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SAT KARTAR
SAT KARTAR SHOPPING LIMITED
CIN: U52590DL2012PLC238241

Red Herring Prospectus
Dated: January 04, 2025
100% Book Building Offer
Please read Section 26 and 32 of Companies Act, 2013

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL & TELEPHONE	WEBSITE
603, 6th Floor, Mercantile House, KG Marg, New Delhi - 110001 India,	N.A.	Ms. Himanshu Malik Company Secretary & Compliance Officer	info@satkartar.in & +91-9319888634	www.satkartar.in

NAME OF PROMOTER(S) OF THE COMPANY

MR. MANPRIT SINGH CHADHA, MR. PRANAV SINGH CHADHA, MS. SIMRATI KAUR & M/S AJOONI WELLNESS PRIVATE LIMITED

DETAILS OF OFFER TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS

Type	Fresh Issue Size (By Number of Shares)	OFS* Size (By amount in Rs. Thousands)	Total Issue Size (By Number of Shares)	Eligibility & Share Reservation among NII & RII
Fresh Issue	41,72,800 Equity Shares of Face Value of Rs. 10/- each aggregating up to Rs. [●] Thousands	NIL	41,72,800 Equity Shares of Face Value of Rs. 10/- each aggregating up to Rs. [●] Thousands	The Offer is being made pursuant to Regulation 229(2) of SEBI (ICDR) Regulations. For details of Share reservation among QIBs, NIIs and RIIs, see "Issue Structure" beginning on page 353.

*OFS: Offer for Sale

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders (upto maximum of 10 shareholders)

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

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

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of our Equity Shares is Rs. 10/- each and the Floor Price and Cap Price are 7.7 times and 8.1 times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager as stated in "Basis for Issue Price" on page 98 of this Red Herring Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 27 of this Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue which is material in the context of this Issue, that the information contained in this 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 make this 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 of our Company offered through this Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated December 24, 2024, from National Stock Exchange of India Limited for using its name in the Red Herring Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
NARNOLIA FINANCIAL SERVICES LIMITED	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
Address: 201, 2nd Floor, Marble Arch, 236 B, A.J.C Bose Road, Kolkata, West Bengal- 700020, India	Address: D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020
Telephone: +91-33- 40501500; +91- 8130678743	Telephone: +91-11-40450193-97, Fax No: +91-11-26812683
Email: pankaj.passi@narnolia.com ; ipo@narnolia.com	Email: compliances@skylinerta.com
Website: www.narnolia.com	Website: www.skylinerta.com ;
Contact Person: Mr. Pankaj Passi	Contact Person: Mr. Pawan Bisht
SEBI Registration Number: INM000010791	SEBI Registration Number: INR000003241
CIN: U51909WB1995PLC072876	CIN: U74899DL1995PTC071324

BID/ISSUE PERIOD

Anchor Bid opens on: January 09, 2025	Bid/ Issue open on: January 10, 2025	Bid/ Issue Closes on: January 14, 2025
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SAT KARTAR SHOPPING LIMITED

CIN: U52590DL2012PLC238241

Our Company was incorporated as a private limited company with the name of "Sat Kartar Shopping Private Limited" under the Companies Act, 1956 vide certificate of incorporation dated June 29, 2012, issued by Registrar of Companies, Delhi, bearing CIN U52590DL2012PTC238241. Further, our company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on May 15, 2021 & name of our Company changed from "Sat Kartar Shopping Private Limited" to "Sat Kartar Shopping Limited" & Registrar of Companies, Delhi has issued a new certificate of incorporation consequent upon conversion dated July, 12, 2021, bearing CIN U52590DL2012PLC238241.

Registered Office: 603, 6th Floor, Mercantile House, KG Marg, New Delhi - 110001, India

Tel: +91-9319888634, **Fax:** N.A., **Website:** www.satkartar.in; **E-mail:** info@satkartar.in

Company Secretary and Compliance Officer: Ms. Himanshu Malik

OUR PROMOTERS: MR. MANPRIT SINGH CHADHA, MR. PRANAV SINGH CHADHA, MS. SIMRATI KAUR & M/S AJOONI WELLNESS PRIVATE LIMITED

THE ISSUE

INITIAL PUBLIC OFFERING UP TO 41,72,800 EQUITY SHARES OF RS. 10/- EACH ("EQUITY SHARES") OF SAT KARTAR SHOPPING LIMITED ("SKSL" OR THE "COMPANY") FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING TO RS. [●] THOUSANDS ("THE ISSUE"). OUT OF THE ISSUE, 2,33,600 EQUITY SHARES AGGREGATING TO RS. [●] THOUSANDS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 39,39,200 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. [●] PER EQUITY SHARE AGGREGATING TO RS. [●] THOUSANDS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.50% AND 25.02%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS RS.10/- EACH AND THE FLOOR PRICE AND CAP PRICE ARE 7.7 TIMES AND 8.1 TIMES OF THE FACE VALUE OF THE EQUITY SHARES, RESPECTIVELY.

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 all editions of [●] (which are widely circulated English daily newspaper) and all editions of [●] (which are widely Hindi daily newspaper), Hindi also being regional language of Delhi, where our registered office is located), at least two working days prior to the bid/ offer opening date and shall be made available to National Stock Exchange of India Limited ("NSE", "stock exchange") for the purpose of uploading on their respective website.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, 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 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Issue Price. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "Issue Procedure" on page 318.

RISKS IN RELATION TO FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs.10/-. The Issue Price, Floor Price or the Price band as stated under the chapter titled "Basis for the Issue Price" beginning on page 98 of this Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 27 of this Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue which is material in the context of this Issue, that the information contained in this 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 make this 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 of our Company offered through this Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated December 24, 2024, from National Stock Exchange of India Limited for using its name in the Red Herring Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE

Narnolia	
NARNOLIA FINANCIAL SERVICES LIMITED	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
Address: 201, 2nd Floor, Marble Arch, 236 B, A.J.C Bose Road, Kolkata, West Bengal- 700020, India	Address: D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020
Telephone: 033- 40501500; +91- 8130678743	Telephone: +91-11-40450193-97, Fax No: +91-11-26812683
Email: pankaj.passi@narnolia.com ; ipo@narnolia.com	Email: compliances@skylinerta.com
Website: www.narnolia.com	Website: www.skylinerta.com ;
Contact Person: Mr. Pankaj Pasi	Contact Person: Mr. Pawan Bisht
SEBI Registration Number: INM000010791	SEBI Registration Number: INR000003241
CIN: U51909WB1995PLC072876	CIN: U74899DL1995PTC071324

BID/ISSUE PERIOD

Anchor Bid opens on: January 09, 2025

Bid/ Issue open on: January 10, 2025

Bid/ Issue Closes on: January 14, 2025

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Red Herring Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or re-enactments notified thereto.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Industry Regulations and Policies”, “Financial Statements”, “Outstanding Litigation and Other Material Developments”, will have the meaning ascribed to such terms in these respective sections.

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

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

General Terms

Term	Description
“Sat Kartar Shopping Limited” or “SKSL”, “We” or “us” or “the Issuer” or “the/our Company”	Unless the context otherwise requires, refers to Sat Kartar Shopping Limited, a Company incorporated under the Companies Act, 1956, vide Corporate Identification Number U52590DL2012PLC238241 and having Registered Office at 603, 6th Floor, Mercantile House, KG Marg, New Delhi – 110001, India,
“we”, “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company.
“you”, “your”, or “yours”	Prospective Investor in this issue

Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Sat Kartar Shopping Limited, as amended from time to time.
Associate Companies	A body corporate in which any other company has a significant influence, but which is not a subsidiary of the company having such influence and includes a joint venture company.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled “Our Management” on page 191 of this Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, being M/s Nidhi Bansal & Co, Chartered Accountants having firm registration number 022073N and peer review certificate number 016972.
Board of Directors / Board/ Director(s)	The Board of Directors of Sat Kartar Shopping Limited, including all duly constituted committees thereof.

Central Registration Centre (CRC)	It's an initiative of the Ministry of Corporate Affairs (MCA) in Government Process Re-engineering (GPR) with the specific objective of providing speedy incorporation related services in line with global best practices. For more details, please refer http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html
Companies Act	The Companies Act, 2013
Chief Financial Officer	The Chief Financial Officer of our Company being Mr. Devender Kumar Arora.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Himanshu Malik.
Corporate Promoter	Our company has a Corporate Promoter. The name of the corporate promoter is M/s Ajooni Wellness Private Limited.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Director	The Director(s) of our Company, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of Rs.10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding equity shares of our Company.
Group Companies	In terms of SEBI ICDR Regulations, the term "Group Companies" includes companies (other than promoters and subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and any other companies as considered material by our Board, in accordance with the Materiality Policy, as described in "Our Group Companies" on page 221 this Red Herring Prospectus.
HUF	Hindu Undivided Family.
Independent Director	A Non- executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN	International Securities Identification Number, in this case being INE0NB801022.
Key Managerial Personnel / Key Managerial Employees	Key Management Personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, see section entitled "Our Management" on page 191 of this Red Herring Prospectus.
MOA / Memorandum of Association	Memorandum of Association of Sat Kartar Shopping Limited.
Non-Residents	A person resident outside India, as defined under FEMA.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted as the Company's Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled "Our Management" on page 191 of this Red Herring Prospectus.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation 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 as amended from time to time.
Peer Review Auditor	Statutory Auditor having a valid Peer Review certificate No. 016972 in our case being Nidhi Bansal & Co., Chartered Accountants (FRN: 022073N) having their office at 202, Amber Tower, Commercial Complex, Azadpur, Delhi- 110033, India
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 validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoters or Our Promoters	Mr. Manprit Singh Chadha, Mr. Pranav Singh Chadha, Ms. Simrati Kaur and M/s Ajooni Wellness Private Limited.
Promoters Group	The companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, which is provided in the chapter titled “Our Promoters Group”. For further details refer page 219 of this Red Herring Prospectus.
Registered Office	The Registered of our company which is located at 603, 6th Floor, Mercantile House, KG Marg, New Delhi – 110001, India.
Restated Financial Statements	The Restated Financial statements of our Company, which comprises the restated statement of Assets and Liabilities for the year ended December 15, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and the restated statements of profit and loss and the restated cash flows for the year ended December 15, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
ROC	Registrar of Companies, Delhi.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (Takeover) Regulations or SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
Stakeholders’ Relationship Committee	The committee of the Board of Directors constituted as the Company’s Stakeholders’ Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled “Our Management” on page 191 of this Red Herring Prospectus.
Stock Exchange/ Exchange	Unless the context requires otherwise, refers to, the Emerge Platform of National Stock Exchange of India Limited.
Subscribers to MOA	Initial Subscribers to the MOA & AOA being Mr. Manprit Singh Chadha and Ms. Archana Chadha.

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Issue Related Terms

Terms	Description
Abridged Prospectus	Abridged Prospectus to be issued as per SEBI ICDR Regulations and appended to the Application Form.
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allocation Note	Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Allotment/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	The successful applicant to whom the Equity Shares are being / have been allotted.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Draft Red Herring Prospectus/ Red Herring Prospectus and who has Bid for an amount of at least Rs. 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Draft Red Herring Prospectus/ 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/Offer 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 Draft Red Herring Prospectus/ Red Herring Prospectus and the Prospectus.
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLM.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, 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 Allocation Price, in accordance with the SEBI ICDR Regulations.
Applicant/ Investor	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Red Herring Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Red Herring Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.

ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB or account of the RIIs blocked upon acceptance of UPI Mandate request by RIIs using the UPI mechanism to the extent of the appropriate Bid / Application Amount in relation to a Bid / Application by an ASBA Applicant.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Hyderabad, Pune, Baroda and Surat.
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicants(s) in this Issue who apply(ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank/ Refund Banker.	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being ICICI Bank Limited.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the issue and which is described under chapter titled “Issue Procedure” beginning on page 318 of this Red Herring Prospectus.
Bid	An indication to make an Offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of a Bid cum 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 in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Bid cum Application Form.
Bidder	Any investor who makes a Bid pursuant to the terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an Anchor Investor.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid
Bid cum Application Form	Anchor Investor application form or ASBA form (with and without the use of UPI, as may be applicable), whether physical or electronic, which will be considered as the application for Allotment in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus.
Bid Lot	1600 Equity Shares and in multiples of 1600 Equity Shares thereafter.
Bidding/Collection Centres	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process	The book building process, as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue will be made
Book Running Lead Manager or BRLM/ LM	The book running lead manager or the lead manager to the Issue, namely Narnolia Financial Services Limited.
Business Day	Monday to Friday (except public holidays).

CAN or Confirmation of Allocation Note	The note or advice or intimation sent to Anchor investors indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the designated stock exchange.
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be atleast 105% of the Floor Price.
Client ID	Client Identification Number maintained with one of the Depositories in relation to Demat account.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 Issued by SEBI.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at http://www.sebi.gov.in , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at https://www.sebi.gov.in/ or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which relevant amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of 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 Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus following which Equity Shares will be Allotted in the Offer.
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 CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange i.e. www.nseindia.com .
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than 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), a list of which is available on the website of SEBI at Intermediaries at https://www.sebi.gov.in/ or at such other website as may be prescribed by SEBI from time to time.
Designated Stock	Emerge Platform of National Stock Exchange of India Limited. (NSE EMERGE)

Exchange	
Draft Red Herring Prospectus	The Draft Red Herring Prospectus dated September 19, 2024 issued in accordance with Section 26 and 32 of the Companies Act, 2013 and the SEBI (ICDR) Regulations and filed with NSE Emerge for obtaining In- Principle Approval.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Emerge Platform of NSE Limited	The Emerge Platform of National Stock Exchange of India Limited for listing equity shares offered under Chapter IX of the SEBI (ICDR) Regulation which was approved by SEBI as an SME Exchange.
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/ Sole Applicant	The applicant whose name appears first in the Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted.
General Information Document / GID	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 certain other amendments to applicable laws 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 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI and included in the chapter “Issue Procedure” on page no. 318 of this Red Herring Prospectus.
Issue/ Issue Size/ Initial Public Offer/Initial PublicOffering/ IPO	Initial Public Issue of 41,72,800 Equity Shares of face value of Rs.10/- each fully paid up of our Company for cash at a price of Rs. [●]/- per Equity Share (including a premium of Rs. [●]/- per Equity Share) aggregating Rs. [●] Thousands.
Issue Agreement/ Memorandum of Understanding (MOU)	The agreement/MOU dated July 10, 2024 between our Company and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription i.e. January 14, 2025.
Issue Opening Date	The date on which Issue opens for subscription i.e. January 10, 2025.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective investors may submit their application.
Issue Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus which will be decided by our Company in consultation with the BRLM, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price, which will be decided by our Company in consultation with the BRLM, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus.
Issue Proceeds	Proceeds from the Issue will be, being Rs. [●] Thousands.
KPI	Key Performance Indicator

Listing Agreement	The equity listing agreement to be signed between our Company and NSE.
Market Maker	Market Makers appointed by our Company from time-to-time Prabhat Financial Services Limited having SEBI registration number INZ000169433, who have agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Agreement entered into between the BRLM, Market Maker and our Company dated December 31, 2024.
Market Maker Reservation	The Reserved Portion of 2,33,600 equity shares of face value of Rs.10/- each fully paid for cash at a price of Rs. [●] /- per equity share aggregating Rs. [●] Thousands for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue/ Offer	The Issue (excluding the Market Maker Reservation Portion) of 39,39,200 Equity Shares of Rs.10/- each of Issuer at Rs. [●] /- (including share premium of Rs. [●] /- per equity share aggregating to Rs. [●] /- Thousands.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “Objects of the Issue” beginning on page 79 of this Red Herring Prospectus.
Non-Institutional Applicants	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than Rs. 2,00,000.
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.
Price Band	The price band ranging from the Floor Price of Rs. 77/- per Equity Share to the Cap Price of Rs. 81/- per Equity Share, including any revisions thereto. The Price Band and minimum Bid Lot, as decided by our Company in consultation with the BRLM, will be advertised in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being regional language of Delhi, where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalise the Offer Price.
Prospectus	The Prospectus to be filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. ICICI Bank Limited by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.

Qualified Institutional Buyers / QIBs	As defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of Rs. 2,500 Lakh, pension fund with minimum corpus of Rs. 2,500 Lakh, NIF and 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.
Red Herring Prospectus/RHP	The Red Herring Prospectus dated January 04, 2025, 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 Offer Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three days before the Bid/Offer Opening Date.
Refund Account	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Refund Bank	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Issue, at which the Refund Account for the Issue will be opened in case listing of the Equity Shares does not occur, in this case being ICICI Bank Limited.
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar/ Registrar to the Offer	Registrar to the Offer being Skyline Financial Services Limited. For more information, please refer “General Information” on page 54 of this Red Herring Prospectus.
Registrar Agreement	The agreement dated July 10, 2024 entered into between our Company and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs. 2,00,000.
Revision Form	The form used by the Applicants to modify the quantity of the Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s). QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Application Amounts (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can withdraw or revise their Application until Offer Closing Date).
SCSB	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html or at such other website as may be prescribed by SEBI from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push

	the mandate collect requests and / or payment instructions of the retail investors into the UPI. In this case being ICICI Bank Limited.
Underwriter	Underwriter to this Issue is Narnolia Financial Services Limited.
Underwriting Agreement	The agreement dated December 31, 2024, entered into between Narnolia Financial Services Limited and our Company
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in this Red Herring Prospectus are open for business. <ol style="list-style-type: none"> 1. However, in respect of announcement of price band and bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Red Herring Prospectus are open for business. 2. In respect to the time period between the bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Sundays and bank holidays in accordance with circular issued by SEBI.

