by having communication with the accused in the presence of the Committee. Please note that in such conciliation the complainant cannot demand monetary compensation.
- c) The Committee shall provide the copies of the settlement as recorded during conciliation to the aggrieved employee and the respondent.
- d) If the matter has been settled by conciliation but the respondent is not complying with the terms and conditions, the aggrieved party can approach the Committee for Redressal.
- e) The Committee will question both the complainant and the alleged accused separately. If required, the person who has been named as a witness will need to provide the necessary information to assist in resolving the matter satisfactorily.
- f) The Committee shall call upon all witnesses mentioned by both the parties.
- g) The Committee can ask for specific documents from a person if it feels that they are important for the purpose of investigation.
- h) The complainant has the option to seek transfer or leave so that the inquiry process can continue smoothly and to prevent recurrence of similar situations or discomfort to the complainant. The leave can extend for a maximum period of 3 months. Leave granted under this provision will be paid leave and will not be counted in the number of leaves that the complainant is statutorily entitled to. The complainant may be required to work from home, if it is practicable, keeping in mind the nature of work of the complainant, health and mental condition. However, the complainant is under a good faith obligation and shall not abuse the process to request unjustifiably long periods of leave, keeping in mind the economic effects of the leave to the organization. The Committee shall have the discretion to grant leave of an appropriate duration, depending on the facts and circumstances of the case, or grant an alternate measure such as transferring the employee or the accused, as it deems fit.

Where leave is granted to the complainant, the Committee shall make best attempts to ensure speedy completion of the inquiry process and to minimize adverse economic consequences to the Company arising out of the absence of the complainant from the workplace.

- i. The complainant and the accused shall be informed of the outcome of the investigation. The investigation shall be completed within 3 months of the receipt of the complaint. If the investigation reveals that the complainant has been sexually harassed as claimed, the accused will be subjected to disciplinary action accordingly.
  - a) The report of the investigation shall be supplied to the employer (or the District Officer), the accused and the complainant within 10 days of completion of the investigation.
  - b) The employer or the District Officer will act on the recommendations of the Committee within 60 days of the receipt of the report.
- ii. The contents of the complaint made, the identity and addresses of the aggrieved employee, respondent and witnesses, any information relating to conciliation and inquiry proceedings, recommendations of the Internal Committee and the action taken by the employer shall not be published, communicated or made known to the public, press and media in any manner

Any party aggrieved by the report can prefer an appeal in the appropriate Court or Tribunal in accordance with the service rules within 90 days of the recommendation been given to the employer / District Officer.

### **Disciplinary Action:**

Where any misconduct is found by the Committee, appropriate disciplinary action shall be taken against the accused. Disciplinary action may include transfer, withholding promotion, suspension or even dismissal. This action shall be in addition to any legal recourse sought by the complainant.

If it is found out through evidence by the Committee that the complainant has maliciously given false complaint against the accused, disciplinary action shall be taken against the complainant as well.

Regardless of the outcome of the complaint made in good faith, the employee lodging the complaint and any person providing information or any witness, will be protected from any form of retaliation. While dealing with complaints of sexual harassment, the Committee shall ensure that the complainant or the witness are not victimized or discriminated against by the accused. Any unwarranted pressures, retaliatory or any other type of unethical behaviour by the accused against the complainant while the investigation is in progress should be reported by the complainant to the Complaints Committee as soon as possible. Disciplinary action will be taken by the Committee against any such complaints which are found genuine.

This policy shall be disseminated to each employee of the Company as well as new recruits who will have to acknowledge that they have read and understood the policy and that they shall abide by the policy.

### **Corporate Social Responsibility Committee**

The Corporate Social Responsibility Committee shall formulate and recommend a CSR policy to the Board, the Company has constituted a Corporate Social Responsibility Committee pursuant to resolution of the Board of Directors dated August 08, 2024. The Corporate Social Responsibility Committee shall recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the company, monitor the CSR policy of the Company from time to time and establish the transparent controlling mechanism for the implementation of the CSR projects or programs or activities undertaken by the company as per the requirements of the Companies Act, 2013, Listing Agreement and SEBI LODR for Corporate Governance.

The Corporate Social Responsibility Committee comprises the following members:

<b>Sr. No.</b>	<b>Name of Member</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
1.	Ms. Neha Kaira	Chairperson	Independent Director
2.	Mr. Sunil Kumar Sharma	Member	Managing Director
3.	Mr. Vishnu Kumar Sharma	Member	Executive Director

We further confirm that atleast one Director is an Independent Director.

Company Secretary & Compliance Officer of our Company shall act as the secretary to the Corporate Social Responsibility Committee.

### **Measures**

In the aforesaid backdrop, policy on Oan Industries Limited is broadly framed taking into account the following measures:

The CSR activities shall be undertaken by Oan Industries Limited, as stated in this Policy, as projects or programs or activities (either new or ongoing), excluding activities undertaken in pursuance of its normal course of business.

The CSR activities which are exclusively for the benefit of Oan Industries Limited employees or their family members shall not be considered as CSR activity.

Oan Industries Limited shall give preference to the local area or areas around it where it operates, for spending the amount earmarked for CSR activities.

The Board of Oan Industries Limited may decide to undertake its CSR activities as recommended by the CSR Committee, through a registered trust or a registered society or a company established by the company or its holding or subsidiary or associate company pursuant to Section 135 of the Companies Act, 2013 and rules made there-under.

The following is the list of CSR projects or programs which Oan Industries Limited plans to undertake pursuant to Schedule VII of the Companies Act, 2013:

- i. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;

- ii. promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- iii. promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- iv. ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
- v. protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts;
- vi. measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- vii. training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports;
- viii. contribution to the prime minister's national relief fund 8[or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)] or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women.
- ix. (a) Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government; and  
 (b) Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).
- x. rural development projects
- xi. slum area development
- xii. disaster management, including relief, rehabilitation and reconstruction activities

Any other measures with the approval of Board of Directors on the recommendation of CSR Committee subject to the provisions of Section 135 of Companies Act, 2013 and rules made there-under.

### **Organisational mechanism and responsibilities**

Constitution of Corporate Social Responsibility Committee

The Board of Directors of the Company shall constitute a Corporate Social Responsibility Committee of the Board (CSR Committee") consisting of three or more directors, out of which at least one director shall be an independent director.

### **The CSR Committee shall -**

- a) Formulate and recommend to the Board, a CSR policy and activities to be undertaken by the company as per Schedule VII;
- b) Recommend the amount of expenditure to be incurred on the activities; and
- c) Monitor the Policy of the company from time to time.

The Board of the company shall after taking into account the recommendations made by the CSR Committee, approve the policy for the company and disclose contents of such Policy in its report and also place it on the company's website and ensure that the activities as are included in the CSR Policy of the company are undertaken by the company.

Oan Industries Limited provide the vision under the leadership of its Managing Director, Mr. Sunil Kumar Sharma.

At the Company, the Managing Director takes on the role of the mentor, while the onus for the successful and time bound implementation of the CSR activities / projects is on the HR Head and CSR teams.

To measure the impact of the work done, a social satisfaction survey / audit is carried out by an external agency.

#### **Activities, setting measurable targets with timeframes and performance management:**

Prior to the commencement of CSR activities / projects, we carry out a baseline study of the nearby area / villages of the Company's Site Locations.

The study encompasses various parameters such as - health indicators, literacy levels, sustainable livelihood processes, and population data - below the poverty line and above the poverty line, state of infrastructure, among others.

From the data generated, a 1-year plan and a 5-year rolling plan are developed for the holistic and integrated development of the affected people.

All activities / projects of CSR are assessed under the agreed strategy, and are monitored every quarter / year, measured against targets and budgets. Wherever necessary, midcourse corrections are made.

#### **Budgets**

A specific budget is allocated for CSR activities and spending on CSR activities shall not be less than 2% of the average net profits of the Company made during the three immediately preceding financial years, in pursuance of this policy.

In case Company fails to spend such amount, the Board shall specify the reasons for not spending the amount.

Approving authority for the CSR amount to be spent would be any one Director or the Managing Director / Chief Financial Officer of the Company after due recommendation of CSR Committee and approval of the Board of Directors of the Company.

The CSR Policy mandates that the surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of a company.

The CSR projects or programs or activities undertaken in India only shall amount to CSR expenditure.

CSR expenditure shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of the CSR Committee, but does not include any expenditure on any item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Companies Act 2013.

Tax treatment of CSR spent will be in accordance with the Income Tax Act as may be notified by CBDT.

### **POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations") will be applicable to our Company immediately upon the listing of its Equity Shares on the Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge"). We shall comply with the requirements of the SEBI (PIT) Regulations on listing of Equity Shares on stock exchanges. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

### **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 the KMPs	Designation
1.	Mr. Sunil Kumar Sharma	Chairman and Managing Director
2.	Ms. Komal Sharma	Chief Financial Officer
3.	Mr. Bharat Khaniwal	Company Secretary & Compliance Officer

#### BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL:

##### Mr. Sunil Kumar Sharma – Chairman and Managing Director

Mr. Sunil Kumar Sharma is the Chairman and Managing Director of our Company. For details, see “*Brief Profile of our Director*”, and see “*Our Management*” chapter beginning on page 166 of this Draft Red Herring Prospectus.

##### Ms. Komal Sharma– Chief Financial Officer

Ms. Komal Sharma, aged 25 years, is the Chief Financial Officer of the Company. She was appointed as the Chief Financial Officer of our Company at the meeting of the Board of Directors with effect from August 26, 2024. She is a qualified Chartered Accountant and an associate member of Institute of Chartered Accountants of India from July 22, 2022. She served as Executive in Statutory Audit Department at S. N. Dhawan & Co LLP from October 10, 2022 to April 23, 2024. She looks after financial management of the Company.

<b>Term of Office with Expiry date</b>	Appointed as Chief Financial Officer with effect from August 26, 2024.
<b>Details of service contract</b>	Not Applicable
<b>Function and areas of experience</b>	Responsible for finance and taxation matters of the Company

##### Mr. Bharat Khaniwal- Company Secretary & Compliance Officer

Mr. Bharat Khaniwal, aged 39 years, is the Company Secretary & Compliance Officer of our Company. He was appointed as the Company Secretary & Compliance Officer of our Company at the meeting of the Board of Directors with effect from September 25, 2024. He holds degree of Master in Commerce and LL.B from the University of Rajasthan. Additionally, he is a qualified Company Secretary and an associate member of the Institute of Company Secretaries of India from year 2011. His professional experience is of more than a decade which includes serving as Company Secretary at Mahendra Khandelwal & Company, Company Secretaries from September 2011 to March 2012, and at Toyoda Gosei Minda India Private Limited from April 01, 2012 to June 30, 2024. He is currently responsible for the overall Corporate Governance and secretarial Compliance of our Company.

<b>Term of Office with expiration Date</b>	Appointed as Company Secretary & Compliance Officer with effect from September 25, 2024
<b>Details of service contract</b>	Not Applicable
<b>Function and areas of experience</b>	Overall Corporate Governance and secretarial Compliance of our Company.

#### STATUS OF KEY MANAGERIAL PERSONNEL

All our Key Managerial Personnel are permanent employees of our Company.

#### RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

None of the above-mentioned key managerial personnel are related to each other. There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel were selected as members of our senior management.

#### RELATIONSHIP OF DIRECTORS / PROMOTERS WITH KEY MANAGERIAL PERSONNEL (KMPs)

Except as mentioned below, none of our key managerial personnel or senior management are related to our Promoters or Directors. Further, there are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel were selected as members of our senior management.

Sr. No.	Name of the KMP	Name of the Director	Relationship
1.	Mr. Sunil Kumar Sharma	Mr. Vishnu Kumar Sharma	Brother

## SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

As on date of this Draft Red Herring Prospectus, except as stated below, our Key Managerial Personnel do not hold any number of Equity Shares of our Company

Sr. No.	Name of Key Managerial Personnel	No. of Equity Shares Held (Pre-Issue)	% of pre-Issue capital
1.	Mr. Sunil Kumar Sharma	65,52,000	79.80%
2.	Ms. Komal Sharma	Nil	Nil
3.	Mr. Bharat Khaniwal	Nil	Nil
	<b>Total</b>	<b>65,52,000</b>	<b>79.80%</b>

## REMUNERATION / COMPENSATION TO OUR KMPs

Set forth below is the remuneration paid by our Company to our KMPs for the financial year ended March 31, 2024:

(₹ in Lakh)

Sr. No.	Name of KMPs	Designation	Remuneration paid
1.	*Mr. Sunil Kumar Sharma	Chairman and Managing Director	Nil
2.	**Ms. Komal Sharma	Chief Financial Officer	Nil
3.	***Mr. Bharat Khaniwal	Company Secretary & Compliance Officer	Nil
	<b>Total</b>		<b>Nil</b>

\*Appointed as Managing Director w.e.f. May 10, 2024.

\*\*Appointed as Chief Financial Officer w.e.f. August 26, 2024.

\*\*\*Appointed as Company Secretary & Compliance Officer w.e.f. September 25, 2024.

The KMP's are on the payrolls of our Company as permanent employees.

## BONUS OR PROFIT-SHARING PLAN FOR OUR KEY MANAGERIAL PERSONNEL

As on the date of this Draft Red Herring Prospectus, our Company does not have any performance linked bonus or profit-sharing plan with any of our Key Managerial Personnel.

## CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation as on date of this Draft Red Herring Prospectus.

## LOANS TO KEY MANAGERIAL PERSONNEL

Except as stated in the Draft Red Herring Prospectus, there is no loan outstanding against Key Managerial Personnel as on date of this Draft Red Herring Prospectus.

## INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and may also be interested to the extent of Equity Shares held by them in our Company, if any and dividends payable thereon, if any. Except as disclosed in this Draft Red Herring Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration. Except as stated in the heading titled **“Related Party Transactions”** under the Section titled **“Financial Statements as Restated”** beginning on page 198 of this Draft Red Herring Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

## CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

Set forth below are the changes in our Key Managerial Personnel in the last 3 (three) years immediately preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Name	Date of Event	Designation	Reason
1.	Mr. Sunil Kumar Sharma	May 10, 2024	Change in Designation to Managing Director	Organisational Re-structuring

2.	Mr. Vaibhav Dadhich	April 15, 2024	Appointed as Company Secretary and Compliance Officer	To ensure Corporate Governance
3.	Ms. Komal Sharma	August 26, 2024	Appointed as Chief Financial Officer	
4.	Mr. Vaibhav Dadhich	September 12, 2024	Resignation as Company Secretary and Compliance Officer	Due to personal reason
5.	Mr. Bharat Khaniwal	September 25, 2024	Appointed as Company Secretary and Compliance Officer	To ensure Corporate Governance

#### EMPLOYEES STOCK OPTION SCHEME

Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme as on the date of filing of this Draft Red Herring Prospectus.

#### PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except as stated in this Draft Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except as stated in the chapter titled "*Financial Statements as Restated*" beginning on page 198 of this Draft Red Herring Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to our Company, our Directors, Our Key Managerial Personnel or our Promoter.

#### ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

None of our Key Managerial Personnel or Directors has been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others. For more information, please refer chapter titled "*Our History and Certain Other Corporate Matters*" beginning on page 150 of this Draft Red Herring Prospectus.

## OUR PROMOTERS AND PROMOTER GROUP

### OUR PROMOTERS

The Promoters of our Company are Mr. Sunil Kumar Sharma, Mr. Vishnu Kumar Sharma, Mr. Ravi Soothiya and Sunil Kumar Sharma HUF.

As on the date of this Draft Red Herring Prospectus, Our Promoters holds an aggregate of 74,88,000 Equity Shares, representing 91.19% of the Issued, Subscribed and Paid-up Equity Share Capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – History of the Equity Share Capital held by our Promoters*", on page 68 of this Draft Red Herring Prospectus.

### BRIEF PROFILE OF OUR INDIVIDUAL PROMOTER



**Mr. Sunil Kumar Sharma**, aged 33, is the Promoter, Chairman and Managing Director of our Company. Initially appointed as an Executive Director on inception of the Company, he transitioned to the role of Managing Director w.e.f. May 10, 2024, for a tenure of five years. He holds a Post Graduate Diploma in Management from Sinhgad Institute of Business Administration and Research, Pune, in the year 2012. He holds significant experience of more than 8 years in field of Agriculture and Fertilizer Manufacturing. In 2015, he registered as a Sole Proprietor under the name and style of "Global Industrial Business Solution" (GIBS), initially supplying products to Government Public Sector Unit (PSU). By June 2016, he transitioned from a Sole Proprietorship to a Partnership under the name and style of "M/s Global Industrial Business Solution" (GIBS) engaging in the business of manufacturing of lubricant oil, coolant, edible oil, oil cakes etc. Further, in 2019, "OAN Industries Private Limited" was incorporated, and it subsequently took over the business operations of the partnership firm, GIBS, in 2020. Under the leadership of Mr. Sunil Kumar Sharma, the Company is well-positioned for sustained growth and innovation within the dynamic and highly competitive landscape of chemical manufacturing.

**Qualification:** Post Graduate Diploma in Management (PGDM)

**Date of Birth:** June 10, 1991

**Age:** 33 Years

**Residential Address:** H-134, Malhotra Nagar, behind Vidyadhar Nagar Stdm, Jaipur-302039, Rajasthan, India.

**Nationality:** Indian


**PAN:** EFRPS8570F

**Directorship Held:**


- Oan Logistics Private Limited
- Oan Foods Private Limited (Formerly known as VRS Associates Private Limited)
- Oan Chemicals Private Limited (Formerly known as OAN Infra Private Limited)

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For the complete profile of Mr. Sunil Kumar Sharma - educational qualifications, professional experience, position / posts held in the past, directorships held, special achievements and business and financial activities, see “*Our Management*” on page 166 of this Draft Red Herring Prospectus.

	<p><b>Mr. Vishnu Kumar Sharma</b>, aged 31, is the Promoter and Executive Director of the Company since inception. He holds a Bachelor’s degree in Commerce. Further he has completed his Bachelor of Law from the university of Rajasthan, Jaipur in the year 2016. With over five years of dedicated experience in overseeing the Company’s plant operations and logistics, Mr. Sharma plays a vital role in managing daily activities at the manufacturing facility. His strategic insight and innovative approach have significantly elevated operational efficiency.</p> <p><b>Qualification:</b> Bachelor of Law and Bachelor of Commerce</p> <p><b>Date of Birth:</b> August 31, 1993</p> <p><b>Age:</b> 31 Years</p> <p><b>Residential Address:</b> 134, Malhotra Nagar, Near Vidyadhar Nagar Stadium, Jaipur - 302039, Rajasthan, India.</p> <p><b>Nationality:</b> Indian</p> <p><b>PAN:</b> FOSPS9954A</p> <p><b>Directorship Held:</b></p> <ul style="list-style-type: none"> <li>• OAN Logistics Private Limited</li> <li>• OAN Foods Private Limited (Formerly known as VRS Associates Private Limited)</li> </ul>

For the complete profile of Mr. Vishnu Kumar Sharma - educational qualifications, professional experience, position / posts held in the past, directorships held, special achievements and business and financial activities, see “*Our Management*” on page 166 of this Draft Red Herring Prospectus.

	<p><b>Mr. Ravi Soothiya</b>, aged 27, is Promoter of the Company and he is appointed as the Non-Executive Director of the Company w.e.f. May 10, 2024. He holds degree of Bachelor of Technology in Civil Engineering from JECRC UDML College of Engineering, Jaipur, completed in the year 2020. He was initially appointed as Purchase and Product Manager of our Company in the year 2021. He oversees the Company’s purchasing activities including procuring materials, negotiating with Suppliers and ensuring timely and cost-effective acquisition of quality products. Additionally, he plays a key role in initiating new projects that align with the Company’s growth strategies. His strategic vision, strong negotiation skills, and commitment to excellence have significantly enhanced the Company’s operational efficiency and overall success.</p>
	<p><b>Qualification:</b> Bachelor of Technology</p>
	<p><b>Date of Birth:</b> July 07, 1997</p>
	<p><b>Age:</b> 27 Years</p>
	<p><b>Residential Address:</b> 134, Malhotra Nagar, Vidhyadhar Nagar, Jaipur - 302013, Rajasthan, India.</p>
	<p><b>Nationality:</b> Indian</p>
	<p><b>PAN:</b> FOOPS9294R</p>
	<p><b>Directorship Held:</b></p> <ul style="list-style-type: none"> <li>OAN Chemicals Private Limited (Formerly known as OAN Infra Private Limited)</li> </ul>

For the complete profile of Mr. Ravi Soothiya - educational qualifications, professional experience, position / posts held in the past, directorships held, special achievements and business and financial activities see **“Our Management”** on page 166 of this Draft Red Herring Prospectus.

**DECLARATION**

We declare and confirm that the details of the Permanent Account Number, Aadhaar Card Number and Driving License Number, Passport Number and Bank Account Number of our Promoters will be submitted to the Stock Exchange i.e. Emerge Platform of National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed at the time of filing this Draft Red Herring Prospectus.

**BRIEF PROFILE OF OUR NON-INDIVIDUAL PROMOTER**

**Sunil Kumar Sharma HUF**

<b>Date of Formation</b>	July 17, 2021
<b>PAN</b>	ABHHS9488J
<b>Registered Address</b>	P-134, Malhotra Nagar, Vidhyadhar Nagar, Jaipur - 302039, Rajasthan, India
<b>Details of Members</b>	Mr. Sunil Kumar Sharma (Karta) Ms. Krishna Sharma (Co-Parcener) Ms. Ojasvi Sharma (Co-Parcener) Mr. Ojas Sharma (Co-Parcener)

**DECLARATION**

We declare and confirm that the details of the Permanent Account Number and Bank Account Number of our Non-Individual Promoter will be submitted to the Stock Exchange i.e., National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed at the time of filing this Draft Red Herring Prospectus.

## UNDERTAKING / 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 by a 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 221 of this Draft Red Herring Prospectus.
- None of our Promoter, person in control of our Company are or have ever been a promoters, 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.

## CHANGE IN CONTROL OF OUR COMPANY

There has not been any change in the control of our Company since incorporation.

## INTEREST OF OUR PROMOTER

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company, and (ii) to the extent of their shareholding in our Company. For details on shareholding of our Promoters in our Company, see “*Capital Structure*” on page 68 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please refer the section titled “*Related Party Transactions*” in chapter “*Financial Statements as Restated*” on page 198 of this Draft Red Herring Prospectus.

### *Interest in promotion of our Company*

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

### *Interest in the property, land, construction of building, supply of machinery, etc.*

Except as mentioned in the chapter titled “*Our Business*” beginning on page 109 of this Draft Red Herring Prospectus, our Promoters do not have any other interest in any property acquired or proposed to be acquired by our Company in a period of 2 (two) years before filing of this Draft Red Herring Prospectus or in any transaction by our Company for 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.

### *Interest in our Company arising out of being a member of a firm or company*

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

#### ***Interest in our Company other than as Promoter***

Except as mentioned in this chapter and chapters titled “*Our Business*”, “*History and Certain Corporate Matters*”, “*Our Management*” and “*Restated Financial Statements*” beginning on pages 109, 150, 166 and 198, respectively, our Promoters do not have any other interest in our Company.

#### ***Payment or Benefit to the Promoters or Promoter Group in the last 2 (two) years***

Except as stated above in chapters “*Financial Statements as Restated*” beginning on page 198 of this Draft Red Herring Prospectus, there has been no amount or benefit paid or given during the preceding 2 (two) years of filing of this Draft Red Herring Prospectus or intended to be paid or given to any Promoters or member of our Promoter Group and no consideration for payment of giving of the benefit.

### **COMMON PURSUITS OF OUR PROMOTER**

Except as disclosed below, our Promoters are not involved with any ventures which are in the same line of activity or business as that of our Company.

<b>Sr. No</b>	<b>Name of Entity</b>
1.	OAN Chemicals Private Limited (Formerly known as OAN Infra Private Limited)

### **MATERIAL GUARANTEES GIVEN TO THIRD PARTIES**

Except as stated in the “*Financial Statements as Restated*” beginning on page 198 of this Draft Red Herring Prospectus, our Promoters have not given material guarantees to the third party(ies) with respect to the specified securities of our Company.

### **EXPERIENCE OF PROMOTERS IN THE LINE OF BUSINESS**

Our Promoters namely Mr. Sunil Kumar Sharma, Mr. Vishnu Kumar Sharma and Mr. Ravi Soothiya have an experience of more than 8 years, 5 years and 3 years respectively in the chemical Manufacturing industry. The Company shall also endeavour to ensure that relevant professional help is sought as and when required in the future.

### **SHAREHOLDING OF THE PROMOTER GROUP IN OUR COMPANY**

For details of shareholding of members of our Promoter Group as on the date of this Draft Red Herring Prospectus, please see the chapter titled “*Capital Structure – Notes to Capital Structure*” beginning on page 68 of this Draft Red Herring Prospectus.

### **LITIGATION INVOLVING OUR PROMOTER**

For details relating to legal proceedings involving the Promoters, please refer “*Outstanding Litigation and Material Developments*” beginning on page 221 of this Draft Red Herring Prospectus.

### **RELATED PARTY TRANSACTIONS**

Except as stated in “*Annexure XXX – Related Party Transactions*” beginning on page 196 of this Draft Red Herring Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

### **COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE PRECEDING THREE YEARS**

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Draft Red Herring Prospectus.

### **OUR PROMOTER GROUP**



**Our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 is as under:**

**A. Natural Persons who form part of our Promoter Group:**

Promoter	Mr. Sunil Kumar Sharma	Mr. Vishnu Kumar Sharma	Mr. Ravi Soothiya
<b>Relation with Promoter</b>			
<b>Father</b>	Dhanna Lal Sharma	Dhanna Lal Sharma	Kailash Narayan Sharma
<b>Mother</b>	Sushila Devi	Sushila Devi	Manju Sharma
<b>Spouse</b>	Krishna Sharma	Asha Sharma	Monika Sharma
<b>Brother(s)</b>	Vishnu Kumar Sharma	Sunil Kumar Sharma	-
<b>Sister(s)</b>	Sunita Sharma	Sunita Sharma	Seema Sharma
<b>Son(s)</b>	Ojas Sharma	-	-
<b>Daughter(s)</b>	Ojasvi Sharma	Nehal Sharma	Nithya Sharma
<b>Spouse's Father</b>	Mul Chand Sharma	Suresh Bagda	Banshi Lal Sharma
<b>Spouse's Mother</b>	Prem Devi	Santosh Devi	Badam Sharma
<b>Spouse's Brother(s)</b>	Mangal Chand Sharma	Ramavtar Mehta	Mohit Sharma
<b>Spouse's Sister(s)</b>	Meenu Sharma	-	-
<b>Spouse's Sister(s)</b>	Soni Sharma	-	-

**B. In case promoter is a Body Corporate**

Sr. No.	Nature of Relationship	Name of the Promoter Entities / Company
1.	Subsidiary or holding company of Promoter Company	N.A.
2.	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).	N.A.

**C. In case promoter is an Individual:**

Sr. No.	Nature of Relationship	Entity
1.	Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives is a member.	<ul style="list-style-type: none"> <li>OAN Chemicals Private Limited (Formerly known as OAN Infra Private Limited)</li> <li>OAN Foods Private Limited (Formerly known as VRS Associates Private Limited)</li> <li>Oan Logistics Private Limited</li> </ul>
2.	Any Body corporate in which Body Corporate as provided above holds 20% or more of the equity share capital.	N.A.
3.	Any Hindu Undivided Family or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than 20%.	N.A.

**D. All persons whose shareholding is aggregated under the heading "shareholding of the Promoter Group":**

The following persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp)(v) of SEBI (ICDR) Regulations 2018: **NIL**

## OUR GROUP COMPANIES

In accordance with the provisions of the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Company, our Company has considered those companies as our Group Company (other than promoter(s) and subsidiary / subsidiaries) with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and other Company as considered material by our Board.

Further, pursuant to a resolution of our Board dated August 08, 2024 for the purpose of disclosure in relation to Group company in connection with the Issue, a company shall be considered material and disclosed as a Group company if such company fulfils both the below mentioned conditions: -

- a) the companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements (“Restated Financial Statements”); or
- b) if such company fulfils both the below mentioned conditions: -
  - i. such company that forms part of the Promoter Group of the Company in terms of Regulation 2(1)(pp) of the SEBI(ICDR) Regulations; and
  - ii. the Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total revenue of the Company as per Restated Financial Statements.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, there are 3 (Three) companies / entity falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group company / entity (“Group Company”).

### Corporate Information–

#### OAN FOODS PRIVATE LIMITED (Formerly known as VRS ASSOCIATES PRIVATE LIMITED)

<b>Date of Incorporation</b>	December 07, 2020	
<b>Name of Company</b>	OAN Foods Private Limited (Formerly known as VRS Associates Private Limited)	
<b>CIN</b>	U10719RJ2020PTC072441	
<b>PAN</b>	AAHCV7765M	
<b>Registered Office</b>	134 Malhotra Nagar, Jaipur - 302039, Rajasthan, India	
<b>Board of Directors*</b>	<b>Name of Directors</b>	<b>DIN</b>
	Mr. Sunil Kumar Sharma	06910635
	Mr. Vishnu Kumar Sharma	06910658

*\*As on date of this Draft Red Herring Prospectus*

#### OAN CHEMICALS PRIVATE LIMITED (Formerly known as OAN INFRA PRIVATE LIMITED)

<b>Date of Incorporation</b>	December 01, 2021	
<b>Name of Company</b>	OAN Chemicals Private Limited (Formerly known as OAN Infra Private Limited)	
<b>CIN</b>	U24319RJ2021PTC078424	
<b>PAN</b>	AADCO6432G	
<b>Registered Office</b>	134, 2nd Floor, Malhotra Nagar, VKI Area, Jaipur - 302013, Rajasthan, India	
<b>Board of Directors*</b>	<b>Name of Directors</b>	<b>DIN</b>
	Mr. Ravi Soothiya	09419656
	Mr. Sunil Kumar Sharma	06910635

*\*As on date of this Draft Red Herring Prospectus*

#### OAN LOGISTICS PRIVATE LIMITED

<b>Date of Incorporation</b>	April 29, 2024	
<b>Name of Company</b>	Oan Logistics Private Limited	
<b>CIN</b>	U52241RJ2024PTC094185	
<b>PAN</b>	AAECO3767D	

<b>Registered Office</b>	Plot No. -134, Malhotra Nagar, Vidhyadhar Nagar, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India.	
<b>Board of Directors*</b>	<b>Name of Directors</b>	<b>DIN</b>
	Mr. Vishnu Kumar Sharma	06910658
	Mr. Sunil Kumar Sharma	06910635

\*As on date of this Draft Red Herring Prospectus

## FINANCIAL INFORMATION

In accordance with the SEBI (ICDR) Regulations, Details of Reserves (excluding Revaluation Reserves), Sales, Profit after Tax, Earnings per Share, Basis / Diluted Earnings Per Share and Net Asset Value, derived from the latest Audited Financial Statements available of our Group Companies are available on the website of our Company at [www.oanindustries.com](http://www.oanindustries.com).

## OTHER CONFIRMATIONS

- None of our Group Companies Securities are listed on any stock exchange nor any of the Group Companies has made any public and / or rights issue of securities in the preceding three years.
- None of the above-mentioned Group Companies is in defaults in meeting any Statutory / bank / institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies.
- None of the above-mentioned Group Companies is a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up / insolvency proceedings.
- Our Group Companies has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

## LITIGATIONS

Except as mentioned in the Chapter “*Outstanding Litigation and Material Developments*” beginning on page 221 of this Draft Red Herring Prospectus, there are no outstanding litigation involving our Group Companies which may have a material impact on our Company.

## INTEREST OF OUR GROUP COMPANY

### Interest in the promotion of our Company

Except as disclosed in this Draft Red Herring Prospectus, our Group Companies has no interest in the promotion of our Company.

### Interest in the properties acquired or proposed to be acquired by our Company in the past three years or proposed to be acquired

Except as mentioned in the chapter titled “*Our Business*” under the heading “*Our Properties*” beginning on page 109 of this Draft Red Herring Prospectus, Our Group Companies don’t have any interest in the properties acquired or proposed to be acquired by our Company in the three years preceding the filing of Draft Red Herring Prospectus.

### Interest in the transactions for acquisition of land, construction of building and supply of machinery

Our Group Companies are not interested in any transaction for acquisition of land or supply of machinery to our Company.

## RELATED PARTY TRANSACTIONS BETWEEN OUR COMPANY & GROUP COMPANIES AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Except as disclosed under the Note “*Related Party Transactions*” on page 196 of this Draft Red Herring Prospectus, there are no related business transactions of our Company with its Group Companies and significance of the same on the financial performance of our Company.

## BUSINESS INTERESTS OF GROUP COMPANY IN OUR COMPANY

Other than as disclosed under the Note “*Related Party Transactions*” on page 196 of this Draft Red Herring Prospectus, the group companies don’t have any interest in the business of our Company or interest of any other nature as on the date of this Draft Red Herring Prospectus.

#### **PAYMENT OR BENEFIT TO OUR GROUP COMPANIES**

Except as stated under the Note “*Related Party Transactions*” beginning on page 196 of this Draft Red Herring Prospectus, there has been no payment of benefits to our group companies for the period ended on June 30, 2024 and for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022.

#### **COMMON PURSUITS**

Except as disclosed in “*Our Business*” and “*Related Party Transactions*” on pages 109 and 196, respectively, none of our Group Companies are in the same line of business as our Company and there are no common pursuits between our Group Companies and our Company.

#### **UNDERTAKING / CONFIRMATIONS BY OUR GROUP COMPANIES**

None of our Promoters or Promoter Group or Group Companies or person in control of our Company has been:

- i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

Neither our Promoters, person in control of our Company or have ever been a Promoters, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group companies / Promoter Group entities have been declared as a wilful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

## **DIVIDEND POLICY**

Under the Companies Act, 2013, an Indian Company pays dividends upon a recommendation by its Board of Directors and approval by majority of the Shareholders at the general meeting. Under the Companies Act, 2013, 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. No dividend shall be payable for any financial year except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have a formal dividend policy for declaration of dividend in respect of Equity shares. 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.

Our Company has not paid / declared any dividend in last three years from date of this Draft Red Herring Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

## RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to *Annexure XXX* of section titled “*Financial Statements as Restated*” beginning on page 198 of this Draft Red Herring Prospectus.

**SECTION IX: FINANCIAL INFORMATION****FINANCIAL STATEMENTS AS RESTATED**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page no.</b>
1	Restated Financial Statements	F-1 to F-43

## FINANCIAL STATEMENTS AS RESTATED

### Examination Report for the Restated Financial Statements of OAN INDUSTRIES LIMITED

**Auditor's Report on the Restated Statement of Assets and Liabilities as on June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, Restated Statement of Profit and Loss and Restated Cash Flow Statement for the period ended on June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 of "OAN INDUSTRIES LIMITED" (collectively, the "Restated Summary Statements")**

To,  
The Board of Directors  
**OAN INDUSTRIES LIMITED**  
P-134, Malhotra Nagar,  
Vishwakarma Industrial Area,  
Jaipur, Rajasthan 302013

Dear Sir,

1. We have examined the attached Restated Statements of Assets and Liabilities of **OAN INDUSTRIES LIMITED** (the "Company") along with significant accounting policies and related notes **as on June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the period ended on June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022**, annexed to this report and prepared by the Company for the purpose of inclusion in the Offer Document (collectively the "**Restated Summary Statements**" or "**Restated Financial Statements**"). These Restated Summary Statements have been prepared by the company and approved by the Board of Directors of the company in connection with the Initial its proposed Initial Public Offering ("IPO") on the Emerge Platform of National Stock Exchange of India Limited.
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
  - Section 26 and 32 of Part I of Chapter III to the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations), 2018 (the 'SEBI ICDR Regulations') as amended from time to time in pursuance of Section 11 of the Securities and Exchange Board of India Act, 1992;
  - The Guidance Note on Reports in Company Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("ICAI") ("Guidance Note");
  - The applicable regulation of SEBI (ICDR) Regulations, 2018, as amended, and as per Schedule VI (Part A) (11) (II) of the said Regulations; and
  - The terms of reference to our engagement letter with the company dated September 18, 2023 requesting us to carry out the assignment, in connection with the proposed Initial Public Offering of equity shares on Emerge Platform of National Stock Exchange of India Limited ("NSE EMERGE") ("IPO" or "SME IPO").
3. These Restated Financial Information (included in Annexure I to XXXVI) have been extracted by the Management of the Company from:

The Company's Financial Statements for the period ended June 30, 2024 and financial year ended March 31, 2024, 2023 and 2022 which have been approved by the Board of Directors at their meeting respectively and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Financial Statements, are the responsibility of the Company's Management. The Financial Statement of the Company for the period ended June 30, 2024 and financial year ended on March 31, 2024, 2023 and 2022 has been audited by us being the Statutory Auditors of the Company and had issued unqualified reports for these years.

4. In accordance with the requirement of Section 26 and 32 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:



- (a) The **Restated Statement of Assets and Liabilities** for the period ended June 30, 2024 and financial year ended on March 31, 2024, 2023 and 2022 examined by us, as set out in **Annexure I** to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings of the financial statements, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to XXIX to this Report.
- (b) The **Restated Statement of Profit and Loss** of the Company for the period ended June 30, 2024 and financial year ended on March 31, 2024, 2023 and 2022 examined by us, as set out in **Annexure II** to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss, have been arrived at after making such adjustments and regroupings of the financial statements, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to XXIX to this Report.
- (c) The **Restated Statement of Cash Flows** of the Company for the period ended June 30, 2024 and financial year ended on March 31, 2024, 2023 and 2022, examined by us, as set out in **Annexure III** to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flows, have been arrived at after making such adjustments and regroupings of the financial statements, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to XXIX to this Report.

As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.

5. Based on the above, as per the reliance placed by us on the audited financial statements of the Company and report thereon given by M/s Ram Niwas Sharma & Co., Chartered Accountants, the Statutory Auditor of the Company for the financial year ended on March 31, 2023 and 2022, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Financial Statement:
  - (a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods based on the significant accounting policies adopted by the Company as at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.
  - (b) have been made after incorporating adjustments for prior period and other material amounts, if any, in the respective financial years/period to which they relate to;
  - (c) do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Financial Statement and do not contain any qualification requiring adjustments;
  - (d) There were no qualifications in the Audit Reports issued by us for the period ended June 30, 2024 and financial year ended March 31, 2024, 2023 and 2022 which would require adjustments in this Restated Financial Statements of the Company;
  - (e) Restated Summary Statement of Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments / restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure IV to XXIX to this report;
  - (f) Adjustments in Restated Summary Statements have been made in accordance with the correct accounting policies,
  - (g) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements;
  - (h) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
  - (i) The Company has not paid dividend during the financial years under review.
6. We have also examined the following other Restated Financial Information as set out in the respective Annexure's to this report and forming part of the Restated Financial Statement, prepared by the management of the Company and approved by the Board of Directors of the company for the period ended on June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 proposed to be included in the Draft Red Hearing Prospectus / Red Hearing Prospectus / Prospectus ("Offer Document") for the proposed IPO:

1. Statement of Share Capital, as restated in **Annexure V** to this report.
2. Statement of Reserves & Surplus, as restated in **Annexure VI** to this report
3. Statement of Long-Term Borrowings, as restated in **Annexure VII** to this report.
4. Statement of Deferred Tax Liabilities, as restated in **Annexure VIII** to this report.
5. Statement of Long-Term Provisions as restated in **Annexure IX** to this report.
6. Statement of Short-Term Borrowings as restated in **Annexure X** to this report.
7. Statement of Trade Payables as restated in **Annexure XI** to this report.
8. Statement of Other Current Liabilities as restated in **Annexure XII** to this report.
9. Statement of Short-Term Provisions as restated in **Annexure XIII** to this report.
10. Statement of Plant, Property & Equipment and Intangible Assets, as restated in **Annexure XIV** to this report.
11. Statement of Other Non-Current Investments as restated in **Annexure XV** to this report.
12. Statement of Other Non-Current Assets as restated in **Annexure XVI** to this report.
13. Statement of Inventory as restated in **Annexure XVII** to this report.
14. Statement of Trade Receivables as restated in **Annexure XVIII** to this report.
15. Statement of Cash and Cash Equivalents as restated in **Annexure XIX** to this report.
16. Statement of Short-Term Loans and Advances as restated in **Annexure XX** to this report.
17. Statement of Other Current Assets as restated in **Annexure XXI** to this report.
18. Statement of Revenue from Operations as restated in **Annexure XXII** to this report.
19. Statement of Other Income as restated in **Annexure XXIII** to this report.
20. Statement of Cost of Material Consumed as restated in **Annexure XXIV** to this report.
21. Statement of Changes in Inventory as restated in **Annexure XXV** to this report
22. Statement of Employee Benefit Expenses as restated in **Annexure XXVI** to this report.
23. Statement of Finance Cost as restated in **Annexure XXVII** to this report.
24. Statement of Depreciation & Amortization as restated in **Annexure XXVIII** to this report.
25. Statement of Other Expenses as restated in **Annexure XXIX** to this report.
26. Statement of Related Party Transactions as restated in **Annexure XXX** to this report.
27. Statement of Reconciliation of Restated Profit after Tax, Restated Equity/Net worth, as restated in **Annexure XXXI** to this report.
28. Statement of Capitalization as restated in **Annexure XXXII** to this report
29. Statement of Other Financial Information as restated in **Annexure XXXIII** to this report.
30. Statement of Tax Shelters as restated in **Annexure XXXIV** to this report.
31. Statement of Contingent Liabilities as restated in **Annexure XXXV** to this report.

32. Statement of Accounting Ratios as restated in **Annexure XXXVI** to this report.
7. We, Mittal & Associates, Chartered Accountants hold a valid peer review certificate issued by the “Peer Review Board” of the Institute of Chartered Accountants of India (“ICAI”).
  8. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
  9. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as an opinion on any of the Financial Information referred to herein.
  10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
  11. In our opinion, the above Restated Financial Statements contained in **Annexure I to XXXVI** to this report read along with the ‘Significant Accounting Policies and Notes to the Financial Statements’ appearing in **Annexure IV to XXIX** after making adjustments and regrouping / reclassification as considered appropriate and have been prepared in accordance with the provisions of Section 26 and 32 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with you.
  12. Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed SME IPO of equity shares of the Company and is not to be used, referred to or distributed for any other purpose except with our prior written consent.

**For Mittal & Associates**  
**Chartered Accountants**  
**Firm Registration No.: 106456W**

Sd/-  
**CA Mukesh Kumar Sharma**  
**Partner**  
**Membership No. 134020**  
**UDIN: 24134020BKEIXN8088**

Place: Mumbai  
Date: 28/10/2024

**OAN INDUSTRIES LIMITED**  
(Formerly known as OAN INDUSTRIES PRIVATE LIMITED)  
CIN: U20119RJ2019PLC065299  
Registered Office: 134, Malhotra Nagar, Jaipur, Rajasthan - 302013

Annexure-I

**RESTATED STATEMENT OF ASSETS & LIABILITIES**

Amount (Rs. In Lakhs)

SN	Particulars	Note No.	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
<b>I</b>	<b><u>EQUITY AND LIABILITIES</u></b>					
<b>1</b>	<b>Shareholders Funds</b>					
	(a) Share Capital	2	263.29	260.00	160.00	100.00
	(b) Reserves & Surplus	3	1,814.99	1,347.61	290.47	112.74
<b>2</b>	<b>Non-current liabilities</b>					
	(a) Long-Term Borrowings	4	1,396.80	848.17	448.60	150.51
	(b) Long-Term Provisions	5	6.13	1.69	0.12	0.10
	(c) Deferred Tax Liabilities (net)	6	-	6.87	0.45	3.15
<b>3</b>	<b>Current Liabilities</b>					
	(a) Short-Term Borrowings	7	1,212.50	982.69	726.16	415.48
	(b) Trade Payables:	8				
	(A) total outstanding dues of micro, small and medium enterprises; and		91.68	44.06	10.66	2.53
	(B) total outstanding dues of creditors other than micro, small and medium enterprises		317.89	212.67	175.88	115.94
	(c) Other Current Liabilities	9	32.46	62.15	32.30	13.58
	(d) Short-Term Provisions	10	304.92	212.26	32.48	15.82
	<b>TOTAL</b>		<b>5,440.66</b>	<b>3,978.17</b>	<b>1,877.12</b>	<b>929.87</b>
<b>II</b>	<b><u>ASSETS</u></b>					
<b>1</b>	<b>Non Current Assets</b>					
	(a) Property, Plant & Equipment & Intangible As	11				
	(i) Property, Plant and Equipment		1,007.70	967.50	858.36	391.37
	(ii) Capital Work in Progress		834.01	62.12	-	-
	(b) Non Current Investments	12	31.57	30.16	11.19	5.43
	(c) Deferred Tax Assets (net)	6	48.00	-	-	-
	(d) Long-term Loans and Advances	13	7.48	5.94	4.98	3.00
<b>2</b>	<b>Current Assets</b>					
	(a) Inventories	14	2,184.21	1,791.47	542.45	253.87
	(b) Trade Receivables	15	590.26	327.74	339.88	122.40
	(c) Cash and Cash Equivalents	16	137.28	310.21	14.52	64.27
	(d) Short-Term Loans and Advances	17	426.72	420.82	33.36	40.06
	(e) Other Current Assets	18	173.42	62.22	72.39	49.48
	<b>TOTAL</b>		<b>5,440.66</b>	<b>3,978.17</b>	<b>1,877.12</b>	<b>929.87</b>

The accompanying significant accounting policies and explanatory notes on accounts 1.1 - 1.21 are integral part of financial statements

As per our report of even date

For & or behalf of Directors

For Mittal & Associates  
Chartered Accountants  
FRN: 106456 W

Sd/-  
Sunil Kumar Sharma  
Managing Director  
DIN : 06910635

Sd/-  
Vishnu Kumar Sharma  
Director  
DIN : 06910658

Sd/-  
CA Mukesh Kumar Sharma  
(Partner)  
Membership No. 134020  
UDIN : 24134020BKEIXN8088

Sd/-  
Bharat Khaniwal  
Company Secretary  
& Compliance Officer

Sd/-  
Komal Sharma  
Chief Financial Officer

Place : Mumbai  
Date : 28/10/2024

Place : Jaipur  
Date : 28/10/2024

**OAN INDUSTRIES LIMITED**  
(Formerly known as OAN INDUSTRIES PRIVATE LIMITED)  
CIN: U20119RJ2019PLC065299  
Registered Office: 134, Malhotra Nagar, Jaipur, Rajasthan - 302013

Annexure-II

**RESTATED STATEMENT OF PROFIT & LOSS**

Amount (Rs. In Lakhs)

Particulars	Note No.	For the period ended 30.06.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
I. Revenue from Operations	19	2,796.52	9,594.76	2,983.25	1,288.52
II. Other Income	20	2.18	19.08	20.64	19.03
<b>III. Total Income (I + II)</b>		<b>2,798.70</b>	<b>9,613.84</b>	<b>3,003.89</b>	<b>1,307.55</b>
IV. Expenses:					
Cost of Materials Consumed	21	2,335.88	8,315.64	2,345.12	944.37
Changes in Inventories	22	(177.83)	(874.09)	(139.94)	(146.83)
Employee Benefits Expense	23	57.83	169.47	106.74	101.51
Finance Costs	24	47.96	184.90	84.13	45.94
Depreciation and Amortisation Expense	11	42.03	172.98	75.48	51.79
Other Expenses	25	80.75	355.86	322.26	232.15
<b>IV. Total Expenses</b>		<b>2,386.63</b>	<b>8,324.76</b>	<b>2,793.80</b>	<b>1,228.93</b>
V. Profit before exceptional and extraordinary items and tax (III - IV)		412.07	1,289.08	210.09	78.63
VI. Exceptional items & Extraordinary Items					
-CSR Provision		-	-	-	-
-Prior Period Items		-	-	-	0.04
<b>VII. Profit before tax (V- VI)</b>		<b>412.07</b>	<b>1,289.08</b>	<b>210.09</b>	<b>78.59</b>
VIII. Tax expense:					
MAT credit entitlement		-	-	-	-
Current Tax		92.37	225.52	35.07	24.45
Excess Provision Reverse		-	-	-	(5.60)
Deferred Tax		54.87	(6.42)	2.70	(1.96)
Total Tax Expense		37.50	231.94	32.37	20.81
<b>IX . Profit (Loss) for the period (VII-VIII)</b>		<b>374.57</b>	<b>1,057.14</b>	<b>177.72</b>	<b>57.77</b>
X. Earnings per equity share:					
(1) Basic		4.80	14.15	2.68	0.97
(2) Diluted		4.80	14.15	2.68	0.97

The accompanying significant accounting policies and explanatory notes on accounts 1.1 - 1.21 are integral part of financial statements  
As per our report of even date

For & or behalf of Directors

For Mittal & Associates  
Chartered Accountants  
FRN: 106456 W

Sd/-  
Sunil Kumar Sharma  
Managing Director  
DIN : 06910635

Sd/-  
Vishnu Kumar Sharma  
Director  
DIN : 06910658

Sd/-  
CA Mukesh Kumar Sharma  
(Partner)  
Membership No. 134020  
UDIN : 24134020BKKEIXN8088

Sd/-  
Bharat Khaniwal  
Company Secretary  
& Compliance Officer

Sd/-  
Komal Sharma  
Chief Financial Officer

Place : Mumbai  
Date : 28/10/2024

Place : Jaipur  
Date: 28/10/2024

**OAN INDUSTRIES LIMITED**  
**(Formerly known as OAN INDUSTRIES PRIVATE LIMITED)**  
**CIN: U20119RJ2019PLC065299**  
**Registered Office: 134, Malhotra Nagar, Jaipur, Rajasthan - 302013**

**Annexure-III**

**RESTATED CASH FLOW STATEMENT**

Particulars	Amount (Rs. In Lakhs)			
	For the year period 30.06.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>				
Net Profit before tax	412.07	1,289.08	210.09	78.59
Depreciation & Amortisation	42.03	172.98	75.48	51.79
Interest Paid	47.96	154.14	72.45	38.22
Interest Income	-	(1.19)	(1.54)	(1.40)
Gain on Sale of Fixed Assets	-	(8.30)	-	-
<b>Operating Profit before Working Capital Changes</b>	<b>502.06</b>	<b>1,606.71</b>	<b>356.48</b>	<b>167.19</b>
<b>Adjusted for:</b>				
Inventories	(392.74)	(1,249.02)	(288.58)	(236.67)
Trade receivables	(262.52)	12.14	(217.48)	78.50
Short Term Loans & Advances	24.45	(80.79)	6.69	25.74
Other Current Assets	(111.20)	10.17	(22.91)	(49.48)
Trade Payable	152.84	70.19	68.06	15.99
Other Current Liabilities	(29.69)	29.85	18.72	10.92
Short term provision	92.66	179.78	16.66	(8.54)
Long term provision	4.44	1.57	0.02	0.10
	<b>(521.76)</b>	<b>(1,026.11)</b>	<b>(418.81)</b>	<b>(163.43)</b>
Cash generated/(used) From Operations	<b>(19.70)</b>	<b>580.60</b>	<b>(62.33)</b>	<b>3.75</b>
Income Tax Paid	92.37	225.52	35.07	18.86
<b>Net Cash generated/(used in) from Operating Activities (A)</b>	<b>(112.07)</b>	<b>355.08</b>	<b>(97.40)</b>	<b>(15.10)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>				
Purchase of Investments	(1.41)	(18.97)	(5.76)	(5.43)
Purchase of Plant & Equipments	(854.13)	(382.99)	(542.46)	(194.61)
Sale of Fixed Assets	-	38.75	-	-
Gain on Sale of Fixed Assets	-	8.30	-	-
Long Term Loans & Advances	(1.55)	(0.96)	(1.99)	2.30
Capital Advances	(30.36)	(306.67)	-	-
Interest Income	-	1.19	1.54	1.40
<b>Net Cash used in Investing Activities (B)</b>	<b>(887.44)</b>	<b>(661.35)</b>	<b>(548.67)</b>	<b>(196.33)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>				
Proceeds from issue of shares	96.10	100.00	60.00	33.03
Net Proceeds from long term borrowing	548.63	399.57	298.09	27.77
Net Proceeds from short term borrowing	229.80	256.53	310.68	236.36
Finance Cost	(47.96)	(154.14)	(72.45)	(38.22)
<b>Net Cash used in Financing Activities (C)</b>	<b>826.58</b>	<b>601.96</b>	<b>596.32</b>	<b>258.95</b>
Net Increase/(Decrease) in Cash and Cash Equivalents	(172.93)	295.70	(49.75)	47.51
Cash and Cash Equivalents at the beginning of the year	310.21	14.52	64.27	16.75
Cash and Cash Equivalents at the end of the year	<b>137.28</b>	<b>310.21</b>	<b>14.52</b>	<b>64.27</b>

**OAN INDUSTRIES LIMITED**  
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**Annexure-III**

**RESTATED CASH FLOW STATEMENT**

**Amount (Rs. In Lakhs)**

Note :-

1. Components of Cash & Cash Equivalent

Amount (Rs. In Lakhs)

Particulars	For the year period 30.06.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
a. Balances with banks	96.10	-	4.82	26.75
b. FD with banks	40.96	310.00	-	29.20
c. Cash in hand	0.21	0.21	9.70	8.32
<b>Total</b>	<b>137.28</b>	<b>310.21</b>	<b>14.52</b>	<b>64.27</b>

2. The above cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.

3. Figures in Brackets represents outflow.

**The accompanying significant accounting policies and explanatory notes on accounts 1.1 - 1.21 are integral part of financial statements**

**As per our report of even date**

**For & or behalf of Directors**

**For Mittal & Associates**  
**Chartered Accountants**  
**FRN: 106456 W**

Sd/-  
**Sunil Kumar Sharma**  
**Managing Director**  
**DIN : 06910635**

Sd/-  
**Vishnu Kumar Sharma**  
**Director**  
**DIN : 06910658**

Sd/-  
**CA Mukesh Kumar Sharma**  
**(Partner)**  
**Membership No. 134020**  
**UDIN : 24134020BKEIXN8088**

Sd/-  
**Bharat Khaniwal**  
**Company Secretary**  
**& Compliance Officer**

Sd/-  
**Komal Sharma**  
**Chief Financial Officer**

**Place : Mumbai**  
**Date : 28/10/2024**

**Place : Jaipur**  
**Date: 28/10/2024**

**OAN INDUSTRIES LIMITED**  
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Annexure-IV

**CORPORATE INFORMATION**

OAN Industries Limited (The Company) Formerly known as OAN Industries Private Limited is a public limited company domiciled in India and incorporated under the provision of the Companies Act, 2013. The Registered address of the company is 134, Malhotra Nagar, Jaipur, Rajasthan - 302013. The Company is engaged in the manufacturer of varied products for speciality chemicals for improving the quality of Fertilizers, The Mining Industry, Plasticizers and Phosphoric Acid. Its manufacturing facilities are located at F-200 (C) Phase-I, Manda Industrial Area, RIICO, Chomu, Jaipur, Rajasthan - 303712.

**NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES**

**1.1 Basis of preparation of financial statements**

- (a) The financial statements are prepared in accordance with Generally Accepted Accounting Principles (Indian GAAP) under the historical cost convention on accrual basis and on principles of going concern. The accounting policies are consistently applied by the Company.
- (b) The financial statements are prepared to comply in all material respects with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and provisions of Companies Act, 2013.
- (c) The preparation of the financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialize.

**1.2 Revenue Recognition**

- (a) The company generally follows the mercantile system of accounting and recognizes Income & Expenditure on accrual basis.
- (b) Revenue is recognised to the extent that it is possible that, the economic benefits will flow to the company and the revenue can be reliably estimated and collectability is reasonably assured.
- (c) Revenue from sale of goods are recognised when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.
- (d) Revenue is measured on the basis of sale price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and service tax etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.
- (e) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**1.3 Property, Plant & Equipment and Intangible Assets & Depreciation**

- (a) Property, Plant and Equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition or construction of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use.
- (b) Subsequent costs are included in the assets' carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the statement of profit and loss during the period in which they are incurred.
- (c) Gains or losses that arise on disposal or retirement of an asset are measured as the difference between net disposal proceeds and the carrying value of property, plant and equipment and are recognised in the statement of profit and loss when the same is derecognised.
- (d) Depreciation is calculated on pro rata basis on Written Down Value Method (WDV) based on estimated useful Life as prescribed under Part C of Schedule - II of the Companies Act, 2013.

**1.4 Impairment of Assets**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which is determined by the present value of the estimated future cash flows.

**1.5 Investments**

Investments classified as long-term investments are stated at cost. Provision is made to recognize any diminution other than temporary in the value of such investments. Current investments are carried at lower of cost and fair value.

**1.6 Inventories**

Inventories consisting of Raw Materials, W-I-P and Finished Goods are valued at lower of cost and net realizable value unless otherwise stated. Cost of inventories comprises of material cost on FIFO basis and expenses incurred in bringing the inventories to their present location and

**1.7 Employee Benefits**

Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when an employee renders the related services.

Provision for Gratuity has been considered as per Actuarial valuation report.

Leave encashment to the employees are accounted for as & when the same is claimed by eligible employees.



**1.8 Borrowing Costs**

- (a) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.
- (b) Other Borrowing costs are recognized as expense in the period in which they are incurred.

**1.9 Taxes on Income**

- Tax expense comprises of current tax and deferred tax.
- Current income tax is measured at the amount expected to be paid to the tax authorities, computed in accordance with the applicable tax rates and tax laws.
- Deferred Tax arising on account of "timing differences" and which are capable of reversal in one or more subsequent periods is recognized, using the tax rates and tax laws that are enacted or substantively enacted. Deferred tax asset is recognized only to the extent there is reasonable certainty with respect to reversal of the same in future years as a matter of prudence.

**1.10 Earning per share (EPS)**

- (a) Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- (b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**1.11 Prior Period Items**

- Prior Period and Extraordinary items and Changes in Accounting Policies having material impact on the financial affairs of the Company are disclosed in financial statements if any.

**1.12 Provisions/Contingencies**

- (a) Provision involving substantial degree of estimation in measurements is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
- (b) Contingent Liabilities are shown by way of notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.
- (c) A Contingent Asset is not recognized in the Accounts.

**1.13 Segment Reporting**

**A. Business Segments :**

Based on the guiding principles given in Accounting Standard 17 (AS - 17) on Segment Reporting issued by ICAI, the Company has only one reportable Business Segment which is engaged in business of manufacturing and selling of chemicals.

**B. Geographical Segments**

The Company activities / operations are confined to India and outside india as such there is only two geographical segment. Accordingly, the figures appearing in these financial statements relate to the Company's double geographical segment.

**1.14 Foreign Currency Transactions**

Foreign exchange transactions are recorded at the rate prevailing on the date of respective transaction. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction. Exchange differences arising on foreign exchange transactions settled during the year and on restatement as at the balance sheet date are recognized in the statement of profit and loss for the year.

**1.15 Balance Confirmations**

Balance of Debtors & Creditors & Loans & advances Taken & giving are subject to confirmation and subject to consequential adjustments, if any. Debtors & creditors balance has been shown separately and the advances received and paid from/to the parties is shown as advance from customer and advance to suppliers.

**1.16 Regrouping**

Previous years figures have been regrouped and reclassified wherever necessary to match with current year grouping and classification.

**1.17 Pandemic (Covid-19) impact**

The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on 11 March 2020. On 24 March 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus. The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position for the respective year and has concluded that there is no significant impact which is required to be recognized in the financial statements. Accordingly, no adjustments are required to be made to the financial statements.

**OAN INDUSTRIES LIMITED**  
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**NOTES TO RESTATED FINANCIAL INFORMATION**

**NOTE 2**

**SHARE CAPITAL**

Annexure-V

Amount (Rs. In Lakhs)

Particulars	As at	As at	As at	As at
	30.06.2024	31.03.2024	31.03.2023	31.03.2022
	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs	Rs. In Lakhs
<b>Authorised</b>				
1,20,00,000 (31/03/2024 : 80,00,000) (31/03/2023: 20,00,000) (31/03/2022: 10,00,000) Equity Shares of Rs.10/- each	1,200.00	800.00	200.00	100.00
<b>Issued, Subscribed &amp; Fully Paid-up</b>				
26,32,912 (31/03/2024 : 26,00,000) (31/03/2023 16,00,000) (31/03/2022: 10,00,000) Equity Shares of Rs.10/- each fully paid up	263.29	260.00	160.00	100.00
<b>Total</b>	<b>263.29</b>	<b>260.00</b>	<b>160.00</b>	<b>100.00</b>

A. the Authorized Share Capital of the Company is increased from the existing ₹ 8,00,00,000/- (Indian Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Share of ₹ 10/- (Indian Rupees Ten Only) each to ₹ 12,00,00,000/- (Indian Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Share of ₹10/- (Indian Rupees Ten Only) each vide Board Resolution dated April 15, 2024 and vide Ordinary Resolution passed in the Extra Ordinary General Meeting dated May 10, 2024.

B. The Paid Up capital of the Company was increased from 26,00,000 Equity Shares to 26,32,912 Equity Shares by allotment of 32,912 fully paid-up Equity Shares of the Company at a face value of Rs.10/- each (Rupee Ten only) and at a Premium of Rs. 282/- per share [i.e., Issue Price Rs. 292/- per Share] by way of Preferential Allotment vide Board Resolution dated June 21, 2024.

C. The Paid Up capital of the Company was increased from 26,32,912 Equity Shares to 26,88,772 Equity Shares by allotment of 55,860 fully paid-up Equity Shares of the Company at a face value of Rs.10/- each (Rupee Ten only) and at a Premium of Rs. 282/- per share [i.e., Issue Price Rs. 292/- per Share] by way of Preferential Allotment vide Board Resolution dated July 10, 2024.

D. The Paid Up capital of the Company was increased from 26,88,772 Equity Shares to 26,97,347 Equity Shares by allotment of 8,575 fully paid-up Equity Shares of the Company at a face value of Rs.10/- each (Rupee Ten only) and at a Premium of Rs. 282/- per share [i.e., Issue Price Rs. 292/- per Share] by way of Preferential Allotment vide Board Resolution dated July 19, 2024.

E. The Paid Up capital of the Company was increased from 26,97,347 Equity Shares to 27,37,000 Equity Shares by allotment of 39,653 fully paid-up Equity Shares of the Company at a face value of Rs.10/- each (Rupee Ten only) and at a Premium of Rs. 282/- per share [i.e., Issue Price Rs. 292/- per Share] by way of Preferential Allotment vide Board Resolution dated September 25, 2024.

F. The company issued 54,74,000 Equity Shares of Rs. 10/- each as bonus shares in the ratio of 2:1 (i.e. 2 (Two) Fully paid Bonus Shares of Rs.10/- each will be allotted against the holding of 1 (One) equity shares of the Company) vide EGM resolution passed on 28th September, 2024 and allotted on 29th September, 2024.

**NOTE 2A : Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Particulars	As at	As at	As at	As at
	30.06.2024	31.03.2024	31.03.2023	31.03.2022
Shares outstanding at the beginning of the year	26,00,000	16,00,000	10,00,000	6,69,682
Shares Issued during the year for a consideration in cash	32,912.00	10,00,000	6,00,000	3,30,318
<b>Shares Outstanding</b>	<b>26,32,912</b>	<b>26,00,000</b>	<b>16,00,000</b>	<b>10,00,000</b>

**NOTE 2B: Term/rights attached to equity shares:**

The Company has only one class of equity shares having a par value of Rs 10 per share. Holder of each equity share is entitled to one vote. The Company haven't declares and pays dividends in Indian Rupees. If any dividend proposed by the board of directors is subject to the approval of shareholders at 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 to equity shareholders will be in proportion to the number of equity shares held by the shareholders.

**NOTE 2C: Shares held by Promoters**

Promoter Name	No. of Shares				% Change during the period ended			
	As at	As at	As at	As at	30.06.2024	31.03.2024	31.03.2023	31.03.2022
	30.06.2024	31.03.2024	31.03.2023	31.03.2022				
	Face Value Rs. 10/-	Face Value Rs. 10/-	Face Value Rs. 10/-	Face Value Rs. 10/-				
Sunil Kumar Sharma	21,84,000	20,00,709	14,49,859	8,49,859	9.16%	37.99%	70.60%	63.58%
Vishnu Kumar Sharma	26,000	26,000	1,000	1,000	0.00%	2500.00%	0.00%	0.00%
Ravi Sothiya	26,000	82,241	41	-	-68.39%	200487.80%	0.00%	0.00%
Kailash Narayan Sharma	26,000	1,49,000	1,49,000	1,49,141	-82.55%	0.00%	-0.09%	0.00%
<b>Total</b>	<b>22,62,000</b>	<b>22,57,950</b>	<b>15,99,900</b>	<b>10,00,000</b>			-	

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**NOTES TO RESTATED FINANCIAL INFORMATION**

**NOTE 2D: The Details of shareholding**

Shareholder Name	As at 30.06.2024		As at 31.03.2024		As at 31.03.2023		As at 31.03.2022	
	Number of Shares	% of Holding	Number of Shares	% of Holding	Number of Shares	% of Holding	Number of Shares	% of Holding
	Face Value Rs. 10/-		Face Value Rs. 10/-		Face Value Rs. 10/-		Face Value Rs. 10/-	
Sunil Kumar Sharma	21,84,000	82.95%	20,00,709	76.95%	14,49,859	90.62%	8,49,859	84.99%
Kailash Narayan Sharma	26,000	0.99%	1,49,000	5.73%	1,49,000	9.31%	1,49,141	14.91%
Vishnu Kumar Sharma	26,000	0.99%	26,000	1.00%	1,000	0.06%	1,000	0.10%
Krishna Sharma	26,000	0.99%	26,000	1.00%	50	0.00%	-	0.00%
Monika Sharma	26,000	0.99%	30,050	1.16%	50	0.00%	-	0.00%
Ravi Soothiya	26,000	0.99%	82,241	3.16%	41	0.00%	-	0.00%
Sunil Kumar Sharma HUF	2,60,000	9.87%	2,60,000	10.00%	-	0.00%	-	0.00%
Asha Sharma	26,000	0.99%	26,000	1.00%	-	0.00%	-	0.00%
Swatipuspa Tradlink P Ltd	32,912	1.25%	-	0.00%	-	0.00%	-	0.00%
<b>Total</b>	<b>26,32,912</b>	<b>100.00%</b>	<b>26,00,000</b>	<b>100.00%</b>	<b>16,00,000</b>	<b>100.00%</b>	<b>10,00,000</b>	<b>100.00%</b>

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**NOTES TO RESTATED FINANCIAL INFORMATION**

**NOTE 3**

**RESERVE & SURPLUS**

Annexure-VI

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
<b>General Reserve</b>				
Opening Balance	-	-	-	-
Add : Transfer during the year	-	-	-	-
<b>Closing Balance</b>	-	-	-	-
<b>Securities Premium</b>				
Balance at the beginning of the reporting period	-	-	-	-
Add: Addition during the year	92.81	-	-	-
Less: Deletion during the year	-	-	-	-
<b>Balance at the end of the reporting period</b>	92.81	-	-	-
<b>Surplus/(Deficit) in Statement of Profit &amp; Loss</b>				
<b>Opening balance</b>	1,347.61	290.47	112.74	54.97
Add/(Less): Net Profit/(Net Loss) for the current year	374.57	1,057.14	177.72	57.77
Less: IPO related expenses	-	-	-	-
<b>Closing Balance</b>	1,722.17	1,347.61	290.47	112.74
<b>Total</b>	<b>1,814.99</b>	<b>1,347.61</b>	<b>290.47</b>	<b>112.74</b>

**NOTE 4**

**LONG TERM BORROWINGS**

Annexure-VII

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
<b>(a) Secured Loan</b>				
Rupee Term Loan from Banks	1,099.48	485.94	411.89	-
Vehicle Loan from Bank	135.93	82.23	68.27	78.88
Vehicle Loan from NBFC	43.73	46.45	-	-
	<b>1,279.15</b>	<b>614.62</b>	<b>480.16</b>	<b>78.88</b>
<b>(b) Unsecured Loans</b>				
Rupee Term Loans from Others	-	-	8.14	29.47
Rupee Term Loans from NBFC	283.19	308.10	27.53	35.50
Rupee Term Loans from Bank	208.82	238.90	74.57	49.72
Loan from Directors	-	-	43.90	14.99
Loan from Related Parties - Except Directors	-	-	21.02	18.49
Less: Amount of current maturities disclosed under the head "Short Term Borrowings"	374.35	313.45	206.72	76.54
<b>Total</b>	<b>1,396.80</b>	<b>848.17</b>	<b>448.60</b>	<b>150.51</b>

Note: Refer Note no. 4.1 for details of Long-term borrowings

**NOTE 6**

**DEFERRED TAX LIABILITIES/(ASSETS) (NET)**

Annexure-VIII

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Deferred Tax Liabilities/(Assets)	(48.00)	6.87	0.45	3.15
<b>Total</b>	<b>(48.00)</b>	<b>6.87</b>	<b>0.45</b>	<b>3.15</b>

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**NOTES TO RESTATED FINANCIAL INFORMATION**

**NOTE 5**

**LONG TERM PROVISIONS**

Annexure-IX

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Provisions for Employee Benefit (Gratuity)	6.13	1.69	0.12	0.10
<b>Total</b>	<b>6.13</b>	<b>1.69</b>	<b>0.12</b>	<b>0.10</b>

**NOTE 7**

**SHORT TERM BORROWINGS**

Annexure-X

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
<b>Secured Loan Working capital Loans:</b>				
From Banks	788.14	669.24	519.44	338.93
<b>Unsecured Loans</b>				
From Key Managerial Person	10.00	-	-	-
From Related Party - Except Key Managerial Persons	40.00	-	-	-
Current maturities of Long term borrowings	374.35	313.45	206.72	76.55
<b>Total</b>	<b>1,212.50</b>	<b>982.69</b>	<b>726.16</b>	<b>415.48</b>

Note: Refer Note no. 6.1 for details of Short-term borrowings

**NOTE 8**

**TRADE PAYABLES**

Annexure-XI

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Trade Payables- Due to MSME	91.68	44.06	10.66	2.53
Trade Payables- Due to Other than MSME	317.89	212.67	175.88	115.94
<b>Total</b>	<b>409.57</b>	<b>256.73</b>	<b>186.54</b>	<b>118.48</b>

**Trade Payables ageing schedule for the year ended 30.06.2024**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	91.68	-	-	-	91.68
Others	317.89	-	-	-	317.89
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
<b>Total</b>	<b>409.57</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>409.57</b>

**Trade Payables ageing schedule for the year ended 31.03.2024**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	44.06	-	-	-	44.06
Others	212.67	-	-	-	212.67
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
<b>Total</b>	<b>256.73</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>256.73</b>

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**Trade Payables ageing schedule for the year ended 31.03.2023**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	10.66	-	-	-	10.66
Others	175.88	-	-	-	175.88
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
<b>Total</b>	<b>186.54</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>186.54</b>

**Trade Payables ageing schedule for the year ended 31.03.2022**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	2.53	-	-	-	2.53
Others	115.94	-	-	-	115.94
Disputed Dues- MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
<b>Total</b>	<b>118.48</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>118.48</b>

**NOTE 9**

**OTHER CURRENT LIABILITIES**

Annexure-XII

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
<b>Other Payables</b>				
Advance from Customers	5.89	0.05	20.96	8.25
Salary Payable	16.14	8.84	5.23	2.80
Audit Fees Payable	0.63	0.69	0.83	0.70
Power and Fuel Payable	3.75	2.98	-	-
Interest Accrued but not paid	-	3.76	-	-
Interest on Unsecured Loans	-	-	-	0.09
ECGC Premium Payable	-	0.05	-	-
<b>Statutory Due payables</b>				
TDS & TCS Payable	3.30	4.71	4.56	1.36
GST Payable	1.24	39.99	-	-
PF & ESI Payable	1.52	1.10	0.71	0.39
<b>Total</b>	<b>32.46</b>	<b>62.15</b>	<b>32.30</b>	<b>13.58</b>

**NOTE 10**

**SHORT TERM PROVISIONS**

Annexure-XIII

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Provision For Employee Benefits	0.39	0.10	0.00	0.00
Provision for Income Tax	304.53	212.16	32.48	15.82
<b>Total</b>	<b>304.92</b>	<b>212.26</b>	<b>32.48</b>	<b>15.82</b>

**NOTE 11**

**PROPERTY, PLANT & EQUIPMENTS AND INTANGIBLE ASSETS**

Annexure-XIV

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Property, Plant & Equipments	1,007.70	967.50	858.36	391.37
Capital Work in Progress	834.01	62.12	-	-
<b>Total</b>	<b>1,841.71</b>	<b>1,029.62</b>	<b>858.36</b>	<b>391.37</b>