Conventional Terms / General Terms / Abbreviations/

Abbreviation	Full Form
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupees, the official currency of the Republic of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BIS	Bureau of Indian Standards
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CEO	Chief Executive Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
DCS	Distributed Control System
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EMDEs	Emerging Markets and Developing Economies

EPS	Earnings Per Share
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FII's	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
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FY / Fiscal/Financial Year	Period of twelve months ended on March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
GST	Goods and Service Tax
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries of India
MAPIN	Market Participants and Investors' Integrated Database
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NGT	National Green Tribunal
NPV	Net Present Value
NRE Account	Non-Resident External Account
NRI's	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NSE Emerge	Emerge Platform of NSE
OCB	Overseas Corporate Bodies
OSP	Other Service Provider
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PCB	Pollution Control Board
PSU	Public Sector Undertaking
QA/QC	Quality Assurance / Quality Control
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth

Bn	Billion
Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
RERA	Real Estate Regulatory Authority
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
SPV	Special Purpose Vehicle
STT	Securities Transaction Tax
Super Area	The built-up area added to share of common areas which includes staircases, reception, lift shafts, lobbies, club houses and so on
TPDS	Targeted Public Distribution System
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	The request initiated by the Sponsor Bank and received by an RII using the UPI Mechanism to authorize blocking of funds on the UPI mobile or other application equivalent to the Bd Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a RIB to make an application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018.
UPI PIN	Password to authenticate UPI transaction
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.
WEO	World Economic Outlook

Technical / Industry related Terms

Term	Description
AYUSH	Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy
BAMS	Bachelor of Ayurvedic Medicine and Surgery
BCE	Before Current Era or Before Christ
B2C	Business to Consumer
CE	Common Era or Current Era
D2C	Direct-to-consumer
IEC	Import Export Code
NAM	National Ayush Mission
SEM	Search Engine Marketing
SKU	Stock keeping unit
PCODs	Poly Cystic Ovary Disease
IDV	Insured Declared Value

Notwithstanding the foregoing:

- 1. In the section titled “Main Provisions of the Articles of Association” beginning on page number 357 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 2. In the chapters titled “Summary of Offer Documents” and “Our Business” beginning on page numbers 18 and 135 respectively, of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 3. In the section titled “Risk Factors” beginning on page number 27 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 4. In the chapter titled “Statement of Tax Benefits” beginning on page number 107 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- 5. In the chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page number 266 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.*

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PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references in the Red Herring Prospectus to “India” are to the Republic of India. All references in the Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

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

Financial Data

Unless stated otherwise, the financial data included in this Red Herring Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled “Financial Statements as Restated” beginning on page 233 this Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12-month period ended 31st March of that year. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this 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 and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled “Financial Statements, as Restated” beginning on page 233 of this Red Herring Prospectus.

Currency and units of presentation

In this Red Herring Prospectus, references to Rupees or INR or Rs. Are to Indian Rupees, the official currency of the Republic of India. All references to \$, US\$, USD, U.S \$ or U.S. Dollars are to United States Dollars, the official currency of the United States of America. All references to million’ / Million’ / Mn’ refer to one million, which is equivalent to ten lacs or ten lakhs, the word Lacs / Lakhs / Lac means one hundred thousand and Crore means ten millions and billion’ / bn’ / Billions’ means one hundred crores.

Industry and Market Data

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

generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Red Herring Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in the 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.

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FORWARD LOOKING STATEMENTS

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

These forward-looking statements can generally be identified by words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions.

Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- Our dependency on our manufacturers.
- Our ability to successfully identify customer requirements and preferences and gain customer acceptance for our products;
- Our ability to maintain quality standards;
- Changes in the competition landscape;
- Our ability to successfully implement strategy, growth and expansion plans;
- Our ability to respond to new innovations in ayurvedic industry;
- Our ability to attract and retain qualified personnel;
- Our ability to finance our business growth and obtain financing on favorable terms;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- General social and political conditions in India which have an impact on our business activities or investments;
- Impact of Covid 19 pandemic or any future pandemic;
- Fluctuations in the price of raw materials;
- Market fluctuations and industry dynamics beyond our control;
- Developments affecting the Indian economy;

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 27, 133 and 266, respectively of this Red Herring Prospectus.

Forward looking statements reflect views as of the date of the 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 actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company / our Directors nor the BRLM, 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 BRLM will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange(s).



SECTION II - SUMMARY OF OFFER DOCUMENTS

SUMMARY OF OUR BUSINESS OVERVIEW

Our Company was incorporated as a Private Limited Company with the name of “Sat Kartar Shopping Private Limited” under the Companies Act, 1956 vide certificate of incorporation dated June 29, 2012, issued by Registrar of Companies, Delhi bearing CIN U52590DL2012PTC238241. Further, our company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on May 15, 2021 & name of our Company changed from Sat Kartar Shopping Private Limited to Sat Kartar Shopping Limited & Registrar of Companies, Delhi has issued a new certificate of incorporation consequent upon conversion dated July 12, 2021, bearing CIN U52590DL2012PLC238241.

Our company is an Ayurveda healthcare company committed to providing natural wellness solutions relating to specific therapeutic areas and general lifestyle products, committed to promote a healthier lifestyle. We integrate traditional Ayurvedic knowledge with modern research to empower individuals to adopt healthier lifestyles. With a strong market presence and a diverse product portfolio, we focus on innovation and responsive product development. Initially, our company offered both Ayurveda and spiritual product lines. However, we have strategically refined our focus to specialize exclusively in Ayurveda, establishing ourselves as a dedicated player in this sector and emphasizing quality and effectiveness in our holistic wellness offerings.

There is a growing interest among consumers in natural and organic products, driven by a desire for effective alternatives to conventional medicine. Although the market remains diverse, with varying levels of product quality and standardization, we see a significant opportunity to strengthen our position in the Ayurveda healthcare sector by addressing the increasing demand for high-quality natural wellness products. In order to meet this demand, and with a mission to encourage and support a healthier lifestyle for customers, we cater directly to individual consumers, providing them with holistic, natural remedies and lifestyle products rooted in traditional Ayurveda practices. Our Company operates in D2C (Direct-to-Consumer) segment, selling Ayurveda products directly to consumer through our own D2C website and third-party e-commerce websites, TV marketing and Google and Meta Applications.

SUMMARY OF OUR INDUSTRY

GLOBAL HEALTH & WELLNESS INDUSTRY

The Global Health And Wellness Market size is expected to be worth around USD 8,379 Billion by 2033, from USD 4,332 Billion in 2023, growing at a CAGR of 7% during the forecast period from 2024 to 2033.

In recent years, health and wellness have become increasingly significant concerns for people, particularly the middle-aged and younger generations. The major driver of the global health and wellness market share is rising consumer spending on different health and wellness products and services. The rising incidence of mental and physical illnesses, such as anxiety and depression, is largely to blame for the health and wellness market growth.

(Source: <https://market.us/report/health-and-wellness-market/>)

INDIAN HEALTH AND WELLNESS INDUSTRY

The India health and wellness market size is expected to exhibit a growth rate (CAGR) of 5% during 2024-2032. The rising consumer awareness towards consuming a nutritional diet of fruits and vegetables, adopting an active lifestyle, and performing physical activities like running, walking, yoga, cycling, etc., is stimulating the market.

India Health and Wellness Market Analysis:

- **Major Market Drivers:** The rising participation of the masses across the country in several physical activities is bolstering the market. Moreover, the increasing number of sports and fitness training centers, coupled with the growing adoption of healing practices like naturopathy, is also stimulating the market.
- **Key Market Trends:** The introduction of health monitoring devices, mobile apps, and wearable instruments is one of the emerging trends catalyzing the market in India. Additionally, the elevating popularity of wellness tourism, which comprises various activities, including visiting agricultural fields, practicing yoga, numerous recreational activities, meditating at destinations, etc., is further contributing to the market.
- **Geographical Trends:** West and Central India exhibit a clear dominance in the market, owing to the inflating number of health-conscious individuals who are actively demanding enhanced services and products that positively support their lifestyle choices.
- **Challenges and Opportunities:** Compliance with changing regulatory policies is one of the primary challenges hindering the market in the country. However, the increasing focus of key players on providing improved preventive care to consumers will continue to drive the market in the coming years.

(Source: <https://www.imarcgroup.com/india-health-wellness-market>)

GLOBAL AYURVEDIC PRODUCTS INDUSTRY

The global Ayurvedic Products market size was USD 5172.7 million in 2022 and market is projected to touch USD 16018.42 million by 2032, exhibiting a CAGR of 12% during the forecast period.

The global COVID-19 pandemic has been unprecedented and staggering, with the Ayurvedic Products Market experiencing higher-than-anticipated demand across all regions compared to pre-pandemic levels. The sudden rise in CAGR is attributable to the market's growth and demand returning to pre-pandemic levels once the pandemic is over.

The global market for Ayurvedic products has been expanding due to increasing consumer awareness and interest in natural and traditional remedies for health and wellness. With a growing emphasis on natural and organic products, consumers are seeking alternatives to synthetic chemicals and pharmaceuticals. Ayurvedic products, being derived from natural sources like herbs and plants, align well with this trend.

(Source: <https://www.businessresearchinsights.com/market-reports/ayurvedic-products-market-107489>)

INDIAN AYURVEDIC PRODUCTS INDUSTRY

India Ayurvedic Products Market has valued at USD7.65 billion in 2023 and is anticipated to project robust growth in the forecast period with a CAGR of 18.4% through 2029. The India Ayurvedic Products Market is a thriving and dynamic sector deeply rooted in the country's ancient tradition of Ayurveda, which emphasizes natural remedies, holistic well-being, and the balance of mind, body, and spirit. Ayurveda, often referred to as the "science of life," has been practiced for over 5,000 years in India and continues to play a significant role in the country's healthcare and wellness landscape.

Ayurveda, one of the world's oldest holistic healing systems, has its origins in ancient India. Its teachings and practices have been passed down through generations, and Ayurveda remains deeply ingrained in Indian culture and healthcare. In recent years, there has been a resurgence of interest in Ayurveda, both within India and internationally, driven by a growing preference for natural and traditional wellness solutions.

(Source: <https://www.techsciresearch.com/report/india-ayurvedic-products-market/4309.html>)

PROMOTERS OF OUR COMPANY

The promoters of our Company are Mr. Manprit Singh Chadha, Mr. Pranav Singh Chadha, Ms. Simrati Kaur & M/s Ajooni Wellness Private Limited. For detailed information please refer to the chapter titled “Our Promoters” and “Our Promoter Group” on page number 211 and 219 respectively of this Red Herring Prospectus.

ISSUE SIZE

The issue size comprises of fresh issue of 41,72,800 Equity Shares of face value of Rs.10/- each fully paid-up of the Company for cash at price of Rs. [●] /- per Equity Share (including premium of Rs. [●]/- per Equity Share) aggregating total issue size amounting to Rs. [●] Thousands.

OBJECTS OF THE ISSUE

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

(In Thousands)

S. N.	Particulars	Amount
1	Unidentified Acquisition (In India or Abroad)	50,000.00
2	Marketing and Advertisement	1,10,000.00
3	Capital Expenditures	80,000.00
4	Investment in Technology	50,000.00
5	General Corporate Purposes	[●]
	Total	[●]

AGGREGATE PRE-ISSUE SHAREHOLDING OF THE PROMOTERS AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE ISSUER

S. N.	Name of shareholder	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
Promoters					
1.	Ajooni Wellness Private Limited	57,12,000	49.36%	57,12,000	36.28%
2.	Manprit Singh Chadha	32,97,120	28.49%	32,97,120	20.94%
3.	Pranav Singh Chadha	2,83,600	2.45%	2,83,600	1.80%
4.	Simrati Kaur	20,464	0.18%	20,464	0.13%
Total – A		93,13,184	80.48%	93,13,184	59.15%
Promoter Group					
5.	Archana Chadha	2,84,000	2.45%	2,84,000	1.80%
6.	Aryaman Singh Chadha	2,83,600	2.45%	2,83,600	1.80%
7.	Amarjit Chadha	30,044	0.26%	30,044	0.19%
8.	Paramjit Singh Chadha	28,924	0.25%	28,924	0.18%
9.	Gurmeet Singh	18,604	0.16%	18,604	0.12%
Total – B		6,45,172	5.58%	6,45,172	4.10%
Public					
10.	Public	16,13,720	13.94%	16,13,720	10.25%

11.	IPO	-	-	41,72,800	26.50%
Total-C		16,13,720	13.94%	57,86,520	36.75%
Grand Total (A+B+C)		1,15,72,076	100.00%	1,57,44,876	100.00%

SUMMARY OF FINANCIAL INFORMATION

(Amount in Thousands)

Particulars	For the period ended December 15, 2024	For the Year ended 31 st March 2024	For the Year ended 31 st March 2023	For the Year ended 31 st March 2022
Share Capital	1,15,720.76	28,000.00	7,000.00	7,000.00
Reserve & Surplus	57,093.19	66,333.44	25,748.49	687.12
Net Worth	1,72,813.95	94,333.44	32,748.49	7,687.12
Revenue from operation	10,92,832.84	12,79,093.27	8,29,695.53	5,19,189.18
Profit after Tax	58,971.42	63,054.96	25,061.37	13,868.81
EPS Basic and Diluted (in Rs.)	5.10	22.52	3.58	1.98
NAV per Equity Share (in Rs.)	14.93	33.69	4.68	1.10
Total borrowings				
- Long Term	1,407.87	5,206.54	24,223.36	63,600.67
- Short Term	38,855.09	12,592.28	13,300.33	17,873.93

QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualification requiring adjustments by the Statutory Auditors.

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

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

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authorities	Amount Involved (In Rs. in Thousands)
Company	By	-	-	-	-	-
	Against	-	-	3	-	7,507.55
Promoters	By	-	-	-	-	-
	Against	1	-	3	-	1398.79
Group Companies/Entities	By	-	-	-	-	-
	Against	-	-	-	-	-
Directors other than promoters	By	-	-	-	-	-
	Against	-	2	-	-	Unascertainable

For further details, please refer to the chapter titled "Outstanding Litigations & Material Developments" beginning on page 280 of this Red Herring Prospectus.

RISK FACTORS

For details relating to risk factors, please refer section titled "Risk Factors" beginning on page 27 of this Red Herring Prospectus.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As on the date of filing this Red Herring Prospectus there is no contingent liability on the Company.

SUMMARY OF RELATED PARTY TRANSACTIONS

The details of Related Party Transactions are as Follows:

A	Related Parties and their Relationship
(i)	<u>Key Management Personnel</u>
1	Ved Prakash
2	Sanjay Kumar
3	Richa Takkar
4	Amit Kumar Sharma
5	Rajesh Khati
6	Ravi Kumar
7	Archana Chadha
8	Simrati Kaur
(ii)	<u>Relative of Key Management Personnel (having transactions with the company)</u>
1	Paramjit Singh Chadha
2	Manprit Singh Chadha
3	Archana Chadha
4	Pranav Singh Chadha
5	Amarjit Chadha
6	Aryaman Singh Chadha
7	Ajoooni Kaur
8	Sunita Prakash Gola
9	Abhishek Prakash
10	Anita
11	Jyoti Takkar
12	Kanika Takkar
13	Jasjeet Kaur
(iii)	<u>Enterprises owned or significantly influenced by Key Management personnel or their relatives</u>
1	Manprit Singh & Associates
2	Manprit Singh Chadha HUF
3	SK Sarthi Pvt Ltd
4	I.T.S. Euroswiss Travels Private limited
5	Affiance Advertisement
6	Ajoooni Wellness Private Limited
7	Ved Prakash & Sons HUF
8	Ajoooni Life Sciences Pvt Ltd
9	Paramjit Singh Chadha HUF

(IV) Transactions with Related parties

(Amount in Thousands)

Particulars	For the period ending 15th Dec 2024	For the Year ending 31st March 2024	For the Year ending 31st March 2023	For the Year ending 31st March 2022
Key Management Personnel				