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**NOTES TO RESTATED FINANCIAL INFORMATION**

**NOTE 12**

**NON CURRENT INVESTMENTS**

Annexure-XV  
Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Investment in Gold	24.45	24.77	11.19	5.43
Investment in Silver	5.38	5.38	-	-
OAN Logistics Pvt Ltd	0.40	-	-	-
LIC Under Gratuity Scheme	1.34	-	-	-
<b>Total</b>	<b>31.57</b>	<b>30.16</b>	<b>11.19</b>	<b>5.43</b>

**NOTE 13**

**OTHER NON CURRENT ASSETS**

Annexure-XVI  
Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Security Deposits	7.48	5.94	4.98	3.00
<b>Total</b>	<b>7.48</b>	<b>5.94</b>	<b>4.98</b>	<b>3.00</b>

**NOTE 14**

**INVENTORIES**

Annexure-XVII  
Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Raw Material at lower of cost or relisable value	843.78	628.87	253.94	17.20
Finished goods at lower of cost or reliazable value	612.87	657.04	288.51	236.67
Work- in- process at cost	727.56	505.56	-	-
<b>Total</b>	<b>2,184.21</b>	<b>1,791.47</b>	<b>542.45</b>	<b>253.87</b>

Note: Value of closing inventory has been considered as per AS-2 i.e. lower of Cost or NRV, as certified by the management

**NOTE 15**

**TRADE RECEIVABLES**

Annexure-XVIII  
Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
(a) Secured, considered good;		-	-	-
(b) Unsecured, considered good;	590.26	327.74	339.88	122.40
(c) Doubtful.		-	-	-
<b>Total</b>	<b>590.26</b>	<b>327.74</b>	<b>339.88</b>	<b>122.40</b>

**Trade Receivable Ageing Schedule for the year ended 30.06.2024**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6months	6months - 1year	1-2 years	2-3 years	More than 3 years
Undisputed Trade receivables — considered good	586.78	3.43	0.06	-	590.26
Undisputed Trade Receivables — considered doubtful	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-
<b>Total</b>	<b>586.78</b>	<b>3.43</b>	<b>0.06</b>	<b>-</b>	<b>590.26</b>

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**Trade Receivable Ageing Schedule for the year ended 31.03.2024**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6months	6months - 1year	1-2 years	2-3 years	More than 3 years
Undisputed Trade receivables — considered good	298.01	29.73	-	-	327.74
Undisputed Trade Receivables — considered doubtful	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-
<b>Total</b>	<b>298.01</b>	<b>29.73</b>	<b>-</b>	<b>-</b>	<b>327.74</b>

**Trade Receivable Ageing Schedule for the year ended 31.03.2023**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6months	6months - 1year	1-2 years	2-3 years	More than 3 years
Undisputed Trade receivables — considered good	339.88	-	-	-	339.88
Undisputed Trade Receivables — considered doubtful	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-
<b>Total</b>	<b>339.88</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>339.88</b>

**Trade Receivable Ageing Schedule for the year ended 31.03.2022**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6months	6months - 1year	1-2 years	2-3 years	More than 3 years
Undisputed Trade receivables — considered good	121.85	-	0.55	-	122.40
Undisputed Trade Receivables — considered doubtful	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-
<b>Total</b>	<b>121.85</b>	<b>-</b>	<b>0.55</b>	<b>-</b>	<b>122.40</b>

**NOTE 16**

Annexure-XIX

**CASH AND CASH EQUIVALENTS**

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Balances with Banks	96.10	-	4.82	26.75
Cash on Hand (As certified by management)	0.21	0.21	9.70	8.32
Bank deposits (Balances with bank - Time Deposit)	40.96	310.00	-	29.20
<b>Total</b>	<b>137.28</b>	<b>310.21</b>	<b>14.52</b>	<b>64.27</b>

**NOTE 17**

Annexure-XX

**SHORT TERM LOANS AND ADVANCES**

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
<b>Loans and Advances</b>				
Advances to employees	18.03	18.40	19.98	12.53
Advances to Suppliers	40.48	87.54	4.29	18.00
Loans and Advances to Others	-	0.20	9.08	9.52
Prepaid Expenses	21.69	8.00	-	-
Receivable for Sale of Shares of OAN Logistics Private Ltd	9.50	-	-	-
<b>Capital Advances</b>				
Advances against Capital Goods	187.86	258.65	-	-
Advances against Property	149.17	48.02	-	-
<b>Total</b>	<b>426.72</b>	<b>420.82</b>	<b>33.36</b>	<b>40.06</b>



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**NOTES TO RESTATED FINANCIAL INFORMATION**

<b>NOTE 18</b>				Annexure-XXI
<b><u>OTHER CURRENT ASSETS</u></b>				Amount (Rs. In Lakhs)
<b>Particulars</b>	<b>As at 30.06.2024</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
IPO Related Expenses	18.91	11.76	-	-
Preliminary Expenses	-	-	-	1.81
FDR Accrued Interest	-	1.00	-	1.01
Interest receivables from Others	-	0.97	0.96	0.27
<b><u>Balance with Revenue Authorities</u></b>				
GST Refund Against Export	54.69	48.50	32.78	41.50
GST Input Credit Balance	95.47	-	38.66	4.89
TDS & TCS	3.69	-	-	-
Duty Drawback Receivables	0.03	-	-	-
Rodtep License	0.64	-	-	-
<b>Total</b>	<b>173.42</b>	<b>62.22</b>	<b>72.39</b>	<b>49.48</b>
<b>NOTE 19</b>				Annexure-XXII
<b><u>REVENUE FROM OPERATIONS</u></b>				Amount (Rs. In Lakhs)
<b>Particulars</b>	<b>As at 30.06.2024</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
<b><u>Sale of Finished Goods:</u></b>				
- Domestic	2,605.36	8,051.35	1,388.05	202.50
- Export	178.23	1,524.85	1,553.01	1,083.23
<b>Net Sales</b>	<b>2,783.59</b>	<b>9,576.20</b>	<b>2,941.06</b>	<b>1,285.73</b>
<b><u>Others Operative Revenue</u></b>				
- Export Incentive Scheme (RoSCTL & Rodtep)	12.86	-	22.57	-
- Duty Drawback	0.07	18.56	19.63	2.79
<b>Total</b>	<b>2,796.52</b>	<b>9,594.76</b>	<b>2,983.25</b>	<b>1,288.52</b>
<b>NOTE 20</b>				Annexure-XXIII
<b><u>OTHER INCOME</u></b>				Amount (Rs. In Lakhs)
<b>Particulars</b>	<b>As at 30.06.2024</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
<b><u>Recurring and Related to Business:</u></b>				
<b><u>Interest Income</u></b>				
- From Bank FDR	-	1.11	0.86	1.13
- From Others	-	0.08	0.68	0.27
Foreign Exchange Gain/(Loss)	1.69	9.59	19.10	15.83
<b><u>Non-Recurring and Related to Business:</u></b>				
Creditor Written off	-	-	-	1.80
Gain/loss on Sale of Fixed Assets	-	8.30	-	-
Discount Received	0.49	-	-	-
<b>Total</b>	<b>2.18</b>	<b>19.08</b>	<b>20.64</b>	<b>19.03</b>

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**NOTES TO RESTATED FINANCIAL INFORMATION**

**NOTE 21**

**COST OF MATERIALS CONSUMED**

Annexure-XXIV

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Inventories at the beginning of the Year	628.87	253.94	105.30	15.46
Add : Purchases during the year	2,487.44	8,524.97	2,422.12	994.73
Less : Discount from Raw Material	(21.08)	(188.75)	(59.34)	(5.20)
Less: Closing Stock of Materials	843.78	628.87	253.94	105.30
<b>Direct Expenses</b>				
Freight Inward	69.49	308.64	111.51	40.22
Power & Fuel	14.42	45.40	19.16	4.37
Water Expenses	0.28	0.32	0.32	0.09
Factory Expenses	0.24	-	-	-
<b>Total</b>	<b>2,335.88</b>	<b>8,315.64</b>	<b>2,345.12</b>	<b>944.37</b>

**NOTE 22**

**CHANGES IN INVENTORIES**

Annexure-XXV

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Finished goods :				
Opening Stock	657.04	288.51	148.57	1.74
Closing Stock	727.56	657.04	288.51	148.57
<b>(Increase)/Decrease</b>	<b>(70.52)</b>	<b>(368.53)</b>	<b>(139.94)</b>	<b>(146.83)</b>
Work in Progress :				
Opening Stock of WIP	505.56	-	-	-
Closing Stock of WIP	612.87	505.56	-	-
<b>(Increase)/Decrease</b>	<b>(107.31)</b>	<b>(505.56)</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>(177.83)</b>	<b>(874.09)</b>	<b>(139.94)</b>	<b>(146.83)</b>

**NOTE 23**

**EMPLOYEES BENEFIT EXPENSE**

Annexure-XXVI

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Salaries, Wages & Bonus	40.38	122.11	70.10	70.47
Director's Remuneration	9.45	36.14	31.95	24.18
Gratuity	4.74	1.66	0.02	0.07
Contribution to ESI & EPF	2.37	5.71	4.04	2.28
Staff Welfare Expenses	0.90	3.84	0.63	4.51
<b>Total</b>	<b>57.83</b>	<b>169.47</b>	<b>106.74</b>	<b>101.51</b>

**NOTE 24**

**FINANCE COST**

Annexure-XXVII

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Loan Processing Charges	-	30.77	11.68	7.72
Interest on Borrowings	47.96	154.14	72.45	38.13
Interest on Unsecured Loan	-	-	-	0.09
<b>Total</b>	<b>47.96</b>	<b>184.90</b>	<b>84.13</b>	<b>45.94</b>

**NOTE 11**

**DEPRECIATION & AMORTIZATION EXPENSE**

Annexure-XXVIII

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Depreciation on Property, Plant & Equipment	42.03	172.98	75.48	51.79
<b>Total</b>	<b>42.03</b>	<b>172.98</b>	<b>75.48</b>	<b>51.79</b>

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**NOTES TO RESTATED FINANCIAL INFORMATION**

**NOTE 25**

Annexure-XXIX

**OTHER EXPENSES**

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
<b>General &amp; Administrative</b>				
Auditor Remuneration*	0.63	1.00	0.87	0.70
Business Promotion Expense	10.15	17.46	3.68	2.11
Bank Charges	0.88	3.03	3.91	2.19
Care Rating	-	0.85	-	-
Donations	-	15.25	-	-
Freight, Octroi and Forwarding Expenses	25.63	112.89	100.37	31.90
Export Material Clearance Charges	11.00	97.43	132.13	160.30
Insurance expenses	2.85	10.39	-	-
Interest on TDS	0.06	0.30	0.52	0.13
Interest on GST	-	-	-	0.20
Legal & Professional Fees	3.24	13.22	1.31	0.59
Late fees on payment of GST	0.00	0.00	-	0.04
Late fees on payment of TDS/TCS	-	0.02	0.40	0.01
LIC Life Cover Expenses	0.32	-	-	-
Membership Fees	3.20	0.12	17.87	0.23
Miscellaneous Expenses	1.02	2.56	-	-
GST Reversal	-	0.78	-	-
VAT Paid	-	-	-	0.14
Written Off	-	-	0.17	-
Office Expenses	1.19	7.01	4.87	5.56
Interest on Income Tax	-	3.60	2.00	2.06
Income Tax Demand	0.10	0.01	0.49	-
Postage and Courier	2.97	8.78	6.31	4.62
Printing & Stationery	0.24	5.23	2.42	1.24
Priliminary Expenses W/off	-	-	1.81	0.78
RTO Fess	-	0.23	-	-
<b>Repair &amp; Maintainance</b>				
- Building	0.14	3.23	0.14	5.62
- Plant & Machinery	0.02	1.41	3.44	5.56
- Vehicle	11.43	15.29	3.60	3.13
Telephone Expenses	0.07	0.26	0.98	0.87
Travelling & Conveyance	5.52	26.22	29.08	4.17
Environmental Clearance Exp	-	8.00	4.75	-
ROC Fees	-	1.28	1.14	0.03
RTO Fess	0.09	-	-	-
<b>Total</b>	<b>80.75</b>	<b>355.86</b>	<b>322.26</b>	<b>232.15</b>

\*Details of Payment to Auditors

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
<b>Details of Payments to Auditor</b>				
Statutory Audit	0.63	0.50	0.44	0.35
Tax Audit	-	0.30	0.26	0.21
Other Services	-	0.20	0.17	0.14
<b>Total</b>	<b>0.63</b>	<b>1.00</b>	<b>0.87</b>	<b>0.70</b>

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**NOTE 11**

Annexure-XIV

**Property, Plant & Equipment & Intangible Assets**

Amount (Rs. In Lakhs)

As on 30.06.2024

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As at	Additions	Disposal	As at	As at	For the	Adjustment	As at	As at	
	01.04.2023			31.03.2024	01.04.2023	Year		31.03.2024	31.03.2024	31.03.2023
<b>Property, Plant &amp; Equipment</b>										
Motor Vehicles	171.60	73.19	-	244.79	40.16	13.59	-	53.75	191.04	131.44
Office Equipments	37.11	1.03	-	38.14	25.74	1.34	-	27.08	11.06	11.37
Furniture and Fixture	48.76	0.85		49.60	27.31	1.41		28.72	20.89	21.45
Computer and Data Processing units	17.39	4.99	-	22.38	12.83	1.16	-	13.99	8.38	4.56
Plant and Machinery	649.63	1.20	-	650.83	147.97	22.89	-	170.86	479.97	501.66
Building	90.19	0.98	-	91.17	24.80	1.65	-	26.45	64.73	65.39
Land	231.63	-	-	231.63	-	-	-	-	231.63	231.63
<b>Sub-Total</b>	<b>1,246.31</b>	<b>82.24</b>	<b>-</b>	<b>1,328.55</b>	<b>278.81</b>	<b>42.03</b>	<b>-</b>	<b>320.84</b>	<b>1,007.70</b>	<b>967.50</b>
<b>Capital WIP</b>										
Plant & Machinery	62.12	771.89	-	834.01	-	-	-	-	834.01	62.12
<b>Sub-Total</b>	<b>62.12</b>	<b>771.89</b>	<b>-</b>	<b>834.01</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>834.01</b>	<b>62.12</b>
<b>Total</b>	<b>1,308.43</b>	<b>854.13</b>	<b>-</b>	<b>2,162.55</b>	<b>278.81</b>	<b>42.03</b>	<b>-</b>	<b>320.84</b>	<b>1,841.71</b>	<b>1,029.62</b>

**Capital Work in progress Ageing**

Particulars	Amount in Capital work in progress				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	771.89	62.12	-	-	834.01
Projects Suspended	-	-	-	-	-

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**NOTE 11**

Annexure-XIV

**Property, Plant & Equipment & Intangible Assets**

Amount (Rs. In Lakhs)

As on 31.03.2024

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at	Additions	Disposal	As at	As at	For the	Adjustment	As at	As at	As at
	01.04.2023			31.03.2024	01.04.2023	Year		31.03.2024	31.03.2024	31.03.2023
<b>Property, Plant &amp; Equipment</b>										
Motor Vehicles	104.04	144.83	77.27	171.60	43.20	35.48	38.52	40.16	131.44	60.84
Office Equipments	31.10	6.01	-	37.11	19.60	6.14	-	25.74	11.37	11.49
Furniture and Fixture	48.62	0.14	-	48.76	19.82	7.49	-	27.31	21.45	28.80
Computer and Data Processing units	13.62	3.77	-	17.39	7.39	5.44	-	12.83	4.56	6.23
Plant and Machinery	634.91	14.72	-	649.63	36.56	111.40	-	147.97	501.66	598.35
Building	90.19	-	-	90.19	17.78	7.02	-	24.80	65.39	72.41
Land	80.23	151.40	-	231.63	-	-	-	-	231.63	80.23
<b>Sub-Total</b>	<b>1,002.71</b>	<b>320.87</b>	<b>77.27</b>	<b>1,246.31</b>	<b>144.35</b>	<b>172.98</b>	<b>38.52</b>	<b>278.81</b>	<b>967.50</b>	<b>858.36</b>
<b>Capital WIP</b>										
Plant & Machinery	-	62.12	-	62.12	-	-	-	-	62.12	-
<b>Sub-Total</b>	<b>-</b>	<b>62.12</b>	<b>-</b>	<b>62.12</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>62.12</b>	<b>-</b>
<b>Total</b>	<b>1,002.71</b>	<b>382.99</b>	<b>77.27</b>	<b>1,308.43</b>	<b>144.35</b>	<b>172.98</b>	<b>38.52</b>	<b>278.81</b>	<b>1,029.62</b>	<b>858.36</b>

**Capital Work in progress Ageing**

Particulars	Amount in Capital work in progress				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	62.12	-	-	-	62.12
Projects Suspended	-	-	-	-	-

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**NOTE 11**

Annexure-XIV

**Property, Plant & Equipment & Intangible Assets**

Amount (Rs. In Lakhs)

As on 31.03.2023										
Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at	Additions	Disposal	As at	As at	For the	Adjustment	As at	As at	As at
	01.04.2022			31.03.2023	01.04.2022	Year		31.03.2023	31.03.2023	31.03.2022
<b>Property, Plant &amp; Equipment</b>										
Motor Vehicles	104.04	-	-	104.04	15.61	27.59	-	43.20	60.84	88.43
Office Equipments	31.10	-	-	31.10	10.17	9.43	-	19.60	11.49	20.92
Furniture and Fixture	48.09	0.53	-	48.62	9.85	9.96	-	19.82	28.80	38.23
Computer and Data Processing units	9.13	4.49	-	13.62	3.07	4.32	-	7.39	6.23	6.06
Plant and Machinery	97.47	537.44	-	634.91	20.27	16.29	-	36.56	598.35	77.19
Building	90.19	-	-	90.19	9.90	7.88	-	17.78	72.41	80.30
Land	80.23	-	-	80.23	-	-	-	-	80.23	80.23
<b>Total</b>	<b>460.25</b>	<b>542.46</b>	<b>-</b>	<b>1,002.71</b>	<b>68.88</b>	<b>75.48</b>	<b>-</b>	<b>144.35</b>	<b>858.36</b>	<b>391.37</b>
<b>Capital Work-in Progress#</b>	<b>-</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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**NOTE 11**

Annexure-XIV

**Property, Plant & Equipment & Intangible Assets**

Amount (Rs. In Lakhs)

Particulars	As on 31.03.2022				DEPRECIATION			NET BLOCK		
	GROSS BLOCK			As at	As at	For the year	Adjustment	As at	As at	As at
	As at 01.04.2021	Additions	Disposal	As at 31.03.2022	As at 01.04.2021			As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
<b>Property, Plant &amp; Equipment</b>										
Motor Vehicles	10.86	93.18	-	104.04	2.62	12.99	-	15.61	88.43	8.25
Office Equipments	10.93	20.17	-	31.10	2.69	7.49	-	10.17	20.92	8.24
Furniture and Fixture	11.35	36.74	-	48.09	2.19	7.67	-	9.85	38.23	9.16
Computer and Data Processing units	2.71	6.42	-	9.13	0.98	2.09	-	3.07	6.06	1.73
Plant and Machinery	61.35	36.12	-	97.47	7.60	12.67	-	20.27	77.19	53.75
Building	88.21	1.98	-	90.19	1.02	8.88	-	9.90	80.30	87.19
Land	80.23	-	-	80.23	-	-	-	-	80.23	80.23
<b>Total</b>	<b>265.64</b>	<b>194.61</b>	<b>-</b>	<b>460.25</b>	<b>17.09</b>	<b>51.79</b>	<b>-</b>	<b>68.88</b>	<b>391.37</b>	<b>248.55</b>
Capital Work-in Progress#	-	-	-	-	-	-	-	-	-	-

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**ANNEXURE TO NOTE: 1.7**

**EMPLOYEE BENEFITS**

**I. Defined contribution plans**

The Company has classified the various benefits provided to employees as under:

- a. Employee State Insurance Fund
- b. Employee Provident Fund

The expense recognised during the period towards defined contribution plan -

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	For the year ended 30.06.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
Employers Contribution to Employee Provident Fund	1.74	4.69	3.47	1.66
Employers Contribution to Employee ESI	0.48	1.02	0.57	0.62

**II. Defined benefit plans**

Gratuity

The Company should provide for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service, subject to a payment ceiling of INR 20,00,000/-.

The Company also contributes in an benefit plan of Life Insurance Corporation of India which provides certain benefits as mentioned in the policy documents entered into by the company dated 29th March 2024 vide policy number 104006623 and is funded in a manner such that contributions are set at a level that is expected to be sufficient to pay the benefits falling due in the same period.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

Defined benefit plans	For the year ended 30.06.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
	Gratuity (Funded)	Gratuity (Unfunded)	Gratuity (Unfunded)	Gratuity (Unfunded)
<b>I Expenses recognised in statement of profit and loss during the year:</b>				
Current service cost	7,637	1,33,115	4,574	5,449
Past service cost	-	-	-	-
Expected return on plan assets	-	-	-	-
Net interest cost / (income) on the net defined benefit liability / (asset)	3,126	920	781	270
Immediate Recognition of (Gain)/Losses	4,62,990	31,982	-3,457	1,062
Loss (gain) on curtailments	-	-	-	-
<b>Total expenses included in Employee benefit expenses</b>	<b>4,73,753</b>	<b>1,66,017</b>	<b>1,898</b>	<b>6,781</b>
<b>Discount Rate as per para 78 of AS 15 R (2005)</b>				
<b>II Net asset /(liability) recognised as at balance sheet date:</b>				
Present value of defined benefit obligation				
Fair value of plan assets	1,33,752	-	-	-
<b>Funded status [surplus/(deficit)]</b>	<b>1,33,752</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>III Movements in present value of defined benefit obligation</b>				
Present value of defined benefit obligation at the beginning of the year	1,78,616	12,599	10,701	3,920
Current service cost	7,637	1,33,115	4,574	5,449
Past service cost	-	-	-	-
Interest cost	3,126	920	781	270
Actuarial (gains) / loss	4,62,990	31,982	-3,457	1,062
Benefits paid	-	-	-	-
<b>Present value of defined benefit obligation at the end of the year</b>	<b>6,52,370</b>	<b>1,78,616</b>	<b>12,599</b>	<b>10,701</b>
<b>Classification</b>				
Current liability	39,024	9,611	350	290
Non-current liability	6,13,345	1,69,005	12,249	10,412

**IV Sensitivity analysis method**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated.



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**V Actuarial assumptions:**

Particulars		For the year	For the year	For the year	For the year
		period 30.06.2024	ended 31.03.2024	ended 31.03.2023	ended 31.03.2022
Expected Return on Plan Assets		7.00%	NA	NA	NA
Discount rate		7.00%	7.00%	7.30%	7.30%
Expected rate of salary increase		9.00%	9.00%	9.00%	9.00%
Retirement age		60 Years	60 Years	60 Years	60 Years
<b>Mortality Rate During Employment</b>					
<b>Age (in Years)</b>		<b>30-06-2024</b>	<b>31-03-2024</b>	<b>31-03-2023</b>	<b>31-03-2022</b>
20		0.092%	0.092%	0.092%	0.092%
30		0.098%	0.098%	0.098%	0.098%
40		0.168%	0.168%	0.168%	0.168%
50		0.444%	0.444%	0.444%	0.444%
60		1.116%	1.116%	1.116%	1.116%

Notes:

- a. The rate used to discount post-employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds.
- b. The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**Annexure To Note: 1.14**

**Foreign Currency Transactions**

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	Currency	For the year ended 30.06.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
<b>Expense in Foreign Currency</b>					
Foreign Travel Expenses	USD	0.03	0.18	0.24	-
Foreign Travel Expenses	INR	2.13	14.73	18.82	-
Membership Fees	USD	0.15	-	0.19	-
Membership Fees	INR	12.76	-	16.02	-
Commission	USD	0.00	-	-	-
Commission	INR	0.36	-	-	-
Salary	USD	0.03	-	-	-
Salary	INR	3.17	-	-	-
<b>Income in Foreign Currency</b>					
Export Sales	USD	2.15	18.60	19.67	14.68
Export Sales	INR	178.23	1,524.85	1,553.01	1,083.23

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**STATEMENT OF PRINCIPAL TERMS OF LOANS AND ASSETS CHARGED AS SECURITY**

Name of Lender/Fund	Nature of Facility	Date of Issue/Sanction	Sanctioned Amount (In Lakhs Rs.)	Securities offered	Re-Payment Period	Rate of Interest	Outstanding amount (In Lakhs Rs.) as on (as per Books)	Outstanding amount (In Lakhs Rs.) as on (as per Books)	Outstanding amount (In Lakhs Rs.) as on (as per Books)	Outstanding amount (In Lakhs Rs.) as on (as per Books)
							30-06-2024	31-03-2024	31-03-2023	31-03-2022
<b>4.1. Long term Borrowings:</b>										
<b>SECURED LOANS</b>										
HDFC Bank Ltd	Vehicle Loans	26-10-2021	46.07	MERCEDES GLA 220	84 Months	7.10%	-	-	38.96	44.35
HDFC Bank Ltd	Vehicle Loans	13-08-2021	15.07	Tata Motors Nexon EV (RJ45CR4123)	60 Months	7.50%	7.22	7.99	10.89	13.59
SBI Ltd	Vehicle Loans	23-03-2022	20.90	Commercial Vehicle IZUZU VCROSS 4 x 4 MTZ	84 Months	7.60%	-	-	18.42	20.94
HDFC Bank Ltd	Commercial Vehicle Loan	16-01-2024	5.50	Tata Ultra (RJ14GR0472) Truck	59 Months	8.52%	5.12	5.35	-	-
HDFC Bank Ltd	Commercial Vehicle Loan	11-07-2023	20.50	Tata Motors 1815 LPT (RJ 14 GQ 4579)	60 Months	9.01%	17.40	18.27	-	-
HDFC Bank Ltd	Commercial Vehicle Loan	26-07-2023	3.50	Tata Motors 1815 LPT (RJ 14 GQ 4579) Body	59 Months	9.01%	3.01	3.16	-	-
HDFC Bank Ltd	Commercial Vehicle Loan	26-12-2023	24.00	Tata Ultra (RJ14GR0472) Truck Body	60 Months	8.81%	22.71	23.68	-	-
SBI Ltd	Vehicle Loans	31-07-2023	26.29	Tata Safari-XZA Plus (RJ-14-UK-4123)	60 Months	8.80%	22.67	23.78	-	-
Mercedes-Benz Financial Services India Pvt Ltd	Vehicle Loans	29-10-2023	50.00	Mercedec Benz GLC220d4M (RRPI 0800)	48 Months	8.58%	43.73	46.45	-	-
SBI Ltd	Business Term Loan	26-03-2024	1,000.00	<i>Refer Note 1</i>	97 Months	EBR/MCLR + 1.75%	777.73	148.50	-	-
SBI Ltd	Business Term Loan	26-03-2024	280.00		76 Months	EBR/MCLR + 1.75%	203.80	214.22	262.29	-
SBI Ltd	Business Term Loan	26-03-2024	150.00		72 Months	EBR/MCLR + 1.75%	117.95	123.22	149.60	-
HDFC Bank Ltd	Commercial Vehicle Loan	10-04-2024	10.09	Tata Yodhaa (RJ 41 GA 7677)	60 Months	9.11%	9.82	-	-	-
HDFC Bank Ltd	Vehicle Loan	10-06-2024	28.63	Tata Harrier SUV (RJ 60 CC 4123)	39 Months	9.05%	28.63	-	-	-
HDFC Bank Ltd	Vehicle Loan	04-04-2024	20.26	BYD ATTO 3 (RJ 60 CA 4123)	39 Months	9.10%	19.36	-	-	-
<b>Total Secured Loans</b>							<b>1,279.15</b>	<b>614.62</b>	<b>480.16</b>	<b>78.88</b>

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Name of Lender/Fund	Nature of Facility	Date of Issue/Sanction	Sanctioned Amount (In Lakhs Rs.)	Securities offered	Re-Payment Period	Rate of Interest	Outstanding amount (In Lakhs Rs.) as on (as per Books)	Outstanding amount (In Lakhs Rs.) as on (as per Books)	Outstanding amount (In Lakhs Rs.) as on (as per Books)	Outstanding amount (In Lakhs Rs.) as on (as per Books)
							30-06-2024	31-03-2024	31-03-2023	31-03-2022
<b>UNSECURED LOANS</b>										
Axis Bank Ltd	Business Term Loan	02-07-2020	6.05	Unsecured	39 Months	17.00%	-	-	-	2.13
IDFC First Bank Ltd	Business Term Loan	02-07-2020	11.76	Unsecured	36 Months	19.00%	-	-	-	3.23
Axis Bank Ltd	Business Term Loan	16-03-2021	30.00	Unsecured	36 Months	16.00%	-	-	40.53	21.40
Tata Capital Financial Services Ltd	Business Term Loan	23-03-2021	15.10	Unsecured	36 Months	17.50%	-	-	6.99	14.97
ICICI Bank Ltd	Business Term Loan	20-03-2021	15.05	Unsecured	36 Months	16.00%	-	-	6.35	11.26
Rajasthan State Industrial development & Investment Corporation Ltd	Business Term Loan	18-11-2020	55.93	Unsecured	30 Months	12.00%	-	-	8.14	29.47
Aditya Birla Finance Ltd	Business Term Loan	21-08-2023	30.00	Unsecured	36 Months	16.00%	23.05	25.23	-	-
Bajaj Finance Ltd	Business Term Loan	28-07-2023	14.67	Unsecured	36 Months	17.05%	11.33	12.39	-	-
Fedbank Financial Limited	Business Term Loan	27-07-2023	30.15	Unsecured	36 Months	16.30%	23.19	25.37	-	-
Kisersu Saison Finance (India) Private Limited	Business Term Loan	21-07-2023	45.90	Unsecured	24 Months	15.50%	28.48	33.94	-	-
Kotak Mahindra Bank Ltd	Business Term Loan	29-07-2023	35.00	Unsecured	36 Months	16.78%	26.85	29.42	-	-
Axis Bank Ltd	Business Term Loan	01-08-2023	75.00	Unsecured	36 Months	15.00%	50.98	60.78	-	-
Bajaj Finance Ltd	Business Term Loan	20-03-2021	20.54	Unsecured	72 Months	17.00%	19.65	20.24	20.54	20.54
HDFC Bank Ltd	Business Term Loan	30-07-2022	25.00	Unsecured	36 Months	14.55%	11.03	13.16	20.95	-
ICICI Bank Ltd	Business Term Loan	31-07-2023	25.00	Unsecured	36 Months	15.50%	18.34	21.06	-	-
Indusind Bank Ltd	Business Term Loan	31-08-2023	50.00	Unsecured	25 Months	16.31%	31.97	37.63	-	-
L&T Finance Ltd	Business Term Loan	25-08-2023	34.70	Unsecured	36 Months	17.50%	26.70	29.18	-	-
RBL Bank Ltd	Business Term Loan	22-03-2021	16.05	Unsecured	36 Months	16.75%	-	0.57	6.74	11.70

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**STATEMENT OF PRINCIPAL TERMS OF LOANS AND ASSETS CHARGED AS SECURITY**

Name of Lender/Fund	Nature of Facility	Date of Issue/Sanction	Sanctioned Amount (In Lakhs Rs.)	Securities offered	Re-Payment Period	Rate of Interest	Outstanding amount (In Lakhs Rs.) as on (as per Books)	Outstanding amount (In Lakhs Rs.) as on (as per Books)	Outstanding amount (In Lakhs Rs.) as on (as per Books)	Outstanding amount (In Lakhs Rs.) as on (as per Books)
							30-06-2024	31-03-2024	31-03-2023	31-03-2022
Shriram Finance Ltd	Business Term Loan	28-07-2023	50.00	Unsecured	36 Months	16.00%	38.56	42.20	-	-
Tata Capital Financial Services Ltd	Business Term Loan	28-07-2023	35.00	Unsecured	36 Months	16.05%	35.00	35.00	-	-
Yes Bank Ltd	Business Term Loan	25-07-2023	50.00	Unsecured	36 Months	15.25%	38.31	41.97	-	-
Moneywise Financial Services Pvt Ltd	Business Term Loan	02-08-2023	35.16	Unsecured	36 Months	16.00%	27.04	29.58	-	-
Poonawalla Fincorp Ltd	Business Term Loan	20-07-2023	30.24	Unsecured	36 Months	16.00%	23.23	25.43	-	-
Urgo Capital Ltd	Business Term Loan	27-07-2023	35.10	Unsecured	36 Months	16.53%	26.98	29.54	-	-
Unity Small Finance Bank Limited	Business Term Loan	01-08-2023	40.80	Unsecured	36 Months	16.00%	31.34	34.31	-	-
<b>Total Unsecured Loans</b>							<b>492.01</b>	<b>547.00</b>	<b>110.24</b>	<b>114.69</b>
<b>UNSECURED LOANS</b>										
<b>From Directors &amp; Related parties:</b>										
Krishana Sharma							-	-	9.80	-
Monika Sharma							-	-	3.00	-
Ravi Sothiya							-	-	8.22	-
Sunil Kumar Sharma							10.00	-	43.90	14.99
Sunil Kumar Sharma HUF							-	-	-	1.50
Sushila Sharma Loan							-	-	-	16.99
Kailash Narayan Sharma							40.00			
Vishnu Kumar Sharma							-			
<b>Total Loan from Directors and Related Parties</b>							<b>50.00</b>	<b>-</b>	<b>64.92</b>	<b>33.48</b>
Less: Amount of current maturities disclosed under the head "Short Term Borrowings"							374.35	313.45	206.72	76.54
<b>TOTAL LONG TERM BORROWINGS</b>							<b>1,446.80</b>	<b>848.17</b>	<b>448.60</b>	<b>150.51</b>

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**STATEMENT OF PRINCIPAL TERMS OF LOANS AND ASSETS CHARGED AS SECURITY**

Name of Lender/Fund	Nature of Facility	Date of Issue/Sanction	Sanctioned Amount (In Lakhs Rs.)	Securities offered	Re-Payment Period	Rate of Interest	Outstanding amount (In Lakhs Rs.) as on (as per Books)	Outstanding amount (In Lakhs Rs.) as on (as per Books)	Outstanding amount (In Lakhs Rs.) as on (as per Books)	Outstanding amount (In Lakhs Rs.) as on (as per Books)
							30-06-2024	31-03-2024	31-03-2023	31-03-2022
<b>6.1. Short term Borrowings:</b>										
<b>Secured Loan Cash Credit/Working Capital Loans</b>										
SBI Ltd	Export Pacing Credit Facility	18-11-2022	130.00	Hypothecation Stock , Book Debts and other currents Assets & immovable property	12 Months Recurring	4.88%	-	-	130.53	-
SBI Ltd	Credit Limit	03-03-2023	95.00	Hypothecation Stock , Book Debts and other currents Assets & immovable property	12 Months Recurring	5.79%	-	-	95.60	-
SBI Ltd	EPC Loan Facility	26-03-2024	990.00	<i>Refer Note 1</i>	12 Months Renewal	180 Days T Bill Rate + 1.15%	328.21	323.37	190.48	225.26
SBI Ltd	Working Capital Facility	26-03-2024	600.00		12 Months Renewal	EBR/MCLR + 1.75%	459.94	345.88	102.83	113.67
							<b>788.14</b>	<b>669.24</b>	<b>519.44</b>	<b>338.93</b>
Add: Current maturities of Long term borrowings							374.35	313.45	206.72	76.55
<b>TOTAL SHORT TERM BORROWINGS</b>							<b>1,162.50</b>	<b>982.69</b>	<b>726.16</b>	<b>415.48</b>

**Note 1**

**Primary Security**

Hypothecation of Plant & Machinery fixed assets lying in premises in the name of M/s OAN INDUSTRIES PVT LTD or elsewhere, present & future.