Director Fees				
Ved Prakash	3654.08	4692.00	2977.22	1140.00
Sanjay Kumar	1038.95	1163.40	1080.00	990.00
Manprit Singh Chadha	0.00	12296.70	7000.00	3277.42
Richa Takkar	0.00	845.13	94.82	0.00
Amit Kumar Sharma	0.00	0.00	0.00	0.00
Rajesh Khati	0.00	0.00	1925.00	800.00
Ravi Kumar	0.00	817.20	220.00	0.00
Archana Chadha	0.00	0.00	0.00	0.00
Simrati Kaur	988.96	0.00	0.00	0.00
Pranav Singh Chadha	969.17	0.00	0.00	0.00
Loan Taken				
Manprit Singh Chadha	1745.77	9650.70	21388.86	12919.55
Ved Prakash	0.00	0.00	3750.00	0.00
Loan Repaid	0.00			
Manprit Singh Chadha	1745.77	11282.67	29299.06	13102.21
Ved Prakash	0.00	0.00	3750.00	0.00
Advance Given				
Ved Prakash	0.00	3950.00	630.00	0.00
Richa Takkar	0.00	0.00	0.00	200.00
Advance Returned				
Ved Prakash	0.00	4087.55	492.45	0.00
Richa Takkar	0.00	86.00	120.00	30.00
Other Related Parties				
23dvertisement Exp	-			
Manprit Singh Chadha HUF	0.00	0.00	1900.00	0.00
Affiance Advertisement	486.42	455.32	1502.00	0.00
I.T.S. Euroswiss Travels Private limited	0.00	40769.00	6136.00	3563.60
SK Sarthi Pvt Ltd	580.00	49324.00	12390.00	4838.00
Ved Praksh & Sons HUF	0.00	980.00	980.00	0.00
Paramjit Singh Chadha HUF	0.00	0.00	1900.00	0.00
Rent				
Paramjit Singh Chadha	320.00	0.00	0.00	0.00
Archana Chadha	200.00	0.00	0.00	0.00
Sales	-			
Ajooni Life Sciences Pvt Ltd	478.81	125.44	0.00	0.00
I.T.S. Euroswiss Travels Private limited	0.00	565.38	44.97	0.00
Purchase	-			
Ajooni Life Sciences Pvt Ltd	1337.81	0.00	0.00	0.00
Relative of Key Management Personnel				
Salary				
Archana Chadha	0.00	2565.60	1500.00	1309.86
Pranav Singh Chadha	513.92	893.08	0.00	394.23
Aryaman Singh Chadha	0.00	2185.60	600.00	542.74
Ajooni Kaur	0.00	340.00	360.00	300.00
Sunita Prakash Gola	0.00	865.60	1020.00	492.74

Abhishek Prakash	796.54	1150.60	733.40	311.37
Anita	0.00	420.00	600.00	50.00
Jyoti Takkar	0.00	776.45	292.52	0.00
Kanika Takkar	0.00	550.70	446.14	276.91
Jasjeet Kaur	0.00	450.00	100.00	0.00
Manprit Singh Chadha	10866.38	0.00	0.00	0.00
<u>Loan Taken</u>				
Paramjit Singh Chadha	0.00	631.01	40.00	1800.00
Archana Chadha	0.00	900.00	0.00	0.00
Amarjit Chadha	0.00	148.03	938.62	0.00
Pranav Singh Chadha	0.00	14.52	0.00	0.00
SK Sarthi Pvt Ltd	14695.00	19831.06	42710.00	7554.02
Aryaman Singh Chadha	0.00	2241.56	0.00	0.00
Ajooni Life Sciences Pvt Ltd	0.00	91.48	0.00	0.00
Ajooni Wellness Pvt Ltd	2000.00	6.65	0.00	0.00
<u>Loan Repayment</u>				
Paramjit Singh Chadha	0.00	614.83	4117.25	2623.77
Amarjit Chadha	0.00	148.03	19.92	1855.91
Archana Chadha	0.00	0.00	6913.97	114.43
Pranav Singh Chadha	0.00	14.52	7354.20	0.41
Manprit Singh & Associates	0.00	329.30	0.00	50.00
SK Sarthi Pvt Ltd	45780.93	15080.00	47630.08	7385.00
Manprit Singh Chadha HUF	0.00	0.00	1900.00	0.00
Aryaman Singh Chadha	0.00	2241.56	0.00	0.00
Ajooni Life Sciences Pvt Ltd	91.48	0.00	0.00	0.00
Ajooni Wellness Pvt Ltd	2004.65	0.00	0.00	0.00
<u>Advance Given</u>				
Kanika Takkar	0.00	0.00	0.00	170.00
<u>Advance Recovered</u>				
Kanika Takkar	0.00	400.00	100.00	30.00

(V) Outstanding Balances

(Amount in Thousands)

Particulars	For the period ending 15th Dec 2024	For the Year ending 31st March 2024	For the Year ending 31st March 2023	For the Year ending 31st March 2022
Key Management Personnel				
Manprit Singh Chadha	0.00	0.00	1631.97	9542.18
Ved Prakash	0.00	0.00	137.55	0.00
Richa Takkar	0.00	0.00	86.00	206.00
Other Related Parties				
Paramjit Singh Chadha	0.00	0.00	-16.18	4061.06
Amarjit Chadha	0.00	0.00	-900.00	-918.70
Archana Chadha	0.00	0.00	0.00	6013.97
Pranav Singh Chadha	0.00	0.00	0.00	7354.20
Manprit Singh & Associates	0.00	0.00	329.30	329.30
Manprit Singh Chadha HUF	0.00	0.00	0.00	1900.00
SK Sarthi Pvt Ltd	-31085.93	0.00	-4751.06	169.02

Aryaman Singh Chadha	0.00	0.00	0.00	0.00
Kanika Takkar	0.00	0.00	400.00	140.00

For Further details of Related Party Transaction, please refer to the chapter titled Financial statement as restated on page 233 of this Red Herring Prospectus.

FINANCING ARRANGEMENTS

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

WEIGHTED AVERAGE COST OF ACQUISITION OF EQUITY SHARES BY OUR PROMOTERS IN LAST ONE YEAR

The weighted average cost of acquisition of equity shares by our promoters in last one year which has been calculated by taking average amount paid by them to acquire our equity shares is as follows:

Name of shareholders	No. of shares bought	Weighted Average Price (in Rs.)
M/s Ajooni Wellness Private Limited	53,55,000	Nil
Mr. Manprit Singh Chadha	31,15,120	1.28
Mr. Pranav Singh Chadha	2,55,600	Nil
Ms. Simrati Kaur	20,464	53.75

As certified by auditor M/s Nidhi Bansal & Co., Chartered Accountants, dated August 10, 2024.

AVERAGE COST OF ACQUISITION

The average cost of acquisition per Equity Share by our promoters which has been calculated by taking the average amount paid by them to acquire our Equity Shares, is as follows:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
M/s Ajooni Wellness Private Limited	57,12,000	0.63
Mr. Manprit Singh Chadha	32,97,120	2.27
Mr. Pranav Singh Chadha	2,83,600	0.25
Ms. Simrati Kaur	20,464	53.75

As certified by auditor M/s Nidhi Bansal & Co., Chartered Accountants, dated August 10, 2024.

DETAILS OF PRE-ISSUE PLACEMENT

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

Our Company undertakes:

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

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

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

Following are the details of equity shares issued in the last one year for consideration other than cash or through bonus:

Date of Allotment	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Nature of Allotment
February 14, 2024	21,00,000	10	NA	Other than Cash	Bonus Issue
June 20, 2024	86,79,057	10	NA	Other than Cash	Bonus Issue

For Further Information regarding the Equity Shares issued by the company for consideration other than cash, please refer to the Chapter Titled “Capital Structure” on page 62 of this Red Herring Prospectus.

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has pursuant to resolution dated January 09, 2024 has made Consolidation of its shares from face value of Rs. 1/- to Rs. 10/-, the details of which are as follows:

S. No	Date	Particular	No of share before Consolidation	No of share after Consolidation
1.	January 09, 2024	Consolidation of its shares from Face Value of Rs. 1/- to Rs. 10/-.	70,00,000	7,00,000

For Further Information regarding the Equity Shares issued by the company for consideration other than cash, please refer to the Chapter Titled “Capital Structure” on page 62 of this Red Herring Prospectus.

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

Our Company has not filed any exemption application with SEBI as on date of this Red Herring Prospectus.

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SECTION III- RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industry our Company is engaged in. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page numbers 133 and 266, respectively, of this Red Herring Prospectus as well as the other financial and statistical information contained in this Red Herring Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled “Financial Information, as Restated” beginning on page number 233 of this Red Herring Prospectus.

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

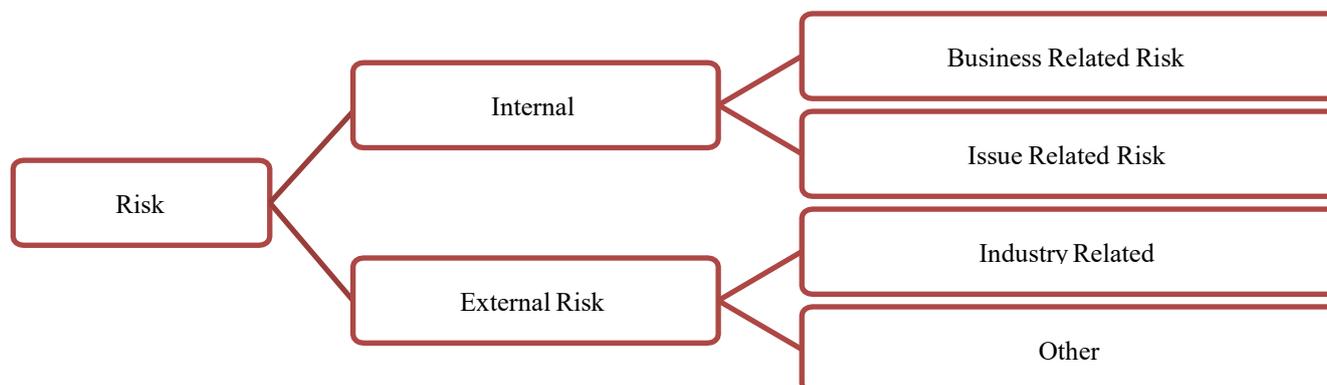
This Red Herring Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Red Herring Prospectus. These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

Materiality

The Risk factors have been determined based on their materiality, which has been decided based on following factors:

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

Classification of Risk Factors



INTERNAL RISK FACTORS

1. *Our present promoter of the Company are first generation entrepreneurs.*

Our present Promoter, Mr. Manprit Singh Chadha is first generation entrepreneur. His experience in managing and being instrumental in the growth of our Company is limited to the extent of their knowledge and experience and we cannot assure that this will not affect our business growth. Investors and stakeholders may be more cautious when the entrepreneurs belong to first generation. This could affect the ability to secure funding or partnerships that are critical for growth. Established entrepreneurs often have extensive networks within their industries, which can be invaluable for partnerships, collaborations, and accessing resources. First-generation entrepreneurs may have limited connections, making it more challenging to tap into these opportunities.

2. *Our Company depend on brand recognition and reputation and our inability to maintain or enhance brand image that we operate could have a material adverse effect on our business, financial condition and results of operations.*

Our company has developed its own brand called "Sat Kartar". We believe that the brand's recognition and reputation is important particularly in D2C segment where consumers significantly contribute to business's growth and success. Therefore, it is crucial for us to maintain and improve the brand's recognition and reputation to remain competitive.

There are several factors, some beyond our control, that are important for maintaining and enhancing our brand. These factors include our ability to keep our products and services popular, attractive, and of high-quality aiming customer satisfaction. Increasing brand awareness through investments in branding initiatives such as social media and marketing activities will help us in maintaining the same. The details of how our company undertakes its marketing activities to support and improve its brand recognition are mentioned in strategies on page no.133 in the chapter "Our Business" of the Red Herring Prospectus.

Our customers expect a high level of quality from our products and services, and failing to meet these expectations could negatively impact on our brand and reputation. As we expand into new geographic markets within India and face increasing competition, maintaining and enhancing our brand image may become more important, challenging and costly.

If we are unable to uphold our reputation, enhance brand recognition, or increase positive awareness of our products and services, it could significantly harm our business, financial position, and results of operations.

3. *Our Registered Office and other business premises from where we operate are not owned by us. If we are required to vacate the same, due to any reason whatsoever, it may adversely affect our business operations.*

The premises on which our registered office is situated is owned by third parties and the same has been occupied and used by us on a lease basis vide Lease deed dated December 16, 2024, for the period of 11 Months, executed between our Company and the lessor.

Additionally, other business premises used by our company are also on lease. For further details of the land and properties used by the Company, please refer the chapter "Our Business" on the Page no. 133 of this Red Herring Prospectus.

We cannot assure you that we will be able to continue the above arrangements on commercially acceptable or favourable terms in future. In the event we are required to vacate the current premises, we would have to make alternative arrangements for new premises and other infrastructure and facilities. We cannot assure that the new arrangements will be on terms that are commercially favourable to us. Further, any time taken in relocating or setting up infrastructure we may have to pay higher lease charges and our operations may suffer significantly, which could have an adverse effect on our sales, loss to competitor, profitability and cash flows. For details regarding such leasehold properties, please refer to chapter titled "Our Business" on page. 133 of this Red Herring Prospectus.

4. We don't own manufacturing facility, and all the products are manufactured by the third-party manufacturers.

Our company doesn't own the manufacturing facility. We get the products manufactured from external third parties, strictly controlled through contract manufacturing agreements. This outsourcing puts us at risk as we are dependent on the external third party to manufacture the product and in case of any rift or termination of contracts with the manufacturers or any restriction on such manufacturing facility by state level authorities or such other reason including but not limited to: (i) any unexpected interruption of their supply of products to us or any increase in the production costs for any reason beyond our control or expectation, loss of their certifications or licences, power interruptions, fires or other events; or (ii) the products provided to us by them may not meet our quality requirements can cost us huge loss. Any such problems in relation to the supply of our own-branded products by external manufacturers could have a material adverse impact on the business. This might have adverse effect on our business. Further it also gives rise to risk such as leakage of such formulation to competitors, malpractices while making such product.

Although we have contract manufacturing agreements with our suppliers to have control, exclusive right and to avoid any such leakage of information, we cannot guarantee the same will prevent us from facing any such negative events. Further, we have obtained the Loan License required for manufacturing and sale of Ayurveda/ Unani/ Siddha Medicines over leased facility.

5. Our company's Board of Directors does have any experience of listed companies.

Our company's Board of Directors consists of both executive and non-executive directors. Our executive directors do not have any experience of listed companies. This inexperience gives rise to the risks including but not limited to compliance risk making us more prone to fines and penalties or notices from regulatory authorities which in turn give rise to reputational risk and governance risk. Furthermore, directors may not provide effective guidance or give erroneous disclosures or intimation as required.

To lessen the effects of above said risk and considering the importance of board diversity and background of directors to make quality contributions, two of our Independent Directors are currently holding a position in a listing company, thus bringing on board his experience of working of listed entities, which will assist the executive directors in facing the challenges arising from their inexperience.

6. We are exposed to consumer complaints and potential litigation due to the nature of our products.

Since we are operating in the D2C (Direct to consumer) segment we are always vulnerable to consumer complaints. Claims and complaints in the normal course of business can arise out of dissatisfaction from the product or damaged products received or any after effects they might encounter after its use or having results different from what was advertised, or they were anticipating. These complaints, if not resolved to the satisfaction of the consumer, can result in potential litigations which if proven against the company can result in fine and penalties impacting our cash flows. Further, this could tarnish the image of the company as well as of the products which might result in a decrease in sale of specific and other products also in our portfolio. The details of the complaints so received are mentioned herein below:

S No.	Date	Complaint
1.	05-08-2024	Product not received.
2.	23-03-2024	Customer dissatisfied with the product.
3.	09-11-2023	Customer dissatisfied with the product.
4.	16-10-2023	Customer dissatisfied with the product.
5.	21-11-2022	Customer dissatisfied with the product.
6.	05-03-2022	Customer dissatisfied with the product.
7.	05-07-2021	Product not received.
8.	19-03-2021	Product not received.

Note: All the complaints mentioned above have been resolved either by refund of price paid by the consumer or through resolution by consumer court.

Moreover, any false rumors or allegations by any person regarding our product or its intended use can result into negative publicity and loss of confidence of consumers which in turn will result into loss of market share, brand value, negative financial impact. Further in addressing the claims and litigations resources such as time, effort and money will be utilized, which will affect the financial resources as well as the reputation of the company. No such complaints are pending as on the date of this Red Herring Prospectus. We do not guarantee that we won't be facing any such complaints or litigations in future but if liabilities arise this could have material adverse impact on the financials, business and operations.

7. *Since we are catering to end customers, there might be chances that customers may feel unsatisfactory on the receipt or on usage of products. Further, in case of any delay in delivery of the product can result into losing out existing or potential consumers in the market.*

As we are in the D2C segment, there are possibilities of consumers not getting satisfied with the product or our product might not meet the level of expectations the consumers had. This unsatisfactory experience with the respective product might cost us existing as well as potential consumers. Although there can be external factors due to which the consumer might not be getting the desired result, this will cost us our revenue from operations and profitability, cashflow, brand image and reputation of our company. The details of the percentage of the products returned by the customers for the last three years:

(Amount in Thousand)

S No.	Particulars	For December 15, 2024	FY 23-24	FY 22-23	FY 21-22
1)	Sales	10,92,832.84	12,79,093.27	8,29,695.53	5,19,189.18
2)	Return	119.20	134.59	142.76	44.69
3)	Return%	0.01%	0.01%	0.02%	Negligible

Further, if we are unable to deliver the products through our delivery channel or other external modes on timely basis, the credibility of our company will be affected. This can also lead to consumers switching to our competitor's product, thereby affecting sales and profitability

8. *There is outstanding litigation pending against our Promoters which, if determined adversely, could affect our business, results of operations and financial condition.*

There are outstanding legal proceedings against our directors and promoters, which are pending at various levels of adjudication before various courts, tribunals and other authorities. The summary of outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory action and other material pending litigation involving our Promoters, and Directors. For further details please refer to the Outstanding Litigation and Material Developments section on page no. 280 of this Red Herring Prospectus.