**Collateral Security**

1. Residential Building Bearing Survey Number P- 134, Malhotra Nagar Behind Vidhyadhar Nagar Stadium, Jaipur, 302039 (Urban) , Admeasuring Total Area 193.44 sq Yards. Owner: Mr. Dhanna Lal Kailash Narayan Sharma
2. Residential Building Bearing Survey Number Situated At Plot No 113, Shree Balaji Dham, Village Rajawas, Sikar Road Jaipur, 302013, (Urban), Admeasuring Total Area 166.67 sq Yards Owner: Kailash Narayan Sharma.
3. Factory Land & Buildings Bearing Survey Number , F 200 C, Manda Industrial Area, Phase 1 Chomu, Dist Jaipur, Rajasthan, 303702, (Semi Urban), Admeasuring Total Area 1950 sq Mtr Owner: Oan Industries Pvt Ltd,
4. Factory Land & Buildings Bearing Survey No D-289, Industrial Area Manda Phase -11 Chomu, Jaipur 303702 (Semi Urban) Admeasuring Total Area 4520 S Meters Owner: Mr. Sunil Kumar Sharma
5. Factory Land & Buildings Bearing Survey Number : F 200 D), Situated At Plot F200-(D) Manda Industrial Area, Phase 1 Chomu, Dist Jaipur, Jaipur, Rajasthan, (Semi Urban), 303702, Admeasuring Total Area 1950 sq Mtr Owner: Oan Industries Pvt Ltd

**Third Party Guarantee**

1. Sunil Kumar Sharma
2. Vishu Kumar Sharma
3. Dhanna Lal Sharma
4. Kailash Sharma
5. Sunil Sharma
6. Narayan Kumar

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**STATEMENT OF RELATED PARTY TRANSACTIONS**

**NOTE 1.20 : Related Party Disclosures**

Annexure-XXX

**A. List of Related parties**

**Name**

**Key Mangerial Personnel**

Sunil Kumar Sharma  
Vishnu Kumar Sharma  
Ravi Soothiya (Date of Appointment 10/05/2024)  
Vaibhav Dadhich (Date of Resignation 12/09/2024)  
Komal Sharma (Date of Appointment 26/08/2024)  
Bharat Khaniwal (Date of Appointment 25/09/2024)

**Relative of Key Mangerial Personnel**

Kailash Narayan Sharma  
Asha Mehta  
Krishna Sharma  
Monika Sharma  
Sushila Sharma

**KMP Interest Concerns**

OAN Chemicals Private Limited  
OAN Foods Private Limited  
OAN Logistics Private Limited  
Sunil Kumar Sharma HUF

**AS ON 30.06.2024**

<b>A. Transactions with Related Parties during the period</b>			
<b>Nature of Transactions</b>	<b>Amount</b>	<b>Name of Related Party</b>	<b>Relation</b>
Director Remuneration	6.00	Sunil Kumar Sharma	KMP
Director Remuneration	1.80	Vishnu Kumar Sharma	KMP
Director Remuneration	1.65	Ravi Soothiya	KMP
Salary Paid	1.80	Vaibhav Dadhich	KMP
Salary Paid	1.31	Komal Sharma	KMP
Expense Reimbursed	1.53	Ravi Soothiya	KMP
Expense Reimbursed	17.21	Sunil Kumar Sharma	KMP
Loan Given	3.50	Sunil Kumar Sharma HUF	KMP Interest Concerns
Loan Received	10.00	Sunil Kumar Sharma	KMP
Loan Received	40.00	Kailash Narayan Sharma	Relative of KMP
Loan Repayment Received	3.50	Sunil Kumar Sharma HUF	KMP Interest Concerns
Loan Repayment Received	0.15	Vaibhav Dadhich	KMP
<b>B. Outstanding Balances</b>			
<b>Particulars</b>	<b>Amount</b>	<b>Name of Related Party</b>	<b>Relation</b>
Loan from Related Parties	10.00	Sunil Kumar Sharma	KMP
Loan from Related Parties	40.00	Kailash Narayan Sharma	Relative of KMP
Loan to Related Parties	0.51	Vaibhav Dadhich	KMP
Receivable for Sale of Shares of OAN Logistics Pvt Ltd	9.10	Sunil Kumar Sharma	KMP
Receivable for Sale of Shares of OAN Logistics Pvt Ltd	0.40	Vishnu Kumar Sharma	KMP



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**STATEMENT OF RELATED PARTY TRANSACTIONS**

**AS ON 31.03.2023**

<b>A. Transactions with Related Parties during the period</b>			
<b>Nature of Transactions</b>	<b>Amount</b>	<b>Name of Related Party</b>	<b>Relation</b>
Director Remuneration	24.60	Sunil Kumar Sharma	KMP
Director Remuneration	7.35	Vishnu Kumar Sharma	KMP
Salary	3.87	Ravi Soothiya	KMP
Salary	2.39	Kailash Narayan Sharma	Relative of KMP
Expense Reimbursed	49.14	Sunil Kumar Sharma	KMP
Loan taken	9.00	Sunil Kumar Sharma HUF	KMP Interest Concern
Loan taken	9.80	Krishana Sharma	Relative of KMP
Loan taken	8.22	Ravi Soothiya	KMP
Loan taken	3.00	Monika Sharma	Relative of KMP
Loan taken	64.80	Sunil Kumar Sharma	KMP
Loan repaid	21.83	Sunil Kumar Sharma	KMP
Loan repaid	10.50	Sunil Kumar Sharma HUF	KMP Interest Concern
Loan repaid	16.99	Sushila Sharma	Relative of KMP
Loan Given	6.39	Sunil Kumar Sharma HUF	KMP Interest Concern
Loan Given	1.52	OAN Chemicals Private Limited	KMP Interest Concern
Loan Repayment Received	7.48	OAN Foods Private Limited	KMP Interest Concern
Loan converted into Equity	60.00	Sunil Kumar Sharma	KMP
<b>B. Outstanding Balances</b>			
<b>Particulars</b>	<b>Amount</b>	<b>Name of Related Party</b>	<b>Relation</b>
Loan from Directors	43.90	Sunil Kumar Sharma	KMP
Loan from Related Parties	3.00	Monika Sharma	Relative of KMP
Loan from Related Parties	9.80	Krishana Sharma	Relative of KMP
Loan from Related Parties	8.22	Ravi Soothiya	KMP
Loan & Advances	5.98	Sunil Kumar Sharma HUF	KMP Interest Concern
Loan & Advances	3.19	OAN Chemicals Private Limited	KMP Interest Concern



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**STATEMENT OF RELATED PARTY TRANSACTIONS**

**AS ON 31.03.2022**

<b>A. Transactions with Related Parties during the year</b>			
<b>Nature of Transactions</b>	<b>Amount</b>	<b>Name of Related Party</b>	<b>Relation</b>
Director Remuneration	21.60	Sunil Kumar Sharma	KMP
Director Remuneration	2.58	Vishnu Kumar Sharma	KMP
Salary	5.08	Asha Mehta	Relative of KMP
Salary	5.77	Krishana Sharma	Relative of KMP
Salary	4.95	Monika Sharma	Relative of KMP
Salary	2.42	Ravi Soothiya	KMP
Expense Reimbursed	3.52	Ravi Soothiya	KMP
Expense Reimbursed	36.21	Sunil Kumar Sharma	KMP
Loan taken	4.00	Sunil Kumar Sharma HUF	KMP Interest Concern
Loan taken	33.22	Sunil Kumar Sharma	KMP
Loan repaid	31.34	Sunil Kumar Sharma	KMP
Loan repaid	2.50	Sunil Kumar Sharma HUF	KMP Interest Concern
Loan repaid	5.00	Monika Sharma	Relative of KMP
Loan repaid	0.01	Sushila Sharma	Relative of KMP
Loan Given	10.49	OAN Foods Private Limited	KMP Interest Concern
Loan Given	5.67	OAN Chemicals Private Limited	KMP Interest Concern
Loan Repayment Received	4.00	OAN Chemicals Private Limited	KMP Interest Concern
Loan converted into Equity	33.03	Sunil Kumar Sharma	KMP
<b>B. Outstanding Balances</b>			
<b>Particulars</b>	<b>Amount</b>	<b>Name of Related Party</b>	<b>Relation</b>
Loan from Related Parties	1.50	Sunil Kumar Sharma HUF	KMP Interest Concern
Loan from Directors	14.99	Sunil Kumar Sharma	KMP
Loan from Related Parties	16.99	Sushila Sharma	Relative of KMP
Loan & Advances	7.48	OAN Foods Private Limited	KMP Interest Concern
Loan & Advances	1.67	OAN Chemicals Private Limited	KMP Interest Concern

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**ADDITIONAL NOTES TO RESTATED FINANCIAL INFORMATION**

**NOTE 5.1- DEFERRED TAX**

(Rs. in Lakhs)

Particulars	Up to 30.06.2024	FY 2023-2024	FY 2022-2023	FY 2021-2022
WDV as per Companies Act, 2013	1,007.70	735.87	775.69	307.61
WDV as per Income Tax Act, 1961	827.84	776.98	778.50	319.83
Provision for Gratuity	4.74	1.79	0.13	0.11
<b>Differential Net Timing Difference [A]</b>	<b>184.60</b>	<b>(39.33)</b>	<b>(2.68)</b>	<b>(12.12)</b>
	48.00	(6.87)	(0.45)	(3.15)
<b>Opening</b>	<b>(6.87)</b>	<b>(0.45)</b>	<b>(3.15)</b>	<b>(1.19)</b>
<b>Deferred Taxes (Debited) / Credited to the Statement of Profit &amp; Loss</b>	<b>54.87</b>	<b>(6.42)</b>	<b>2.70</b>	<b>(1.96)</b>
<b>Closing DTA/(DTL)</b>	<b>48.00</b>	<b>(6.87)</b>	<b>(0.45)</b>	<b>(3.15)</b>

**NOTE 1.18 - BASIC AND DILUTED EARNINGS PER SHARE**

Particulars		Up to 30.06.2024	FY 2023-2024	FY 2022-2023	FY 2021-2022
Profit after Tax	Rs. In Lakhs	374.57	1,057.14	177.72	57.77
Present Number of equity shares	Nos.	26,32,912	26,00,000	16,00,000	10,00,000
Weighted average number of Equity shares (after bonus)	Nos.	78,09,765	74,68,805	66,25,688	59,42,256
Basic earnings per share	Rupees	4.80	14.15	2.68	0.97
Diluted Earning per Share	Rupees	4.80	14.15	2.68	0.97

**NOTE 1.19**

Medium Enterprises Development Act, 2006 and hence disclosures has been made only for the parties from whom the declaration has been received. In respect of other vendors from whom declaration has not been received disclosure has not been made for those which have not been received disclosure has not been made.

**NOTE 1.21**

Company is covered under section 135 of the Companies Act, 2013 and made contributions towards CSR activities.

1. The Company has incurred Rs. 15.60 lakhs till 30th September 2024 towards CSR activities.
2. The Company required to contribute upto Rs. 13.50 Lakhs towards CSR activities.
3. The Company has made contribution to the Radha Madhav Foundation having CSR registration number CSR00065380.

**For Mittal & Associates**  
**Chartered Accountants**  
**FRN: 106456 W**

Sd/-  
**CA Mukesh Kumar Sharma**  
**(Partner)**  
**Membership No. 134020**  
**UDIN : 24134020BKEIXN8088**

**Place : Mumbai**  
**Date : 28/10/2024**

**For & or behalf of Directors**

Sd/-  
**Sunil Kumar Sharma**  
**Managing**  
**Director**  
**DIN : 06910635**

Sd/-  
**Bharat Khaniwal**  
**Company Secretary**  
**& Compliance Officer**

**Place : Jaipur**  
**Date: 28/10/2024**

Sd/-  
**Vishnu Kumar Sharma**  
**Director**  
**DIN : 06910658**

Sd/-  
**Komal Sharma**  
**Chief Financial Officer**

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Annexure-XXXI

**Restated Statement of Adjustments to Audited Financial Statements**

Amount (Rs. In Lakhs)

**(i) Reconciliation of Restated Profit:**

The reconciliation of Profit after tax as per audited financial statements and the Profit after tax as per Restated financial statements is presented below. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit / loss of the company

Particulars	For the period ended 30 June'24	For the year ended 31st March'24	For the year ended 31st March'23	For the year ended 31st March'22
<b>Profit after tax as per audited/ re-audited financial statements</b>	372.70	1,060.02	177.92	56.57
<b>(i) Adjustments on account of change in accounting policies:</b>				
<b>(ii) Other material adjustments:</b>				
Foreign Exchange Gain/(Loss)	-	(1.32)	(0.46)	1.79
Written Off	-	-	(0.01)	-
Duty Drawback	-	-	0.34	-
Interest Income from Others	-	0.01	0.68	0.27
Gain/loss on Sale of Fixed Assets	-	0.76	-	-
Employee benefit expenses (Gratuity)	-	-	(0.02)	(0.07)
Misc. Expenses (Iskenderun Gübre Sanayii A.S)	-	(2.48)	-	-
Finance Cost (Sunil Kumar Sharma HUF)	-	(0.09)	-	(0.09)
Finance Cost (Bajaj OD)	-	-	-	(0.30)
Finance Cost (Tata Capital)	-	0.00	-	-
ECGC Preimum	-	(0.05)	-	-
Depreciaton	-	0.06	(1.10)	(0.17)
Prior period items	1.86	0.13	-	(0.04)
Income tax adjustments	-	0.23	(5.17)	5.26
Deferred tax adjustment	-	(0.13)	5.54	(5.46)
<b>(iii) Audit Qualifications:</b>				
<b>Restated profit after tax</b>	<b>374.57</b>	<b>1,057.14</b>	<b>177.72</b>	<b>57.77</b>

**(ii) Reconciliation of Restated Shareholders Funds:**

The reconciliation of Shareholder's funds as per audited financial statements and Shareholder's funds as per Restated financial statements is presented below. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on Shareholder's funds of the company.

Particulars	For the period ended 30 June'24	For the year ended 31st March'24	For the year ended 31st March'23	For the year ended 31st March'22
<b>Shareholder's funds as per Audited/ Re-audited financial statements</b>	2,078.28	1,609.47	449.46	211.54
<b>(i) Adjustments on account of change in accounting policies:</b>	-	-	-	-
<b>(ii) Differences carried over pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial</b>	(1.86)	1.01	1.21	-
<b>(iii) Differences pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial</b>	1.86	(2.88)	(0.20)	1.21
<b>(iv) Other material adjustments # :</b>				
<b>(v) Audit Qualifications:</b>	-	-	-	-
<b>Restated Shareholder's funds</b>	<b>2,078.28</b>	<b>1,607.61</b>	<b>450.47</b>	<b>212.74</b>

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*Annexure-XXXII*

**STATEMENT OF CAPITALISATION**

**Amount (Rs. In Lakhs)**

<b>Particulars</b>	<b>Pre-Offer</b>	<b>Post-Offer</b>
<b>Debt</b>		
- Short Term Debt	838.14	-
- Long Term Debt	1,771.16	-
<b>Total Debt</b>	<b>2,609.30</b>	<b>-</b>
<b>Shareholders' Fund (Equity)</b>		
- Share Capital	263.29	-
- Reserves & Surplus	1,814.99	-
- Less: Miscellaneous Expenses not W/off	-	-
<b>Total Shareholders' Fund (Equity)</b>	<b>2,078.28</b>	<b>-</b>
<b>Long Term Debt / Equity (In Ratio)</b>	0.85	-
<b>Total Debt / Equity (In Ratio)</b>	1.26	-

**Notes:-**

1. Short Term Debts represent which are expected to be paid/payable within 12 months and exclude installments of Term Loans repayable within 12 months.
2. Long Term Debts represent debts other than Short Term Debts as defined above but include installments of Term Loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 30/06/2024.
4. The post issue capitalization will be determined only after the completion of the allotment of Equity Shares.

<b>OAN INDUSTRIES LIMITED</b>				
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<b>OTHER FINANCIAL INFORMATION</b>				
<b>Annexure-XXXIII</b>				
<b>Amount (Rs. In Lakhs)</b>				
<b>Particulars</b>	<b>As at 30.06.2024</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Net Worth (A)	2,078.28	1,607.61	450.47	212.74
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	499.88	1,627.88	349.06	157.28
Restated Profit after tax	374.57	1,057.14	177.72	57.77
Add: Prior Period Item	-	-	-	(0.04)
Adjusted Profit after Tax(B)	374.57	1,057.14	177.72	57.74
Number of Equity Share outstanding as on the End of Year/Period (C)	26,32,912	26,00,000	16,00,000	10,00,000
Weighted average no of Equity shares as on the end of the period year(D)				
- Pre Bonus (D(i))	26,03,255	22,62,295	14,19,178	7,35,746
- Post Bonus (D(ii))	78,09,765	74,68,805	66,25,688	59,42,256
Face Value per Share	10.00	10.00	10.00	10.00
Restated Basic & Diluted Earnings Per Share (In Rs.) (B/D)				
- Pre Bonus (B/D(i))	14.39	46.73	12.52	7.85
- Post Bonus (B/D(ii))	4.80	14.15	2.68	0.97
Return on Net worth (%) (B/A)	18.02%	65.76%	39.45%	27.16%
Net asset value per share (A/D(i)) (Pre Bonus) (In Rs.)	79.83	71.06	31.74	28.92
Net asset value per share (A/D(ii)) (Post Bonus) (In Rs.)	26.61	21.52	6.80	3.58
<b>Notes:-</b>				
1. The ratios have been Computed as per the following formulas				
(i) Basic Earnings per Share				
	Restated Profit after Tax available to equity shareholders			
	Weighted average number of equity shares outstanding at the end of the year / period			
(ii) Net Asset Value (NAV) per Equity Share				
	Restated Net Worth of Equity Share Holders			
	Number of equity shares outstanding at the end of the year / period			
(iii) Return on Net worth (%)				
	Restated Profit after Tax available to equity shareholders			
	Restated Net Worth of Equity Share Holders			
2. EBITDA represents Earnings (or Profit/ (Loss)) before Finance Costs, Income Taxes, and Depreciation and Amortization Expenses. Extraordinary and Exceptional Items have been considered in the calculation of EBITDA as they were expense items.				
3. Net Profit as restated, as appearing in the Statement of Profit and Losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the Restated Financial Information of the Company.				
4. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earning per Share", issued by the Institute of Chartered Accountants of India.				
5. Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.				
6. The company issued 54,74,000 Equity Shares of Rs. 10/- each as bonus shares in the ratio of 2:1 (i.e. 2 (Two) Fully paid Bonus Shares of Rs.10/- each will be allotted against the holding of 1 (One) equity shares of the Company) vide EGM resolution passed on 28th September, 2024 and allotted on 29th September, 2024. The effect of bonus shares are considered for calculation of EPS.				

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<b>RESTATED STATEMENT OF TAX SHELTER</b>				
				<b>Annexure-XXXIV</b>
				<b>Amount (Rs. In Lakhs)</b>
<b>Particulars</b>	<b>As at 30.06.2024</b>	<b>As at 31.03.2024</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Net Profit/(Loss) before taxes (A)	412.07	1,289.08	210.09	78.59
Tax Rate Applicable %	27.82%	26.00%	26.00%	26.00%
Minimum Alternate Taxes (MAT)	16.69%	17.47%	16.69%	15.60%
<b>Adjustments</b>				
Add: Depreciation as per Companies act	42.03	172.98	75.48	51.79
Add: Loss on sale of fixed assets	-	-	-	-
Add: Gratuity provision	4.74	1.66	0.02	0.07
Add: Disallowance under Income Tax Act, 1961	-	7.63	4.69	2.11
Less: Taxable under other heads of income	-	-	-	-
Less: Depreciation as per Income Tax Act, 1961	126.82	123.94	84.50	38.50
Less: Deductions under Income Tax Act, 1961				
Less : Deffered Tax Credit Adjuted for computation of Tax under 115JB of Income Tax Act				
<b>Net Adjustments(B)</b>	<b>(80.05)</b>	<b>58.32</b>	<b>(4.32)</b>	<b>15.47</b>
<b>Business Income (A+B)</b>	<b>332.02</b>	<b>1,347.41</b>	<b>205.77</b>	<b>94.06</b>
Income from Capital Gains				
Sale Consideration	-	-	-	-
Less: Cost of Acquisition	-	-	-	-
Long/ Short Term Capital Gain	-	-	-	-
Less: Brought Forward Capital Gain	-	-	-	-
Income from Other Sources (Interest Income)	-	-	-	-
Interest on Income Tax Refund	-	-	-	-
Interest on security Deposit	-	-	-	-
Damages and claims received	-	-	-	-
Gross Total/ Taxable Income	332.02	1,347.41	205.77	94.06
Less: Deductions U/S 80IAC	-	1,347.41	205.77	-
<b>Net Total/ Taxable Income</b>	<b>332.02</b>	<b>-</b>	<b>-</b>	<b>94.06</b>
Tax Payable as per Normal Rate	92.37	-	-	24.45
Tax Payable as per Special Rate:	-	-	-	-
Interest payable on above	-	-	-	-
Tax as per Income Tax (C)	92.37	-	-	24.45
Adjusted Book Profits for Computation of MAT U/s 115JB				
Tax Payable as per Minimum Alternate Tax U/S 115 JB of the Income Tax Act,1961	69.57	225.52	35.07	12.27
Interest Payable on above	-	-	-	-
Tax as per MAT (D)	69.57	225.52	35.07	12.27
<b>Net Tax (Higher of C &amp; D)</b>	<b>92.37</b>	<b>225.52</b>	<b>35.07</b>	<b>24.45</b>
<b>Current tax as per restated Statement of Profit &amp; Loss</b>	<b>92.37</b>	<b>225.52</b>	<b>35.07</b>	<b>24.45</b>

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**RESTATED STATEMENT OF CONTINGENT LIABILITIES**

Annexure-XXXV

Amount (Rs. In Lakhs)

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Claims against the company not acknowledged as Debts	Unascertainable	Unascertainable	Unascertainable	Unascertainable
Income Tax demand due to disallowance of 80IAC deduction by CPC.	25.49	25.49	-	-
TDS Demand	-	-	-	-
<b>Total</b>	<b>25.49</b>	<b>25.49</b>	<b>-</b>	<b>-</b>

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**Restated Statement of Accounting Ratios**

**Annexure-XXXVI**

**Amount (Rs. In Lakhs)**

Particulars	As at 30.06.2024	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
Current Assets [A]	3,511.89	2,912.46	1,002.59	530.07
Current Liabilities [B]	1,959.44	1,513.83	977.48	563.35
Current Ratio [A/B]	1.79	1.92	1.03	0.94
Debt [A]	2,609.30	1,830.86	1,174.76	565.99
Equity [B]	2,078.28	1,607.61	450.47	212.74
Debt - Equity Ratio [A / B]	1.26	1.14	2.61	2.66
Earnings available for debt service [A]	502.06	1,646.96	369.70	176.31
Debt Service [B]	422.31	467.58	279.17	114.68
Debt - Service Coverage Ratio [A / B]	1.19	3.52	1.32	1.54
Net Profit after Tax [A]	374.57	1,057.14	177.72	57.77
Shareholder's Equity [B]	2,078.28	1,607.61	450.47	212.74
Return on Equity Ratio (%) [A / B]	18.02%	65.76%	39.45%	27.16%
Cost of Goods Sold [A]	2,158.06	7,441.55	2,205.19	797.54
Inventory [B]	2,184.21	1,791.47	542.45	253.87
Inventory Turnover Ratio [A / B]	0.99	4.15	4.07	3.14
Net Sales [A]	2,796.52	9,594.76	2,983.25	1,288.52
Trade Receivables [B]	590.26	327.74	339.88	122.40
Trade Receivables Turnover Ratio [A / B]	4.74	29.28	8.78	10.53
Net Purchase [A]	2,571.64	8,879.32	2,553.11	1,039.41
Trade Payables [B]	409.57	256.73	186.54	118.48
Trade Payables Turnover Ratio [A / B]	6.28	34.59	13.69	8.77
Net Sales [A]	2,796.52	9,594.76	2,983.25	1,288.52
Current Assets	3,511.89	2,912.46	1,002.59	530.07
Current Liabilities	1,959.44	1,513.83	977.48	563.35
Working Capital [B]	1,552.45	1,398.63	25.11	(33.29)
Working Capital Turnover Ratio [A / B]	1.80	6.86	118.79	(38.71)
Net Profit [A]	374.57	1,057.14	177.72	57.77
Net Sales [B]	2,796.52	9,594.76	2,983.25	1,288.52
Net Profit Ratio (%) [A / B]	13.39%	11.02%	5.96%	4.48%
Earning before interest and taxes [A]	457.84	1,454.90	273.59	105.49
Capital Employed [B]	3,475.08	2,455.78	899.07	363.26
Capital Employed = Total Equity + Long term Debt				
Return on Capital Employed (%) [A / B]	13.18%	59.24%	30.43%	29.04%
Net Return on Investment [A]	-	-	-	-
Cost of Investment [B]	31.57	30.16	11.19	5.43
Return on Investment [A / B]	0.00%	0.00%	0.00%	0.00%



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**Restated Statement of Accounting Ratios**

**Annexure-XXXVI**

Notes:

1. Current ratio Increased by 87.57% in F.Y. 2023-24 as compared to F.Y. 2022-23 due to decrease in Current Liability for the F.Y. 2022-23, Current ratio for the period June 30, 2024 is 1.80
2. Debt Equity ratio decreased by 56.33% in F.Y. 2023-24 as compared to F.Y. 2022-23 due to increase in Equity capital and Reserve and Surplus for the F.Y. 2023-24, Debt Equity ratio as on June 30, 2024 is 1.25.
3. Debt Service coverage ratio increased by 165.97% in F.Y. 2023-24 as compared to F.Y. 2022-23 due to increase in EBITDA for current financial year, Debt Service coverage ratio for June 30, 2024 is 1.19.
4. Return on Equity ratio increased by 66.68% in F.Y. 2023-24 as compared to F.Y. 2022-23 due to increase in PAT during the F.Y. 2023-24, Return on Equity ratio for June 30, 2024 is 18.02.
5. Inventory turnover ratio increased by 2.18% in F.Y. 2023-24 as compared to F.Y. 2022-23 due to increase in Cost of goods sold during the F.Y. 2022-23, Inventory Turnover ratio for June 30, 2024 is 0.99.
6. Trade Receivable turnover ratio increased by 233.53% in F.Y. 2023-24 as compared to F.Y. 2022-23 due to increase in Turnover for F.Y. 31.03.2024, Trade Receivable turnover ratio for June 30, 2024 is 4.74.
7. Trade Payable Turnover Ratio increased by 152.70% in F.Y. 2023-24 as compared to F.Y. 2022-23 due to increase in Turnover and decrease in Trade Payable as on 31.03.2024, Trade Payable Turnover Ratio for June 30, 2024 is 6.28.
8. Working capital turnover ratio decreased by 94.22% in F.Y. 2023-24 as compared to F.Y. 2022-23 due to increase in Turnover and decrease in working capital as on 31.03.2024, Working capital turnover ratio for June 30, 2024 is 1.80.
9. Net Profit ratio increased by 84.95% in F.Y. 2023-24 as compared to F.Y. 2022-23 due to mainly due to expansion of business, increase in revenue and disproportionate increase in employee benefit cost and other expenses, Net Profit ratio for June 30, 2024 is 13.39%.
10. Return on capital employed ratio increased by 94.69% in F.Y. 2023-24 as compared to F.Y. 2022-23 due to increase in Earnings before interest & taxes and decrease in long term borrowings for the year ended 31.03.2024, Return on capital employed ratio for June 30, 2024 is 13.18%.

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**Restated Statement of Accounting Ratios**

**Annexure-XXXVI**

**No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:**

- a) Crypto Currency or Virtual Currency
- b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- c) Registration of charges or satisfaction with Registrar of Companies
- d) Relating to borrowed funds
  - i) Wilful defaulter
  - ii) Utilisation of borrowed funds & share premium
  - iii) Borrowings obtained on the basis of security of current assets
  - iv) Discrepancy in utilisation of borrowings
  - v) Current maturity of long term borrowings

**DISCLOSURE OF TRANSACTIONS WITH STRUCK OFF COMPANIES**

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

**MATERIAL DEVELOPMENTS AFTER BALANCE SHEET DATE**

A. the Authorized Share Capital of the Company is increased from the existing ₹ 8,00,00,000 /- (Indian Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Share of ₹ 10/- (Indian Rupees Ten Only) each to ₹ 12,00,00,000 /- (Indian Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Share of ₹10/- (Indian Rupees Ten Only) each vide Board Resolution dated April 15, 2024 and vide Ordinary Resolution passed in the Extra General Meeting dated May 10, 2024.

B. The Paid Up capital of the Company was increased from 26,00,000 Equity Shares to 26,32,912 Equity Shares by allotment of 32,912 fully paid-up Equity Shares of the Company at a face value of Rs.10/- each (Rupee Ten only) and at a Premium of Rs. 282/- per share [i.e., Issue Price Rs. 292/- per Share] by way of Preferential Allotment vide Board Resolution dated June 21, 2024.

C. The Paid Up capital of the Company was increased from 26,32,912 Equity Shares to 26,88,772 Equity Shares by allotment of 55,860 fully paid-up Equity Shares of the Company at a face value of Rs.10/- each (Rupee Ten only) and at a Premium of Rs. 282/- per share [i.e., Issue Price Rs. 292/- per Share] by way of Preferential Allotment vide Board Resolution dated July 10, 2024.

D. The Paid Up capital of the Company was increased from 26,88,772 Equity Shares to 26,97,347 Equity Shares by allotment of 8,575 fully paid-up Equity Shares of the Company at a face value of Rs.10/- each (Rupee Ten only) and at a Premium of Rs. 282/- per share [i.e., Issue Price Rs. 292/- per Share] by way of Preferential Allotment vide Board Resolution dated July 19, 2024.

E. The Paid Up capital of the Company was increased from 26,97,347 Equity Shares to 27,37,000 Equity Shares by allotment of 39,653 fully paid-up Equity Shares of the Company at a face value of Rs.10/- each (Rupee Ten only) and at a Premium of Rs. 282/- per share [i.e., Issue Price Rs. 292/- per Share] by way of Preferential Allotment vide Board Resolution dated September 25, 2024.

F. The company issued 54,74,000 Equity Shares of Rs. 10/- each as bonus shares in the ratio of 2:1 (i.e. 2 (Two) Fully paid Bonus Shares of Rs.10/- each will be allotted against the holding of 1 (One) equity shares of the Company) vide EGM resolution passed on September 28, 2024 and allotted on September 29, 2024.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our Financial Statements as Restated which is included in this Draft Red Herring Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Financial Statements as Restated, for the period ended on June 30, 2024 and financial years ended on March 31, 2024, 2023 and 2022 including the related notes and reports, included in this Draft Red Herring Prospectus is prepared in accordance with requirements of the Companies Act, 2013 and restated in accordance with the SEBI (ICDR) Regulations, 2018, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited statutory financial statements. Accordingly, the degree to which our Financial Statements as Restated will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.*

*This discussion contains forward looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these Forward-Looking Statements as a result of certain factors such as those described under chapters titled "Risk Factors" and "Forward Looking Statements" beginning on pages 29 and 20, respectively of this Draft Red Herring Prospectus.*

*Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.*

We are a Speciality Chemicals (involving complex and differentiated chemistry) manufacturing Company providing tailor-made solutions in the Business-to-Business (B2B) sector. Our innovative and customisable solutions empower growth across various industries by providing cutting-edge additives that enhance the performance and efficiency of products like fertilizers, mining, phosphoric acid, and diverse plasticizer applications. As a speciality chemical manufacturer, our vision extends beyond mere production – we aim to drive industry advancement by “empowering innovation through speciality chemistry”, growth, and the establishment of new benchmarks.

We believe that maintaining a range of products in our business provides us with an opportunity to cater to the diverse needs of different customer segments. Further, we believe that we have experience resources, and a network that can be customized and leveraged to cater domestic and international markets. The Company is enhancing its product range as well as its client base so the dependency on a few customers for sale can be avoided.

For more details kindly refer our chapter titled “**Our Business**” on page 109 of this Draft Red Herring Prospectus.

### **Significant Developments Subsequent to The Last Financial Year**

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the previous twelve months except:

- The company converted its name from ‘OAN Industries Private Limited’ to ‘OAN Industries Limited’ vide resolution passed in its Board meeting dated April 25, 2024 and Extra ordinary general meeting dated May 29, 2024.
- The authorized share capital of the company is increased from the existing ₹ 8,00,00,000.00 divided into 80,00,000 equity share of ₹ 10.00 each to ₹ 12,00,00,000.00 divided into 1,20,00,000 equity share of Rs 10.00 (Indian rupees ten only) each vide board resolution dated April 15, 2024 and vide ordinary resolution passed in the extra ordinary general meeting dated May 10, 2024.
- The paid-up capital of the company was increased from 26,00,000 equity shares to 26,32,912 equity shares by allotment of 32,912 fully paid-up equity shares of the company at a face value of ₹ 10.00 each and at a premium of ₹ 282.00 per share [i.e., issue price ₹ 292.00 per share] by way of preferential allotment vide board resolution dated June 21, 2024.
- The paid-up capital of the company was increased from 26,32,912 equity shares to 26,88,772 equity shares by allotment of 55,860 fully paid-up equity shares of the company at a face value of ₹ 10.00 each and at a premium of ₹ 282.00 per share [i.e., issue price ₹ 292.00 per share] by way of preferential allotment vide board resolution dated July 10, 2024.

- The paid-up capital of the company was increased from 26,88,772 equity shares to 26,97,347 equity shares by allotment of 8,575 fully paid-up equity shares of the company at a face value of ₹ 10.00 each (Rupee Ten only) and at a premium of ₹ 282.00 per share [i.e., issue price ₹ 292.00 per share] by way of preferential allotment vide board resolution dated July 19, 2024.
- The paid-up capital of the Company was increased from 26,97,347 Equity Shares to 27,37,000 Equity Shares by allotment of 39,653 fully paid-up Equity Shares of the Company at a face value of ₹ 10.00 each (Rupee Ten only) and at a Premium of ₹ 282.00 per share [i.e., Issue Price ₹ 292.00 per Share] by way of Preferential Allotment vide Board Resolution dated September 25, 2024.
- The Company allotted 54,74,000 Bonus Equity Shares in the ratio of 2:1 (i.e. 2 (Two) Fully paid Bonus Shares of ₹ 10.00 each will be allotted against the holding of 1 (One) equity shares of the Company) vide resolution passed at the Board meeting dated September 29, 2024.
- The Board of our Company has approved to raise funds through initial public offering in the Board meeting held on August 08, 2024.
- The members of our Company approved proposal of Board of Directors to raise funds through initial public offering in the extra ordinary general meeting held on August 09, 2024.

### Factors Affecting Our Results of Operations

Our company's future results of operations could be affected potentially by the following factors:

1. Identifying Target Market
2. Continue improving financial performance through a focus on operational and functional efficiencies
3. Continue to add to product portfolio by introducing new products
4. Improving & maintaining functional efficiencies
5. First Order Success
6. Key Customer Relationship Building

Our business is subjected to various risks and uncertainties, including those discussed in the section titled '**Risk Factors**' beginning on page 29 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

### Key Performance Indicators of our Company

The following table set forth certain key performance indicators for the years indicated:

Key Financial Performance	(₹ in Lakhs)			
	Period ended on June 30, 2024	Financial Year ended on March 31, 2024	Financial Year ended on March 31, 2023	Financial Year ended on March 31, 2022
Revenue from Operations <sup>(1)</sup>	2,796.52	9,594.76	2,983.25	1,288.52
EBITDA <sup>(2)</sup>	499.88	1,627.88	349.06	157.28
EBITDA Margin <sup>(3)</sup>	17.88%	16.97%	11.70%	12.21%
PAT	374.57	1,057.14	177.72	57.77
PAT Margin <sup>(4)</sup>	13.39%	11.02%	5.96%	4.48%
Networth <sup>(5)</sup>	2,078.28	1,607.61	450.47	212.74
RoE % <sup>(6)</sup>	18.02%	65.76%	39.45%	27.16%
RoCE% <sup>(7)</sup>	13.18%	59.24%	30.43%	29.04%

#### Notes:

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

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income.

<sup>(3)</sup> 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.

<sup>(4)</sup> 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

<sup>(5)</sup> Networth means the aggregate value of the paid-up share capital and reserves and surplus of the company.

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Shareholder Equity

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long-term borrowings. Here, EBIT is calculated as Profit before tax + Interest Expenses – Other Income.

For further detail on Key Performance Indicators of our company, please refer Chapter Titled "**Basis of Issue Price**" on page 98 of this Draft Red Herring Prospectus.

## STATEMENT OF SIGNIFICANT POLICIES

### Corporate Information:

#### 1. Company Background

OAN Industries Limited (The Company) Formerly known as OAN Industries Private Limited is a public limited company domiciled in India and incorporated under the provision of the Companies Act, 2013. The Registered address of the company is 134, Malhotra Nagar, Jaipur, Rajasthan - 302013. The Company is engaged in the manufacturer of varied products for speciality chemicals for improving the quality of Fertilizers, The Mining Industry, Plasticizers and Phosphoric Acid. Its manufacturing facilities are located at F-200 (C) Phase-I, Manda Industrial Area, RIICO, Chomu, Jaipur, Rajasthan - 303712.