Cases against our Company, our promoter and Directors:

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authorities	Amount Involved (In Rs. in Thousands)
Company	By	-	-	-	-	-
	Against	-	-	3	-	7,507.55
Promoters	By	-	-	-	-	-
	Against	1	-	3	-	1398.79
Group Companies/Entities	By	-	-	-	-	-
	Against	-	-	-	-	-
Directors other than promoters	By	-	-	-	-	-
	Against	-	2	-	-	Unascertainable

Our financial conditions will not be substantially affected, in case the litigations are not decided in favor of our promoter, directors and our group entities. Furthermore, as of December 15, 2024, outstanding dues to MSME

creditors is Rs. 10,064.79 thousands. There is no guarantee that these payments will be settled within the stipulated timelines, and the possibility of litigation cannot be ruled out. For further details of legal proceedings involving our Company, please see section the titled “*Outstanding Litigations and Material Developments*” beginning on page 280 of this Red Herring Prospectus.

9. Majority of our state wise revenues from operations for the last 3 years is majorly derived from our Top 5 States. Any adverse developments affecting our operations in this state could have an adverse impact on our revenue and results of operations.

Our business operations span various regions across India. Despite this diversified presence, we have a significance dependency on our Top 5 states, which contributes 55.50%, 52.24%, 48.84%, and 61.52% of our total revenue from operations for the financial years ending on December 15, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, respectively.

The state wise revenue from the top 5 states are as follows:

(Amount in Thousands)

State	December 15, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue
Tamil Nadu	2,65,699.28	24.31%	2,35,803.06	18.44%	1,85,787.65	22.39%	1,77,890.36	34.26%
Uttar Pradesh	1,00,377.68	9.19%	1,32,788.02	10.38%	34,989.71	4.22%	12,574.51	2.42%
Karnataka	81,715.18	7.48%	1,06,634.83	8.34%	77,654.59	9.36%	70,437.85	13.57%
Maharashtra	93,959.83	8.60%	1,01,767.69	7.96%	42,574.82	5.13%	12,336.59	2.38%
Andhra Pradesh	64,812.42	5.93%	91,177.91	7.13%	64,257.22	7.74%	46,174.47	8.89%
Total	6,06,564.39	55.50%	6,68,171.51	52.24%	4,05,263.99	48.84%	3,19,413.78	61.52%
Revenue from operation	10,92,832.84	100.00%	12,79,093.27	100.00%	8,29,695.53	100.00%	5,19,189.18	100.00%

Relying heavily on these geographic location exposes us to regional economic fluctuations, regulatory changes, and local market dynamics. Adverse conditions such as economic downturns, political instability, or natural disasters specific to that region could significantly impact our revenue stream and also any decline in the economic prosperity or changes in regulations within that particular region could negatively affect our financial performance.

10. Our Top 10 Suppliers contribute a significant portion in providing finished goods which are sold by the company to end consumers during the current and previous financial years. Any dispute with one or more of them may adversely affect our business operations.

Our company procures finished goods (ayurveda products) from various suppliers. The details of our top 10 suppliers are mentioned in the chapter under the head “Our Business” on page no. 133 of the RHP. As mentioned on that page, approx. 99% of our finished goods are purchased from our top 10 suppliers during the three preceding financial years. To ensure consistent supply of finished goods, we have contract manufacturing agreements with 6 of our suppliers, to manufacture, improve, modify the product in accordance with our instructions, explained in detail in the chapter “Our Business” on page no. 133 of Red Herring Prospectus under the head “Collaboration”.

Although we have entered into agreements and have not faced any situations of difficulty in procuring finished goods, we cannot assure you that we will not face any such situations, or that the supply of finished goods will be on commercially viable terms. Furthermore, any dispute with any of the suppliers may damage our relationship with existing and potential suppliers, and in any such event our operations will be adversely affected which in turn will also affect our profitability and reputation in the market.

11. Our marketing and advertising activities may not be successful in increasing the popularity of our Company among domestic and international clients. If our marketing or advertising initiatives are not effective, this may affect the popularity of our Company.

Since our company operates in D2C model and in order to reach out to maximum consumers marketing and advertising vital part of our strategy. Marketing is a cornerstone for our company to create awareness, attract and retain end users, differentiate themselves in a competitive landscape, and ensure that we aware of the changing needs of the consumers. Effective marketing and advertising not only lead to business growth but also contributes to the development of brand.

Marketing and advertising occupy approx. 50% of our total expenditure. The details of our marketing and advertising expenses with respect to total expenditure on yearly basis are mentioned herein below:

(Amount in thousands)

Particulars	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Total Expenditures	10,16,268.51	11,95,150.34	7,95,338.45	5,08,024.43
Advertisement Expenses	4,85,600.68	5,45,373.13	3,51,140.70	2,49,791.42
% of Total Expenditures	47.78%	45.63%	44.15%	49.16%

Our Company undertakes various marketing and advertising initiatives whereby both management and marketing team collaborate to develop initiatives with the purpose of increasing the visibility of our company and its offerings, details of which are mentioned under the heading Strategies on page 133 in chapter “Our Business” of this Red Herring Prospectus. In case of any unsuccessful marketing and advertising initiative, we may fail to attract and engage new consumers which could adversely affect our business, revenue, financial condition and loss of opportunity cost of expenses incurred.

12. All the formulations of the product are not in the name of the Company, but in the name of the manufacturers.

The formula is developed by our team of doctors in coordination with manufacturers who thereafter file the registration of formulation for approval with Department of Ayush of respective state before commencing its production. Once it gets approved thereafter its commercial production starts. Since the approval is given to the manufacturers, this may lead to situation such as claim to such formulations by the manufacturers itself or selling of such formulations by the manufacturers to the other parties or competitors or any other commercial dealing by such manufacturers without any approval or intimation to us.

To avoid above mentioned scenarios and to address other related issues we have entered into “Contract Manufacturing Agreement” with our suppliers which contains that all the relevant certificate provided by Ayush Ministry for the formulations and the products so manufactured by the vendor on behalf and instructions of our company will be sole and exclusive property/ownership of our company. Further, it also states that the manufacturer shall not represent that it has any title or right of ownership to any of the Intellectual Property. In case of dispute with respect to the formulation of product, our business operation can be affected, that may impact on our financial condition and results of operations.

However, we have also obtained the Loan License bearing license No. 1476-ISM (HR) from the State Licensing Authority, Directorate of Ayush, Haryana required for manufacturing and sale of Ayurveda/ Unani/ Siddha Medicines. Further, we have also obtained the formulation of some of our products in our name, for further details of the same, please refer to the chapter title “Our Business” on the page no. 133 of this Red Herring Prospectus.

13. Conflicts of interest may arise out of common business undertaken by our Company and our corporate promoter.

Our Corporate Promoter entity “M/s Ajooni Wellness Private Limited” is authorized to carry out business similar to that of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Entities in circumstances where our respective interests diverge. In cases of conflict, our Promoters may favour other companies in which our Promoters have interests. There can be no assurance that our Promoters or our Group Entities or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and

future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition. Further, our company have entered into a non-compete agreement dated April 02, 2024, to mitigate such risks.

14. We may not be able to prevent unauthorised use of trademarks obtained/ applied for by third parties, which may lead to the dilution of our goodwill and some of the trademarks filed are objected.

We have applied for the trademarks, device or word mark, for their registration under Trade Marks Act, 1999. Some of them have been approved and registered by the Registrar of Trademark while some have cleared formality check pass and are ready for further processing. However, some have been objected to by the Registrar of Trademark. The reply for some has been filed and are ready for show cause hearing while some are waiting for reply from company on the examination report issued by the registrar. In case they get rejected, not only we will lose the mark, but we will also lose out on its intended benefits that could have accrue to us in terms of sales, revenue, brand recognition and statutory remedies that are provided under the act. Further, any unauthorized use or infringement of our trademark by third parties may have negative consequences. It may damage our reputation, discourage potential investors, partners, or customers. Additionally, if we fail to protect our own intellectual property, or fail to get the trademark registered, our competitors or other third parties may copy, steal, or misuse our ideas or services. This can lead to lost revenues, decreased market share, or erosion of our competitive advantage. Moreover, any unauthorized use, reproduction, or distribution of our copyrighted material without our permission will result in legal action and may lead to financial penalties, damage to our brand reputation. For further information regarding the Intellectual Property rights of our Company, please refer to the Chapter titled “Our business” on page no. 133 of this Red Herring Prospectus.

15. The illegal distribution and sale by third parties of counterfeit versions of our products could have a negative impact on our reputation and business.

Third parties may illegally distribute and sell counterfeit versions of our products, which may be inferior or pose safety risks. While we devote resources to the registration and protection of our intellectual property, by entering manufacturing agreements with suppliers and developing relationships with local customs authorities, we may be unable to prevent the imitation and counterfeiting of our products or the infringement of our trademarks. Consumers could confuse our products with these counterfeit products, which could cause them to refrain from purchasing our brands in the future and in turn could have a material adverse effect on our business, financial condition and results of operations. The presence of counterfeit versions of our products in the market could also dilute the value of our brand or otherwise have a negative impact on our reputation.

16. We have had negative cash flows from operating, investing and financing activities in the past and may continue to have negative cash flows in the future.

Our company have generated negative cashflow from operating activities in the stub period majorly due to Increase in trade receivable and short-term loans and advances. Further, we have also generated negative cashflow from investing and financing activities in current and previous years. The reason for such negative cash flows in investing activity is due to purchase of fixed assets and in financing activity is due to Payment of interest and long term borrowings. The table given below set forth our cash flows for the stub period ended December 15, 2024 and for the last three (3) Financial Years:

(Amount in Thousands)

Particulars	For the period ended on December 15, 2024	For the Financial Year ended on March 31, 2024	For the Financial Year ended on March 31, 2023	For the Financial Year ended on March 31, 2022
Cash flow from operating activities	(25,098.60)	70,425.27	79,742.17	22,725.07
Cash flow from investing activities	39,950.73	(26,116.11)	(35,078.51)	(7,595.78)
Cash flow from financing activities	12,178.73	(25,665.76)	(48,913.19)	(12,090.09)

Any such negative cash flows in the future could adversely affect our business, financial condition and results of operations. For more details, kindly refer to the page no. 233 in the chapter title “Financial Information as restated” of this Red Herring Prospectus.

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

Our Company has entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. We have in the past also entered into transactions with other related parties. However, we confirm that the related party transactions entered into with Promoters/ Directors/ Promoter Group is in compliance with Section 188 of Companies Act, 2013 and other applicable laws and we confirm that the future transactions shall be in compliance with Companies Act, SEBI Regulation and other applicable laws.

For further details, please refer to the chapter titled “Financial Information – Restated Financial Information – “Note 25” Restated Statement of Related Party Transactions”. While we believe that all our related party transactions have been conducted on an arm’s length basis as per the Companies Act, 2013, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

18. Our Company may incur penalties or liabilities for non-compliances with certain provisions of the GST Act, Income Tax and other applicable laws in the previous years.

Our Company have incurred penalties or liabilities for non-compliance with certain provisions including lapsed/ made delay in certain filings and/or erroneous filing/ non-filing of e-forms under applicable acts to it in the past years. However, we have paid the due amount along with interest to comply with the provisions of the law. Such non-compliances/delay Compliances/ erroneous filing/ Non-Filing/ Non-Registration may incur the penalties or liabilities which may affect the results of operations and financial conditions of the company in near future. The details of late filings in past years are given below:

Financial Year	Return Type	Return Period	Due Date	Filing Date	Delayed No. of days
GST Act					
2019-20					
	GSTR-1	April	11-05-2019	06-01-2020	240
	GSTR 3B	April	20-05-2019	02-12-2019	196
	GSTR-1	May	11-06-2019	07-01-2020	210
	GSTR 3B	May	20-06-2019	09-12-2019	172
	GSTR-1	June	11-07-2019	08-01-2020	181
	GSTR 3B	June	20-07-2019	12-12-2019	145
	GSTR-1	July	11-08-2019	08-01-2020	150
	GSTR 3B	July	20-08-2019	28-12-2019	130
	GSTR-1	August	11-09-2019	09-01-2020	120
	GSTR 3B	August	20-09-2019	31-12-2019	102
	GSTR-1	September	11-10-2019	11-01-2020	92
	GSTR 3B	September	20-10-2019	09-01-2020	81
	GSTR-1	October	11-11-2019	11-01-2020	61
	GSTR 3B	October	20-11-2019	13-01-2020	54
	GSTR-1	November	11-12-2019	23-01-2020	43
	GSTR 3B	November	20-12-2019	17-01-2020	28
	GSTR-1	December	11-01-2020	29-01-2020	18

	GSTR 3B	December	20-01-2020	04-02-2020	15
	GSTR-1	January	11-02-2020	15-02-2020	4
	GSTR-1	February	11-03-2020	22-07-2020	133
	GSTR 3B	February	20-03-2020	10-07-2020	112
	GSTR-1	March	11-04-2020	07-10-2020	179
	GSTR 3B	March	20-04-2020	05-10-2020	168
	GSTR-09	Annual	28-02-2021	31-03-2021	31
	GSTR-09C	Annual	28-02-2021	01-10-2021	215
2020-21					
	GSTR-1	April	11-06-2020	07-10-2020	118
	GSTR 3B	April	24-06-2020	06-10-2020	104
	GSTR-1	May	16-06-2020	04-11-2020	141
	GSTR 3B	May	27-06-2020	08-10-2020	103
	GSTR-1	June	14-07-2020	06-11-2020	115
	GSTR 3B	June	20-07-2020	09-10-2020	81
	GSTR-1	July	11-08-2020	07-11-2020	88
	GSTR 3B	July	20-08-2020	13-10-2020	54
	GSTR-1	August	10-09-2020	07-11-2020	58
	GSTR 3B	August	20-09-2020	13-10-2020	23
	GSTR-1	September	10-10-2020	02-12-2020	53
	GSTR 3B	September	20-10-2020	21-11-2020	32
	GSTR-1	October	11-11-2020	26-12-2020	45
	GSTR 3B	October	20-11-2020	08-12-2020	18
	GSTR-1	November	11-12-2020	02-01-2021	22
	GSTR 3B	November	20-12-2020	02-01-2021	13
	GSTR-1	December	12-01-2021	28-01-2021	16
	GSTR-1	January	10-02-2021	20-02-2021	10
	GSTR-1	February	11-03-2021	17-03-2021	6
	GSTR-1	March	09-04-2021	14-04-2021	5
	GSTR 3B	March	05-05-2021	06-05-2021	1
	GSTR-9	Annual	31-12-2021	26-02-2022	57
	GSTR-9C	Annual	31-12-2021	28-02-2022	59
2021-22					
	GSTR-1	April	11-05-2021	15-06-2021	35
	GSTR 3B	April	20-05-2021	22-06-2021	33
	GSTR-1	May	11-06-2021	25-06-2021	14
	GSTR 3B	May	20-06-2021	06-07-2021	16
	GSTR-1	June	11-07-2021	29-07-2021	18
	GSTR 3B	June	20-07-2021	24-07-2021	4
	GSTR-1	July	11-08-2021	20-08-2021	9
	GSTR 3B	July	20-08-2021	21-08-2021	1
	GSTR 3B	March	20-04-2022	21-04-2022	1
	GSTR-09	Annual	30-12-2022	31-12-2022	1
	GSTR-9C	Annual	30-12-2022	31-12-2022	1
2022-23					
	GSTR 3B	April	20-05-2022	24-05-2022	4
2023-24					
	GSTR-1	June	11-07-2023	12-07-2023	1
EPF Act					
2019-20					
	PF	April	15-05-2019	28-11-2019	197
	PF	May	15-06-2019	28-11-2019	166
	PF	June	15-07-2019	09-01-2020	178

	PF	July	15-08-2019	09-01-2020	147
	PF	August	15-09-2019	09-01-2020	116
	PF	September	15-10-2019	09-01-2020	86
	PF	October	15-11-2019	09-01-2020	55
	PF	November	15-12-2019	09-01-2020	25
	PF	December	15-01-2020	15-02-2020	31
	PF	January	15-02-2020	06-06-2020	112
	PF	February	15-03-2020	22-08-2020	160
	PF	March	15-04-2020	22-08-2020	129
2020-21					
	PF	April	15-05-2020	15-12-2020	214
	PF	May	15-06-2020	15-12-2020	183
	PF	June	15-07-2020	15-12-2020	153
	PF	July	15-08-2020	15-12-2020	122
	PF	August	15-09-2020	15-12-2020	91
	PF	September	15-10-2020	15-12-2020	61
	PF	October	15-11-2020	15-12-2020	30
	PF	December	15-01-2021	27-03-2021	71
	PF	January	15-02-2021	15-04-2021	59
	PF	February	15-03-2021	03-05-2021	49
	PF	March	15-04-2021	27-05-2021	42
2021-22					
	PF	April	15-05-2021	08-06-2021	24
	PF	May	15-06-2021	11-08-2021	57
	PF	June	15-07-2021	28-08-2021	44
	PF	July	15-08-2021	13-09-2021	29
2023-24					
	PF	May	15-07-2023	22-07-2023	7
ESI Act					
2019-20					
	ESI	April	15-05-2019	20-01-2020	250
	ESI	May	15-06-2019	20-01-2020	219
	ESI	June	15-07-2019	20-01-2020	189
	ESI	July	15-08-2019	20-01-2020	158
	ESI	August	15-09-2019	20-01-2020	127
	ESI	September	15-10-2019	20-01-2020	97
	ESI	October	15-11-2019	18-01-2020	64
	ESI	November	15-12-2019	18-01-2020	34
	ESI	December	15-01-2020	17-02-2020	33
	ESI	January	15-02-2020	06-06-2020	112
	ESI	February	15-03-2020	11-06-2020	88
	ESI	March	15-04-2020	11-06-2020	57
2020-21					
	ESI	May	15-06-2020	16-01-2021	215
	ESI	July	15-08-2020	16-01-2021	154
	ESI	August	15-09-2020	16-01-2021	123
	ESI	September	15-10-2020	16-01-2021	93
	ESI	October	15-11-2020	01-02-2021	78
	ESI	November	15-12-2020	31-03-2021	106
	ESI	December	15-01-2021	31-03-2021	75
	ESI	January	15-02-2021	20-04-2021	64
	ESI	February	15-03-2021	26-04-2021	42
	ESI	March	15-04-2021	15-04-2022	365

2021-22					
	ESI	April	15-05-2021	09-06-2021	25
	ESI	May	15-06-2021	20-08-2021	66
	ESI	June	15-07-2021	30-08-2021	46
	ESI	July	15-08-2021	15-09-2021	31
	ESI	October	15-11-2021	16-11-2021	1
2023-24					
	ESI	May	16-06-2023	15-06-2023	1
TDS (24Q & 26Q)					
2020-21					
	24Q	Qtr4	30-06-2021	09-07-2021	9

To ensure that company does not faces any similar situations of delay, the company has taken following steps to address such delays:

- a) Training and development sessions for the staff.
- b) Purchase of software.
- c) Increase the number of people to ensure timely compliance
- d) Prior planning and preparing compliance calendar.
- e) Collaboration with tax consultants and legal advisors, wherever required

Although the company has implemented such measures, we cannot not assure you that we will not face any such similar situations in near future. Further, there can be situations where such delays are beyond the control of the company. In that case, even the mitigation steps mentioned above will not be effective and company might have to face any notice or legal action and leading to fine and penalties.

19. *We are dependent on our Individual Promoters and our management team and the loss of, or our inability to hire, retain, train, and motivate qualified personnel could adversely affect our business, results of operations and financial condition.*

Our ability to compete and sustain in this highly competitive industry depends upon our ability to attract, motivate, and retain qualified personnel. We are significantly dependent on the continued contributions and client relationships of our management and the guidance and leadership of our Promoter, management team and key managerial personnel. The loss of the services of our key personnel and any of our other executive officers, and our inability to find suitable replacements, could result in a decline in sales, delays in content development, and harm to our business and operations.

We cannot guarantee that we will be able to recruit and retain qualified and capable employees. We may incur significant costs to attract and recruit skilled personnel, and we may lose new personnel to our competitors or other technology companies before we realise the benefit of our investment in recruiting and training them. If we fail to attract new personnel or fail to retain and motivate our current personnel who are capable of meeting our growing technical, operational, and managerial requirements on a timely basis or at all, our business may be harmed.

20. *We operate in a significantly fragmented and competitive market and any failure on our part to effectively compete may adversely affect our profitability and market share.*

Competition in our business is fragmented. We face significant competition from local, regional and international players in the business segment and geographical markets in which we operate. Our success to a significant extent depends on our ability to ensure the continued quality, relevance and innovation of our technology and services. Our in-house customer support and mode of advertising plays an important role to attract and retain our existing and potential customers. Also, low-cost products can create price sensitivity among our target audience. As a result, potential clients may be less willing to pay for our goods, even if we offer products of improved quality.

21. *Our Promoters and Directors have provided personal guarantees to loan facility availed by us, which if revoked may require alternative guarantees, repayment of amount due or termination of the facilities.*

Our Promoters and Directors have provided personal guarantees to certain loan facilities availed by us. In the event that any of these guarantees are revoked or withdrawn, the lenders for such facility may require alternative guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facility. We may not be successful in procuring alternative guarantees satisfactory to the lender, and as result may need to repay the outstanding amounts under such facility or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial conditions. For details regarding loan facilities, please refer to the chapter titled “Financial Indebtedness” on page 278 of the Red Herring Prospectus.

22. *If we fail to maintain an effective system of internal controls, we may not be able to successfully manage or accurately report our financial risk.*

Internal controls are checks and measures providing reasonable assurance about the achievement of objectives set by the board of the company, ensuring integrity of financial and other reporting and helping in detection and prevention of frauds. There are chances of circumventing such controls due to collusion or human error.

Even though our company has not encountered any instances of failure of the internal control system during the preceding three financial years or during the stub period, we cannot provide assurance that such instances will not occur in the near future. We also cannot be assured that efficiency and effectiveness of internal control will be always maintained or we will be able to implement adequate measures to rectify or mitigate any such deficiencies in internal control. If internal control weaknesses are not identified or necessary changes are not carried out, it may adversely affect our business, results of operations and financial condition

23. *Our funding requirements and proposed deployment of the Net Proceeds have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, we may have to incur additional cost to fund the objects of the Issue because of which our business, financial condition and results of operations may be adversely affected.*

We intend to use the Net Proceeds for the purposes described in chapter titled “Objects of the Issue” on page 79 of this RHP. The funding requirements mentioned as a part of the objects of the Issue have not been appraised by any bank or financial institution. The deployment of the funds as stated under chapter “Objects of the Issue” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency.

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above Rs. 100.00 Crores. However, our Company has appointed, M/s CARE Ratings Limited, Monitoring Agency for monitoring the utilization of Gross Proceeds. Our Audit Committee and the Monitoring Agency will monitor the utilization of the Gross Proceeds till utilization of the proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in this Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

24. *One of our objects is unidentified acquisitions. If we are unable to successfully identify and integrate acquisitions, our growth strategy and prospects may be adversely affected.*

We intend to utilise our IPO proceeds for unidentified acquisitions, we have mentioned the same in the chapter “Our Objects” also. Our Company may enter into strategic acquisitions and takeovers that are complementary to our business operations, including opportunities that can help us further improve our technology system, profitability and market reach. These strategic acquisitions and subsequent integrations of newly acquired businesses would require significant managerial and financial resources and could result in a diversion of resources from our existing

business, which in turn could have an adverse effect on our growth, profitability and business operations. Acquired businesses or assets may not generate expected financial results, integration opportunities, synergies and other benefits immediately, or at all, and may also incur losses. The cost and duration of integrating newly acquired businesses could also materially exceed our expectations, which could negatively affect our results of operation.

25. *One of our Independent Director, Mr. Sunil Kumar Mehdiratta, was holding directorship in a company, Venn Consulting Private Limited, which compulsory stricken off by the Registrar of Companies under section 248 of Companies Act, 2013.*

Mr. Sunil Kumar Mehdiratta one of our Independent Director was Director in “Venn Consulting Private Limited”. The said company has been compulsory stricken off by the Registrar of Companies dated August 08, 2018.

Although no notice or adverse action has been taken by any statutory authority, we cannot assure that same will not be there in future. In case of any adverse action or decision, the Independent Director, Mr. Sunil Kumar Mehdiratta, might have to vacate from his post leaving a vacancy to be filled by the company to comply with minimum number of Independent Directors company should have as per the provisions of Companies Act, 2013 and other applicable rules and regulations.

26. *The final sale agreement for the purchase of property, with Plot Area 250 sq. mtr. And built-up area of 7500 sq. ft having purchase consideration of Rs. 85,000 Thousands, as mentioned in capital expenditure in the chapter objects of the issue is yet to be done.*

Our company intends to invest in capital expenditure by purchase of properties as mentioned in the “Objects of the Issue” beginning on page no 79 of the RHP. On October 21, 2024, the company has entered into tripartite agreement via “Letter of Intent” between Company (Buyer), Vendor- Real Estate Consultants (Proliving Advisors) and Seller. Further, as per one of the terms and conditions, the company had paid an amount of Rs. 500 thousand as token money and the due diligence of the property is currently underway. The final agreement is yet to be entered between the said parties.

In case, the agreement for purchase of property is not executed this might result into loss of property and the amount of token money paid, if the vendor or seller refuses to complete the transaction, or in case the current price of property fluctuates they may get a better price for the same property. Further, losing such property will result to identification of more properties whose price may be higher than the currently available property, the details of which are mentioned in “Table B” under the heading Capital expenditure in chapter “Objects of the Issue”.

27. *Our profitability will suffer if we are not able to maintain our pricing, control costs or continue to expand our business through more client engagements.*

Our Company’s profit margins are majorly dependent on our goods or end product and the price we charge for providing the same. If we fail to maintain the pricing for end product without consistent cost reductions, our profitability and business will be affected. The pricing of goods that we are able to achieve are influenced by number of factors like the period of time the ads will be played, our clients feedback regarding our capability to add value through our goods, competition we face in the industry, and needs and our ability to accurately forecast or estimate, avail and sustain revenue from clients and general economic conditions prevailing at that time.

In the event of a slowdown due to any external factors, or if the number of our consumers reduces, we may be over-staffed and are required to carry excess employee-related expenses which could affect our financial condition. Employee shortages could prevent us from carrying out various business process in a timely and effective manner, which could adversely affect our profit margin and profitability.

28. *Business operation and stability depends on many factors, we may not be able to effectively implement our business and growth strategy.*

The success of our business inter alia depends on our ability to effectively implement our business and growth strategy. In the past, we have generally been successful in the execution of our business plan but there can be no

assurance that we will be able to execute our strategy effectively and within the estimated budget in the future.

Following are factors that can affect our ability to effectively implement our business strategy:

1. Intense competition from other unlisted peer companies in the industry, domestic or foreign.
2. Changes in Ayurvedic Industry demand.
3. Our ability to attract and retain qualified personnel.
4. Our ability to maintain the quality of our services.
5. Our ability to maintain tie-ups and collaborations with national and international partners.
6. Our ability to successfully implement Marketing strategies.
7. Our ability to maintain brand image.
8. Our ability to update and adapt to new technology.
9. Repetitive orders from consumers
10. Brand awareness

If we are unable to address these factors, there could be a material adverse effect on our business and the results of operations.

29. *The average cost of acquisition of Equity Shares by our Promoters could be lower than the issue price.*

Our Promoter's average cost of acquisition of Equity Shares in our Company is lower than the Price Band which could be the Issue Price of the shares proposed to be offered through this Red Herring Prospectus. For further details regarding the average cost of acquisition of Equity Shares by our Promoters in our Company, please refer to chapter "Summary of Offer documents" on page no. 18 of this Red Herring Prospectus.

30. *We are required to maintain certain approvals and licenses required in the ordinary course of business and the failure to obtain or renew them in a timely manner or at all may adversely affect our operations.*

Our Company's business is subject to government regulations, and we require certain approvals, licenses, registrations and permissions for operating our business, some of which might have expired and for which we may have either made or are in the process of making an application for obtaining the approval or its renewal. In addition, we may not be in compliance with certain conditions prescribed by such approvals or licences. Our failure to obtain such licences and approvals and comply with the applicable laws and regulations could lead to imposition of sanctions by the relevant authorities, including penalties. For further details, please refer to chapter titled "Government and Other Approvals" on page 291.

Further, renewal applications for approvals, licenses, registrations and permissions, for operating our business, need to be made within certain timeframes. Additionally, if our manufactures are not able to comply with the requirement and condition, there license may be revoked. There have been no fresh applications made for approvals or license as on the date of the Red Herring Prospectus. However, there may be instances in the future where fresh applications for new approvals and licenses will be made by the company and we cannot assure you that the company will receive these approvals in a timely manner or at all. If we are unable to make applications and renew or obtain necessary permits, licenses and approvals on acceptable terms, in a timely manner or at all, we may be required to face consequences due to which our business operations may be adversely affected.

31. *In addition to normal remuneration, other benefits and reimbursement of expenses of some of our directors and Key Management Personnel who are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.*

Some of our Directors and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our directors or our Key Management Personnel will always exercise their rights as shareholders to the benefit and best interest of our Company, thereby adversely affecting our business and results of operations and prospects.

32. Any variation in the utilization of Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.

We propose to utilise the Net Proceeds towards the objects of the Company as mentioned in chapter titled “*Objects of the Issue*” beginning on page 79. At this stage, we cannot determine with any certainty if we would require the net proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

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

33. An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.

We have obtained a number of insurance policies in connection with our operations, for further information, please refer to chapter titled “*Our Business – Insurance*” on page 133.

While we are of the opinion that the insurance coverage which our Company maintains would be reasonably adequate to cover the general risks associated with the operations of our business, 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. Our Company's insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

34. Significant differences exist between Indian GAAP and other accounting principles, such as Ind AS, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.

Our restated summary statements of assets and liabilities, restated summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the period ended December 15, 2024 and financial year ended on March 31 2024, 2023 and 2022 have been prepared in accordance with Indian GAAP.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Restated Financial Information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

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

Our certain agreements, deeds or licenses may be in the name of the erstwhile name of the company Sat Kartar Shopping Private Limited. In case we fail to change the name in the agreements, deeds or licenses it may cause adverse effect on Our Company's business & operations. Although, our Company have submitted requests to the relevant regulatory bodies/ authorities to update the company's name in licenses and other approvals such as trademarks.

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

Our Company has paid dividend in last financial year. Further, our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.

Our company has not paid dividend in any of the financial year apart from preceding financial year i.e. 2023-24. Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. Even though our company operates on asset light model, we have high capital requirement because of advertising and marketing activities. Our company has developed dividend policy details of which are mentioned in chapter "Dividend Distribution Policy" on page 230 of this RHP, however declaration of dividend will depend upon financial performance of our Company, future prospects at the time of declaration. We may be unable to pay dividends in the near or medium term. Even though we have paid dividend in last financial year, there can be no assurance that our Company will declare dividends in the future.

37. *Industry information included in this Red Herring Prospectus has been derived from an industry report from various websites. The reliability on the forecasts of the reports could be incorrect and would significantly impact our operations.*

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

38. *Our Company's future funding requirements, in the form of further issue of capital or other securities and/or loans that might be availed by us, may turn out to be prejudicial to the interest of the shareholders depending upon the terms and conditions on which they are raised.*

We may require additional capital from time to time depending on our business needs. Any further issue of Equity 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 favourable to the then existing shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

39. *There are certain restrictions on daily movements in the price of Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.*

Following the Issue, we will be subject to a daily circuit breaker imposed by NSE, 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 our circuit breakers will be set by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can 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.

40. *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:

1. Volatility in the Indian and global capital market;
2. Company's results of operations and financial performance;
3. Performance of Company's competitors,
4. Adverse media reports on Company or pertaining to our Industry;
5. Changes in our estimates of performance or recommendations by financial analysts; and
6. Significant developments in India's economic and fiscal policies;

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 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.

41. *Equity Shares of our Company have never been publicly traded, and after the Issue, the Equity Shares may be subject to price and volume fluctuations, and an active trading market for the Equity Shares may or may not develop. Further, the Issue Price may not be indicative of the market price of the Equity Shares after the Issue.*

Prior to this Issue of our Company, no public market existed for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation of Equity Shares does not guarantee that a market for the same will develop, or if developed, the liquidity of such market for the Equity Shares cannot be guaranteed. The Issue Price of the Equity Shares is proposed to be determined through a book building process in compliance with Schedule XIII of the SEBI ICDR and the same may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The Issue Price will be based on numerous factors, as described in the section "*Basis for Issue Price*" beginning on page 98. This price may not necessarily be indicative of the market price of our Equity Shares after the Issue is completed. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in. Our Equity Shares are expected to trade on NSE and BSE after the Issue, but there can be no assurance that active trading in our Equity Shares will develop after the Issue, or if such trading develops, that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

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

Capital gains arising from the sale of equity shares within 12 months in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gain being long term capital gain amounting to up to one lakhs rupees provided Securities Transaction Tax ("STT") is paid on the transaction. STT is levied on and collected by a domestic stock exchange on which equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, is subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the

sale of equity shares is exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident.

Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

- 43. *QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the submission of their Bid, and Retail Individual Investors are not permitted to withdraw their Bids after closure of the Bid/ Issue Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three working days from the Bid/ Issue Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Investors' ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

- 44. *Sale of Equity Shares by our Promoters or other significant shareholder(s) or any future issue of Equity Shares may dilute your shareholding and adversely affect the trading price of the Equity Shares.***

Any future equity issues by us, including in a primary offering, or 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.

- 45. *A third-party could be prevented from acquiring control of us post this Issue, because of anti-takeover provisions under Indian law.***

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

EXTERNAL RISK FACTORS

- 46. *The Terrorist attacks, communal disturbances and regional conflicts in South Asia may have a material adverse effect on our business and on the market for securities in India.***

Terrorist attacks, whether in India or another country may adversely affect Indian and worldwide financial markets. These acts may also result in a loss of business confidence and have other consequences that could adversely affect our business, results of operations and financial condition. Some parts of India have experienced communal disturbances and riots during recent years. If such events recur, our business and financial condition may be adversely affected.

South Asia has, from time to time, experienced instances of civil unrest. Military activity or terrorist attacks in the future could adversely affect the Indian economy, and the financial condition and results of operations of Indian companies, including us, which would have an adverse effect on the trading price of our Equity Shares.

47. *The outbreak and after-effects of COVID-19, or outbreak of any other severe communicable disease could have a potential impact on our business, financial condition, cash flows and results of operations.*

The outbreak, of any severe communicable disease, as seen in the recent outbreak and aftermath of COVID-19, could materially and adversely affect business sentiment and environment across industries. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines, shelter in place orders, and lockdowns. These measures have impacted and may further impact our workforce and operations and also the operations of our clients. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe.

During the lockdown period in response to the COVID-19 pandemic, our Company had put certain interim measures in place to ensure business and operational continuity. Our employees worked remotely. However, certain of our operations are dependent on various information technology systems and applications which may not be adequately supported by a robust business continuity plan, which could impact our business in the event of a disaster of any nature. Although we continue to devote resources and management focus, there can be no assurance that these programs will operate effectively.