#### 1.1 Basis of preparation of financial statements

- a) The financial statements are prepared in accordance with Generally Accepted Accounting Principles (Indian GAAP) under the historical cost convention on accrual basis and on principles of going concern. The accounting policies are consistently applied by the Company.
- b) The financial statements are prepared to comply in all material respects with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and provisions of Companies Act, 2013.
- c) The preparation of the financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialize.

#### 1.2 Revenue Recognition

- a) The company generally follows the mercantile system of accounting and recognizes Income & Expenditure on accrual basis.
- b) Revenue is recognised to the extent that it is possible that, the economic benefits will flow to the company and the revenue can be reliably estimated and collectability is reasonably assured.
- c) Revenue from sale of goods are recognised when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.
- d) Revenue is measured on the basis of sale price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and service tax etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.
- e) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### 1.3 Property, Plant & Equipment and Intangible Assets & Depreciation

- a) Property, Plant and Equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition or construction of property, plant and equipment comprises its

purchase price including import duties and non-refundable purchase taxes after deducting trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use.

- b) Subsequent costs are included in the assets' carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the statement of profit and loss during the period in which they are incurred.
- c) Gains or losses that arise on disposal or retirement of an asset are measured as the difference between net disposal proceeds and the carrying value of property, plant and equipment and are recognised in the statement of profit and loss when the same is derecognised.
- d) Depreciation is calculated on pro rata basis on Written Down Value Method (WDV) based on estimated useful Life as prescribed under Part C of Schedule - II of the Companies Act, 2013. land is not depreciated.

#### **1.4 Impairment of Assets**

- a) The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which is determined by the present value of the estimated future cash flows.

#### **1.5 Investments**

- a) Investments classified as long-term investments are stated at cost. Provision is made to recognize any diminution other than temporary in the value of such investments. Current investments are carried at lower of cost and fair value.

#### **1.6 Inventories**

- a) Inventories consisting of Raw Materials, W-I-P and Finished Goods are valued at lower of cost and net realizable value unless otherwise stated. Cost of inventories comprises of material cost on FIFO basis and expenses incurred in bringing the inventories to their present location and condition.

#### **1.7 Employee Benefits**

- a) Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when an employee renders the related services.
- b) Provision for Gratuity has been considered as per Actuarial valuation report.
- c) Leave encashment to the employees are accounted for as & when the same is claimed by eligible employee

#### **1.8 Borrowing Costs**

- a) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.
- b) Other Borrowing costs are recognized as expense in the period in which they are incurred.

#### **1.9 Taxes on Income**

- a) Tax expense comprises of current tax and deferred tax.
- b) Current income tax is measured at the amount expected to be paid to the tax authorities, computed in accordance with the applicable tax rates and tax laws.
- c) Deferred Tax arising on account of "timing differences" and which are capable of reversal in one or more subsequent periods is recognized, using the tax rates and tax laws that are enacted or substantively enacted.

Deferred tax asset is recognized only to the extent there is reasonable certainty with respect to reversal of the same in future years as a matter of prudence.

### **1.10 Earning per share (EPS)**

- a) Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### **1.11 Prior Period Items**

- a) Prior Period and Extraordinary items and Changes in Accounting Policies having material impact on the financial affairs of the Company are disclosed in financial statements if any.

### **1.12 Provisions/Contingencies**

- a) Provision involving substantial degree of estimation in measurements is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
- b) Contingent Liabilities are shown by way of notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.
- c) A Contingent Asset is not recognized in the Accounts.

### **1.13 Segment Reporting**

- a) Business Segments :

Based on the guiding principles given in Accounting Standard 17 (AS - 17) on Segment Reporting issued by ICAI, the Company has only one reportable Business Segment which is engaged in business of manufacturing and selling of chemicals.

- b) Geographical Segments :

The Company activities / operations are confined to India and outside India as such there is only two geographical segment. Accordingly, the figures appearing in these financial statements relate to the Company's double geographical segment.

### **1.14 Foreign Currency Transactions**

- a) Foreign exchange transactions are recorded at the rate prevailing on the date of respective transaction. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction. Exchange differences arising on foreign exchange transactions settled during the year and on restatement as at the balance sheet date are recognized in the statement of profit and loss for the year.

### **1.15 Balance Confirmations**

- a) Balance of Debtors & Creditors & Loans & advances Taken & giving are subject to confirmation and subject to consequential adjustments, if any. Debtors & creditors balance has been shown separately and the advances received and paid from/to the parties is shown as advance from customer and advance to suppliers.

### **1.16 Regrouping**

- a) Previous years figures have been regrouped and reclassified wherever necessary to match with current year grouping and classification.

### **1.17 Pandemic (Covid-19) impact**

- a) The World Health Organization announced a global health emergency because of a new strain of coronavirus (“COVID-19”) and classified its outbreak as a pandemic on 11 March 2020. On 24 March 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus. The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position for the respective year and has concluded that there is no significant impact which is required to be recognized in the financial statements. Accordingly, no adjustments are required to be made to the financial statements.

### Discussion on Results of Operation

The following discussion on results of operations should be read in conjunction with the Restated Financial Results of our Company for period ended on June 30, 2024 and the financial years ended on March, 31 2024, 2023 and 2022.

### Results of Our Operations

The following table sets forth select financial data from our Financial Statements as Restated Profit and Loss for the period ended June 30, 2024 financial years ended on March 31, 2024, 2023 and 2022 the components of which are also expressed as a percentage of total revenue for such periods:

(₹ in Lakhs)

Particulars	For the period ended on June 30, 2024	% of Total income	For the year ended on March 31, 2024	% of Total income	For the year ended on March 31, 2023	% of Total income	For the year ended on March 31, 2022	% of Total income
Revenue from operations	2,796.52	99.92%	9,594.76	99.80%	2,983.25	99.31%	1,288.52	98.54%
Other income	2.18	0.08%	19.08	0.20%	20.64	0.69%	19.03	1.46%
<b>Total Income (A)</b>	<b>2,798.70</b>	<b>100%</b>	<b>9,613.84</b>	<b>100%</b>	<b>3,003.89</b>	<b>100%</b>	<b>1,307.55</b>	<b>100%</b>
<b>Expenses:</b>								
Cost of Materials Consumed	2,335.88	83.46%	8,315.64	86.50%	2,345.12	78.07%	944.37	72.22%
Change in Inventory of Stock in Trade and Finished Goods	(177.83)	(6.35)%	(874.09)	(9.09)%	(139.94)	(4.66)%	(146.83)	(11.23)%
Employee Benefit Expenses	57.83	2.07%	169.47	1.76%	106.74	3.55%	101.51	7.76%
Other Expenses	80.75	2.89%	355.86	3.70%	322.26	10.73%	232.15	17.75%
<b>Total Expenses (B)</b>	<b>2,296.64</b>	<b>82.06%</b>	<b>7,966.88</b>	<b>82.87%</b>	<b>2,634.19</b>	<b>87.69%</b>	<b>1,131.20</b>	<b>86.51%</b>
<b>Earnings Before Interest, Taxes, Depreciation &amp; Amortization (C=A-B)</b>	<b>502.06</b>	<b>17.94%</b>	<b>1,646.96</b>	<b>17.13%</b>	<b>369.70</b>	<b>12.31%</b>	<b>176.35</b>	<b>13.49%</b>
Finance Cost (D)	47.96	1.71%	184.90	1.92%	84.13	2.80%	45.94	3.51%
Depreciation and Amortization Expenses (E)	42.03	1.50%	172.98	1.80%	75.48	2.51%	51.79	3.96%
<b>Profit before Exceptional Items</b>	<b>412.07</b>	<b>14.72%</b>	<b>1,289.08</b>	<b>13.41%</b>	<b>210.09</b>	<b>6.99%</b>	<b>78.63</b>	<b>6.01%</b>
Exceptional Items	-	0.00%	-	0.00%	-	0.00%	0.04	0.00%
<b>Profit/(Loss) before Tax</b>	<b>412.07</b>	<b>14.72%</b>	<b>1,289.08</b>	<b>13.41%</b>	<b>210.09</b>	<b>6.99%</b>	<b>78.59</b>	<b>6.01%</b>
<b>Tax Expenses:</b>								
Current Tax	92.37	3.30%	225.52	2.35%	35.07	1.17%	24.45	1.87%



Particulars	For the period ended on June 30, 2024	% of Total income	For the year ended on March 31, 2024	% of Total income	For the year ended on March 31, 2023	% of Total income	For the year ended on March 31, 2022	% of Total income
Deferred Tax	-	0.00 %	-	0.00 %	-	0.00 %	(5.60 )	(0.43) %
Excess Provision reversed	54.87	1.96 %	(6.42 )	(0.07 )%	2.70	0.09 %	(1.96 )	(0.15) %
<b>Profit/(Loss) for the year</b>	<b>374.57</b>	<b>13.38%</b>	<b>1,057.14</b>	<b>11.00%</b>	<b>177.72</b>	<b>5.92%</b>	<b>57.77</b>	<b>4.42%</b>

## Overview of Revenue and expenditure

### Revenue and Expenditure

*Total Income:* Our total income comprises of revenue from operations and other income.

*Revenue from operations:* Our revenue from operations comprises of Exports & domestic Sales from manufacturing of Finish goods, and Other Operating Revenue which consist of income from export incentive scheme (RoSCTL & Rodtep) and Duty drawback.

*Other Income:* Our other income consists of Interest Income from Loan & Fixed Deposits, Foreign exchange gain, discount received and non-recurring incomes such as write off of creditors and profit on sale of fixed assets.

*Expenses:* Our expenses comprise of Cost of Material Consumed, Change in Inventories of work in progress and finished goods, Employee Benefit Expenses, Finance Cost, Depreciation & Amortisation Expenses and Other Expenses.

*Cost of Raw Material Consumed:* Our Raw Material consumed consists of change in stock of Raw Material & Consumption of Stores net of discounts received and Direct Expenses which further includes Freight, Power & Fuel, Water expenses and Factory expenses.

*Changes in Inventories:* Our Changes in Inventories comprises of change in Stock of Finished goods and Work-in-progress from the beginning of the year to the end of the year.

*Employee Benefit Expenses:* Our employee benefit expense consists of Salaries, Wages & Bonus, Director's Remuneration, Gratuity, Contribution to ESI & EPF and Staff Welfare Expenses.

*Finance Cost:* Our finance costs comprise of Bank Charges & Processing Charges, Interest on Term Loan, Working capital term loan & other unsecured borrowings.

*Depreciation and amortisation expenses:* Tangible assets are depreciated over periods corresponding to their estimated useful lives. Depreciation includes depreciation charged on Property, Plant & Equipment.

*Other expenses:* Other expenses includes Auditor Remuneration, Business Promotion Expense, Bank Charges, Care Rating, Donations, Freight, Octroi and Forwarding Expenses, Export Material Clearance Charges, Insurance expenses, Interest Payable on TDS, Interest Payable on GST, Legal & Professional Fees, Late fees on payment of GST, Late fees on payment of TDS/TCS, LIC Life Cover Expenses, Membership Fees, Miscellaneous Expenses, GST Reversal, VAT Paid, Written Off, Office Expenses, Interest on Income Tax, Income Tax Demand, Postage and Courier, Printing & Stationery, Preliminary Expenses Write off, RTO Fess, Repair & Maintenance, of Building, Plant & Machinery and Vehicle, Telephone Expenses, Travelling & Conveyance, Environmental Clearance Expenses, ROC Fees and RTO Fess.

*Tax Expenses:* Income taxes are accounted for in accordance with Accounting Standard – 22 on “Accounting for Taxes on Income” (“AS-22”), prescribed under the Companies (Accounting Standards) Rules, 2006. Our Company provides for current tax as well as deferred tax, as applicable.

Provision for current taxes is made at the current tax rates after taking into consideration the benefits available to our Company under the provisions of the Income Tax Act, 1961.

Deferred tax arises from the timing differences between book profits and taxable profits that originate in one period and are capable of reversal in one or more subsequent periods and is measured using the tax rates and laws applicable as of the date of the financial statements. Our Company provides for deferred tax asset / liability on such timing differences subject to prudent considerations in respect of deferred tax assets.

## **RESULT OF OPERATIONS FOR QUARTER ENDED JUNE 30, 2024**

### ***Income***

*Total Income:* Our Total Income for the three-month period ended on June 30, 2024 is ₹ 2,798.70 Lakhs which is comprises of factors mentioned below:

### ***Revenue from operations***

Our revenue from operations for the period ending June 30, 2024, stands at ₹ 2,796.52 lakhs, representing 99.92% of the total income for June 30, 2024. The Company achieved impressive revenue growth in the first quarter, in the plasticizer and fertilizer additives segments. Specifically, plasticizers generated ₹ 2,479.42 lakhs, while fertilizers contributed ₹ 316.39 lakhs. Di-Butyl Phthalate (DBP) and Dioctyl Phthalate (DOP) accounted for 89.64% of the total revenue from operations for the quarter ending June 2024.

### ***Other Income***

Our Other income are ₹ 2.18 lakhs for the period ended June 30, 2024 comprises of foreign exchange fluctuation gain and discount received.

### ***Expenses***

Our Total Expenses excluding finance cost, depreciation and tax expenses for the period ended on June 30, 2024 is ₹ 2,296.64 lakhs which is 82.06% of Total income for the period June 30, 2024 due to the factors described below: -

### ***Cost of Raw Material Consumed***

Our Cost of Materials Consumed is ₹ 2,335.88 lakhs for the period ended June 30, 2024 which is 83.46% of Total Income for the period ended June 30, 2024 and comprises of Consumption of Raw materials of ₹ 2,251.45 lakhs, Freight inward of ₹ 69.49 lakhs, Power & Fuel of ₹ 14.42 lakhs and Other direct expenses of ₹ 0.52 lakhs.

### ***Changes in Inventories***

Our Net Change in Inventory of WIP is ₹ (70.52) lakhs and in Finished Goods is ₹ (107.31) lakhs for the period ended June 30, 2024.

### ***Employee Benefits Expenses***

Our Employee Benefit Expenses for period ended on June 30, 2024 is ₹ 57.83 lakhs which is 2.07% of Total Income for period ended on June 30, 2024. Employee benefit expenses comprises of Salaries, Wages & Bonus of ₹ 40.38 lakhs Director's Remuneration of ₹ 9.45 lakhs Gratuity of ₹ 4.74 lakhs Contribution to ESI & EPF ₹ 2.37 lakhs and Staff Welfare Expenses ₹ 0.90 lakhs.

### ***Finance Costs***

Our Finance Cost is ₹ 47.96 lakhs which is 1.71% of Total Income for the period ended June 30, 2024, comprises of Interest on Borrowings.

### ***Depreciation and Amortization Expenses***

Our Depreciation and Amortization Expenses are ₹ 42.03 lakhs which is 1.50% of Total Income for the period ended June 30, 2024.

### ***Other Expenses***

Our Other expenses are ₹ 80.75 lakhs which is 2.89% of the Total income for period ended June 30, 2024, majorly comprises of Business Promotion expenses Freight, Octroi and Forwarding Expenses, Export Material Clearance Charges, Insurance expenses, Legal & Professional, Fees Membership Fees, Postage and Courier, Repair & Maintenance of Building, Plant and Machinery and vehicle and Travelling expenses.

### ***Profit Before Tax***

Our Profit before Tax is ₹ 412.07 lakhs for the period ended June 30, 2024 which is 14.72% of Total Income for the period June 30, 2024, proportionate reduction in Other expenses, Depreciation and Finance cost contributed towards achieving the said margin.

### ***Tax Expenses***

Our Tax expenses ₹ 37.50 lakhs for the period ended June 30, 2024, which is 1.34% of Total Income for the period June 30, 2024.

### ***Profit After Tax***

Our Profit for the period ended June 30, 2024 is ₹ 374.57 lakhs, which is 13.38% of the Total Income for the period ended on June 30, 2024.

## **COMPARISON OF FY 2023-24 WITH FY 2022-23**

### ***Income***

**Total Income:** Our Total Income increased by ₹ 6,609.96 from ₹ 3,003.89 lakhs for the financial year ended March 31, 2023 to ₹ 9,613.84 lakhs for the financial year ended March 31, 2024, representing a growth of 220.05% due to the factors described below:

### ***Revenue from operations***

Our Revenue from operations increased by ₹ 6,611.51 lakhs from ₹ 2,983.25 lakhs for the financial year ended March 31, 2023 to ₹ 9,594.76 lakhs for the financial year ended March 31, 2024 representing a growth of 221.62%, such significant growth is contributed by following factors:

#### **a) Increase in revenue of new and existing products**

The Company has made addition in a new product line by adding certain products in plasticizer and fertilizer additives segment. More precisely there is increase of 730.18% in the revenue of plasticizers from ₹ 973.91 lakhs for the financial year ended March 31, 2023 to ₹ 8,085.10 lakhs for the financial year ended March 31, 2024, Di-Butyl Phthalate (DBP) and Dioctyl Phthalate (DOP) contributed towards 83.92% of total revenue from operations for financial year ended March 31, 2024.

#### **b) Business promotion**

During FY 2023-24, the company spent ₹ 17.46 lakhs on business promotion to strengthen its market presence and increase consumer engagement. This investment has contributed to expanding the company's footprint in both domestic and international markets.

#### **c) Market and business expansion**

Sales of existing products have increased, and the company has significantly expanded its domestic operations, achieving a 480% growth and generating revenue of ₹ 8,051.35 lakhs in domestic market by securing new clients. However, export revenue has seen a slight decline of 1.8% due to reduced demand from Southeast Asia, though the export revenue for the company stands at ₹ 1,524.85 lakhs.

### ***Other Income***

Our Other income decreased by ₹ 1.55 lakhs from ₹ 20.64 lakhs for the financial year ended March 31, 2023 to ₹ 19.08 lakhs for the financial year ended March 31, 2024, representing a decline of 7.52% majorly due to the foreign

exchange fluctuation impact of financials year 2023-24, also it comprises of profit on sale of fixed asset and a small increase in interest from Fixed deposits as well as other loans & advances given.

### **Expenses**

Our Total Expenses excluding finance cost, depreciation and tax expenses was ₹ 7,966.88 lakhs for the financial year ended March 31, 2024 compared to ₹ 2,634.19 lakhs for the financial year ended March 31, 2023, representing an increase of ₹ 5,332.69 lakhs i.e. 202.44% due to the factors described below: -

#### **Cost of Raw Material Consumed**

Our Cost of Materials Consumed increased by ₹ 5,970.52 lakhs from ₹ 2,345.12 lakhs for the financial year ended March 31, 2023 to ₹ 8,315.64 lakhs for the financial year ended March 31, 2024, representing increase of 254.59%, as due to the increase in sales volume there has been increased in the Purchases of raw materials and other consumables also such surge in volume resulted increase in direct cost which includes Freight inward and power and fuel expenses.

#### **Changes in Inventories**

Our Net Change in Inventory of WIP and Finished Goods increased by ₹ 734.15 lakhs from ₹ (139.94) lakhs for the financial year ended March 31, 2023 to ₹ (874.09) lakhs for the financial year ended March 31, 2024, due to an increase in closing inventory of finished goods and Work in progress.

#### **Employee Benefits Expenses**

Our Employee Benefit Expenses increased by ₹ 62.73 lakhs from ₹ 106.74 lakhs for the financial year ended March 31, 2023, to ₹ 169.47 lakhs for the financial year ended March 31, 2024, representing an increase of 58.77% due to increase in employee's headcount and increase in Salary, wages & bonus to employees, Also there is an increase in director remuneration of ₹ 5.67 lakhs.

#### **Finance Costs**

Our Finance Cost was ₹ 184.90 lakhs for the year ended March 31, 2024 as compared to ₹ 84.13 Lakhs for the financial year March 31, 2023, representing an increase of 119.77%, as during the financial year 2023-24 the company has taken various secured and unsecured term loans for additions to the fixed assets and to meet the working capital requirements resulting in higher interest cost and bank processing charges.

#### **Depreciation and Amortization Expenses**

Our Depreciation and Amortization Expenses increased by ₹ 97.50 lakhs from ₹ 75.48 lakhs for the financial year ended March 31, 2023 to ₹ 172.98 lakhs for the financial year ended March 31, 2024, representing increase of 129.18% as company added depreciable fixed assets worth 169.47 lakhs during financial year 2023-24 resulting jump in depreciation as compared to financial year 2022-23.

#### **Other Expenses**

Our Other expenses increased by ₹ 33.60 lakhs from ₹ 322.26 lakhs for the financial year ended March 31, 2023 to ₹ 355.86 lakhs for the financial year ended March 31, 2024, representing increase of 10.43%, majorly due to increase in Business Promotion Expense, Insurance expenses, Legal & Professional Fees, Postage and Courier, Printing & Stationery, Repair & Maintenance, Environmental Clearance Exp, ROC Fees and Donations.

#### **Profit Before Tax**

Our Profit before Tax increased by ₹ 1,078.99 lakhs from ₹ 210.09 lakhs for the financial year ended March 31, 2023 to ₹ 1,289.08 lakhs for the financial year ended March 31, 2024, representing a growth of 513.59%, such a significant surge is driven by following factors:

##### **a) Rise in Revenue**

As already narrated above the company's top line volumes had increased significantly, adding ₹ 6,611.51 lakhs of more revenue comparing with FY 2022-23.

##### **b) Power and fuel cost**

There has been proportionate decrease in power and fuel cost, from 0.64% of revenue from operations for the financial year ended March 31, 2023 to 0.47% of revenue from operations for the financial year ended March 31, 2024 as the company has implemented energy-efficient practices and optimized usage, resulting lowered utility bills.

**c) Employee benefit cost**

By optimizing the benefit structure and focusing on essential offerings helped the Company to proportionately reduce the employee cost from 3.58% of revenue from operations for the financial year ended March 31, 2023 to 1.77% of revenue from operations for the financial year ended March 31, 2024.

**d) Finance Cost**

Though the during FY 23-24 company has added to significant amount of debt, the finance cost for FY 23-24 stands at ₹ 184.90 lakhs which is 1.93% of revenue from operations for financial year ended March 31, 2024 comparing to ₹ 84.13 lakhs i.e 2.82% of revenue from operations for financial year ended March 31, 2023.

**e) Freight Outward**

The Company has added certain fleet to deliver the products to the doors of consumers rather than approaching goods transport agencies. It helped the company to proportionately reduce the freight outward cost to ₹ 112.89 lakhs i.e 1.18% of revenue from operations for financial year ended March 31, 2024 from ₹ 100.37 lakhs which is 3.36% of revenue from operations for financial year ended March 31, 2023.

**f) Export Material Clearance Charges**

Collaborate with customs broker helped the company to reduce the custom clearance cost from ₹ 132.13 lakhs i.e 4.43% of revenue from operations for financial year ended March 31, 2023 to ₹ 97.43 lakhs which is 1.02% of revenue from operations for financial year ended March 31, 2024.

the company has achieved profit before tax margin of 13.41% in Financial year 2023-24 as compared to 6.99% in financial year 2022-23.

***Tax Expenses***

Our Tax expenses increased by ₹ 199.58 lakhs from ₹ 32.37 lakhs for the financial year ended March 31, 2023 to ₹ 231.94 lakhs for the financial year ended March 31, 2024, as there is increase in profit resulting in increased provision for taxation.

***Profit After Tax***

Our Profit increased by ₹ 879.42 lakhs from ₹ 177.72 lakhs for the financial year ended March 31, 2023 to ₹ 1,057.14 lakhs for the financial year ended March 31, 2024, representing a growth of 494.82%, lakhs mainly due to expansion of business, increase in revenue and disproportionate increase in employee benefit cost and other expenses.

**COMPARISON OF FY 2022-23 WITH FY 2021-22**

***Income***

**Total Income:** Total Income increased by ₹ 1,696.33 lakhs from ₹ 1,307.55 lakhs for the financial year ended March 31, 2022 to ₹ 3,003.89 lakhs for the financial year ended March 31, 2023, representing a growth of 129.73% due to the factors described below:

***Revenue from operations***

Our Revenue from operations increased by ₹ 1,694.73 lakhs from ₹ 1,288.52 lakhs for the financial year ended March 31, 2022 to ₹ 2,983.25 lakhs for the financial year ended March 31, 2023, representing a growth of 131.52% on account of following factors:

**a) Increase in revenue of new and existing products**

The Company has made addition in a new product line by adding 6 new products in 1 in plasticizer segment and 5 in fertilizer additives segment. More precisely there is increase of 2904.46% in the revenue of plasticizers from ₹ 32.42 lakhs for the financial year ended March 31, 2022 to ₹ 973.91 lakhs for the financial year ended March 31, 2023, Antifoaming Agent, OAN DOP and OAN D 20 contributed towards 83.89% of total revenue from operations for financial year ended March 31, 2023.

#### **b) Market and business expansion**

Sales of existing products have increased, and the company has significantly expanded its domestic operations, achieving a 585.46% growth and generating revenue of ₹ 1,388.05 lakhs in domestic market by securing new clients. Further the Company has captured international markets by achieving growth of 43.37% and generating export revenue of ₹ 1,553.01 lakhs.

#### ***Other Income***

Other income increased by ₹ 1.61 lakhs from ₹ 19.03 lakhs for the financial year ended March 31, 2022 to ₹ 20.64 lakhs for the financial year ended March 31, 2023, representing a growth of 8.44% majorly due to foreign exchange fluctuation impact in FY 22-23.

#### ***Expenses***

Our Total Expenses excluding finance cost, depreciation and tax expenses was increased by ₹ 1,502.98 lakhs from ₹ 1,131.20 lakhs for the financial year ended March 31, 2022 to ₹ 2,634.19 lakhs for the financial year ended March 31, 2023, representing a growth of 132.87% due to the factors described below: -

#### ***Cost of Materials Consumed***

Our Cost of Materials Consumed increased by ₹ 1,400.75 lakhs from ₹ 944.37 lakhs for the financial year ended March 31, 2022 to ₹ 2,345.12 lakhs for the financial year ended March 31, 2023, representing a growth of 148.33% due to increase in Purchases of Raw material, Increase in freight, Power & fuel expenses and water expenses.

#### ***Changes in Inventories***

Our Change in Inventory of WIP and Finished Goods increased by ₹ 6.89 lakhs from ₹ (146.83) lakhs for the financial year ended March 31, 2022 to ₹ (139.94) lakhs for the financial year ended March 31, 2023 due to increase in closing inventory of Finished Goods.

#### ***Employee Benefits Expenses***

Our Employee Benefit Expenses increased by ₹ 5.23 lakhs from ₹ 101.51 lakhs for the financial year ended March 31, 2022 to ₹ 106.74 lakhs for the financial year ended March 31, 2023, representing a growth of 5.15% due to increase in Salaries, Wages & Bonus and Director remuneration.

#### ***Finance Costs***

Our Finance Cost increased by ₹ 38.19 lakhs from ₹ 45.94 lakhs for the financial year ended March 31, 2022 to ₹ 84.13 lakhs for the financial year ended March 31, 2023, representing a growth of 83.14% on account of additional loan facilities resulting in increased Interest on term loan Loans and working capital term loan.

#### ***Depreciation and Amortization Expense***

Our Depreciation and Amortization Expenses increased by ₹ 23.69 lakhs from ₹ 51.79 lakhs for the financial year ended March 31, 2022 to ₹ 75.48 lakhs for the financial year ended March 31, 2023 due to, representing a growth of 45.75% due to addition depreciable fixed assets worth ₹ 542.46 lakhs during the financial year 2022-23.

#### ***Other expenses***

Our Other expenses increased by ₹ 90.11 lakhs from ₹ 232.15 lakhs for the financial year ended March 31, 2022 to ₹ 322.26 lakhs for the financial year ended March 31, 2023, representing a growth of 38.81%. The increase was mainly due to increase in Business Promotion Expense, Bank Charges, Legal & Professional Fees, Membership Fees, Postage and Courier, Printing & Stationery, Preliminary Expenses Write off, Travelling & Conveyance, Environmental Clearance Exp and ROC Fees.

### Exceptional Items

Our Exceptional Items decreased by ₹ 0.04 lakhs, from ₹ 0.04 lakhs for the financial year ended March 31, 2022, to Nil for the financial year ended March 31, 2023, as there are no prior period items as we had in financial year 2021-22 representing gratuity expenses for previous years.

### Profit Before Tax

Our Profit before Tax increased by ₹ 131.50 lakhs from ₹ 78.59 lakhs for the financial year ended March 31, 2022 to ₹ 210.09 lakhs for the financial year ended March 31, 2023, representing a growth of 167.33%. Increase in sales volume, proportionate decrease in employee cost, finance cost and other expenses resulting the company to achieve profit before tax margin of 6.99% in Financial year 2022-23 as compared to 6.01% in financial year 2021-22.

### Tax Expenses

Our tax expenses for the financial year 2022-23 amounted to ₹ 32.37 Lakhs as against tax expenses of ₹ 20.81 lakhs for the financial year 2021-22. The net increase of ₹ 11.55 lakhs is on account of increase in profit resulting increased income tax provision and deferred tax.

### Profit After Tax

Our Profit increased by ₹ 119.95 lakhs from ₹ 57.77 lakhs for the financial year ended March 31, 2022 to ₹ 177.72 lakhs for the financial year ended March 31, 2023, representing a growth of 207.61% mainly due to expansion of business and increase in revenue.

### Changes in Cash Flows

The table below summaries our cash flows from our Restated Financial Statements for the period ended June 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022:

(₹ in Lakh)

Particulars	For the Period ended on	For the Financial Year ended on		
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net cash (used in)/ generated from operating Activities	(112.07)	355.08	(97.40)	(15.10)
Net cash (used in)/ generated from investing Activities	(887.44)	(661.35)	(548.67)	(196.33)
Net cash (used in)/ generated from financing Activities	826.58	601.96	596.32	258.95
Net increase/ (decrease) in cash and cash Equivalents	(172.93)	295.70	(49.75)	47.51
Cash and Cash Equivalents at the beginning of the period	310.21	14.52	64.27	16.75
Cash and Cash Equivalents at the end of the Period	137.28	310.21	14.52	64.27

### Operating Activities

#### For Period ended on June 30, 2024

Our net cash used in operating activities was ₹ 112.07 Lakhs for the period ended June 30, 2024. Our operating profit before working capital changes was ₹ 502.06 lakhs primarily adjusted against an increase in inventories of ₹ 392.74 Lakhs, increase in trade receivables by ₹ 262.52 Lakhs, decrease in short loans and advances by ₹ 24.45 Lakhs, increase in other current assets of ₹ 111.20 Lakhs, an increase in trade payables by ₹ 152.84 Lakhs, an increase in other current liabilities by ₹ 29.69 Lakhs, increase in short term provisions by ₹ 92.66 Lakhs, and an increase in Long term provisions by ₹ 4.44 Lakhs. which was further decreased by payment of Income Tax of ₹ 92.37 Lakhs.

#### Financial year 2023-24

Our net cash generated in operating activities was ₹ 355.08 Lakhs for the year ended March 31, 2024. Our operating profit before working capital changes was ₹ 1,606.71 lakhs primarily adjusted against an increase in inventories of ₹ 1,249.02 Lakhs, decrease in trade receivables by ₹ 12.14 Lakhs, increase in short loans and advances by ₹ 80.79 Lakhs, decrease in other current assets of ₹ 10.17 Lakhs, an increase in trade payables by ₹ 70.19 Lakhs, an increase

in other current liabilities by ₹ 29.85 Lakhs, increase in short term provisions by ₹ 179.78 Lakhs, and an increase in Long term provisions by ₹ 1.57 Lakhs. which was further decreased by payment of Income Tax of ₹ 225.52 Lakhs.

#### **Financial year 2022-23**

Our net cash used in operating activities was ₹ 97.40 Lakhs for the year ended March 31, 2023. Our operating profit before working capital changes was ₹ 356.48 lakhs primarily adjusted against an increase in inventories of ₹ 288.58 Lakhs, increase in trade receivables by ₹ 217.48 Lakhs, decrease in short loans and advances by ₹ 6.69 Lakhs, increase in other current assets of ₹ 22.91 Lakhs, an increase in trade payables by ₹ 68.06 Lakhs, an increase in other current liabilities by ₹ 18.72 Lakhs, increase in short term provisions by ₹ 16.66 Lakhs, and an increase in Long term provisions by ₹ 0.02 Lakhs. which was further decreased by payment of Income Tax of ₹ 35.07 Lakhs.

#### **Financial year 2021-22**

Our net cash used in operating activities was ₹ 15.10 Lakhs for the year ended March 31, 2022. Our operating profit before working capital changes was ₹ 167.19 lakhs primarily adjusted against an increase in inventories of ₹ 236.67 Lakhs, decrease in trade receivables by ₹ 78.50 Lakhs, decrease in short loans and advances by ₹ 25.74 Lakhs, increase in other current assets of ₹ 49.48 Lakhs, an increase in trade payables by ₹ 15.99 Lakhs, an increase in other current liabilities by ₹ 10.92 Lakhs, decrease in short term provisions by ₹ 8.54 Lakhs, and an increase in Long term provisions by ₹ 0.10 Lakhs. which was further decreased by payment of Income Tax of ₹ 18.86 Lakhs.

#### **Investing Activities**

##### **For Period ended on June 30, 2024**

Our net cash used in investing activities was ₹ 887.44 Lakhs for the financial year 2023-24. This was primarily due to purchases of Property, Plant & Equipment amounting to ₹ 854.13 Lakhs, Investment in non-current assets of ₹ 1.41 Lakhs, loans and advances given ₹ 1.55 Lakhs and Capital advances given for purchases of fixed assets ₹ 30.56 Lakhs.

##### **Financial year 2023-24**

Our net cash used in investing activities was ₹ 661.35 Lakhs for the financial year 2023-24. This was primarily due to purchases of Property, Plant & Equipment amounting to ₹ 382.99 Lakhs, Investment in non-current assets of ₹ 18.97 Lakhs, loans and advances given ₹ 0.96 Lakhs, Capital advances given for purchases of fixed assets ₹ 306.67 Lakhs, partially offset by the sale of Property, Plant & Equipment generating ₹ 47.05 Lakhs and Interest Income of ₹ 1.19 Lakhs.

##### **Financial year 2022-23**

Our net cash used in investing activities was ₹ 548.67 Lakhs for the financial year 2022-23. This was primarily due to purchases of Property, Plant & Equipment amounting to ₹ 542.46 Lakhs, Investment in non-current assets of ₹ 5.76 Lakhs, loans and advances given ₹ 1.99 Lakhs, partially offset by Interest Income of ₹ 1.54 Lakhs.

##### **Financial year 2021-22**

Our net cash used in investing activities was ₹ 196.33 Lakhs for the financial year 2021-22. This was primarily due to purchases of Property, Plant & Equipment amounting to ₹ 194.61 Lakhs, Investment in non-current assets of ₹ 5.43 Lakhs, partially offset by repayment received of loans and advances given of ₹ 2.30 Lakhs and Interest Income of ₹ 1.40 Lakhs.

#### **Financing Activities**

##### **For Period ended on June 30, 2024**

Net cash generated in financing activities for the financial year March 31, 2024, was ₹ 826.58 Lakhs, which was primarily due to proceeds of issue of equity shares of ₹ 96.10 Lakhs, net proceeds of short-term borrowings of ₹ 548.63 Lakhs, net proceeds of long-term borrowings of ₹ 229.80 Lakhs and an interest cost of ₹ 47.96 Lakhs.

##### **Financial year 2023-24**



Net cash generated in financing activities for the financial year March 31, 2024, was ₹ 601.96 Lakhs, which was primarily due to proceeds of issue of equity shares of ₹ 100.00 Lakhs, net proceeds of short-term borrowings of ₹ 399.57 Lakhs, net proceeds of long-term borrowings of ₹ 256.53 Lakhs and an interest cost of ₹ 154.14 Lakhs.

### Financial year 2022-23

Net cash generated in financing activities for the financial year March 31, 2023, was ₹ 596.32 Lakhs, which was primarily due to proceeds of issue of equity shares of ₹ 60.00 Lakhs, net proceeds of short-term borrowings of ₹ 298.09 Lakhs, net proceeds of long-term borrowings of ₹ 310.68 Lakhs and an interest cost of ₹ 72.45 Lakhs.

### Financial year 2021-22

Net cash generated in financing activities for the financial year March 31, 2022, was ₹ 258.95 Lakhs, which was primarily due to proceeds of issue of equity shares of ₹ 33.03 Lakhs, net proceeds of short-term borrowings of ₹ 27.77 Lakhs, net proceeds of long-term borrowings of ₹ 236.36 Lakhs and an interest cost of ₹ 38.22 Lakhs.

### Other Key Ratios

The table below summaries key ratios in our Restated Financial Statements for the period ended on June 30, 2024 and for the Financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022:

Particulars	For the period ended on June 30, 2024	For the year ended on March 31, 2024	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Fixed Asset Turnover Ratio	1.52	9.32	3.48	3.29
Current Ratio	1.79	1.92	1.03	0.94
Debt Equity Ratio	1.26	1.14	2.61	2.66
Inventory Turnover Ratio	0.92	0.16	0.18	0.17

**Fixed Asset Turnover Ratio:** This is defined as revenue from operations divided by total fixed assets based on Financial Statements as Restated.

**Current Ratio:** This is defined as current assets divided by current liabilities, based on Financial Statements as Restated.

**Debt Equity Ratio:** This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings and current maturities of long-term debt, based on Financial Statements as Restated.

**Inventory Turnover Ratio:** This is defined as average inventory divided by cost of goods sold based on Financial Statements as restated.

### Financial Indebtedness

As on June 30, 2024 and September 30, 2024, the total outstanding borrowings of our Company is as below. For further details, refer to the chapter titled “*Statement of Financial Indebtedness*” beginning on page of this Draft Red Herring Prospectus.

(₹in Lakh)

Particulars	As on June 30, 2024	As on September 30, 2024
Loans from Banks & Financial Institutions	2,559.30	3,217.54
Loans from Related parties	50.00	35.00
<b>Total</b>	<b>2,609.30</b>	<b>3,252.54</b>

### Related Party Transactions

Related party transactions with our promoters, directors and their entities and relatives primarily relate to purchase and sale of products and services. For further information, please refer to the chapter titled “*Financial Statements as Restated*” on page 198 of this Draft Red Herring Prospectus.

### Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

## **Qualitative Disclosure about Market Risk**

### **Financial Market Risks**

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

### **Interest Rate Risk**

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

### **Effect of Inflation**

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

### **Credit Risk**

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

### **Reservations, Qualifications and Adverse Remarks**

Except as disclosed in chapter titled “*Financial Statements as Restated*” beginning on page 198 of this Draft Red Herring Prospectus, there have been no reservations, qualifications and adverse remarks.

Details of Default, if any, including therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution.

Except as disclosed in chapter titled “*Financial Statements as Restated*” beginning on page 198 of this Draft Red Herring Prospectus, there have been no defaults in payment of statutory dues and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

## **FACTORS THAT MAY AFFECT THE RESULTS OF THE OPERATIONS**

### **Unusual or infrequent events or transactions**

There are no transactions or events, which in our best judgment, would be considered unusual or infrequent that have significantly affected operations of the Company.

### **Significant economic changes that materially affected or are likely to affect income from continuing operations**

There are no significant economic changes that materially affected Company’s operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business including the future financial performance, shareholders’ funds and ability to implement strategy and the price of the Equity Shares.

### **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Other than as disclosed in the chapter titled “*Risk Factors*” beginning on page 29 of this Draft Red Herring Prospectus to our knowledge, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

### **Expected future changes in relationship between costs and revenues in case of events such as future increase in labour or material cost or prices that will cause material change are known**

According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the goods in which the Company deals, will affect the profitability of the Company. Further, the Company may not be able to pass on the increase in prices of the goods/services to the customers in full and this can be offset through cost reduction.

### **The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices**

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

### **Total turnover of each major industry segment in which the Issuer Company operates**

Our Company is primarily engaged manufacturing and suppliers of of fertilizer additives, plasticizers and specialty chemicals.

Relevant industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page 109 of this Draft Red Herring Prospectus.

### **Competitive Conditions**

We have competition with domestic and international bedding essentials manufacturers who may vertically integrate their supply chains by acquiring or establishing their own distribution operation which reduces the need for independent distributors and create additional competition in the market. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies/ entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled “*Risk Factors*” beginning on page 29 of this Draft Red Herring Prospectus.

### **Increase in income**

Increases in our income are due to the factors described above in in this chapter under “*Factors Affecting Our Results of Operations*” and chapter titled “*Risk Factors*” beginning on page 29 of this Draft Red Herring Prospectus.

### **Status of any Publicly Announced New Products or Business Segments**

Except as disclosed elsewhere in the Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

### **The extent to which business is seasonal**

Our business operations are not influenced by seasonal changes. Our revenue and demand remain stable throughout the year, with consistent demand for its products or services.

### **Any significant dependence on a single or few suppliers or customers**

Our top ten suppliers contribute 98.42%, 94.48%, 85.62% and 80.25% of our total purchase for the Period ended on June 30, 2024 and the Financial Year ended on March 31, 2024, March 31, 2023, and March 31, 2022, respectively based on Restated Financial Statement. We cannot assure that we will be able to get the same quantum and quality of supplies, or any supplies at all, and the loss of supplies from one or more of them may adversely affect our purchases of stock and ultimately our revenue and results of operations.

We derive a majority portion of our revenue from operations from our top 10 customers, contributing 80.56%, 94.48%, 85.62% and 80.25% of our total gross sale for the Period ended on June 30, 2024 and the Financial Year ended on March 31, 2024, March 31, 2023, and March 31, 2022, respectively. Loss of one or more of these customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, we do not have long-term agreements with any our customers.

**STATEMENTS OF FINANCIAL INDEBTEDNESS**

Brief details on the financial indebtedness of the “OAN INDUSTRIES LIMITED” as on June 30, 2024 and September 30, 2024 are as under:

**SECURED LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:**

Name of Lender	Date of Sanction	Purpose	Sanctioned Amount (₹ in lakhs)	Rate of Interest	Primary Securities	Repayment Terms	Outstanding as on 30.06.2024 (₹ in lakhs)	Outstanding as on 30.09.2024 (₹ in lakhs)
HDFC Bank Ltd	13-08-2021	Vehicle Loan	15.07	7.50%	Tata Motors Nexon EV (RJ45CR4123)	60 equal installments of Rs. 0.30 Lakhs per month	7.22	6.45
HDFC Bank Ltd	16-01-2024	Commercial Vehicle Loan	5.50	8.52%	Tata Ultra (RJ14GR0472) Truck Body	59 equal installments of Rs. 0.11 Lakhs per month	5.12	4.88
HDFC Bank Ltd	11-07-2023	Commercial Vehicle Loan	20.50	9.01%	Tata Motors 1815 LPT (RJ 14 GQ 4579)	60 equal installments of Rs. 0.43 Lakhs per month	17.40	16.50
HDFC Bank Ltd	26-07-2023	Commercial Vehicle Loan	3.50	9.01%	Tata Motors 1815 LPT (RJ 14 GQ 4579) Body	59 equal installments of Rs. 0.07 Lakhs per month	3.01	2.86
HDFC Bank Ltd	26-12-2023	Commercial Vehicle Loan	24.00	8.81%	Tata Ultra (RJ14GR0472) Truck	60 equal installments of Rs. 0.50 Lakhs per month	22.71	21.71
HDFC Bank Ltd	31-07-2023	Vehicle Loan	26.29	8.80%	Tata Safari-XZA Plus (RJ-14-UK-4123)	60 equal installments of Rs. 0.54 Lakhs per month	22.67	21.53
Mercedes-Benz Financial Services India Pvt Ltd	29-10-2023	Vehicle Loan	50.00	8.58%	Mercedec Benz GLC220d4M (RRPI 0800)	48 equal installments of Rs. 1.23 Lakhs per month	43.73	40.94
HDFC Bank Ltd	18-06-2024	Vehicle Loan	28.63	9.05%	Tata Harrier SUV (RJ 60 CC 4123)	39 equal installments of	28.63	26.71

Name of Lender	Date of Sanction	Purpose	Sanctioned Amount (₹ in lakhs)	Rate of Interest	Primary Securities	Repayment Terms	Outstanding as on 30.06.2024 (₹ in lakhs)	Outstanding as on 30.09.2024 (₹ in lakhs)
						Rs. 0.85 Lakhs per month		
HDFC Bank Ltd	10-04-2024	Vehicle Loan	20.26	9.10%	BYD ATTO 3 (RJ 60 CA 4123)	39 equal installments of Rs. 0.60 Lakhs per month	19.36	17.98
HDFC Bank Ltd	15-05-2024	Commercial Vehicle Loan	10.09	9.11%	Tata Yodha (RJ 41 GA 7677)	60 equal installments of Rs. 0.21 Lakhs per month	9.82	9.41
SBI Ltd	26-03-2024	Business Term Loan	1,000.00	EBR/MCLR + 1.75%	<p><b>Primary Security</b></p> <p>Hypothecation of Plant &amp; Machinery fixed assets lying in premises in the name of M/s OAN INDUSTRIES PVT LTD or elsewhere, present &amp; future.</p> <p><b>Collateral Security</b></p> <p>1. Residential Building Bearing Survey Number P- 134, Malhotra Nagar Behind Vidhyadhar Nagar Stadium, Jaipur, 302039 (Urban), Admeasuring Total Area 193.44 sq Yards. Owner: Mr. Dhanna Lal Kailash Narayan Sharma</p> <p>2. Residential Building Bearing Survey Number Situated At Plot No 113, Shree Balaji Dham, Village Rajawas, Sikar Road Jaipur, 302013, (Urban), Admeasuring Total Area 166.67 sq Yards Owner: Kailash Narayan Sharma.</p> <p>3. Factory Land &amp; Buildings Bearing Survey Number , F 200 C, Manda Industrial Area, Phase 1 Chomu, Dist Jaipur, Rajasthan, 303702, (Semi</p>	83 equal installments of Rs. 11.91 Lakhs per month and 1 installment of Rs. 11.88 Lakhs	777.73	1,007.81
SBI Ltd	26-03-2024	Business Term Loan	280.00	EBR/MCLR + 1.75%		70 equal installments of Rs. 4.00 Lakhs per month	203.80	191.71
SBI Ltd	26-03-2024	Business Term Loan	150.00	EBR/MCLR + 1.75%		71 equal installments of Principal Rs. 2.06 Lakhs per month and 1 installment of Principal Rs. 3.74 Lakhs and interest therein	117.95	111.73
SBI Ltd	26-03-2024	EPC Loan Facility	990.00	180 Days T Bill Rate + 1.15%			328.21	437.11
SBI Ltd	26-03-2024	Working Capital Facility		EBR/MCLR + 1.75%		Renewable after every 12 months	459.94	412.69

Name of Lender	Date of Sanction	Purpose	Sanctioned Amount (₹ in lakhs)	Rate of Interest	Primary Securities	Repayment Terms	Outstanding as on 30.06.2024 (₹ in lakhs)	Outstanding as on 30.09.2024 (₹ in lakhs)
					Urban), Admeasuring Total Area 1950 sq Mtr Owner: Oan Industries Pvt Ltd, 4. Factory Land & Buildings Bearing Survey No D-289, Industrial Area Manda Phase -11 Chomu, Jaipur 303702 (Semi Urban) Admeasuring Total Area 4520 S Meters Owner: Mr. Sunil Kumar Sharma 5. Factory Land & Buildings Bearing Survey Number : F 200 D), Situated At Plot F200-(D) Manda Industrial Area, Phase 1 Chomu, Dist Jaipur, Jaipur, Rajasthan, (Semi Urban), 303702, Admeasuring Total Area 1950 sq Mtr Owner: Oan Industries Pvt Ltd  <b><u>Third Party Guarantee</u></b>  1. Sunil Kumar Sharma 2. Vishu Kumar Sharma 3. Dhanna Lai Sharma 4. Kailash Sharma 5. Sunil Sharma 6. Narayan Kumar			
SBI Ltd	15-07-2024	Vehicle Loan	91.00	9.90%	Volvo XC 90 B6 Volvo XC 90 B6 (RJ 14 UL 4123)	60 equal installments of Rs. 1.93 Lakhs per month	NA	88.29
<b>TOTAL</b>							<b>2,067.29</b>	<b>2,418.33</b>

**UNSECURED LOAN FROM BANKS AND FINANCIAL INSTITUTIONS**

Name of Lender	Date of Sanction	Purpose	Sanctioned Amount (₹ in lakhs)	Rate of Interest	Repayment Terms	Outstanding as on 30.06.2024 (₹ in lakhs)	Outstanding as on 30.09.2024 (₹ in lakhs)
HDFC Bank Ltd	30-07-2022	Business Term Loan	25.00	14.55%	36 equal installments of Rs. 0.86 Lakhs per month	11.03	8.82
Aditya Birla Finance Ltd	21-08-2023	Business Term Loan	30.00	16.00%	1 Installment of 1.15 lakhs and 35 equal installments of Rs. 1.05 Lakhs per month	23.05	20.77
Bajaj Finance Ltd	28-07-2023	Business Term Loan	14.67	17.50%	36 equal installments of Rs. 0.53 Lakhs per month	11.33	10.23
Fedbank Financial Services Ltd	27-07-2023	Business Term Loan	30.15	16.30%	36 equal installments of Rs. 1.06 Lakhs per month	23.19	20.91
Kisetsu Saison Finance (India) Private Limited	21-07-2023	Business Term Loan	45.90	15.50%	24 equal installments of Rs. 2.24 Lakhs per month	28.48	22.80
Kotak Mahindra Bank Ltd	29-07-2023	Business Term Loan	35.00	15.38%	36 equal installments of Rs. 1.22 Lakhs per month	26.85	24.19
Axis Bank Ltd	01-08-2023	Business Term Loan	75.00	15.10%	36 equal installments of Rs. 2.60 Lakhs per month	50.98	45.18
Bajaj Finance Ltd	20-03-2021	Business Term Loan	20.54	17.00%	72 equal installments of Rs. 0.73 Lakhs per month	19.65	18.27
ICICI Bank Ltd	31-07-2023	Business Term Loan	25.00	15.50%	36 equal installments of Rs. 0.87 Lakhs per month	18.34	16.40
Indusind Bank Ltd	31-08-2023	Business Term Loan	50.00	16.00%	25 equal installments of Rs. 2.36 Lakhs per month	31.97	26.08
L&T Finance Ltd	25-08-2023	Business Term Loan	34.70	17.50%	36 equal installments of Rs. 1.24 Lakhs per month	26.70	24.10
Shriram Finance Ltd	28-07-2023	Business Term Loan	50.00	16.00%	36 equal installments of Rs. 1.76 Lakhs per month	38.56	34.76
Tata Capital Ltd	28-07-2023	Business Term Loan	35.00	16.50%	24 equated installments of principal of Rs. 1.46 Lakhs and interest thereon starting from 31-8-2024 to 26-7-2026	35.00	33.54
Yes Bank Ltd	25-07-2023	Business Term Loan	50.00	15.25%	36 equal installments of Rs. 1.74 Lakhs per month	38.31	34.50

Name of Lender	Date of Sanction	Purpose	Sanctioned Amount (₹ in lakhs)	Rate of Interest	Repayment Terms	Outstanding as on 30.06.2024 (₹ in lakhs)	Outstanding as on 30.09.2024 (₹ in lakhs)
Moneywise Financial Services Pvt Ltd	02-08-2023	Business Term Loan	35.16	16.25%	36 equal installments of Rs. 1.24 Lakhs per month	27.04	24.39
Poonawalla Fincorp Ltd	20-07-2023	Business Term Loan	30.24	16.00%	36 equal installments of Rs. 1.74 Lakhs per month	23.23	20.94
Urgo Capital Ltd	27-07-2023	Business Term Loan	35.10	16.00%	35 equal installments of Rs. 1.23 Lakhs per month and 1 installment of 1.26 Lakhs	26.98	24.32
Unity Small Finance Bank Limited	01-08-2023	Business Term Loan	40.80	16.00%	36 equal installments of Rs. 1.43 Lakhs per month	31.34	28.25
Rajasthan State Industrial development & Investment Corporation Ltd	05-04-2024	Lease of Immovable Property	360.75	8.50%	11 equal quarterly installments of principal Rs. 32.80 Lakhs per quarter and interest there on starting from 30-09-2024 to 31-03-2027	NIL	360.75
<b>TOTAL</b>						<b>492.01</b>	<b>799.21</b>

#### UNSECURED LOAN FROM RELATED PARTIES

Name of Lender	Relation with the Company	Outstanding as on 30.06.2024 (₹ in lakhs)	Outstanding as on 30.09.2024 (₹ in lakhs)
Sunil Kumar Sharma	Director	10.00	NIL
Kailash Narayan Sharma	Promoter Group	40.00	35.00
<b>TOTAL</b>		<b>50.00</b>	<b>35.00</b>



## SECTION X: LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Our Company, our Directors and our Promoters are subject to various legal proceedings from time to time, mostly arising in the ordinary course of our business. 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 Promoters 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 August 08, 2024 determined that outstanding legal proceedings involving the Company, its Directors and Promoters will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds ₹ 10 Lakhs 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 ₹ 10 Lakhs of the Company’s trade payables as per the last restated financial statements.*

*Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at [www.oanindustries.com](http://www.oanindustries.com)*

#### **B. LITIGATION INVOLVING THE COMPANY**

##### **(a) Criminal proceedings against the Company**

The Rajasthan State Pollution Control Board has filed a complaint numbering 2412/2024 dated September 09, 2024 in the Court of CJM/ACJM/JM of Jaipur District Headquarters against our Company, Sunil Kumar Sharma and Vishnu Kumar Sharma (Directors of the Company) under Section 19 of the Environment Act. The Court has issued bailable warrants on October 21, 2024. The matter is still pending for disposal.

##### **(b) Criminal proceedings filed by the Company**

As on the date of this Draft Red Herring 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 Red Herring Prospectus, there are no outstanding material litigation initiated against the Company.

##### **(d) Other pending material litigations filed by the Company**

Our Company has filed a recovery matter against its customer, namely, which is still pending before the Micro and Small Enterprises Facilitation Council (MSEFC). Details of the case is as below:

Application no. UDYAM-RJ-17-0011666/M/00001 dated August 23, 2024 against Innotex (India) Private Limited for delayed payment of invoice no. OIPL/2024-24/189 dated June 15, 2024 for an amount of ₹ 1,37,54,119 as against work order no. IIPL/PO/24-25/31 dated June 13, 2024.

##### **(e) Actions by statutory and regulatory authorities against the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

### **C. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY**

#### **(a) Criminal proceedings against the Promoters & Directors of the Company**

The Rajasthan State Pollution Control Board has filed a complaint numbering 2412/2024 dated September 09, 2024 in the Court of CJM/ACJM/JM of Jaipur District Headquarters against our Company, Sunil Kumar Sharma and Vishnu Kumar Sharma (Directors of the Company) under Section 19 of the Environment Act. The Court has issued bailable warrants on October 21, 2024. The matter is still pending for disposal.

#### **(b) Criminal proceedings filed by the Promoters & Directors of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Promoters & Directors of the Company.

#### **(c) Other pending litigations against the Promoters & Directors of the Company**

As on the date of this Draft Red Herring Prospectus, there are no other pending litigations initiated against the Promoters & Directors.

#### **(d) Other pending material litigations filed by the Promoters & Directors of the Company**

As on the date of this Draft Red Herring Prospectus, there are no other pending litigations initiated by the Promoters & Directors.

#### **(e) Actions by statutory and regulatory authorities against the Promoters & Directors of the Company**

As on the date of this Draft Red Herring 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 Red Herring 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.

### **D. LITIGATIONS INVOLVING THE GROUP COMPANY OF THE COMPANY**

#### **(a) Criminal proceedings against the Group company of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Group company of the Company.

#### **(b) Criminal proceedings filed by the Group company of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Group company of the Company.

#### **(c) Other pending material litigations against the Group company of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated against the Group company, which have been considered material by the Company in accordance with the Materiality Policy.

#### **(d) Other pending material litigations by the Group company of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated by the Group company, which have been considered material by the Company in accordance with the Materiality Policy.

#### **(e) Actions by statutory and regulatory authorities against the Group company of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Group company of the Company.

#### E. TAX PROCEEDINGS

(₹ in lakhs)

Nature of Proceedings	Number of cases	Amount involved
<b>Company</b>		
Direct Tax (Outstanding demand)	#1	27.78
Direct Tax (E-proceedings)	*1	amount unascertainable
Direct Tax (TDS)	1	0.04
Indirect Tax (GST)	Nil	Nil
<b>Promoters and Directors</b>		
<b>1. Sunil Kumar Sharma</b>		
Direct Tax (Outstanding demand)	Nil	Nil
Direct Tax (E-proceedings)	Nil	Nil
<b>2. Vishnu Kumar Sharma</b>		
Direct Tax (Outstanding demand)	Nil	Nil
Direct Tax (E-proceedings)	Nil	Nil
<b>3. Ravi Soothiya</b>		
Direct Tax (Outstanding demand)	Nil	Nil
Direct Tax (E-proceedings)	Nil	Nil
<b>4. Sunil Kumar Sharma HUF</b>		
Direct Tax (Outstanding demand)	Nil	Nil
Direct Tax (E-proceedings)	Nil	Nil
<b>5. Neha Kaira</b>		
Direct Tax (Outstanding demand)	Nil	Nil
Direct Tax (E-proceedings)	Nil	Nil
<b>6. Suresh Kumar Chotia</b>		
Direct Tax (Outstanding demand)	Nil	Nil
Direct Tax (E-proceedings)	Nil	Nil

- #A demand notice for AY 2023-24 dated May 02, 2024 u/s 154 for rectification of order u/s 143 (1) dated January 08, 2024 has been issued for ₹ 25.48 Lakh. The Company had filed an appeal February 08, 2024 against the order to the Office of the Commissioner of Income Tax, Appeal claiming they had already filed a condonation of delay application for the form 10CCB. The appellate authority has asked the Assessment Officer to verify the facts and proceed accordingly. Currently the outstanding demand as shown in the portal is ₹ 25,48,870.00 and interest of ₹ 2,29,392.00 aggregating to ₹ 27,78,262.00.
- \*Company has received a Notice dated December 14, 2022 U/s 143(1)(a) of Income Tax Act 1961 proposing adjustments to the Total Income for the AY 2022-23.

#### F. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

In accordance with our Company's materiality policy dated August 08, 2024 below are the details of the Creditors where there are outstanding amounts as on June 30, 2024:

(₹ in lakhs)

Types of creditors	Number of creditors	Amount involved
A. Micro, small and medium enterprises	12	91.68
B. Other Creditors	41	317.89
<b>Total (A+B)</b>	<b>53</b>	<b>409.57</b>
C. Material Creditors	1	261.28

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.oanindustries.com](http://www.oanindustries.com). It is clarified that such details available on our website do not form a part of this Draft Red Herring 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 199 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

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 Red Herring 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 150 of this Draft Red Herring 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.

### I. 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 08, 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 August 09, 2024 authorized the Issue.
- c) Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated November 09, 2024.

#### *Approval from the Stock Exchange:*

In-principle approval dated [●] from National Stock Exchange of India Limited for using the name of the Exchange in the offer documents for listing of the Equity Shares on Emerge Platform of National Stock Exchange of India Limited, issued by our Company pursuant to the Issue.

#### *Agreements with National Securities Depository Limited and Central Depository Services (India) Limited :*

- a) The Company has entered into an agreement dated July 01, 2024 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) Similarly, the Company has also entered into an agreement dated June 27, 2024 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 INE0YHB01013.

#### *Lenders’ Consent for the Issue*

Our Company has received NOC dated [●], from HDFC Bank Limited and NOC dated June 28, 2024, from State Bank of India.

### II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

Sr. No.	Nature of Registration	Certificate is in the name of	CIN	Applicable Laws	Issuing Authority	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation as Private Limited Company	OAN Industries Private Limited	U24290RJ2019PTC065299	The Companies Act, 2013	Registrar of Companies, Central Registration Centre	June 13, 2019	Valid Until Cancelled
2.	Certificate of Incorporation as Private Limited Company after alteration in Object Clause	OAN Industries Private Limited	U24290RJ2019PTC065299	The Companies Act, 2013	Registrar of Companies, Jaipur	June 22, 2020	Valid Until Cancelled
3.	Certificate of Incorporation as Private Limited Company after alteration in Object Clause	OAN Industries Private Limited	U24290RJ2019PTC065299	The Companies Act, 2013	Registrar of Companies, Jaipur	January 20, 2022	Valid Until Cancelled
4.	Certificate of Incorporation as Private Limited Company after alteration in Object Clause	OAN Industries Private Limited	U20119RJ2019PTC065299	The Companies Act, 2013	Registrar of Companies, Jaipur	May 27, 2023	Valid Until Cancelled
5.	Certificate of Incorporation on change of name from 'Oan Industries Private Limited' to 'Oan Industries Limited'	OAN Industries Limited	U20119RJ2019PLC065299	The Companies Act, 2013	Registrar of Companies, Central Processing Centre	August 07, 2024	Valid Until Cancelled
6.	Certificate of Incorporation as Public Limited Company after alteration in Object Clause	OAN Industries Limited	U20119RJ2019PLC065299	The Companies Act, 2013	Registrar of Companies, Central Processing Centre	August 30, 2024	Valid Until Cancelled

### III. 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:

**A. TAX RELATED APPROVALS:**

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	OAN Industries Limited	AACCO9587F	Income Tax Act, 1961	Income Tax Department, Government of India	June 13, 2019	Valid Until Cancelled
2.	*Tax Deduction Account Number (TAN)	OAN Industries Private Limited	JPRO02728F	Income Tax Act, 1961	Income Tax Department, Government of India	June 13, 2019	Valid Until Cancelled
3.	Certificate of Registration of Goods and Services Tax, Rajasthan	OAN Industries Limited	08AACCO9587F1ZY	Centre Goods and Services Tax Act, 2017	Goods and Service Tax Department	September 02, 2024 w.e.f. June 19, 2019	Valid Until Cancelled

\*The above-mentioned approvals are in the previous name of the Company i.e., OAN Industries Private Limited. The Company is in the process of changing its name from OAN Industries Private Limited to OAN Industries Limited in all its approvals.

**B. BUSINESS OPERATIONS RELATED APPROVALS:**

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Udyam Registration Certificate	OAN Industries Limited	UDYAM-RJ-17-0011666	MSME Development Act, 2006	Ministry of Micro Small & Medium Enterprises, Government of India	September 09, 2020	Valid Until Cancelled
2.	Legal Entity Identifier Certification	OAN Industries Limited	894500COOQ AVDJ6V7Y45	RBI Guidelines	Ubisecure Oy	December 22, 2020	Automatic renewal till: December 22, 2028
3.	Certificate of Importer-Exporter Code (IEC)	OAN Industries Limited	AACCO9587F	The Foreign Trade (Development and Regulation) Act, 1992	Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India	July 09, 2019	Valid until cancelled
4.	*Consent to Operate the Factory situated at F-200 (C) Phase-I, Manda Industrial Area Chomu, Jaipur	OAN Industries Private Limited	2024-2025/Jaipur/13133	Section 25/26 of the Water (Prevention & Control of Pollution) Act, 1974 and under Section 21(4) of Air (Prevention & Control of Pollution) Act, 1981	Regional Office Jaipur, Rajasthan State Pollution Control Board	June 19, 2024	December 31, 2028

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
5.	*Consent to Establish the Factory situated at F-200 (C) Phase-I, Manda Industrial Area Chomu, Jaipur	OAN Industries Private Limited	2023-2024/CD/6970	Section 25/26 of the Water (Prevention & Control of Pollution) Act, 1974 and under Section 21(4) of Air (Prevention & Control of Pollution) Act, 1981	Head Office (CD), Rajasthan State Pollution Control Board	February 01, 2024 w.e.f November 01, 2023	October 31, 2028
6.	*Registration and Licence to work a Factory employing not more than 20 persons at F-200 (C) Phase-I, Manda Industrial Area Chomu, Jaipur	OAN Industries Private Limited	RJ/34258	Factories Act, 1948	Chief Inspector of Factories and Boilers Rajasthan, Jaipur	November 12, 2021	March 31, 2031
7.	*Registration and Licence to work a Factory employing not more than 50 persons at F-200 (C) Phase-I, Manda Industrial Area Chomu, Jaipur	OAN Industries Private Limited	RJ/34258	Factories Act, 1948	Chief Inspector of Factories and Boilers Rajasthan, Jaipur	September 22, 2023	March 31, 2031
8.	*Environment Impact Assessment Clearance for Factory at F-200 (C) Phase-I, Manda Industrial Area Chomu, Jaipur	OAN Industries Private Limited	EC24B021RJ1 27143	Environment (Protection) Act, 1986 & Environmental Impact Assessment Rules, 2006	State Level Environment Impact Assessment Authority (SEIAA), Rajasthan	January 05, 2024	Valid Until Cancelled
9.	Certificate of Stability of Factory F-	OAN Industries Limited	SEPTEMBER/006/2024	Rajasthan Factory Rules, 1951	Ravi Vindal Associates, Chartered	September 17, 2024	Valid Until Cancelled



Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
	200 (C) Phase-I, Manda Industrial Area Chomu, Jaipur				Engineers and Consultants		
10.	*Permission under Electricity Act/ Load Sanction for Factory at F-200 (C) Phase-I, Manda Industrial Area Chomu, Jaipur	Oan Industries Private Limited	S.NO/AEN(O &M)/JVNL/CC/KALADE RA/D 2737	Rule 63 of Indian Electricity Rules, 1956	Office of the Assistant Engineer (O&M), Jaipur Vidyut Vitran Nigam Limited (JVNL) Kaladera	November 25, 2022	Valid Until Cancelled
11.	No Objection Certificate (NOC) from Fire Department for Factory at F-200 (C) Phase-I, Manda Industrial Area Chomu, Jaipur	OAN Industries Limited	LSG/CHOMU /FIRE NOC/2023-24/19738	Rajasthan Municipalities Act, 2009	Assistant Fire Officer, Municipal Council, Chomu	April 23, 2024	April 22, 2027
12.	No Objection Certificate (NOC) for ground water abstraction for Factory at F-200 (C) Phase-I, Manda Industrial Area Chomu, Jaipur	OAN Industries Limited	CGWA/NOC/IND/ORIG/2023/18264	Environment (Protection) Act, 1986	River Development & Ganga Rejuvenation Central Ground Water Authority, Ministry of Jal Shakti Department of Water Resources, Government of India	April 19, 2023 w.e.f August 04, 2023	July 04, 2025
<p>*The above-mentioned approvals are in the previous name of the Company i.e., OAN Industries Private Limited. The Company is in the process of changing its name from OAN Industries Private Limited to OAN Industries Limited in all its approvals.</p>							

### C. LABOUR LAW RELATED APPROVALS:

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	*Registration for Employees' Provident Funds	OAN Industries Private Limited	RJRAJ2441642000	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees' Provident Fund Organisation	August 14, 2021	Valid until Cancelled
2.	*Employees' State Insurance Registration	OAN Industries Private Limited	15000705090000301	Employee State Insurance Act, 1948	Regional Office, Employee State Insurance Corporation, Jaipur	October 26, 2020	Valid until Cancelled
3.	*Shops & Establishments Registration Certificate for "P-134, Malhotra Nagar, Behind Vidhydhar Nagar Stdm VKI, Jaipur, Rajasthan"	OAN Industries Private Limited	SCA/2024/14/134605	Rajasthan Shops And Commercial Establishments Acts, 1958	Government of Rajasthan Department of Labour	July 23, 2024	Valid Until Cancelled
4.	*Labour Identification Number (LIN) Certification	OAN Industries Private Limited	1-4801-1508-3	Labour Laws	Ministry of Labour and Employment, Government of India	June 20, 2024	Valid until Cancelled


\*The above-mentioned approvals are in the previous name of the Company i.e., OAN Industries Private Limited. The Company is in the process of changing its name from OAN Industries Private Limited to OAN Industries Limited in all its approvals.

#### D. QUALITY CERTIFICATIONS:

Sr. No	Nature of Registration	Certificate is in the name of	Issuing Authority	Certificate No.	Date of Issue	Date of Expiry
1.	Certificate for Environmental Management System of the Company under ISO 14001:2015 with the following scope: Manufacturers of Additives for Fertilizers Industries, Mining Industries, Phosphoric Acid Plants, Different Plasticizers & Other Speciality Chemicals	OAN Industries Limited	Quality Research Organization	305024100827E	October 08, 2024	October 07, 2027
2.	Certificate for Quality Management System of the Company under ISO 9001:2015 with the following scope:	OAN Industries Limited	Quality Research Organization	305024100826Q	October 08, 2024	October 07, 2027

Sr. No	Nature of Registration	Certificate is in the name of	Issuing Authority	Certificate No.	Date of Issue	Date of Expiry
	Manufacturers of Additives for Fertilizer Industries, Mining Industries, Phosphoric Acid Plants, Different Plasticizers & Other Speciality Chemicals					
3.	Certificate for Occupational Health & Safety Management System of the Company under ISO 45001:2018 with the following scope: Manufacturers of Additives for Fertilizers Industries, Mining Industries, Phosphoric Acid Plants, Different Plasticizers & Other Speciality Chemicals	OAN Industries Limited	Quality Research Organization	305024091956HS	September 19, 2024	September 18, 2027

#### E. 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	4707682  Quality You Can Trust OAN INDUSTRIES PRIVATE LIMITED	1	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	April 24, 2021 w.e.f October 18, 2020	October 17, 2030
*The above-mentioned approvals are in the previous name of the Company i.e., OAN Industries Private Limited. The Company is in the process of changing its name from OAN Industries Private Limited to OAN Industries Limited in all its approvals.							

#### F. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:

SL No.	Domain Name	Name of Registrar/ IANA ID	Creation Date	Expiry Date
1.	oanindustries.com	PDR Ltd./ 303	June 14, 2019	June 14, 2025

#### IV. APPROVALS OR LICENSES APPLIED BUT NOT RECEIVED:

NIL

#### V. APPROVALS OR LICENSES YET TO BE APPLIED:

Legal Metrology Certificate: We have purchased the following weights and measures from Balaji Computerized Dharam Kanta:

1. Max Capacity: 100 ton, Make: Smart RK, Model No. Class III, Minimum Capacity: 10 kg, LMA- 08072024-D435C.

The Legal Metrology Certificate for the above- mentioned weights and measures was already obtained by the seller, "Balaji Computerized Dharam Kanta", which is valid until July 09, 2025. Hence, we do not need to apply for the legal metrology certificate till then.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

The Board of Directors, pursuant to a resolution passed at their meeting held on August 08, 2024 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting held on August 09, 2024 authorized the Issue.

The Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution dated November 09, 2024.

The Red Herring Prospectus has been approved by our Board pursuant to a resolution dated [●]

The Prospectus has been approved by our Board pursuant to a resolution dated [●]

### **In-principle Approval:**

Our Company has obtained In-Principle approval from the Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) for using its name in the Offer Documents pursuant to an approval letter dated [●] from Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”). Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) is the Designated Stock Exchange.

## PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

We confirm that our Company, Promoters, Promoter Group and Directors have not been declared as wilful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoters, Promoter Group or Directors have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

- Neither our Company, nor Promoters, nor Promoter Group, nor any of our Directors or persons in control of our Company are / were associated as promoters, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.
- None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as Promoters or Director.
- Neither our Promoters, nor Promoter Group, nor any of our Directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoters, nor Promoter Group nor our Directors, are Wilful Defaulters or fraudulent borrowers.

## PROHIBITION BY RBI

Neither our Company, nor Promoters, nor Promoter Group, nor any of our Directors or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrowers by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 221 of this Draft Red Herring Prospectus.

Neither our Company, our Promoters, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

## COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, the Promoters and the members of the Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Draft Red Herring Prospectus.

## DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

Except Mr. Suresh Kumar Chotia, Independent Director of our Company who is Vice President at Focus Group since January 2008, which deals in electronic trading platforms including NSE, BSE, NCDEX, and MCX, covering cash, equity derivatives, currency derivatives, and commodities, none of our Directors are associated with the Securities Market in any manner and no action has been initiated against these entities by SEBI at any time except as stated under the chapters titled “*Outstanding Litigations and Material Developments*” beginning on page 221 respectively, of this Draft Red Herring Prospectus.

## ELIGIBILITY FOR THE ISSUE

Our Company is an “*unlisted issuer*” in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations, 2018.

Our Company is eligible in terms of Regulation 228, 229(2) and 230 of SEBI (ICDR) Regulations, 2018 and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018, Our Company is eligible for the Issue in accordance with Regulation 229(2) of the SEBI (ICDR) Regulations, 2018 and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018, as we are an Issuer whose post issue face value capital is more than ten crore rupees and upto twenty five crore rupees and we may hence, Issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the Emerge Platform of National Stock Exchange of India Limited) (“*NSE Emerge*”).