48. *Natural disasters, epidemics, pandemics, acts of war, terrorist attacks and other events could materially and adversely affect our business and profitability.*

Natural disasters (such as earthquakes, fire, typhoons, cyclones, hurricanes and floods), pandemics, epidemics, strikes, civil unrest, terrorist attacks and other events, which are beyond our control, may lead to global or regional economic instability, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations. Any of these occurrences could cause severe disruptions to our daily operations and may warrant a temporary closure of our facilities. Such closures may disrupt our business operations and adversely affect our results of operations. Our operation could also be disrupted if our clients are affected by such natural disasters or epidemics. An outbreak or epidemic, such as SARS, the H1N1 and H5N1 viruses or COVID-19 could cause general consumption or the demand for various products to decline, which could result in reduced demand for our services. Such an outbreak or epidemic may significantly interrupt our business operations as health or governmental authorities may impose quarantine and inspection measures on us or our clients.

Moreover, certain regions in India have witnessed terrorist attacks and civil disturbances and it is possible that future terrorist attacks or civil unrest, as well as other adverse social, economic and political events in India could have a negative effect on us. Transportation facilities, including vehicles, can be targets of terrorist attacks, which could lead to, among other things, increased insurance and security costs. Regional and global political or military tensions or conflicts, strained or altered foreign relations, protectionism and acts of war or the potential for war could also cause damage and disruption to our business, which could materially and adversely affect our business, financial condition, cash flows and results of operations. Such incidents could create the perception that investments in Indian companies involve a higher degree of risk and such perception could adversely affect our business and the price of the Equity Shares.

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

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the

securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

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

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

50. *Changing laws, rules and regulations and legal uncertainties in India and other countries may adversely affect our business and financial performance.*

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax (“GST”) regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the introduction of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST, as it is implemented. The Government has enacted the GAAR which have come into effect from April 1, 2017.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

51. *Under Indian legal regime, foreign investors are subject to investment restrictions that limit our Company’s ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares. Accordingly, our ability to raise foreign capital may be constrained.*

As a company incorporated in India, we are subject to exchange controls that govern the borrowings in foreign currencies. Further, under applicable foreign exchange regulations in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified under applicable laws. If share transfer is not in compliance with such requirements and does not fall under any of the permissible exceptions, then prior approval of the relevant regulatory authority is required. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness.

52. *Investors outside India subscribing to this Issue may not be able to enforce any judgment of a foreign court against us, except by way of a suit in India.*

Our Company is a limited liability company incorporated under the laws of India. Our Company’s assets are located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons in India or to enforce judgments obtained against our Company or such parties outside India. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal

recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, including the United Kingdom, Singapore, UAE, and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908, as amended (“Civil Procedure Code”). The United States has not been notified as a reciprocating territory.

In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable. Such amount may also be subject to income tax in accordance with applicable law. Consequently, it may not be possible to enforce in an Indian court any judgment obtained in a foreign court, or effect service of process outside of India, against Indian companies, entities, their directors and executive officers and any other parties resident in India. Additionally, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner.

53. *Any adverse change or downgrading in ratings of India may adversely affect our business, results of operations and cash flows.*

Any adverse revisions to India’s credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

54. *Regulatory, economic, political scenarios or other factors that are beyond our control may have an adverse effect on our business and financial performance.*

Our economy and its securities markets are influenced by economic developments, any adverse economic developments or rising of fiscal or trade deficit may also affect investor confidence and cause increased volatility in securities markets and indirectly affect our economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition, and results of operations. Further financial disruption could also have an adverse effect on our business, future financial performance, shareholders’ equity and the price of our Equity Shares

Also, a change in the government or change in deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business and high rates of inflation could increase our costs without proportionately increasing our revenues.

55. *The requirements of being a listed company may strain our resources.*

We are not a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated by the virtue of being a listed company. As a listed company, we will incur considerable legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing compliances and reporting requirements to the Stock Exchanges on which equity shares of our Company will be listed, which require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely as other listed companies.

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SECTION IV- INTRODUCTION

THE ISSUE

Particulars	Details of Number of Shares
Issue of Equity Shares by our Company	41,72,800 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Thousands.
Reserved for Market Makers	2,33,600 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Thousands.
Net Issue to the Public	39,39,200 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Thousands.
Of which:	
A. QIB portion **	Not more than 19,68,000 Equity Shares
Of which	
(a) Anchor Investor Portion	Upto 11,79,200 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Thousands.
(b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)	Upto 7,88,800 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Thousands.
Of which:	
(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto 38,400 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Thousands.
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Upto 7,50,400 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Thousands.
B. Non – institutional portion **	Not Less than 5,92,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Thousands.
C. Retail portion **	Not Less than 13,79,200 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Thousands.
Pre-and Post-Issue Equity Shares:	
Equity Shares outstanding prior to the Issue	1,15,72,076 Equity Shares of Rs.10/- each
Equity Shares outstanding after the Issue	1,57,44,876 Equity Shares of Rs.10/- each
Use of Proceeds	Please see the chapter titled “Objects of the issue” on page 79 of this Red Herring Prospectus for information about the use of Net Proceeds.

***As per the Regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended, as present issue is a Book Building issue the allocation is the net offer to the public category shall be made as follows:*

- a) *Not less than Thirty five percent to retail individual investor;*
- b) *Not less than Fifteen percent to non-institutional investor*
- c) *Not more than fifty percent to qualified institutional buyers, five percent of which shall be allocated to mutual funds.*

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

Provided further that in addition to five percent allocation available in terms of clause (C), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining 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 to Mutual Funds only, and the remainder of the Net QIB Portions shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, 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 details, see "Issue Procedure" on page 318.

Subject to valid Bids being received at or above the Offer 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 combination of categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law.

Notes

- 1) *The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. The issue is being made by our company in terms of Regulation 229 (2) of SEBI (ICDR) Regulation, read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post issued paid-up equity share capital of our company are being offered to the public for subscription.*
- 2) *The Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on June 26, 2024 and by our Shareholders pursuant to a resolution passed at the Extra Ordinary General Meeting held on July 01, 2024. This Issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section titled "Issue Structure" beginning on page no. 353 of this Red Herring Prospectus.*

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SUMMARY OF OUR FINANCIAL INFORMATION

ANNEXURE- 1

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in Thousands)

	Particulars	Note No.	As at 15-Dec-24	As at March 31, 2024	As at 31st March, 2023	As at 31st March, 2022
I.	<u>EQUITY AND LIABILITIES :-</u>					
	Shareholder's Funds					
	Share Capital	2	1,15,720.76	28,000.00	7,000.00	7,000.00
	Reserves and Surplus	3	57,093.19	66,333.44	25,748.49	687.12
	Non-Current Liabilities					
	Long Term Borrowings	4	1,407.87	5,206.54	24,223.36	63,600.67
	Current Liabilities					
	Short Term Borrowings	5	38,855.09	12,592.28	13,300.33	17,873.93
	Trade Payables	6				
	Total outstanding dues of Micro & Small Enterprises		10,064.79	2,555.65	2,403.47	1,528.98
	Total outstanding dues other than Micro & Small Enterprises		49,933.41	56,144.47	28,280.62	18,196.24
	Other Current Liabilities	7	24,124.10	46,710.55	41,902.97	13,733.89
	Short Term Provisions	8	14,507.66	-	4,260.43	1,312.11
	TOTAL		3,11,706.88	2,17,542.93	1,47,119.66	1,23,932.94
II	<u>ASSETS :-</u>					
	Non-Current Assets					
	Fixed Assets (Tangible)	9	27,935.08	26,902.99	39,738.22	29,823.60
	Non-Current Investment	10	5,244.50	10,489.00	-	16,340.66
	Long Term Loans and Advances	11	12,735.41	55,464.21	38,731.36	7,101.49
	Deferred Tax Assets	12	5,408.69	5,188.50	4,302.57	3,733.71
	Current Assets					
	Current Investment	13	-	209.59	209.59	1,720.06
	Trade Receivables	14	66,849.59	23,102.35	883.84	938.83
	Inventories	20	19,163.40	5,624.83	3,360.46	3,715.48
	Cash and Cash Equivalents	15	52,218.54	25,187.68	6,544.28	10,793.80
	Short Term Loans and Advances	16	79,815.91	38,455.80	39,356.73	28,728.84
	Other Current Assets	17	42,335.76	26,917.97	13,992.60	21,036.47
	TOTAL		3,11,706.88	2,17,542.93	1,47,119.66	1,23,932.94

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STANDALONE FINANCIAL STATEMENT OF PROFIT & LOSS AS RESTATED

(Amount in Thousands)

	Particulars	Note No.	Period Ended December 15, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
I.	Revenue from Operations	18	10,92,832.84	12,79,093.27	8,29,695.53	5,19,189.18
	Less: Excise Duty		-	-	-	-
			10,92,832.84	12,79,093.27	8,29,695.53	5,19,189.18
II.	Other Incomes	19	2,693.54	2,002.85	78.27	3,885.32
III	Total Revenue (I + II)		10,95,526.38	12,81,096.11	8,29,773.80	5,23,074.50
IV	Expenses:					
	Cost of Material Sold	20	60,559.26	90,306.02	49,576.12	43,515.91
	Employee Benefit Expenses	21	1,94,775.82	2,93,121.92	2,08,073.90	1,01,354.94
	Finance Costs	22	3,531.69	5,178.94	4,784.82	4,601.30
	Other Expenses	23	7,49,669.46	7,93,272.34	5,19,742.99	3,51,311.09
	Depreciation and Amortization Expenses	9	7,732.29	13,271.13	13,160.61	7,241.18
	Total		10,16,268.51	11,95,150.34	7,95,338.45	5,08,024.43
V.	Profit before Exceptional and Extraordinary Items and Tax (III - IV)		79,257.87	85,945.77	34,435.35	15,050.07
VI	Exceptional Items - Prior Period Items				-	-
VI I.	Profit before Extraordinary Items and Tax (V - VI)		79,257.87	85,945.77	34,435.35	15,050.07
VI II.	Extra Ordinary Items- Change in Depreciation Policy					
IX	Profit before Tax (VII - VIII)		79,257.87	85,945.77	34,435.35	15,050.07
X.	Tax Expense:					
	(1) Current tax		20,506.64	23,279.27	9,942.83	1,749.38
	(2) Deferred Tax Asset		(220.19)	(885.93)	(568.85)	(568.12)
	(3) Mat Credit		-	-	-	-
	(4) Tax Adjustment for earlier years			497.47		
XI	Profit/ (Loss) for the period from Continuing Operations (IX - X)		58,971.42	63,054.96	25,061.37	13,868.81
XI I	Profit/ (Loss) for the Period (XI + XIV)		58,971.42	63,054.96	25,061.37	13,868.81
XI II.	Earnings Per Equity Share	24				
	(1) Basic		5.10	22.52	3.58	1.98
	(2) Diluted		5.10	22.52	3.58	1.98

STATEMENT OF CASH FLOW AS RESTATED

(Amount in Thousands)

Particulars	15-12-2024	31-03-2024	31-03-2023	31-03-2022
Operating Activity: -				
Net Profit Before Tax	79,257.87	85,945.77	34,435.35	15,050.07
<i>Adjustment For:</i>				
Amount Written off	209.59	2,725.85	12.98	-
Finance cost	3,531.69	5,178.94	4,784.82	4,601.30
Depreciation	7,732.29	13,271.13	13,160.61	7,241.18
Profit / Loss on sale of Fixed Assets	16.80	-	-	3,955.32
Profit / Loss on sale of Investment	(758.61)	(1,541.63)	296.70	(3,448.35)
Interest received	-	-	(42.00)	(221.59)
Operating Profit Before Working Capital Change	89,989.64	1,05,580.05	52,648.47	27,177.94
Changes in working capital: -	(1,09,089.26)	(5,603.24)	34,088.20	(4,015.59)
(Increase)/Decrease in Inventories	(13,538.57)	(2,264.37)	355.02	(1,203.03)
(Increase)/Decrease in Trade receivables	(43,747.24)	(24,944.36)	42.01	33.92
(Increase)/Decrease in Current Investment	-	-	1,510.47	58.54
(Increase)/Decrease in Short Term Loans and Advances	(41,360.11)	900.93	(6,710.74)	1,028.87
(Increase)/Decrease in other Current Assets	(15,417.79)	(11,411.00)	7,043.84	1089.61
Increase/(Decrease) in Trade Payable	1,298.09	28,016.03	10,958.87	1,501.37
Increase/(Decrease) in short Term Borrowings	26,262.81	(708.05)	(4,573.60)	2,512.90
Increase/(Decrease) in Other Current Liabilities	(22,586.45)	4,807.58	25,462.33	(9,037.76)
Cash generated from Operation	(19,099.62)	99,976.81	86,736.70	23,162.35
Income Tax Paid / (Refund)	5,998.98	29,551.54	6,994.52	437.28
Net Cash from Operating Activity	(25,098.60)	70,425.27	79,742.17	22,725.07
Investing activity: -				
(Increase) / Decrease in Fixed Assets	(9,051.17)	(5,096.37)	(44,571.96)	(28,882.69)
Sale of Fixed Assets	270.00	6,202.11	21,200.00	21,893.52
Purchase of Investments	6,003.11	(25,506.40)	(8,430.62)	-
Interest received	-	-	42.00	221.59
Cash advances and loans made to other parties	42,728.79	(1,715.45)	(3,317.92)	(828.20)
Net Cash from Investing Activity	39,950.73	(26,116.11)	(35,078.51)	(7,595.78)
Financing Activities: -				
Finance cost	(3,531.69)	(5,178.94)	(4,784.82)	(4,601.30)
Long Term Borrowings	(3,798.67)	(19,016.82)	(44,128.37)	(7,488.80)
Other Inflows / (Outflows) of cash	(490.00)	(1,470.00)	-	-
Proceeds from Issue of share capital	19,999.09	-	-	-
Net Cash from Financing Activity	12,178.73	(25,665.76)	(48,913.19)	(12,090.09)
Net (Increase)/(Decrease) in A, B & C) in Cash & Cash equivalents	27,030.86	18,643.40	(4,249.52)	3,039.20
Opening Cash & Cash Equivalent	25,187.68	6,544.28	10,793.80	7,754.60
Closing Cash & Cash Equivalent*	52,218.54	25,187.68	6,544.28	10,793.80
* Comprises				
Cash in hand	1,614.43	1,028.23	3,569.36	1,179.46
Cheques in hand	-	-	-	-

Balance with Banks	50,604.11	24,159.45	2,974.92	2,114.34
Fixed Deposit	-	-	-	7,500.00

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GENERAL INFORMATION

Registered Office	603, 6 th Floor, Mercantile House, KG Marg, New Delhi - 110001, India. Tel.: +91-9319888634; Fax: N.A. E-mail: Info@satkartar.in Website: www.satkartar.in			
Date of Incorporation	June 29, 2012			
CIN	U52590DL2012PLC238241			
Company Category	Company Limited by Shares			
Registrar of Companies	Registrar of Companies, Delhi 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019 Tel. No.: 011-26235703 Email: roc.delhi@mca.gov.in Website: www.mca.gov.in			
Company Secretary and Compliance Officer	Ms. Himanshu Malik Address: 603, 6th Floor, Mercantile House, KG Marg, New Delhi - 110001, India. Tel.: +91-9319888634; Fax: N.A. E-mail: Info@satkartar.in			
Chief Financial Officer	Mr. Devender Kumar Arora Address: 21-B, DDA Flats, Vikrant Enclave, Maya Puri, Delhi - 110064 Tel.: +91-9319888634; Fax: N.A. E-mail: Info@satkartar.in			
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited Address: Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400051			
Bid/ Issue Programme	Bid/Issue Opens On:	January 10, 2025	Bid/Issue Closes On:	January 14, 2025
	Anchor Bids Opens On:		January 09, 2025	

Note: Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days.