### We confirm that:

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this Issue is 100% underwritten and that the Book Running Lead Manager to the Issue shall underwrite minimum 15% of the total issue size. For further details pertaining to said underwriting please refer to chapter titled “*General Information-Underwriting*” beginning on page 57 of this Draft Red Herring Prospectus.

In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, 2018, we hereby confirm that we will enter into an agreement with the Book Running Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares in this Issue on the Emerge Platform of National Stock Exchange of India Limited (“*NSE Emerge*”). For further details of the arrangement of market making please refer to chapter titled “*General Information*” beginning on page 57 and details of the Market Making Arrangements for this please refer to chapter titled “*The Issue*” beginning on page 51 of this Draft Red Herring Prospectus.

In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed Allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight working days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight working days, be liable to repay such application money, with an interest at the rate as prescribed under SEBI (ICDR) Regulations 2018, the Companies Act, 2013 and applicable laws. 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.

In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Red Herring Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus.

In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a wilful defaulter or a fraudulent borrower.

In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoters or directors is a fugitive economic offender.

In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to National Stock Exchange of India Limited and National Stock Exchange of India Limited is the Designated Stock Exchange.

In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.

In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid-up.

In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.

As per Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, our Company satisfies track record and / or other eligibility conditions of Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations as below:

1. Our Company was incorporated on June 13, 2019 with the Registrar of Companies, Central Registration Centre under the Companies Act, 2013 in India.
2. Our Company is engaged in the business of exporters, importers, buyers and sellers of and dealers in all Chemicals, plasticizers and fertilizer additives and in particular Anti Foaming Agent, Defoamer Anti Caking Agent for Urea, Di-Ammonium Phosphate (DAP) Fertilizers, NPK (Nitrogen, phosphorus, and potassium) Fertilizer, Anti Dust for fertilizer, Granulation Acid for fertilizers and Anti Caking agent or Water Soluble Fertilizers (WSF) and Micro nutrient fertilizers, coloring agent, Dioctyl Maleate (DOTP), Dibutyl phthalate (DBP), Dioctyl Phthalate (DOP) including all types of plasticizers, chemicals and fertilizers additives etc. To engage in the production and sale of Polyvinyl Chloride (PVC) compounds. This includes manufacturing all types of PVC-based compound's such as resins, granules, and specialty compounds.
3. The Paid-up Capital of the Company is ₹ 821.10 Lakhs comprising 82,11,000 Equity shares.
4. The Post Issue Paid up Capital (Face Value) of the company will be [●] comprising [●] Equity Shares. So, the Company has fulfilled the criteria of Post Issue Paid up Capital shall be more than Ten Crore Rupees and upto Twenty-Five Crore Rupees.
5. The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for atleast 3 financial years preceding the application and its net-worth as on March 31, 2024 is positive:

(₹ in Lakhs)

Particulars	For the period ended	For Financial Year ended on		
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Networth <sup>(1)</sup>	2,078.28	1,607.61	450.47	212.74
Operating Profit (EBITDA) <sup>(2)</sup>	499.88	1,627.88	349.06	157.28

<sup>(1)</sup> Networth has been computed as the aggregate of equity shares capital and reserves (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.

<sup>(2)</sup> EBITDA means Earnings Before Interest, Tax, Depreciation and Amortization.

6. The Issuer has positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application, as given below:

(₹ In Lakhs)

Particulars	For the Financial Year ended		
	March 31, 2024	June 30, 2024	March 31, 2024
Net Cash flow from Operations	355.08	(97.40)	(15.10)
Less- Purchase of Fixed Assets (net of sale proceeds of Fixed Assets)	642.61	542.46	194.61
Add- Net Total Borrowings (net of repayment)	656.10	608.78	264.13
Less- Interest expense x (1-T)	126.40	61.29	28.09
<b>Free cash flow to Equity (FCFE)</b>	<b>242.17</b>	<b>(92.37)</b>	<b>26.33</b>

7. Our Company has facilitated trading in demat securities and has entered into an agreement with both the depositories. Our Company has entered into an agreement with Central Depository Services Limited (CDSL) dated July 01, 2024 and National Securities Depository Limited (NSDL) dated June 27, 2024 for dematerialization of its Equity Shares already issued and proposed to be issued.
8. The Company has not been referred to Board for Industrial and Financial Reconstruction.
9. Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
10. None of the Directors of our Company have been categorized as a Wilful Defaulter or fraudulent borrowers.
11. There is no winding up petition against the Company, which has been admitted by a court of competent jurisdiction or liquidator has not been appointed.
12. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
13. There has been no significant change in the promoter(s) of the Company in the one year preceding the date of filing application to Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”).
14. The Company has a website: [www.oanindustries.com](http://www.oanindustries.com)
15. No Offer Documents filed with the Exchange of the Book Running Lead Manager has been returned in the past 6 months from the date of application.

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 we comply with all the above requirements / conditions so as to be eligible to be listed on the Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”).

#### **COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI (ICDR) REGULATIONS, 2018**

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations, 2018. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations, 2018, with respect to the Issue.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF 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 ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, GRETEX CORPORATE SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, GRETEX CORPORATE SERVICES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [●]. THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 34, SECTION 35, SECTION 36 AND SECTION 38 (1) OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND / OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE**

**PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENTS / OFFER DOCUMENTS.**

**Note:**

The filing of this Draft Red Herring Prospectus does not, however, absolve our Company from any liabilities under sections 34, 35 and 36(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Book Running Lead Manager any irregularities or lapses in this Draft Red Herring Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Jaipur in terms of Section 26 & 32 of the Companies Act, 2013.

**DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

Our Company, its Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk. The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the agreement entered between the Book Running Lead Manager (Gretex Corporate Services Limited) and our Company on September 03, 2024 and the Underwriting Agreement dated September 03, 2024 entered into between the Underwriters and our Company and the Market Making Agreement dated September 03, 2024 entered into among the Market Maker and our Company. All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere. The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

**Note:** Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and 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 and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

**CAUTION**

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

**PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER**

For details regarding the price information and track record of the past issue handled by M/s. Gretex Corporate Services Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer Annexure A to this Draft Red Herring Prospectus and the website of the Book Running Lead Manager at [www.gretexcorporate.com](http://www.gretexcorporate.com).

**DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in



shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, AIFs state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Jaipur, Rajasthan only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed at Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge") for its observations and NSE Emerge will give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

#### **DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: [●] dated [●], permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed.

The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer.

It is to be distinctly understood that the aforesaid permission given by National Stock Exchange of India Limited should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly,

the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur.

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

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

## FILING

The Draft Red Herring Prospectus is being filed with Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) Exchange Plaza, C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India. The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018.

Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus / Prospectus, along with the material contracts and documents referred elsewhere in the Red Herring Prospectus / Prospectus, will be delivered for filing to the Registrar of Companies, C/6-7, 1st Floor, Residency Area, Civil Lines, Jaipur - 302001, Rajasthan.

## LISTING

An application have been made to Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) for obtaining permission for listing of the Equity Shares being offered and sold in the issue on its Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) after the allotment in the Issue. Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

National Stock Exchange of India Limited 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 NSE Emerge is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Red Herring Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge of National Stock Exchange of India Limited mentioned above are taken within Three (3) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Issue within Three (3) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

The Company has obtained approval from National Stock Exchange of India Limited vide letter dated [●] to use the name of National Stock Exchange of India Limited in this issue document for listing of equity shares on Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”).

## IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of Section 38(1) of the Companies Act, 2013 which is reproduced below:

*Any person who-*

- *Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

- *Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- *Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under Section 447 of the Companies, Act 2013.*

## CONSENTS

Consents in writing of Our Directors, Promoters, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Key Managerial Personnel, Book Running Lead Manager, Underwriters, Market Maker to the Issue, Registrar to the Issue, Legal Advisor to the Issue, and Banker(s) to the Company to act in their respective capacities shall be obtained as required as required under Section 26 & 32 of the Companies Act, 2013 and such consents for shall not be withdrawn up to the time of delivery of the Prospectus registration with the Registrar of Companies. Our Statutory Auditor holds Peer Reviewed Certificate. For the purpose of inclusion of Restated Financial Statements in the Offer Document, M/s. Mittal & Associates has given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the Registrar of Companies.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, M/s. Mittal & Associates, Chartered Accountants, the Statutory and Peer Review Auditor of the Company have agreed to provide their written consent to the inclusion of their respective reports on “**Statement of Possible Tax Benefits**” relating to the possible tax benefits and restated financial statements as included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

## EXPERT TO THE ISSUE

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

- Report of the Statement of Possible of Tax Benefits dated October 28, 2024.
- Report of the Auditor on the Restated Financial Statements of our Company for the period ended on June 30, 2024 and for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022 of our Company dated October 28, 2024.

## EXPENSES TO THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter “**Objects of the Issue**” beginning on page 84 of this Draft Red Herring Prospectus.

## DETAILS OF FEES PAYABLE

### Fees Payable to the Book Running Lead Manager

The total fees payable to the Book Running Lead Manager will be as per the Mandate Letter issued by our Company to the Book Running Lead Manager, the copy of which is available for inspection at our Registered Office.

### Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated September 03, 2024, a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, and stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post / speed post / under certificate of posting.

### Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters if any.

## UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and the selling commission for the Issue are as set out in the Underwriting Agreement amongst the Company and Underwriters. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Issue price and the amount underwritten in the manner mentioned in accordance with Section 40 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2013.

## PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and / or public issues since incorporation and are an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations, 2018.

## CAPITAL ISSUES IN THE LAST THREE (3) YEARS BY LISTED GROUP COMPANIES / SUBSIDIARY / ASSOCIATES

None of our Group Company / Associates that are listed on any Stock Exchange has made any Capital Issue in the last three (3) years. We do not have any listed subsidiary as on date of this Draft Red Herring Prospectus.

## PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “*Capital Structure*” beginning on page 68 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

## COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the Initial Public Offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

## PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370(1B) OF THE COMPANIES ACT, 1956 / SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS.

None of the equity shares of Companies under same management are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

## PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations, 2018, and this Issue is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations, 2018. Therefore, data regarding promise versus performance is not applicable to us.

## LISTED SUBSIDIARY / PROMOTER

We do not have any listed Subsidiary or Promoter Company as on date of this Draft Red Herring Prospectus.

## OPTION TO SUBSCRIBE

- a) Investors will get the allotment of specified securities in dematerialization form only.
- b) The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

## OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

Our company has not issued debentures and the details of the debentures are mentioned in the chapter “*Statement of Financial Indebtedness*” on page no 216 of this Draft Red Herring Prospectus.

## OUTSTANDING CONVERTIBLE INSTRUMENTS:

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Red Herring Prospectus.

### **PARTLY PAID-UP SHARES**

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

### **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations, 2018, and this Issue is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations, 2018. Thus, there is no stock market data available for the Equity Shares of our Company.

### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Agreement between the Registrar and Our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company has appointed Maashitla Securities Private Limited as the Registrar to the Issue to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor’s grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company will obtain authentication on the SCORES in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI Circular (CIR/OIAE/1/2014) dated December 18, 2014, and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 in relation to redressal of investor grievances through SCORES. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on August 08, 2024. For further details, please refer to the chapter titled “*Our Management*” beginning on page 166 of this Draft Red Herring Prospectus.

Our Company has appointed Mr. Bharat Khaniwal as Company Secretary and Compliance Officer and he may be contacted at the following address:

**Mr. Bharat Khaniwal**

P-134, Malhotra Nagar, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India.

**Tel:** +91 141 4035484

**Email:** cs@oanindustries.com

**Website:** www.oanindustries.com

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any Pre-Issue or Post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, etc.

### **Status of Investor Complaints**

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

### **Disposal of Investor Grievances by Listed Companies under the same Management**

None of our Group Companies / Associates / Subsidiary are listed on any Stock Exchange as on the date of filing this Draft Red Herring Prospectus.

## **CAPITALISATION OF RESERVES OR PROFITS**

Save and except as stated in the chapter titled "*Capital Structure*" beginning on page 68 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits during the last five years.

## **REVALUATION OF ASSETS**

Our Company has not revalued its assets since incorporation.

## **TAX IMPLICATIONS**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled "*Statement of Possible Tax Benefits*" beginning on page 98 of this Draft Red Herring Prospectus.

## **PURCHASE OF PROPERTY**

Other than as disclosed in this Draft Red Herring Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoter and / or Directors have any direct or indirect interest in any payment made there under.

## **SERVICING BEHAVIOR**

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

## **PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation. Except as disclosed under sections titled "*Our Management*" and "*Related Party Transactions*" beginning on pages 166 and 196 respectively of this Draft Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

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

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

## SECTION XI: ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents / certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government Of India, the Stock Exchange, the Registrar of Companies, the RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the Government Of India, the Stock Exchange, the Registrar of Companies and / or any other authorities while granting its approval for the Issue.*

*Please note that, in terms of Regulation 256 of the SEBI (ICDR) Regulations 2018 read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, 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, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 (“UPI Phase II”). Further SEBI through its circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice. However, due to the outbreak of COVID19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, vide SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (“UPI Phase III”). Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/P/CIR/2022/75 dated May 30, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

### AUTHORITY FOR THE PRESENT ISSUE

This Public Issue has been authorized by a resolution of our Board of Directors passed at their meeting held on August 08, 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 at the General Meeting. The shareholders have authorized the Issue by a Special Resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of our Company held on August 09, 2024.

### RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act, and our Memorandum of Association 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 dividends and other corporate benefits, if any, declared by us after the date of Allotment. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and



other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, '*Main Provisions of Article of Association*', beginning on page 294 of this Draft Red Herring Prospectus.

### MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013, Article of Association, the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 any other rules, regulations or guidelines as may be issued by Government of India in connection there to and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, in cash as per the provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details in relation to dividends, please refer to sections titled, '*Dividend Policy*' and '*Main Provisions of Article of Association*', beginning on page 196 and 294 respectively, of this Draft Red Herring Prospectus.

### FACE VALUE AND ISSUE PRICE

The face value of each Equity Share of our Company is ₹ 10.00 and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share ("Floor Price") and at the higher end of the Price Band is ₹ [●] per Equity Share ("Cap Price"). The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the Book Running Lead Manager, and will be advertised, at least two Working Days prior to the Bid / Issue Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Jaipur edition of [●], a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company and in consultation with the Book Running Lead Manager, after the Bid / Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

The Issue Price is determined by our Company in consultation with the Book Running Lead Manager and is justified under the Section titled, '*Basis for Issue Price*', beginning on page 98 of this Draft Red Herring Prospectus.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### COMPLIANCE WITH ICDR REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, as amended time to time.

### COMPLIANCE WITH DISCLOSURE AND ACCOUNTING NORMS

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive annual reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act, 2013;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;

- Right of free transferability of the Equity Shares, subject to applicable laws, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, as may be applicable, terms of the Listing Regulations and the Memorandum of Association and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and / or consolidation / splitting, etc., please refer to Section titled, '*Main Provisions of the Articles of Association*', beginning on page no 294 of this Draft Red Herring Prospectus.

#### **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be Allotted only in dematerialized form. As per the existing ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form for all Applicants.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated June 27, 2024 between National Securities Depository Limited, our Company and Registrar to the Issue; and
- Tripartite Agreement dated July 01, 2024 between Central Depository Services (India) Limited, our Company and Registrar to the Issue.

The ISIN of the company is INE0YHB01013.

#### **MARKET LOT AND TRADING LOT**

Trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012, and the same may be modified by National Stock Exchange of India Limited from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants. Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakhs per application.

#### **MINIMUM NUMBER OF ALLOTTEES**

In accordance with the Regulation 268 of ICDR Regulations, the minimum number of Allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective Allottees is less than 50, no Allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 2 Working Days of closure of Issue.

#### **JOINT HOLDERS**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

#### **NOMINATION FACILITY TO INVESTOR**

In accordance with Section 72 of the Companies Act, 2013, the First / Sole Applicant, along with other joint Applicant, may nominate any one person in whom, in the event of the death of Sole Applicant or in case of joint Applicant, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board of Directors, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant would prevail. If the Applicants require changing the nomination, they are requested to inform their respective Depository Participant.

## WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, our Company, in consultation with Book Running Lead Manager, reserves the right not to proceed with this issue at any time after the Issue Opening Date, but before our Board meeting for Allotment without assigning reasons thereof.

If our Company withdraws the Issue after the Issue 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 Book Running 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 Issue after the Issue 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 Issue is also subject to obtaining the final Listing and Trading Approval 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 Issue Closing Date.

## ISSUE PROGRAM

<b>Bid / Issue Opens on</b>	[●] <sup>(1)</sup>
<b>Bid / Issue Closes on</b>	[●] <sup>(2)(3)</sup>
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	[●]
<b>Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account*</b>	[●]
<b>Credit of Equity Shares to Demat accounts of Allottees</b>	[●]
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	[●]

<sup>1</sup>Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid / Issue Period shall be one Working Day prior to the Bid / Issue Opening Date in accordance with the SEBI ICDR Regulations

<sup>2</sup>Our Company in consultation with the Book Running Lead Manager, may consider closing the Bid / Issue Period for QIBs one Working Day prior to the Bid / Issue Closing Date in accordance with the SEBI ICDR Regulations.

<sup>3</sup>UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Issue Closing Date, i.e. [●].

\*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation / withdrawal / deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the

UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted / partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue Book Running Lead Manager shall be liable for compensating the Applicant at a uniform rate of 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

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

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid / Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid / Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Submission of Application Forms:

<b>Issue period (except the Issue Closing Date)</b>	
Submission and Revision of Application Form	Only between 10.00 a.m. to 5.00 p.m. IST
<b>Issue Closing Date</b>	
Submission and Revision of Application Form	Only between 10.00 a.m. to 3.00*# p.m. IST

\*UPI mandate end time and date shall be at 5.00 pm on Issue / Issue Closing Date

**# On the Issue Closing Date, the Applications shall be uploaded until:**

Until 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors and Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Retail Individual Investors which may be extended up to such time as deemed fit by the Stock Exchange after taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Manager to the Stock Exchange.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for IPOs. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Issue has been made under UPI Phase III, subject to the timing of the Issue and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Draft Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The Book Running Lead Manager will be required to submit reports of compliance with listing timelines and activities, identifying non- adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Due to the limitation of time available for uploading the Bid-Cum-Application Forms on the Bid / Issue Closing Date, Applicants are advised to submit their applications 1(one) day prior to the Issue Closing Date and, in any case, not later than 3:00 p.m. (IST) on the Bid / Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST.

Applicants are cautioned that, in the event a large number of Bid-Cum-Application Forms are received on the Issue Closing Date, as is typically experienced in public issue, some Bid-Cum-Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum-Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Bid-Cum-Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bid-Cum-Application Forms due to faults in any software / hardware system or otherwise.

In accordance with ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application Amount) at any stage. Retail Individual Investors can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Investors, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from EMERGE platform of National Stock Exchange of India Limited may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid / Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid / Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid / Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the Book Running Lead Manager, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid / Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Manager and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

## MINIMUM SUBSCRIPTION

In accordance with Regulation 260 (1) of ICDR Regulations, this Issue is 100% underwritten, so this Issue is not restricted to any minimum subscription level .

As per section 39 of the new Companies Act, if the “stated minimum amount” has not been subscribed and the sum payable on Application is not received within a period of 30 days from the date of Red Herring Prospectus, the Application Amount has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Offer document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through the Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, 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 Lakhs (Rupees One Lakhs) 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 issued or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261 (5) of the ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the EMERGE platform of National Stock Exchange of India Limited.

## APPLICATION BY ELIGIBLE NRIS, FPIS / FIIS REGISTERED WITH SEBI, VCFs REGISTERED WITH SEBI AND ELIGIBLE QFIS

It is to be understood that there is no reservation for Eligible NRIs or FPIS / FIIs registered with SEBI or VCFs or Eligible QFIs. Such Eligible NRIs, Eligible QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of allocation.

NRIs, FPIS / FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public issue without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIS and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and / or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

## AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBs CANNOT PARTICIPATE IN THIS ISSUE.

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No. 20/2000-RB dated May 03, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for Equity Share allocation.

## RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the pre-issue Equity Shares and Promoters’ minimum contribution in the Issue as detailed in the Section titled, ‘*Capital Structure*’, beginning on page 68 of this Draft Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation / splitting of Equity Shares. For further details, please refer to the Section titled, ‘*Main Provisions of the Articles of Association*’, beginning on page 294 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the Applicants of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

## NEW FINANCIAL INSTRUMENTS

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue.

## ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must 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.

Further, in accordance with the ICDR Regulations, Allotment of Equity Shares to successful Applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

## MIGRATION TO MAIN BOARD

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, our Company may migrate to the main board of National Stock Exchange of India Limited from the NSE EMERGE if we fulfill the criteria as per SEBI (ICDR) Regulation and as per NSE Circular dated March 07, 2024.

### A. As per NSE guidelines:

As per NSE Circular dated March 07, 2024, our Company may migrate its securities from the Emerge Platform of National Stock Exchange of India Limited to main board platform of National Stock Exchange of India Limited.

Parameter	Migration policy from NSE Emerge Platform to NSE Main Board
Paid up Capital & Market Capitalisation	The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalisation of the applicant's equity shall not be less than 25 crores** ** Explanation For this purpose capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares
Earnings before Interest, Depreciation and Tax (EBITDA) and Profit After Tax (PAT)	The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
Listing period	The applicant should have been listed on SME platform of the Exchange for at least 3 years.
Other Listing conditions	The applicant Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.  The company has not received any winding up petition admitted by a NCLT.  The networth* of the company should be at least 75 crores  * Networth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
Public Shareholders	Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.
Track record	Track record of atleast three years of either: i. the applicant seeking listing; or ii. the promoters****/promoting company, incorporated in or outside India or iii. Proprietary / Partnership firm and subsequently converted into a Company (not in existence as a Company for three years) and approaches the Exchange for listing. ****Promoters mean one or more persons with minimum 3 years of experience in the same line of business and shall be holding at least 20% of the post issue equity share capital individually or severally.

Parameter	Migration policy from NSE Emerge Platform to NSE Main Board
The applicant desirous of listing its securities on the main board	The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner.

#### B. As per ICDR guidelines:

*If the Paid up Capital of our Company is likely to increase above ₹2,500 lakhs by virtue of any further issue of capital by way of rights issue, 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 Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to National Stock Exchange of India Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

*If the Paid up Capital of our company is more than ₹1,000 lakhs but below ₹2,500 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligible criteria for listing laid by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

*Any company desiring to migrate to the Main board from the Emerge Platform within three years of listing on Emerge platform of National Stock Exchange of India Limited has to fulfil following conditions:*

- i. The increase in post issue face value capital beyond ₹ 25 crore should arise only because of merger/acquisition or for expansion purposes.*
- ii. The company should have a minimum turnover of ₹ 100 crore as per last audited financials and market capitalization of ₹ 100 crore.*
- iii. The company should have a minimum profit before tax of ₹ 10 crore for two years out of three preceding years.*
- iv. There should not be any action against the company by any regulatory agency at the time of application for migration.*

*For detailed criteria please refer to [www.nseindia.com](http://www.nseindia.com)*

### MARKET MAKING

The Equity Shares offered through this Issue are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited, wherein the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the Emerge platform of National Stock Exchange of India Limited for a minimum period of 3 years from the date of listing on the Emerge Platform of National Stock Exchange of India Limited.

For further details of the agreement entered into between our Company, the Book Running Lead Manager and the Market Maker please refer to Section titled, '**General Information - Details of the Market Making Arrangements for this Issue**', beginning on page 57 of this Draft Red Herring Prospectus.

### JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Jaipur, Rajasthan.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be Issued or sold within the United States to, or for the account or benefit of "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues and sales occur.



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

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Red Herring Prospectus with the Registrar of Companies 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 Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company's post issue paid up capital is more than ₹ 10 crores and upto ₹ 25 crores. Our Company shall issue equity shares to the public and propose to list the same on the Emerge Platform of National Stock Exchange of India Limited. For further details regarding the salient features and terms of such this issue, please refer to chapter titled **“Terms of the Issue”** and **“Issue Procedure”** beginning on page 244 and 254 respectively of this Draft Red Herring Prospectus.

Initial Public Issue of upto 29,32,800\* Equity Shares of ₹10.00 each (the “Equity Shares”) for cash at a price of ₹ [●] per Equity Share (including a Share Premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] Lakhs (“the Issue”) by the issuer Company (the “Company”).

\* Subject to finalization of the Basis of Allotment

The Issue comprises a reservation of upto [●] Equity Shares of face value of ₹10.00 each fully paid for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakhs for subscription by the designated Market Maker (Market Maker Reservation Portion) and a Net Issue to Public of upto [●] Equity Shares of face value of ₹ 10.00 each fully paid for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakhs (the Net Issue). The Issue and the Net Issue will constitute [●] % and [●] % respectively of the Post Issue Paid-up Equity Share Capital of the Company. The Issue is being made through the Book Building Process.

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
<b>Number of Equity Shares available for allocation</b>	Upto [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders.	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders.
<b>Percentage of Issue Size available for allocation</b>	[●]% of the Issue Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15% of the Issue less allocation to QIB Bidders and RIBs will be available for allocation.	Not less than 35% of the Issue less allocation to QIBs and Non-Institutional Bidders will be available for allocation
<b>Basis of Allotment <sup>(3)</sup></b>	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion):	Allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB	Allotment to each Retail Individual Bidder shall not be less than the maximum Bid lot,

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
		<p>(a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.</p>	<p>Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For details, see “<i>Issue Procedure</i>” beginning on page 254 of this Draft Red Herring Prospectus.</p>	<p>subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on proportionate basis. For details, see “<i>Issue Procedure</i>” beginning on page 254 of this Draft Red Herring Prospectus.</p>
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.			
<b>Minimum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares
<b>Maximum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
<b>Trading Lot</b>	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
<b>Terms of Payment</b>	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>			
<b>Mode of Bid</b>	Only through the ASBA process.			Through ASBA Process or Through Banks or by using UPI ID for payment

*This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*

*(1) Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.*

*(2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.*

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

*(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

The Bids by FPIs with certain structures as described under **“Issue Procedure - Bids by FPIs”** on page 254 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

## **WITHDRAWAL OF THE ISSUE**

In accordance with the SEBI (ICDR) Regulations, our Company in consultation with Book Running Lead Manager, reserves the right not to proceed with this issue at any time after the Issue Opening Date, but before our Board meeting for Allotment without assigning reasons thereof.

If our Company withdraws the Issue after the Issue 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 Book Running 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 Issue after the Issue 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 Issue is also subject to obtaining the final Listing and Trading Approval 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 Issue Closing Date.

## JURISDICTION

Exclusive jurisdiction for the purpose of this issue is with the competent courts / authorities at Jaipur, Rajasthan.

## ISSUE PROGRAMME

<b>Bid / Issue Opens on</b>	<input type="checkbox"/> <sup>(1)</sup>
<b>Bid / Issue Closes on</b>	<input type="checkbox"/> <sup>(2)(3)</sup>
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	<input type="checkbox"/>
<b>Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account*</b>	<input type="checkbox"/>
<b>Credit of Equity Shares to Demat accounts of Allottees</b>	<input type="checkbox"/>
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	<input type="checkbox"/>

<sup>1</sup>Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid / Issue Period shall be one Working Day prior to the Bid / Issue Opening Date in accordance with the SEBI ICDR Regulations.

<sup>2</sup>Our Company in consultation with the Book Running Lead Manager, consider closing the Bid / Issue Period for QIBs one Working Day prior to the Bid / Issue Closing Date in accordance with the SEBI ICDR Regulations

<sup>3</sup>UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Issue Closing Date, i.e. [●].

Applications and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period at the Application Centers mentioned in the Bid-Cum-Application Form.

Standardization of cut-off time for uploading of applications on the Bid / Issue Closing Date:

- A standard cut-off time of 3.00 P.M. for acceptance of applications.
- A standard cut-off time of 4.00 P.M. for uploading of applications received from other than retail individual applicants.
- A standard cut-off time of 5.00 P.M. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by National Stock Exchange of India Limited after taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Manager to National Stock Exchange of India Limited within half an hour of such closure.

It is clarified that Bids not uploaded would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum- Application Form, for a particular bidder, the details as per physical Bid-Cum-application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).

## ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the circular SEBI/HO/CFD/DIL2/CIR/P/2020/37 dated 17th March 2020 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint 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 (xiii) interest in case of delay in Allotment or refund.

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 RIBs 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.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter final reduced timeline of T+3 days for the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on / or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023, and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Issue will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

The list 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 Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”) to act as intermediaries for submitting Application Forms are provided on [www.nseindia.com/emerge](http://www.nseindia.com/emerge) For details on their designated branches for submitting

*Application Forms, please see the above-mentioned website of Platform of National Stock Exchange of India Limited (“NSE EMERGE”).*

*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 Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is not liable for any amendment, modification or change in the applicable law, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their application are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus and the Red Herring Prospectus.*

*Further, the Company and the Book Running Lead Manager are not liable for any adverse occurrence’s consequent to the implementation of the UPI Mechanism for application in this Issue.*

## **PHASED IMPLEMENTATION OF UPI FOR BIDS BY RETAIL INDIVIDUAL BIDDERS AS PER THE UPI CIRCULAR**

SEBI has issued circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 and circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (collectively the “UPI Circulars”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019, or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Investor had the option to submit the Application Form with any of the Designated Intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six working days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continued for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, 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 is continued till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six working days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023, and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“T+3 Notification”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis). All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI payment mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

Pursuant to the SEBI UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the SEBI UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post – issue Book Running Lead Manager will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI payment mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks make an application as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

The list 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>.

Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders applying in public Offers where the application amount is up to ₹ 5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- a syndicate member
- 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”)
- a depository participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- a registrar to the issue and shares transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

For further details, refer to the General Information Document to be available on the website of the Stock Exchange and the Book Running Lead Manager's.

## **BOOK BUILDING PROCEDURE**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the Post-Issue Paid-Up Equity Share capital of our Company. The Issue is being made under Regulation 229(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process.

The allocation to the public will be made as per Regulation 253 of SEBI ICDR Regulations, wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.



Accordingly, we have allocated the Net Issue i.e., not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders and not less than 15% of the Net Issue shall be available for allocation to Non-institutional bidders and not more than 50% of the Net Issue shall be allocated on a proportionate basis to QIBs.

Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

***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 and PAN and UPI ID (for RIBs using the UPI Mechanism), shall be treated as incomplete and will be rejected. Eligible Employees Bidding in the Employee Reservation Portion Bidding using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.***

***Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021.***

## **AVAILABILITY OF RED HERRING PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Red Herring Prospectus together with the Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Book Running Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. The Application Form shall contain space for Indicating number of specified securities subscribed for in Demat form.

## **BID CUM APPLICATION FORM**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries, and the Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

All ASBA Bidders must provide either (i) the bank account details and authorization to block funds in the ASBA Form, or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected.

UPI Bidders Bidding using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. Applications made by the UPI Bidder using third party bank account or using third party linked bank account UPI ID are liable for rejection. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, Bidders shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid cum Application Forms) and Bid cum Application Forms not bearing such specified stamp may be liable for rejection.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSBs or sponsor banks, as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked including details as prescribed in Annexure II of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Bid cum Application Form*
Anchor Investors <sup>1</sup>	[●]
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis <sup>^</sup>	[●]
Non-Residents including FPIs, Eligible NRIs, FVCIs and registered bilateral and multilateral institutions applying on a repatriation basis <sup>^</sup>	[●]

\*Excluding electronic Bid cum Application Form

<sup>^</sup>Electronic Bid cum Application Form and the abridge prospectus will be made available for download on the website of the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).

<sup>1</sup> Bid cum Application Forms for Anchor Investors shall be available at the offices of the Book Running Lead Manager

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit / deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders 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 Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – “Designated Intermediaries”):

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stockbroker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application 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 Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange 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</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post

<b>investors to intermediaries other than SCSBs:</b>	uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.

The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and National Stock Exchange of India Limited Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid / Issue Closing Date (“Cut-Off Time”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut- off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification of Bids shall be allowed in parallel during the Bid / Issue Period until the Cut-Off Time. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (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 an 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 Bank and the Bankers to the Issue. The Book Running Lead Manager s shall also be required to obtain the audit trail from the Sponsor Bank and the Bankers to the Issue for analysing the same and fixing liability.

Stock exchange shall allow modification of selected fields viz. DP ID / Client ID or Pan ID (Either DP ID / Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

#### **Availability of Abridged Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid / Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the Book Running Lead Manager.

#### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Draft Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- Indian Financial Institutions scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations.
- Foreign Venture Capital Investors registered with the SEBI;
- Trusts / societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and / or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Multilateral and bilateral development financial institution;
- Eligible QFIs;
- Insurance funds set up and managed by army, navy or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, India;
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

- Minors (except through their Guardians)
- Partnership firms or their nominations
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No. 20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

## MAXIMUM AND MINIMUM APPLICATION SIZE

### 1. For Retail Individual Bidders

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 Bidder does not exceed 2,00,000.00. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed 2,00,000.00.

### 2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000.00 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000.00 for being considered for allocation in the Non-Institutional Portion.

**Bidders 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 Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## METHOD OF BIDDING PROCESS

Our Company in consultation with the Book Running Lead Manager will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Jaipur Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The Book Running Lead Manager and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid / Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid / Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Jaipur Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.

- b) During the Bid / Issue Period, Retail Individual Bidders, should approach the Book Running Lead Manager or their authorized agents to register their Bids. The Book Running Lead Manager shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid / Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the Book Running Lead Manager (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder / Applicant at or above the Issue Price will be considered for allocation / Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a Book Running Lead Manager or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another Book Running Lead Manager or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph **“Build-up of the Book and Revision of Bids”**.
- e) Except in relation to the Bids received from the Anchor Investors, the Book Running Lead Manager / the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.
- f) The Book Running Lead Manager shall accept the Bids from the Anchor Investors during the Anchor Investor Bid / Issue Period i.e., one working day prior to the Bid / Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section **“Issue Procedure”** beginning on page 254 of this Draft Red Herring Prospectus.
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal / failure of the Issue or until withdrawal / rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal / failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a) Our Company in consultation with the Book Running Lead Manager , and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid / Issue Period, in accordance with the SEBI ICDR Regulations, provided that (i) the Cap Price shall be less than or equal to 120% of the Floor Price, (ii) the Cap Price will be at least 105% of the Floor Price, and (iii) the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e., the floor

price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

- b) Our Company in consultation with the Book Running Lead Manager, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque / demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

#### **PARTICIPATION BY ASSOCIATES / AFFILIATES OF BOOK RUNNING LEAD MANAGER AND THE SYNDICATE MEMBERS**

The Book Running Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the Book Running Lead Manager nor any persons related to the Book Running Lead Manager (other than Mutual Funds sponsored by entities related to the Book Running Lead Manager), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

#### **OPTION TO SUBSCRIBE IN THE ISSUE**

- a) As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in Demat segment only.
- c) A single application from any investor shall not exceed the investment limit / minimum number of Equity Shares that can be held by him / her / it under the relevant regulations / statutory guidelines and applicable law.

#### **INFORMATION FOR THE BIDDERS**

1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Red Herring Prospectus to be registered with the Registrar of Companies and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the Registrar of Companies at least 3 (three) days before the Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and / or the Bid Cum Application Form can obtain the same from our Registered Office.

5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his / her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

## **BIDS BY ANCHOR INVESTORS**

Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1) (ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1. Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the Book Running Lead Manager.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 lakhs.
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open one Working Day before the Bid / Issue Opening Date and be completed on the same day.
5. Our Company in consultation with the Book Running Lead Manager, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.



- where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid / Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the Book Running Lead Manager before the Bid / Issue Opening Date, through intimation to the Stock Exchange.
  7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
  8. If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid / Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
  9. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
  10. Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
  11. The Book Running Lead Manager, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the Book Running Lead Manager) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the Book Running Lead Manager and made available as part of the records of the Book Running Lead Manager for inspection by SEBI.
  12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
  13. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

#### **BIDS BY ELIGIBLE NRI'S**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Book Running Lead Manager and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

#### **BIDS BY FPI INCLUDING FII'S**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an 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 a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) 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 sectorial 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. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

#### **BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S**

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one Investee Company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one Investee Company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) 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.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors 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 Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

#### **BIDS BY HUFs**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: “Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

#### **BIDS BY MUTUAL FUNDS**

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 index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum 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 Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements and a Networth certificate from its statutory auditor(s) and such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form.

Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, 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.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

#### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, are broadly set forth below:

- 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;
- The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- The industry sector in which the investee company belong to : not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be.

*\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Eligible FPI's, Mutual Funds, insurance companies, Systemically Important NBFCs, , insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and / or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form.
- e) Our Company in consultation with the Book Running Lead Manager in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the Book Running Lead Manager may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS**

In case of Bids made by provident funds with minimum corpus of ₹25.00 Crore (subject to applicable law) and pension funds with minimum corpus of ₹25.00 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

#### **BIDS BY BANKING COMPANY**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

#### **BIDS BY SCSB'S**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Book Running Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

#### **ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) BIDDERS**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **TERMS OF PAYMENT**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

### **PAYMENT MECHANISM**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal / failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a) In case of resident Anchor Investors: — “[●]”
- b) In case of Non-Resident Anchor Investors: — “[●]”
- c) Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

### **ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or

- d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to;
- (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bankers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

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 Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
- Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;

- Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
  9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
  10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
  11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
  12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and / or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
  13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid / Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
  14. The SCSBs shall be given one day after the Bid / Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
  15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **BUILD OF THE BOOK**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the Book Running Lead Manager at the end of the Bid / Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid / Issue Period.

#### **WITHDRAWAL OF BIDS**

- a) RIIs can withdraw their Bids until Bid / Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid / Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.



## PRICE DISCOVERY AND ALLOCATION

- a) Based on the demand generated at various price levels, our Company in consultation with the Book Running Lead Manager, shall finalise the Issue Price and the Anchor Investor Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and the in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the Book Running Lead Manager, subject to compliance with the SEBI Regulations.

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The Issuer, in consultation with the Book Running Lead Manager, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

## SIGNING OF UNDERWRITING AGREEMENT AND REGISTERING OF RED HERRING PROSPECTUS / PROSPECTUS WITH REGISTRAR OF COMPANIES

- a) Our company has entered into an Underwriting Agreement dated September 03, 2024.
- b) A copy of Red Herring Prospectus will be registered with the Registrar of Companies and copy of Prospectus will be registered with Registrar of Companies in terms of Section 26 & 32 of Companies Act, 2013.

## PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the Registrar of Companies, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid / Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject

to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

## ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS

Our Company will issue a statutory advertisement after the filing of the Red Herring Prospectus with the Registrar of Companies. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

## GENERAL INSTRUCTIONS

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid / Issue period and withdraw their Bids until Bid / Issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

### Do's:

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct, and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is / are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the

securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only.
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹ 2,00,000.00 (for Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

## **OTHER INSTRUCTIONS FOR THE BIDDERS' JOINT BIDS**

### **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form / Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

### **Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

### **Investor Grievance**

In case of any pre-issue or post issue related problems regarding demat credit / refund orders / unblocking etc. the Investors can contact the Compliance Officer of our Company.

### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

### **Submission of Bids**

- a) During the Bid / Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the Draft Red Herring Prospectus.

## **GROUND OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the 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;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples as specified in the Draft Red Herring Prospectus;
- The amounts mentioned in the Bid cum Application Form / Application Form does not tally with the amount payable for the value of the Equity Shares Bid / Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the Draft Red Herring Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest / money order / postal order / cash / cheque / demand draft / pay order;
- Signature of sole Bidder is missing;

- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid / Issue Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant 's identity (DP ID) and the beneficiary 's account numbers.
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act.
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form / Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges.
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form / Application Form. Bids not duly signed by the sole / First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Draft Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
- Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

- In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

## ALLOTMENT PROCEDURE

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Red Herring Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable

Flow of Events from the closure of bidding period (T DAY) Till Allotment:

1. On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
2. RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
3. Third party confirmation of applications to be completed by SCSBs on T+1 day.
4. RTA prepares the list of final rejections and circulate the rejections list with Book Running Lead Manager (s)/ Company for their review/ comments.
5. Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
6. The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
7. The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees: -

- a) Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- b) In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- c) In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- d) On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

## BASIS OF ALLOTMENT

Allotment will be made in consultation with the National Stock Exchange of India Limited. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).

2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- a) For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  1. Each successful applicant shall be allotted [●] equity shares; and
  2. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- b) 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.
- c) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the 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 Red Herring Prospectus.
- d) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
  1. As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  2. The balance net offer of shares to the public shall be made available for allotment to
    - a. Individual applicants other than retails individual investors and
    - b. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  3. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000.00. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with National Stock Exchange of India Limited.

The Executive Director / Managing Director of National Stock Exchange of India Limited – the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

**a) For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.



**b) For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

**c) For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders / Applicants may refer to the SEBI ICDR Regulations or Red Herring Prospectus / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●] % of the QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds [●] % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●] % of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than [●] % of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
  - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
  - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.
  - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
  - Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

**d) ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the Book Running Lead Manager, subject to compliance with the following requirements:
  - i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
  - ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
  - iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - a maximum number of two Anchor Investors for allocation up to ₹2 crores;

- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹2 crores and up to ₹25 crores subject to minimum allotment of ₹1 crores per such Anchor Investor; and
  - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the Book Running Lead Manager, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

- d) In the event the Issue Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

- e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:

In the event of the Issue Being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
- Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by 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 (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders 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 Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder 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 Issue specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000.00 Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with National Stock Exchange of India Limited.

The Executive Director / Managing Director of National Stock Exchange of India Limited - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

### 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. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

3. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

### DESIGNATED DATE

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment / or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 2 working days of the Bid / Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

### INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited i.e., [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the website of National Stock Exchange of India Limited i.e., [www.nseindia.com](http://www.nseindia.com)

### BIDDER'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details

including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

#### **SUBMISSION OF BID CUM APPLICATION FORM:**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

#### **COMMUNICATIONS**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

#### **DISPOSAL OF APPLICATION AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY**

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE EMERGE where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) working days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (Two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and / or imprisonment in such a case.

#### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Bidders, the Company in consultation with the Book Running Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

#### **IMPERSONATION**

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who—

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

## **UNDERTAKINGS BY OUR COMPANY**

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within six working days from Issue Closure date.
3. That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
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 3 (three) Working Days from the Issue 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 our Promoters' contribution in full has already been brought in;
7. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
8. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
9. If our Company does not proceed with the Issue after the Bid / Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid / Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
10. If our Company withdraws the Issue after the Bid / Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange / Registrar of Companies / SEBI, in the event our Company subsequently decides to proceed with the Issue;
11. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

## **UTILIZATION OF ISSUE PROCEEDS**

The Board of Directors of our Company certifies that:

1. All monies received out of the Issue shall be credited / transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013.

2. Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized.
3. Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6. The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

**EQUITY SHARES IN DEMATERIALIZED FORM WITH NATIONAL SECURITIES DEPOSITORY LIMITED OR CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED:**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite Agreement dated June 27, 2024 between National Securities Depository Limited, our Company and Registrar to the Issue; and
- b) Tripartite Agreement July 01, 2024, between Central Depository Services (India) Limited, our Company and Registrar to the Issue.
- c) The Company's equity shares bear an International Securities Identification Number INE0YHB01013.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“FEMA”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. 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 has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2) / 2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the “FDI Policy”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015, as updated from time to time by RBI and Master Direction– Foreign Investment in India (updated up to March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is 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 and Master Direction. 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 Section 4 of the FDI Policy 2020 has to be obtained. 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.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue 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.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that

- (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations;
- (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and
- (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country

(“Restricted Investors”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction / purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue 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 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 upto 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% and 24% 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 Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

#### **INVESTMENT BY NRI OR OCI ON NON-REPATRIATION BASIS**



As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase / sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by an 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 Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.**

**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 Red Herring 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 Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. 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.**

**SECTION XII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION**

**THE COMPANIES ACT 2013  
(Incorporated under Companies Act, 2013)**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**OAN INDUSTRIES LIMITED  
(Formerly Known as Oan Industries Private Limited)**

Pursuant to Schedule I of the Companies Act, 2013 and the SEBI (ICDR) Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

<b>1.</b>	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	<b>Table F Applicable</b>
	<b>INTERPRETATION CLAUSE</b>	
<b>2.</b>	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	<b>Act</b>
	(b) “These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	<b>Articles</b>
	(c) “Auditors" means and includes those persons appointed as such for the time being of the Company.	<b>Auditors</b>
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	<b>Capital</b>
	(e) * <b>“The Company” shall mean “OAN INDUSTRIES LIMITED”</b>	<b>Company</b>
	(f) “Executor” or “Administrator” means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	<b>Executor or Administrator</b>
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	<b>Legal Representative</b>
	(h) Words importing the masculine gender also include the feminine gender.	<b>Gender</b>
	(i) "In Writing" and “Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	<b>In Writing and Written</b>

	(j) The marginal notes hereto shall not affect the construction thereof.	<b>Marginal notes</b>
	(k) "Meeting" or "General Meeting" means a meeting of members.	<b>Meeting or General Meeting</b>
	(l) "Month" means a calendar month.	<b>Month</b>
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	<b>Annual General Meeting</b>
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	<b>Extra-Ordinary General Meeting</b>
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	<b>National Holiday</b>
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	<b>Non-retiring Directors</b>
	(q) "Office" means the registered Office for the time being of the Company.	<b>Office</b>
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	<b>Ordinary and Special Resolution</b>
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	<b>Person</b>
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	<b>Proxy</b>
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	<b>Register of Members</b>
	(v) "Seal" means the common seal for the time being of the Company.	<b>Seal</b>
	(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	<b>Singular number</b>
	(x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	<b>Statutes</b>
	(y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	<b>These presents</b>
	(z) "Variation" shall include abrogation; and "vary" shall include abrogate.	<b>Variation</b>
	(aa) "Year" means the "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	<b>Year and Financial Year</b>
	Save as aforesaid any words and expressions contained in these Articles shall bear the samemeanings as in the Act or any statutory modifications thereof for the time being in force.	<b>Expressions in the Act to bear the same meaning in Articles</b>
	<b>CAPITAL</b>	
<b>3.</b>	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	<b>Authorized Capital</b>
<b>4.</b>	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	<b>Increase of Capital by the Company how carried into effect</b>
<b>5.</b>	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	<b>New Capital same as existing capital</b>
<b>6.</b>	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	<b>Non-Voting Shares</b>
<b>7.</b>	Subject to the provisions of the Act and these Articles, the Board of Directors may	<b>Redeemable</b>

	issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	<b>Preference Shares</b>
<b>8.</b>	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	<b>Voting rights of preference shares</b>
<b>9.</b>	<p>On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions-shall take effect:</p> <p>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital.</p>	<b>Provisions to apply on issue of Redeemable Preference Shares</b>
<b>10.</b>	<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	<b>Reduction of Capital</b>
<b>11.</b>	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	<b>Debentures</b>
<b>12.</b>	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	<b>Issue of Sweat Equity Shares</b>
<b>13.</b>	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	<b>ESOP</b>
<b>14.</b>	Notwithstanding anything contained in these articles but subject to the provisions of	<b>Buy Back of</b>

	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.	<b>shares</b>
<b>15.</b>	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	<b>Consolidation, Sub-Division and Cancellation</b>
<b>16.</b>	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	<b>Issue of Depository Receipts</b>
<b>17.</b>	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	<b>Issue of Securities</b>
<b>MODIFICATION OF CLASS RIGHTS</b>		
<b>18.</b>	<p>(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.</p> <p>Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.</p>	<b>Modification of rights</b>
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari-passu therewith.	<b>New Issue of Shares not to affect rights attached to existing shares of that class.</b>
<b>19.</b>	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	<b>Shares at the disposal of the Directors.</b>
<b>20.</b>	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	<b>Power to issue shares on preferential basis.</b>
<b>21.</b>	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	<b>Shares should be Numbered progressively and no share to be subdivided.</b>
<b>22.</b>	An application signed by or on behalf of an applicant for shares in the Company,	<b>Acceptance of</b>

	followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	<b>Shares.</b>
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	<b>Directors may allot shares as full paid-up</b>
24.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	<b>Deposit and call etc. to be a debt payable immediately.</b>
25.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	<b>Liability of Members.</b>
26.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	<b>Registration of Shares.</b>
	<b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b>	
27.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	<b>CERTIFICATES</b>	
28.	<p>(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The</p>	<b>Share Certificates.</b>

	<p>Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p> <p>(d) When a new Share certificate has been issued in pursuance of the preceding clause of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is — “Issued in lieu of Share Certificate No..... sub-divided/replaced/on consolidation of Shares”.</p>	
<b>29.</b>	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	<b>Issue of new certificates in place of those defaced, lost or destroyed.</b>
<b>30.</b>	<p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company’s regulations.</p> <p>(b) The Company shall not be bound to register more than three persons as the joint holders of any share.</p>	<b>The first named joint holder deemed Sole holder.</b>
<b>31.</b>	<p>Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.</p>	<b>Company not bound to recognise any interest in share other than that of registered holders.</b>
<b>32.</b>	<p>If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.</p>	<b>Installment on shares to be duly paid.</b>
<b>UNDERWRITING AND BROKERAGE</b>		
<b>33.</b>	<p>Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.</p>	<b>Commission</b>
<b>34.</b>	<p>The Company may pay on any issue of shares and debentures such brokerage</p>	<b>Brokerage</b>

	as may be reasonable and lawful.	
	<b>CALLS</b>	
<b>35.</b>	<p>(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.</p> <p>(2) A call may be revoked or postponed at the discretion of the Board.</p> <p>(3) A call may be made payable by installments.</p>	<b>Directors may make calls</b>
<b>36.</b>	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	<b>Notice of Calls</b>
<b>37.</b>	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	<b>Calls to date from resolution.</b>
<b>38.</b>	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	<b>Calls on uniform basis.</b>
<b>39.</b>	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	<b>Directors may extend time.</b>
<b>40.</b>	If a sum called in respect of the shares is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest upon the sum at such rate not exceeding 12% per annum or at such lower rate, if any, as the Board may determine, but the Board of Directors shall be at liberty to waive payment of that interest wholly or in part.	<b>Calls to carry interest.</b>
<b>41.</b>	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	<b>Sums deemed to be calls.</b>
<b>42.</b>	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if it shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	<b>Proof on trial of suit for money due on shares.</b>
<b>43.</b>	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	<b>Judgment, decree, partial payment motto proceed for forfeiture.</b>
<b>44.</b>	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which	<b>Payments in Anticipation of calls may carry interest</b>



	<p>such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	
	<b>LIEN</b>	
45.	<p>The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/ debentures. Unless otherwise agreed the registration of a transfer of shares/ debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.</p> <p>Provided that the fully paid shares shall be free from all lien, while in the case of partly paid shares, the company's lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such shares.</p>	<b>Company to have Lien on shares.</b>
46.	<p>For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificate in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.</p>	<b>As to enforcing lien by sale.</b>
47.	<p>The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.</p>	<b>Application of proceeds of sale.</b>
	<b>FORFEITURE AND SURRENDER OF SHARES</b>	
48.	<p>If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.</p>	<b>If call or installment not paid, notice may be given.</b>
49.	<p>The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought</p>	<b>Terms of notice.</b>

	to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	
50.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	<b>On default of payment, shares to be forfeited.</b>
51.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	<b>Notice of forfeiture to a member</b>
52.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	<b>Forfeited shares to be property of the Company and maybe sold etc.</b>
53.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	<b>Members still liable to pay money owing at time of forfeiture and interest.</b>
54.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	<b>Effect of forfeiture.</b>
55.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	<b>Evidence of Forfeiture.</b>
56.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	<b>Title of purchaser and allottee of Forfeited shares.</b>
57.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	<b>Cancellation of share certificate in respect of forfeited shares.</b>
58.	In the meantime, and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	<b>Forfeiture may be remitted.</b>
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	<b>Validity of sale</b>

60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	<b>Surrender of shares.</b>
<b>TRANSFER AND TRANSMISSION OF SHARES</b>		
61.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	<b>Execution of the instrument of shares.</b>
62.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. Provided that the company shall use a common form of transfer.	<b>Transfer Form.</b>
63.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	<b>Transfer not to be registered except on production of instrument of transfer.</b>
64.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register—  (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or  (b) any transfer of shares on which the company has a lien.  Provided That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	<b>Directors may refuse to register transfer.</b>
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	<b>Notice of refusal to be given to transferor and transferee.</b>
66.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	<b>No fee on transfer.</b>
67.	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	<b>Closure of Register of Members or debenture holder or other security holders.</b>
68.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	<b>Custody of transfer Deeds.</b>

69.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	<b>Application for transfer of partly-paid shares.</b>
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	<b>Notice to transferee.</b>
71.	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognizing any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	<b>Recognition of legal representative.</b>
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	<b>Titles of Shares of deceased Member</b>
73.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	<b>Notice of application when to be given</b>
74.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	<b>Registration of persons entitled to share otherwise than by transfer. (transmission clause).</b>
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	<b>Refusal to register nominee.</b>
76.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same	<b>Board may require evidence</b>

	be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	<b>of transmission.</b>
<b>77.</b>	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do thought may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	<b>Company not liable for disregard of a notice prohibiting registration of transfer.</b>
<b>78.</b>	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	<b>Form of transfer Outside India.</b>
<b>79.</b>	No transfer shall be made to any minor, insolvent or person of unsound mind.	<b>No transfer to insolvent etc.</b>
<b>NOMINATION</b>		
<b>80.</b>	<p>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>	<b>Nomination</b>
<b>81.</b>	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	<b>Transmission of Securities by nominee</b>
<b>DEMATERIALIZATION OF SHARES</b>		
<b>82.</b>	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	<b>Dematerialization of Securities</b>

<b>JOINT HOLDER</b>		
<b>83.</b>	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	<b>Joint Holders</b>
<b>84.</b>	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	<b>Joint and several liabilities for all payments in respect of shares.</b>
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	<b>Title of survivors.</b>
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	<b>Receipts of one sufficient.</b>
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall be deemed to be service on all the holders.	<b>Delivery of certificate and giving of notices to first named holders.</b>
<b>SHARE WARRANTS</b>		
<b>85.</b>	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	<b>Power to issue share warrants</b>
<b>86.</b>	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.  (b) Not more than one person shall be recognized as depositor of the Share warrant. The Company shall, on two day's written notice, return the deposited share warrant to the depositor.	<b>Deposit of share warrants</b>
<b>87.</b>	(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.  (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.	<b>Privileges and disabilities of the holders of share warrant</b>
<b>88.</b>	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	<b>Issue of new share warrant coupons</b>
<b>CONVERSION OF SHARES INTO STOCK</b>		
<b>89.</b>	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	<b>Conversion of shares into stock or reconversion.</b>
<b>90.</b>	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	<b>Transfer of stock.</b>

91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	<b>Rights of stock holders.</b>
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.	<b>Regulations.</b>
<b>BORROWING POWERS</b>		
93.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	<b>Power to borrow.</b>
94.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	<b>Issue of discount etc. or with special privileges.</b>
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charge, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	<b>Securing payment or repayment of Moneys borrowed.</b>
96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	<b>Bonds, Debentures etc. to be under the control of the Directors.</b>
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	<b>Mortgage of uncalled Capital.</b>
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	<b>Indemnity may be given.</b>
<b>MEETINGS OF MEMBERS</b>		
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	<b>Distinction between AGM &amp; EGM.</b>

<b>100.</b>	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	<b>Extra-Ordinary General Meeting by Board and by requisition</b>
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra- Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	<b>When a director or any two Members may call an Extra Ordinary General Meeting</b>
<b>101.</b>	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	<b>Meeting not to transact business not mentioned in notice.</b>
<b>102.</b>	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	<b>Chairman of General Meeting</b>
<b>103.</b>	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	<b>Business confined to election of Chairman whilst chair is vacant.</b>
<b>104.</b>	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	<b>Chairman with his consent may adjourn meeting.</b>
<b>105.</b>	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	<b>Chairman's casting vote.</b>
<b>106.</b>	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	<b>In what case poll taken without adjournment.</b>
<b>107.</b>	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	<b>Demand for poll not to prevent transaction of other business.</b>
<b>VOTES OF MEMBERS</b>		
<b>108.</b>	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	<b>Members in arrears not to vote.</b>
<b>109.</b>	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share	<b>Number of votes each member entitled.</b>



	capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	
110.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	<b>Casting of votes by a member entitled to more than one vote.</b>
111.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	<b>Vote of member of unsound mind and of minor</b>
112.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	<b>Postal Ballot</b>
113.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	<b>E-Voting</b>
114.	a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joint holders thereof. b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	<b>Votes of joint members.</b>
115.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	<b>Votes may be given by proxy or by representative</b>
116.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	<b>Representation of a body corporate.</b>
117.	a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable. b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	<b>Members paying money in advance.</b>  <b>Members not prohibited if share not held for any specified period.</b>
118.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnity (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	<b>Votes in respect of shares of deceased or insolvent members.</b>
119.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and	<b>No votes by proxy on show of hands.</b>

	certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	
<b>120.</b>	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	<b>Appointment of a Proxy.</b>
<b>121.</b>	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	<b>Form of proxy.</b>
<b>122.</b>	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	<b>Validity of votes given by proxy notwithstanding death of a member.</b>
<b>123.</b>	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	<b>Time for objections to votes.</b>
<b>124.</b>	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	<b>Chairperson of the Meeting to be the judge of validity of any vote.</b>
<b>DIRECTORS</b>		
<b>125.</b>	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution (a) Followings are the first directors of the company: 1. <b>Sunil Kumar Sharma</b> 2. <b>Vishnu Kumar Sharma</b>	<b>Number of Directors</b>
<b>126.</b>	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	<b>Qualification Shares.</b>
<b>127.</b>	(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement. (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled. (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board. (d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/ them to the Financial Institution appointing him/ them as such Director/s.	<b>Nominee Directors.</b>
<b>128.</b>	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic	<b>Appointment of alternate Director.</b>

	re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	
129.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	<b>Additional Director</b>
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	<b>Directors power to fill casual vacancies.</b>
131.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time)for attending meetings of the Board or Committees thereof.	<b>Sitting Fees.</b>
132.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	<b>Travelling expenses Incurred by Director on Company's business.</b>
<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>		
133.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at anytime, summon a meeting of the Board.	<b>Meetings of Directors.</b>
134.	(a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within Fifteen minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. (b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	<b>Chairperson</b>
135.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	<b>Questions at Board meeting how decided.</b>
136.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	<b>Continuing directors may act notwithstanding any vacancy in the Board</b>
137.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	<b>Directors may appoint committee.</b>
138.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	<b>Committee Meeting show to be governed.</b>
139.	(a) A committee may elect a Chairperson of its meetings. (b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	<b>Chairperson of Committee Meetings</b>
140.	(a) A committee may meet and adjourn as it thinks fit.	<b>Meetings of the</b>

	(b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	<b>Committee</b>
<b>141.</b>	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	<b>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b>
<b>RETIREMENT AND ROTATION OF DIRECTORS</b>		
<b>142.</b>	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	<b>Power to fill casual vacancy</b>
<b>POWERS OF THE BOARD</b>		
<b>143.</b>	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However, no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	<b>Powers of the Board</b>
<b>144.</b>	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	<b>Certain powers of the Board</b>
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	<b>To acquire any property, rights etc.</b>
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	<b>To take on Lease.</b>
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	<b>To erect &amp; construct.</b>
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	<b>To pay for property.</b>
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in	<b>To insure properties of the Company.</b>

	pursuance of this power.	
(6)	To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	<b>To open Bank accounts.</b>
(7)	To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	<b>To secure contracts by way of mortgage.</b>
(8)	To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	<b>To accept surrender of shares.</b>
(9)	To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	<b>To appoint trustees for the Company.</b>
(10)	To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	<b>To conduct legal proceedings.</b>
(11)	To act on behalf of the Company in all matters relating to bankruptcy insolvency.	<b>Bankruptcy &amp; Insolvency</b>
(12)	To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	<b>To issue receipts &amp; give discharge.</b>
(13)	Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	<b>To invest and deal with money of the Company.</b>
(14)	To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	<b>To give Security by way of indemnity.</b>
(15)	To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	<b>To determine signing powers.</b>
(16)	To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	<b>Commission or share in profits.</b>
(17)	To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	<b>Bonus etc. to employees.</b>
(18)	To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital	<b>Transfer to Reserve Funds.</b>

	<p>moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.</p>	
	<p>(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.</p>	<p><b>To appoint and remove officers and other employees.</b></p>
	<p>(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.</p>	<p><b>To appoint Attorneys.</b></p>
	<p>(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.</p>	<p><b>To enter into contracts.</b></p>
	<p>(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.</p>	<p><b>To make rules.</b></p>
	<p>(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.</p>	<p><b>To effect contracts etc.</b></p>
	<p>(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.</p>	<p><b>To apply &amp; obtain concessions licenses etc.</b></p>
	<p>(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.</p>	<p><b>To pay commissions or interest.</b></p>
	<p>(26) To redeem preference shares.</p>	<p><b>To redeem preference shares.</b></p>
	<p>(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the</p>	<p><b>To assist charitable or benevolent</b></p>

	Company, either by reason of locality or operation or of public and general utility or otherwise.	<b>institutions.</b>
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.	
	(29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.	
	(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.	
	(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.	
	(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.	
	(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose of, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.	
	(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.	
	(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid	
	(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.	
	<b>MANAGING AND WHOLE-TIME DIRECTORS</b>	
<b>145.</b>	a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.	<b>Powers to appoint Managing/ Whole-time Directors</b>

	b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.	
<b>146.</b>	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	<b>Remuneration of Managing or Whole-time Director</b>
<b>147.</b>	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	<b>Powers and duties of Managing Director or Whole-time Director</b>
	<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</b>	
<b>148.</b>	<p>a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	<b>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</b>
	<b>THE SEAL</b>	
<b>149.</b>	(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal	<b>The seal, its custody and</b>



	<p>in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	<b>use.</b>
<b>150.</b>	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	<b>Deeds how executed.</b>
<b>DIVIDEND AND RESERVES</b>		
<b>151.</b>	<p>(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	<b>Division of profits.</b>
<b>152.</b>	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	<b>The company in General Meeting may declare Dividends.</b>
<b>153.</b>	<p>a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	<b>Transfer to reserves</b>
<b>154.</b>	Subject to the provisions of section 123, the Board may from time to time pay to the member such interim dividends as appear to it to be justified by the profits of the company.	<b>Interim Dividend.</b>
<b>155.</b>	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	<b>Debts may be deducted.</b>
<b>156.</b>	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	<b>Capital paid up in advance not to earn dividend.</b>
<b>157.</b>	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	<b>Dividends in proportion to amount paid-up.</b>
<b>158.</b>	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	<b>Retention of dividends until completion of transfer under Articles.</b>
<b>159.</b>	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from	<b>No Member to receive dividend whilst indebted to the company and</b>

	the interest or dividend payable to any member all such sums of money so due from him to the Company.	<b>the Company's right of reimbursement thereof.</b>
<b>160.</b>	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	<b>Effect of transfer of shares.</b>
<b>161.</b>	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	<b>Dividend to joint holders.</b>
<b>162.</b>	<p>a) 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.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	<b>Dividends how remitted.</b>
<b>163.</b>	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	<b>Notice of dividend.</b>
<b>164.</b>	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	<b>No interest on Dividends.</b>
	<b>CAPITALIZATION</b>	
<b>165.</b>	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	<b>Capitalization.</b>
<b>166.</b>	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally, to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved</p>	<b>Fractional Certificates.</b>

	<p>to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	
<b>167.</b>	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	<b>Inspection of Minutes Books of General Meetings.</b>
<b>168.</b>	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>	<b>Inspection of Accounts</b>
	<b>FOREIGN REGISTER</b>	
<b>169.</b>	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	<b>Foreign Register.</b>
	<b>DOCUMENTS AND SERVICE OF NOTICES</b>	
<b>170.</b>	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorized by the Board for such purpose and the signature may be written or printed or lithographed.	<b>Signing of documents &amp; notices to be served or given.</b>
<b>171.</b>	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorized Officer of the Company and need not be under the Common Seal of the Company.	<b>Authentication of documents and proceedings.</b>
	<b>WINDING UP</b>	
<b>172.</b>	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>	
	<b>INDEMNITY</b>	
<b>173.</b>	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him	<b>Directors' and others right to indemnity.</b>

	in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	
<b>174.</b>	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	<b>Not responsible for acts of others</b>
	<b>SECRECY</b>	
<b>175.</b>	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	<b>Secrecy</b>
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	<b>Access to property information etc.</b>

## SECTION XIII: 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 more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus will be delivered to the Registrar of Companies for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company situated at P-134, Malhotra Nagar, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India from date of filing the Red Herring Prospectus with Registrar of Companies to Issue Closing Date on working days from 10:00 a.m. to 5:00 p.m. Further, copies of these contracts shall also be available for inspection on the website of the Company.

#### A. Material Contracts

1. Memorandum of Understanding dated September 03, 2024, between our Company and the Book Running Lead Manager.
2. Registrar to the Issue Agreement dated September 03, 2024, between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated September 03, 2024, between our Company, the Book Running Lead Manager and Underwriters.
4. Market Making Agreement dated September 03, 2024, between our Company, Book Running Lead Manager and Market Maker.
5. Banker to the Issue Agreement dated [●] between our Company, the Book Running Lead Manager, Banker to the Issue / Sponsor Bank and Registrar to the Issue.
6. Syndicate Agreement dated [●] between Our Company, Book Running Lead Manager and Syndicate Members.
7. Tripartite agreement between the National Securities Depository Limited, our Company and the Registrar dated June 27, 2024.
8. Tripartite agreement between the Central Depository Services (India) Limited, our Company and the Registrar July 01, 2024.

#### B. Material Documents

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Certificate of Incorporation dated June 13, 2019 issued by Registrar of Companies, Central Registration Centre.
3. Fresh certificate of incorporation dated August 07, 2024 issued upon conversion from Private Company to Public Company and consequent upon change in name of the Company from “Oan Industries Private Limited” to “Oan Industries Limited”.
4. Resolution of the Board of Directors of our Company, passed at the Meeting of the Board of Directors held on August 08, 2024 in relation to the Issue.
5. Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held with a shorter notice on August 09, 2024 relation to the Issue.
6. Resolution of the Board of Directors of our Company dated November 09, 2024 approving the Draft Red Herring Prospectus for filing with the Stock Exchange.
7. Resolution of the Board of Directors of our Company dated [●] approving the Red Herring Prospectus for filing with the Stock Exchange.

8. Resolution of the Board of Directors of our Company dated [●] approving the Prospectus for filing with the Stock Exchange.
9. Annual Report of the Company for the Financial Year ending on March 31, 2024, March 31, 2023 and March 31, 2022
10. The Statement of Possible Tax Benefits dated October 28, 2024 issued by the Statutory Auditor included in this Draft Red Herring Prospectus.
11. Statutory Auditor's report for Restated Financials dated October 28, 2024 included in this Draft Red Herring Prospectus.
12. Certificate on Key Performance Indicators issued by our Statutory Auditor dated October 28, 2024.
13. Consents of Our Directors, Promoters, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Key Managerial Personnel, Book Running Lead Manager, Underwriters, Market Maker to the Issue, Registrar to the Issue, Legal Advisor to the Issue, and Banker(s) to the Company to include their names in the Draft Red Herring Prospectus to act in their respective capacities.
14. Due Diligence Certificate dated [●] addressed to SEBI from Book Running Lead Manager.
15. Approval from National Stock Exchange of India Limited vide letter dated [●] to use the name of National Stock Exchange of India Limited in this Offer Document for listing of Equity Shares on Emerge Platform of National Stock Exchange of India Limited.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, with the consent of shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant provisions.

## DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines and regulations issued by the Government of India, or the guidelines and regulations issued by the Securities and Exchange Board of India, established under Regulation 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements, disclosures and undertakings in Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus are true and correct.

### SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

NAME AND DESIGNATION	SIGNATURE
<b>MR. SUNIL KUMAR SHARMA</b> <i>Chairman and Managing Director</i> DIN: 06910635	<i>Sd/-</i>
<b>MR. VISHNU KUMAR SHARMA</b> <i>Executive Director</i> DIN: 06910658	<i>Sd/-</i>
<b>MR. RAVI SOOTHIYA</b> <i>Non-Executive Director</i> DIN: 09419656	<i>Sd/-</i>
<b>MS. NEHA KAIRA</b> <i>Independent Director</i> DIN: 07010166	<i>Sd/-</i>
<b>MR. SURESH KUMAR CHOTIA</b> <i>Independent Director</i> DIN: 10691714	<i>Sd/-</i>

### SIGNED BY THE CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY

*Sd/-*  
**MS. KOMAL SHARMA**  
*Chief Financial Officer*  
PAN: HFAPS0443K

*Sd/-*  
**MR. BHARAT KHANIWAL**  
*Company Secretary & Compliance Officer*  
PAN: ATDPK7503L

**Place: Jaipur**  
**Date: November 09, 2024**

**DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY GRETEX CORPORATE SERVICES LIMITED**

Sr. No.	Issuer Name	Issue Size (Cr)	Issue Price (In ₹)	Listing Date	Opening Price on Listing Date	+ / -% change in closing price, [+ / -% change in Closing benchmark] 30th calendar days from listing	+ / -% change in closing price, [+ / -% change in Closing benchmark] 90th calendar days from listing	+ / -% change in closing price, [+ / -% change in Closing benchmark] 180th calendar days from listing
<b>Main Board</b>								
1	Akme Fintrade (India) Limited	132.00	120.00	June 26, 2024	127.00	-11.82, [3.38]	-13.15, [7.93]	N.A.
<b>SME Platform</b>								
1	Transteel Seating Technologies Limited	49.98	70.00	November 6, 2023	88.90	-0.64, [7.86]	-2.47, [12.58]	-28.94, [15.78]
2	Kalyani Cast-Tech Limited	30.11	139.00	November 17, 2023	264.10	44.32, [8.65]	78.90, [9.51]	75.28, [10.93]
3	Amic Forging Limited	34.80	126.00	December 6, 2023	239.40	105.59, [3.42]	190.37, [5.78]	244.16, [9.78]
4	Interiors & More Limited	42.00	227.00	February 23, 2024	270.00	-8.99, [-0.52]	-2.29, [1.73]	-6.53, [11.51]
5	Zenith Drugs Limited	40.68	79.00	February 27, 2024	110.00	-40.37, [-0.58]	-37.14, [3.31]	-7.80, [11.82]
6	Owais Metal and Mineral Processing Limited	42.69	87.00	March 04, 2024	250.00	100.76, [0.13]	361.20, [0.56]	408.55, [12.26]
7	Associated Coaters Limited	5.11	121.00	June 06, 2024	142.00	51.59, [6.56]	55.67, [9.69]	N.A.
8	Rapid Multimodal Limited	8.49	84.00	August 30, 2024	103.00	N.A.	N.A.	N.A.
9	Paramount Dye Tec Limited	28.43	117.00	October 08, 2024	109.90	N.A.	N.A.	N.A.
10	Subam Papers Limited	93.70	152.00	October 08, 2024	142.00	N.A.	N.A.	N.A.

Sources: All share price data is from [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

**Note:**

- The BSE SENSEX and NSE NIFTY are considered as the Benchmark Index.
- Price on BSE & NSE are considered for all the above calculations.
- In case 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> day is not a trading day, the price / index of the immediately preceding working day has been considered.
- In case 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> day, scripts are not traded then the share price is taken of the immediately preceding trading day.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the Lead Manager are provided.



**SUMMARY STATEMENT OF DISCLOSURE**

Financial Year	Total no. of IPOs	Total Funds Raised ('in Cr.)	No. of IPOs trading at Discount-30 <sup>th</sup> calendar day from listing day			No. of IPOs trading at Premium-30 <sup>th</sup> calendar day from listing day			No. of IPOs trading at Discount-180 <sup>th</sup> calendar day from listing day			No. of IPOs trading at Premium-180 <sup>th</sup> calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
<b>Main Board</b>														
2024-25	1 <sup>^</sup>	132.00	--	--	1	--	--	--	--	--	--	--	--	--
<b>SME Platform</b>														
2022-23	9	179.70	--	--	3	2	1	3	--	2	1	5	--	1
2023-24	10 <sup>^</sup>	300.86	--	1	3	2	2	2	--	1	3	6	--	--
2024-25	4 <sup>^</sup>	135.74	--	1	--	1	--	--	--	--	--	--	--	--

*Upto November 05, 2024*

*<sup>^</sup> The scrip of Associated Coaters Limited, Akme Fintrade (India) Limited and Rapid Multimodal Logistics Limited have not completed 180 Days from the date of listing and the scrip of Paramount Dye Tec Limited and Subam Papers Limited have not completed 30 and 180 days from the date of listing.*