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DETAILS OF INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

Book Running Lead Manager and Underwriter to the Issue	Registrar to the Issue
	
Narnolia Financial Services Limited	Skyline Financial Services Private Limited
Address: 201, 2nd Floor, Marble Arch, 236 B, A.J.C Bose Road, Kolkata, West Bengal- 700020, India	Address: D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020
Tel No.: +91-33-40501500; +91- 8130678743	Telephone: +91-11-40450193-97, Fax No: +91-11-26812683
Email: pankaj.passi@narnolia.com ; ipo@narnolia.com	Email: compliances@skylinerta.com
Website: www.narnolia.com	Website: www.skylinerta.com ;
Contact Person: Mr. Pankaj Pasi	Contact Person: Mr. Pawan Bisht
SEBI Registration No. INM000010791	SEBI Registration Number: INR000003241
CIN: U51909WB1995PLC072876	CIN: U74899DL1995PTC071324

Banker to the company	Peer Review/ Statutory Auditor
	M/s. Nidhi Bansal & Co., Chartered Accountants
ICICI Bank Limited	Address: Commercial Complex 202, Amber Tower, Azadpur, Delhi- 110033, India
Address: D-139, New Rajinder Nagar, Delhi - 110060	Tel No.: +91- 9899154752
IFSC: ICIC0001642	Email Id: info_canbc@yahoo.com
Tel No.: +91-9811640826	Contact Person: CA Varun Gupta
Contact Person: Mr. Pranveet Singh	Peer Review No.: 016972
Website: www.icicibank.com	Firm Registration No.: 022073N

Legal Advisor	Banker to the Issue & Sponsor bank
Corp Legex Partners	
Address: 912, 9th Floor, Wave Silver Tower, Sector 18, Noida – 201301	ICICI Bank Limited
Tel: +91-9716406207	Address: 5 th Floor, HT Parekh Marg Churchgate, Mumbai - 400020
Email Id: afnaan@corplegax.com	IFSC: ICIC0001642
Contact Person: Adv. Afnaan Siddiqui	Contact Person: Mr. Varun Badai
Enrollment no.: D/2139/2018	Website: www.icicibank.com
	Email Id: ipocmg@icicibank.com

Market Maker
 PRABHAT FINANCIAL SERVICES LTD PRABHAT COMMODITY BROKERS PVT LTD
Prabhat Financial Services Limited
Address: 118/610 A, Kaushal Puri, Kanpur, Kanpur, Uttar Pradesh - 208012, India.
Tel No.: 0141-4162029
Email: pfslindia@hotmail.com
Contact Person: Mr. Prakash Kabra
Website: https://www.pfslindia.co.in/
SEBI Registration No.: INZ000169433

DETAILS OF BOARD OF DIRECTORS OF OUR COMPANY

S. N.	Name	DIN	Category	Designation
1.	Mr. Ved Prakash	08591808	Executive	Managing Director
2.	Mr. Sanjay Kumar	08218434	Executive	Director
3.	Mr. Pranav Singh Chadha	08218407	Executive	Director
4.	Ms. Simrati Kaur	10432136	Executive	Director
5.	Ms. Richa Takkar	09055080	Non-Executive	Non-Independent Director
6.	Mr. Sunil Kumar Mehdiratta	01963477	Non-Executive	Independent Director
7.	Mr. Manoj Kumar Verma	10472822	Non-Executive	Independent Director
8.	Mr. Steve Austin Pereira	08566688	Non-Executive	Independent Director

For further details of our directors, please refer chapter titled “Our Management” beginning on page 191 of this Red Herring Prospectus.

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer, Skyline Financial Services Limited and/or the BRLM, i.e., Narnolia Financial Services Limited, in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, unblocking of amount in ASBA, etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted (at ASBA Bidding Locations), giving full details such as name, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs where the Application was submitted by the ASBA Applicants.

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

SELF-CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the below mentioned SEBI link. <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

REGISTERED BROKERS

Bidders can submit Bid cum Application Forms in the Offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI (www.sebi.gov.in) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS

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

COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. 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) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

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

Since Narnolia Financial Services Limited is the sole Book Running Lead Manager (BRLM) to the offer and all the responsibilities relating to co-ordination and other activities in relation to the offer shall be performed by them.

CREDIT RATING

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

IPO GRADING

Since the Issue is being made in terms of Chapter IX of SEBI ICDR Regulations, there is no requirement of appointing an IPO grading agency.

EXPERT OPINION

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

Our Company has received written consent dated June 26, 2024 from Peer Review Auditor namely, M/s. Nidhi Bansal & Co., Chartered Accountants (FRN: 022073N), and written consent dated June 26, 2024 from Corp Legex Partners acting through Advocate Afnaan Siddiqui (Enrollment no.: D/2139/2018) to include their name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act 2013.

Further, Advocate Afnaan Siddiqui has given his legal due diligence report, as included in this Red Herring Prospectus, in relation to the Outstanding Litigations and Material Developments dated December 02, 2024.



Aforementioned consents have not been withdrawn as on the date of this Red Herring Prospectus. However, the term - expert shall not be construed to mean an - expert as defined under the U.S. Securities Act. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

DEBENTURE TRUSTEE

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

APPRAISAL AND MONITORING AGENCY

Our Company shall, in compliance with Regulation 262(1) of the SEBI ICDR Regulations, has appointed CARE Ratings Limited as monitoring agency vide appointment letter and consent dated December 31, 2024, for monitoring the utilization of the Net Proceeds from the Fresh Issue. The relevant details shall be included in the Red Herring Prospectus. For details in relation to the proposed utilization of the Net Proceeds from the fresh issue, see “Objects of the issue” on page 79 of this Red Herring Prospectus.

BOOK BUILDING PROCESS

The book building, in the context of the Issue, refers to the process of collection of Bids on the basis of the Draft Red Herring Prospectus/ Red Herring Prospectus within the Price Band, which will be decided by our Company, in consultation with the BRLM, and will be advertised in [●] editions of the English national newspaper, [●] editions of the Hindi national newspaper, Hindi being also a regional language of Delhi, where our Registered Office is located, each with wide circulation, at least two working days prior to the Bid/ Offer Opening Date. The Offer Price shall be finalized after the Bid/ Issue Closing Date. The principal parties involved in the Book Building Process are:

All Bidders (except Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Pursuant to the UPI Circulars, Retail Individual Bidders may also participate in this Offer through UPI in the ASBA process. 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/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.

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

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Issue. In this regard, our Company has appointed the BRLM to manage this Issue and procure Bids for this Issue. The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

The process of Book Building is in accordance with the guidelines, rules and regulations prescribed by SEBI under the SEBI ICDR Regulations and the Bidding Processes are subject to change from time to time. Investors are advised to make their own judgment about investment through this process prior to submitting a Bid in this Offer.

Bidders should note that this Offer is also subject to obtaining (i) final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

For further details, please refer to the chapters titled “Issue Structure” and “Issue Procedure” beginning on pages 353 and 318, respectively of this Red Herring Prospectus.

ILLUSTRATION OF BOOK BUILDING PROCESS AND THE PRICE DISCOVERY PROCESS

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled “Issue Procedure” on page 318 of this Red Herring Prospectus.

UNDERWRITING AGREEMENT

Our Company and BRLM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated December 31, 2024. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name, Address, Telephone, Fax, and Email of the Underwriter	Indicative No. of Equity Shares to Be Underwritten	Amount Underwritten (Rs. In Thousands)	% of the Total Issue Size Underwritten
Narnolia Financial Services Limited Address: 201, 2nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India. Telephone: +91-33-40501500 Phone No.: +91- 8130678743 Email: ipo@narnolia.com ; pankaj.passi@narnolia.com Website: www.narnolia.com Contact Person: Mr. Pankaj Pasi SEBI Registration No.: INM000010791 CIN: U51909WB1995PLC072876	41,72,800	[●]	100%

In the opinion of our Board of Directors of the Company, the resources of the abovementioned Underwriter is sufficient to enable them to discharge the underwriting obligations in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

FILING OF PROSPECTUS

A soft copy of the Red Herring Prospectus and Prospectus shall be filed with SEBI through SEBI Intermediary Portal at <https://siportal.sebi.gov.in> as per Regulation 246(1) of SEBI (ICDR) Regulations. Pursuant to Regulation 246(2) of SEBI ICDR Regulations, the SEBI shall not issue any observation on the offer document. A copy of the Red Herring Prospectus and Prospectus along with the documents required to be filed under Section 26 read with Section 32 of the Companies Act will be delivered to the Registrar of Companies, Delhi, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019.

CHANGE IN THE AUDITOR DURING LAST 3 YEAR

No changes have taken place in the Auditors during the last three years preceding the date of this Red Herring Prospectus.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the BRLM, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform NSE Emerge on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from NSE Emerge, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company and the BRLM have entered into a tripartite agreement dated December 31, 2024, with Prabhat Financial Services Limited the Market Maker for this Issue, duly registered with NSE Emerge to fulfill the obligations of Market Making:

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time. Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE Limited and SEBI from time to time.
3. The minimum depth of the quote shall be Rs.1,00,000. However, the investors with holdings of value less than Rs.1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. There would not be more than five Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. On the first day of the listing, there will be pre-opening session (call auction) and thereafter the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
7. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

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

Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

9. **Risk containment measures and monitoring for Market Makers:** Emerge Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value- At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
10. **Punitive Action in case of default by Market Maker:** Emerge Platform of NSE 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 Makers, 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(s) in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

Price Band and Spreads: Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27,2012, limits on the upper side for Markets Makers during market making process has been made applicable, based on the issue size and as follows:

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

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

The trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

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CAPITAL STRUCTURE

The Equity Share Capital of our Company as on The Date of This Red Herring Prospectus is Set Forth Below

(Amount in Thousands)

S No	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price
A.	Authorised Share Capital		
	1,80,00,000 Equity Shares of Rs.10/- each	1,80,000.00	-
B.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	1,15,72,076 Equity Shares of Rs.10/- each	1,15,720.76	-
	Present Issue in terms of the Red Herring Prospectus		
	Issue of 41,72,800 Equity Shares of face value of Rs.10/- each at a premium of Rs. [●] /- per share	41,728.00	[●]
	<i>of which:</i>		
(I)	Reservation for Market Maker- 2,33,600 Equity Shares of Rs.10/- each at a price of Rs. [●] /- per Equity Share reserved as Market Maker Portion.	2,336.00	[●]
(II)	Net Issue to the Public – 39,39,200 Equity Shares of Rs.10/- each at a price of Rs. [●] /- per Equity Share.	39,392.00	[●]
C.	Of the Net Issue to the Public		
I	Allocation to Qualified Institutional Buyer – 19,68,000 Equity Shares of Rs.10/- each at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Thousands	19,680.00	[●]
	Of which:		
	(a) Anchor Investor Portion- Upto 11,79,200 Equity Shares of face value of Rs.10/- each fully paid-upfor cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Thousands	11,792.00	[●]
	(b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)- Upto 7,88,800 Equity Shares of face value of Rs.10/- each fully paid-upfor cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Thousands	7,888.00	[●]
II	Allocation to Retail Individual Investors – 13,79,200 Equity Shares of Rs.10/- each at a price of Rs. [●] /- per Equity Share shall be available for allocation for Investors applying for a value of up to Rs. 200.00 Thousands.	13,792.00	[●]
III	Allocation to Non-Institutional Investors – 5,92,000 Equity Shares of Rs.10/- each at a price of Rs. [●] /- per Equity Share shall be available for allocation for Investors applying for a value of above Rs. 200.00 Thousands.	5,920.00	[●]
D.	Issued, Subscribed and Paid-up Share Capital after the Issue		
	1,57,44,876 Equity Shares of Rs. 10/- each	1,57,448.76	
E.	Securities Premium Account		
	Before the Issue		Nil
	After the Issue		[●]

The present issue has been authorized by our Board of Directors vide a resolution passed at its meeting held on June 26, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of our shareholders held on July 01, 2024.

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

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NOTES TO THE CAPITAL STRUCTURE

1. Details of increase in Authorised Share Capital:

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

S. No.	Date	No. of Shares	Face Value (in Rs.)	Cumulative No. of Shares	Cumulative Authorised Share Capital (in Rs.)	Whether AGM/EGM
1.	On Incorporation*	10,000	10	10,000	1,00,000	N.A.
2.	October 25, 2012	2,40,000	10	2,50,000	25,00,000	EGM
The Authorized Share Capital of the company is sub divided from Rs.10/- per equity share to Rs.1/- per equity share by passing Special Resolution in Extra Ordinary General Meeting dated July 20, 2021.						
3.	July 20, 2021	25,00,000	1	25,00,000	25,00,000	EGM
4.	October 19, 2021	1,75,00,000	1	2,00,00,000	2,00,00,000	EGM
The Authorized Share Capital of the company is consolidated from Rs.1/- per equity share to Rs.10/- per equity share by passing Ordinary resolution in Extra Ordinary General Meeting dated January 09, 2024						
5.	January 09, 2024	20,00,000	10	20,00,000	2,00,00,000	EGM
6.	January 09, 2024	1,60,00,000	10	1,80,00,000	18,00,00,000	EGM

*The Date of incorporation of the company is June 29, 2012.

2. History of Paid-up Equity Share Capital of our Company.

S. No.	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (Rs.)	Cumulative Securities premium (Rs.)
1.	On Incorporation	10,000	10	10	Cash	Subscription to MOA ⁽¹⁾	10,000	1,00,000	Nil
2.	March 29, 2014	90,000	10	77	Cash	Private Placement ⁽²⁾	1,00,000	10,00,000	60,30,000
The Share Capital of the company is sub-divided from Rs.10/- per equity share to Rs.1/- per equity share by passing Ordinary resolution in Extra Ordinary General Meeting dated July 20, 2021.									
3.	July 20, 2021	10,00,000	1	NA	NA	Sub-division ⁽³⁾	10,00,000	10,00,000	60,30,000
4.	March 26, 2022	60,00,000	1	NA	NA	Bonus Issue ⁽⁴⁾	70,00,000	70,00,000	30,000
The Share Capital of the company is consolidated from Rs.1/- per equity share to Rs.10/- per equity share by passing Ordinary resolution in Extra Ordinary General Meeting dated January 09, 2024									
5.	January 09, 2024	7,00,000	10	NA	NA	Consolidation ⁽⁵⁾	7,00,000	70,00,000	30,000
6.	February 14, 2024	21,00,000	10	NA	NA	Bonus Issue ⁽⁶⁾	28,00,000	2,80,00,000	Nil
7.	May 16, 2024	93,019	10	215	Cash	Private Placement ⁽⁷⁾	28,93,019	2,89,30,190	1,90,68,895
8.	June 20, 2024	86,79,057	10	NA	NA	Bonus Issue ⁽⁸⁾	1,15,72,076	11,57,20,760	Nil

*As per the financial statements of the company for the financial year 2023-24, the company had the closing balance of securities premium reserve of Rs. 30,000.00/- and Surplus of Rs. 6,63,03,453.00/- aggregating to Rs. 6,63,33,453.00/- under the head Reserves and Surplus. Thereafter, the company issued equity shares on May 16, 2024, by way of private placement receiving Security premium Reserve of Rs. 1,90,68,895.00/- and the profit made by the company for two months in financial year 2024-2025 amounted to Rs. 1,32,21,854.00/- aggregating to Rs. 9,86,24,202.00/- out of which bonus issue was made.

Note:

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

S. No.	Name of Person	No. of Shares Allotted
1.	Manprit Singh Chadha	5,000
2.	Archana Chadha	5,000
	Total	10,000

2. The Company thereafter Issued 90,000 Equity shares on March 29, 2014, for cash by way of Private Placement, the details of which is given below:

S. No.	Name	No. of Shares Issued
1.	Archana Chadha	43,500
2.	Manprit Singh Chadha	43,500
3.	Amarjit Chadha	1,000
4.	Paramjit Singh Chadha	1,000
5.	Manprit Singh Chadha (HUF)	1,000
	Total	90,000

3. The Share Capital of the company is sub-divided from Rs.10/- per equity share to Rs.1/- per equity share by passing Ordinary resolution in Extra Ordinary General Meeting dated July 20, 2021.

4. The Company thereafter allotted 60,00,000 Equity shares on March 26, 2022, as Bonus Issue in the ratio of 6:1, the details of which is given below:

S. N.	Name	No. of Shares Issued
1.	Manprit Singh Chadha	15,60,000
2.	Paramjit Singh Chadha	12,60,000
3.	Amarjit Chadha	12,60,000
4.	Jasjeet Kaur	4,80,000
5.	Pranav Singh Chadha	4,20,000
6.	Aryaman Singh Chadha	4,20,000
7.	Ved Prakash	3,60,000
8.	Sanjay Kumar	60,000
9.	Rajesh Khati	60,000
10.	Gurmeet Singh	60,000
11.	Yogesh Gaur	60,000
	Total	60,00,000

5. The Share Capital of the company is consolidated from Rs.1/- per equity share to Rs.10/- per equity share by passing Ordinary resolution in Extra Ordinary General Meeting dated January 09, 2024.

6. The Company thereafter allotted 21,00,000 Equity shares on February 14, 2024, as Bonus Issue in the ratio of 3:1, the details of which is given below:

S. No.	Name	No. of Shares Issued
1.	Ajoooni Wellness Private Limited	10,71,000
2.	Manprit Singh Chadha	4,80,000
3.	Shreya Jain	1,05,000
4.	Pranav Singh Chadha	84,000
5.	Ved Prakash	84,000
6.	Aryaman Singh Chadha	75,600
7.	Amarjit Chadha	75,000
8.	Paramjit Singh Chadha	54,000
9.	Rajendra Nalam	42,000
10.	Manjiv Singh Gandhoke	27,300
11.	Sanjay Kumar	2,100
	Total	21,00,000

7. The Company thereafter Issued 93,019 Equity shares on May 16, 2024, for cash by way of Private Placement, the details of which is given below:

S. No.	Name	No. of Shares Issued
1.	Adheesh Kabra	16,279
2.	Vansha Comtrade LLP	9,302
3.	Haryana Refractories Pvt Ltd	9,302
4.	Utsav PramodKumar Shrivastava HUF	9,302
5.	Amarjit Chadha	6,511
6.	Paramjit Singh Chadha	6,511
7.	Shinohub Traders LLP	5,350
8.	Simrati Kaur	5,116
9.	Gurmeet Singh	4,651
10.	Vinod Somani	4,651
11.	Jignesh Amrutlal Thobani	4,651
12.	Balveer Singh Sankhla	4,651
13.	Ajay Chamanlal Sareen	2,325
14.	Ruchika Panda	1,162
15.	Utkarsh Parasar	930
16.	Uma Agrawal	930
17.	Varun Suri	930
18.	Sanjay Popatlal Jain	465
	Total	93,019

8. The Company thereafter allotted 86,79,057 Equity shares on June 20, 2024, as Bonus Issue in the ratio of 3:1, the details of which is given below:

S. No.	Name	No. of Shares Issued
1.	Ajoooni Wellness Private Limited	42,84,000
2.	Manprit Singh Chadha	24,72,840
3.	Shreya Jain	4,20,000
4.	Ved Prakash	2,94,000
5.	Archana Chadha	2,13,000

6.	Pranav Singh Chadha	2,12,700
7.	Aryaman Singh Chadha	2,12,700
8.	Rajendra Nalam	1,68,000
9.	Manjiv Singh Gandhoke	1,09,200
10.	Adheesh Kabra	48,837
11.	Vansha Comtrade LLP	27,906
12.	Haryana Refractories Pvt Ltd	27,906
13.	Utsav Pramod Kumar Shrivastava HUF	27,906
14.	Amarjit Chadha	22,533
15.	Paramjit Singh Chadha	21,693
16.	Shinohub Traders LLP	16,050
17.	Simrati Kaur	15,348
18.	Gurmeet Singh	13,953
19.	Vinod Somani	13,953
20.	Jignesh Amrutlal Thobani	13,953
21.	Balveer Singh Sankhla	13,953
22.	Sanjay Kumar	8,400
23.	Ajay Chamanlal Sareen	6,975
24.	Ruchika Panda	3,486
25.	Utkarsh Parasramka	2,790
26.	Uma Agrawal	2,790
27.	Varun Suri	2,790
28.	Sanjay Popatlal Jain	1,395
Total		86,79,057

**As per the financial statements of the company for the financial year 2023-24, the company had the closing balance of securities premium reserve of Rs. 30,000.00/- and Surplus of Rs. 6,63,03,453.00/- aggregating to Rs. 6,63,33,453.00/- under the head Reserves and Surplus. Thereafter, the company issued equity shares on May 16, 2024, by way of private placement receiving Security premium of Rs. 1,90,68,895.00/- and the profit made by the company for two months in financial year 2024-2025 amounted to Rs. 1,32,21,854.00/- aggregating to Rs. 9,86,24,202.00/- out of which bonus issue was made.*

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3. Shareholding of the Promoters of our Company

As on the date of this Red Herring Prospectus, our Promoters – Mr. Manprit Singh Chadha, Mr. Pranav Singh Chadha, Ms. Simrati Kaur and M/s. Ajooni Wellness Private Limited holds aggregating to 93,13,184 Equity Shares representing 80.48% of the pre-issue paid up share capital of our Company.

Details of build-up of shareholding of the Promoters

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in Rs.)	Issue/ Transfer price per Equity Share (in Rs.)	Consideration (cash/ other than cash)	Name of Transferor / Transferee	% of pre issue capital of Cumulative Share
Mr. Manprit Singh Chadha							
June 29, 2012	Incorporation	5,000	10	10	Cash	N.A.	0.04%
March 29, 2014	Private Placement	43,500	10	77	Cash	N.A.	0.38%
July 08, 2021	Transfer to Mr. Paramjit Singh Chadha.	(23,000)	10	8.70	Cash	Transferee: Mr. Paramjit Singh Chadha	(0.20%)
July 08, 2021	Transfer to Mr. Rajesh Khati	(6,500)	10	8	Cash	Transferee: Mr. Rajesh Khati	(0.06%)
Total		19,000					0.16%
July 20, 2021	Subdivision of shares	1,90,000	01	NA	N.A.	N.A.	1.64%
February 01, 2022	Transfer	70,000	01	01	Cash	Transferor: Mr. Jaswinder Majithia	0.60%
March 26, 2022	Bonus Issue	15,60,000	01	NA	Other than Cash	N.A.	13.48%
February 03, 2024	Transfer to Mrs. Shreya Jain	(2,20,000)	01	01	Cash	Transferee: Mrs. Shreya Jain	(1.90%)
Total		16,00,000					13.83%
January 05, 2024*	Consolidation	1,60,000	10	NA	N.A.	N.A.	1.38%
February 14, 2024	Bonus Issue	4,80,000	10	NA	Other than Cash	N.A.	4.15%
April 30, 2024	Gift from Mr. Paramjit Singh Chadha	71,280	10	NA	Gift	Transferor: Mr. Paramjit Singh Chadha	0.62%
April 30, 2024	Gift from Mrs. Amarjit Chadha	99,000	10	NA	Gift	Transferor: Mrs. Amarjit Chadha	0.86%
May 02, 2024	Transfer from Mr. Ved Prakash	14,000	10	285.71	Cash	Transferor: Mr. Ved Prakash	0.12%
June 20, 2024	Bonus Issue	24,72,840	10	NA	Other than Cash	N.A.	21.37%
Total		32,97,120					28.49%
Mr. Pranav Singh Chadha							
February 01, 2022	Transfer	70,000	01	01	Cash	Transferor: Ms. Jasjeet Kaur	0.60%

March 26, 2022	Bonus Issue	4,20,000	01	NA	Other than Cash	N.A.	3.63%
March 31, 2023	Transfer to Ajooni Wellness Private Limited	(2,10,000)	01	01	Cash	Transferee: Ajooni Wellness Private Limited	(1.81%)
Total		2,80,000					2.42%
January 05, 2024*	Consolidation	28,000	10	N.A.	N.A.	N.A.	0.24%
February 14, 2024	Bonus Issue	84,000	10	NA	Other than Cash	N.A.	0.73%
April 30, 2024	Transfer to Mrs. Archana Chadha	(41,100)	10	Gift	N.A.	Transferee: Mrs. Archana Chadha	(0.36%)
June 20, 2024	Bonus Issue	2,12,700	10	N.A.	Other than Cash	N.A.	1.84%
Total		2,83,600					2.45%
Ms. Simrati Kaur							
May 16, 2024	Private Placement	5,116	10	215	Cash	N.A.	0.04%
June 20, 2024	Bonus Issue	15,348	10	N.A.	Other than Cash	N.A.	0.13%
Total		20,464					0.18%
M/s. Ajooni Wellness Private Limited							
March 31, 2023	Transfer	11,20,000	01	01	Cash	Transferor: Amarjit Chadha	9.68%
March 31, 2023	Transfer	11,90,000	01	01	Cash	Transferor: Paramjit Singh Chadha	10.28%
March 31, 2023	Transfer	2,10,000	01	01	Cash	Transferor: Aryaman Singh Chadha	1.81%
March 31, 2023	Transfer	2,10,000	01	01	Cash	Transferor: Pranav Singh Chadha	1.81%
March 31, 2023	Transfer	1,40,000	01	01	Cash	Transferor: Ved Prakash	1.21%
March 31, 2023	Transfer	70,000	01	01	Cash	Transferor: Gurmeet Singh	0.60%
March 31, 2023	Transfer	70,000	01	01	Cash	Transferor: Rajesh Khati	0.60%
March 31, 2023	Transfer	5,60,000	01	01	Cash	Transferor: Jasjeet Kaur	4.84%
Total		35,70,000					30.85%
January 05, 2024*	Consolidation	3,57,000	10	NA	N.A.	3.09%	3.09%
February 14, 2024	Bonus Issue	10,71,000	10	NA	Other than Cash	9.26%	9.26%
June 20, 2024	Bonus Issue	42,84,000	10	NA	Other than Cash	37.02%	37.02%
Total		57,12,000					49.36%

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. None of the Equity Shares held by our Promoters are under pledged.

4. Our shareholding pattern

i. The table below represents the shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the January 03, 2025:

Category Code	Category of shareholder	No. Of share holder	No. of fully paid-up equity Shares Held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCR R, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*			No. of Shares Under lying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form	
								No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (B)	No. (a)		As a % of total shares held (B)
								Class X	Class Y	Total								
I	II	III	IV	V	VI	VII= IV+ V +VI	VIII	IX			X	XI=VII +X	XII		XIII	XIV		
(A)	Promoters and Promoter Group	9	99,58,356	-	-	99,58,356	86.06	99,58,356	-	99,58,356	86.06	-	86.06	-	-	-	-	99,58,356
(B)	Public	20	16,13,720	-	-	16,13,720	13.94	16,13,720	-	16,13,720	13.94	-	13.94	-	-	-	-	16,13,720
I	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**29	1,15,72,076	-	-	1,15,72,076	100.00	1,15,72,076	-	1,15,72,076	100.00	-	100.00	-	-	-	-	1,15,72,076

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

** We have 29 shareholders as on the date of benpos dated January 03, 2025.

Note:

- ☐ In terms of SEBI circular bearing No. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/CIR/ISD/05/2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and 50% of the Equity Shares held by the public shareholders, shall be dematerialized. All the Equity shares of the Company are in dematerialized form.
- ☐ PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.
- ☐ Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE Emerge before commencement of trading of such Equity Shares.

5. As on the date of this Red Herring Prospectus, there are no partly paid-up shares/outstanding convertible securities/warrants in our Company.
6. Following are the details of the holding of securities of persons belonging to the category “Promoters and Promoter Group” and “public” before and after the Issue:

S. N.	Name of shareholder	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
Promoters					
1.	Ajoooni Wellness Private Limited	57,12,000	49.36%	57,12,000	36.28%
2.	Manprit Singh Chadha	32,97,120	28.49%	32,97,120	20.94%
3.	Pranav Singh Chadha	2,83,600	2.45%	2,83,600	1.80%
4.	Simrati Kaur	20,464	0.18%	20,464	0.13%
Total – A		93,13,184	80.48%	93,13,184	59.15%
Promoter Group					
5.	Archana Chadha	2,84,000	2.45%	2,84,000	1.80%
6.	Aryaman Singh Chadha	2,83,600	2.45%	2,83,600	1.80%
7.	Amarjit Chadha	30,044	0.26%	30,044	0.19%
8.	Paramjit Singh Chadha	28,924	0.25%	28,924	0.18%
9.	Gurmeet Singh	18,604	0.16%	18,604	0.12%
Total – B		6,45,172	5.58%	6,45,172	4.10%
Public					
10.	Public	16,13,720	13.94%	16,13,720	10.25%
11.	IPO	-	-	41,72,800	26.50%
Total-C		16,13,720	13.94%	57,86,520	36.75%
Grand Total (A+B+C)		1,15,72,076	100.00%	1,57,44,876	100.00%

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

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
M/s Ajoooni Wellness Private Limited	57,12,000	0.63
Mr. Manprit Singh Chadha	32,97,120	2.27
Mr. Pranav Singh Chadha	2,83,600	0.25
Ms. Simrati Kaur	20,464	53.57

As certified by auditor M/s Nidhi Bansal & Co., Chartered Accountants, dated August 10, 2024.

8. Details of Major Shareholders:

(A) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of this Red Herring Prospectus:

S. No.	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1	Ajoooni Wellness Private Limited	57,12,000	49.36%
2	Manprit Singh Chadha	32,97,120	28.49%

3	Shreya Jain	5,60,000	4.84%
4	Ved Prakash	3,92,000	3.39%
5	Archana Chadha	2,84,000	2.45%
6	Aryaman Singh Chadha	2,83,600	2.45%
7	Pranav Singh Chadha	2,83,600	2.45%
8	Rajendra Nalam	2,24,000	1.94%
9	Manjiv Singh Gandhoke	1,45,600	1.26%

(B) *List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Red Herring Prospectus:*

S. No.	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1	Ajooni Wellness Private Limited	57,12,000	49.36%
2	Manprit Singh Chadha	32,97,120	28.49%
3	Shreya Jain	5,60,000	4.84%
4	Ved Prakash	3,92,000	3.39%
5	Archana Chadha	2,84,000	2.45%
6	Aryaman Singh Chadha	2,83,600	2.45%
7	Pranav Singh Chadha	2,83,600	2.45%
8	Rajendra Nalam	2,24,000	1.94%
9.	Manjiv Singh Gandhoke	1,45,600	1.26%

(C) *List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to the date of this Red Herring Prospectus:*

S. No.	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1	Ajooni Wellness Private Limited	35,70,000	51.00%
2	Manprit Singh Chadha	18,20,000	26.00%
3	Amarjit Chadha	3,50,000	5.00%
4	Pranav Singh Chadha	2,80,000	4.00%
5	Ved Prakash	2,80,000	4.00%
6	Aryaman Singh Chadha	2,80,000	4.00%
7	Paramjit Singh	2,80,000	4.00%
8	Yogesh Gaur	70,000	1.00%
9	Sanjay Kumar	70,000	1.00%

(D) *List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two years prior to the date of this Red Herring Prospectus:*

S. No.	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1	Manprit Singh Chadha	18,20,000	26.00%
2	Amarjit Chadha	14,70,000	21.00%
3	Paramjit Singh	14,70,000	21.00%
4	Jasjeet Kaur	5,60,000	8.00%
5	Pranav Singh Chadha	4,90,000	7.00%

6	Aryaman Singh Chadha	4,90,000	7.00%
7	Ved Prakash	4,20,000	6.00%
8	Rajesh Khati	70,000	1.00%
9	Sanjay Kumar	70,000	1.00%
10	Gurmeet Singh	70,000	1.00%
11	Yogesh Gaur	70,000	1.00%

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

** the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

9. Our Company has not issued any Equity Shares out of revaluation reserve or reserves without accrual of cash resources.

10. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Red Herring Prospectus at a price lower than the Issue Price except the following:

a.)

S. No	Name of Allottees	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment	Benefit occurred to Issuer
1.	Ajoooni Wellness Private Limited	10,71,000	10	NA	February 14, 2024	Bonus Issue	Capitalization of reserve
2.	Manprit Singh Chadha	4,80,000					
3.	Pranav Singh Chadha	84,000					
4.	Aryaman Singh Chadha	75,600					
5.	Amarjit Chadha	75,000					
6.	Paramjit Singh Chadha	54,000					
7.	Public Shareholders	2,60,400					
Total		21,00,000					

b.)

S. No	Name of Allottees	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment	Benefit occurred to Issuer
1.	Amarjit Chadha	6,511	10	215	May 16, 2024	Private Placement	Business growth
2.	Paramjit Singh Chadha	6,511					
3.	Simrati Kaur	5,116					
4.	Gurmeet Singh	4,651					
5.	Public Shareholders	70,230					
Total		93,019					

c.)

S. No	Name of Allottees	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment	Benefit occurred to Issuer
1.	Ajoooni Wellness Private Limited	42,84,000	10	NA	February 14, 2024	Bonus Issue	Capitalization of reserve
2.	Manprit Singh Chadha	24,72,840					

3.	Archana Chadha	2,13,000				
4.	Pranav Singh Chadha	2,12,700				
5.	Aryaman Singh Chadha	2,12,700				
6.	Amarjit Chadha	22,533				
7.	Paramjit Singh Chadha	21,693				
8.	Simrati Kaur	15,348				
9.	Gurmeet Singh	13,953				
10.	Public Shareholders	12,10,290				
Total		86,79,057				

11. Except as disclosed in this Red Herring Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of spilt/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
12. We have 29 shareholders as on the date of benpos dated January 03, 2025.
13. As on the date of this Red Herring Prospectus, our Promoters and Promoters' Group holds a total of 99,58,356 Equity Shares representing 86.06% of the pre-issue paid up share capital of our Company.
14. None of our Promoters, their relatives and associates, persons in Promoter Group or the directors of the Company which is a promoter of the Company and/or the Directors of the Company have purchased or sold any securities of our Company during the past six months immediately preceding the date of filing this Red Herring Prospectus.
15. The members of the Promoters Group, our directors and the relatives of our directors have not 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 six months immediately preceding the date of filing this Red Herring Prospectus.
16. **Details of Promoter's Contribution locked in for 3 years:**

As per Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post-Issue Capital shall be considered as Promoter's Contribution.

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

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, *Minimum Promoters Contribution as mentioned above shall be locked-in for a period of 3 years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.*

Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilized as stated in the offer document, is expected to commence.

We further confirm that Minimum Promoters Contribution of 20.00% of the post issue paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

The lock-in of the Minimum Promoters Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the EquityShares.

The details of the Equity Shares held by our Promoters, which are locked in for a period of 3 years from the date of Allotment in the Offer are given below:

Name of Promoter	Date of Transaction and when made fully paid-up	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/ Acquisition Price per Equity Share (Rs.)	Percentage of post-Offer paid-up capital (%)	Lock in Period
Ajoooni Wellness Private Limited	June 20, 2024	Bonus Issue	31,50,400	10	N.A.	20.01%	3 Years

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

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

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

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.

Equity Shares locked-in for one year.

In addition to above Equity Shares that are locked-in for three years as the minimum Promoters’ contribution, the promoters and public pre-issue shareholding of Equity Share capital of our Company, *i.e.* 84,21,676 Equity Shares

shall be locked in for a period of one year from the date of Allotment in the Public Issue. Further, such lock-in of Equity Shares would be created as per the bye laws of the Depositories.

Pledge of Locked in Equity Shares:

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- In case of Minimum Promoters' Contribution, the loan has been granted to the issuer 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.
- In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares is one of the terms of sanction of the loan.

However, 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 has expired.

Transferability of Locked in Equity Shares:

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

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
 - The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock- in period stipulated has expired.
17. Our Company, our Promoters, our Directors and the BRLM to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
 18. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves, including Bonus Shares, at any point of time since Incorporation except the following:
 19. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.
 20. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
 21. 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.

22. There are no safety net arrangements for this public Offer.
23. As on the date of filing of this Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
24. As per Regulation 268(2) of SEBI (ICDR) Regulations, 2018, an over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot. 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 to ensure that 20% of the post issue paid-up capital is locked-in.
25. All the Equity Shares of our Company are fully paid up as on the date of this Red Herring Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
26. As per RBI regulations, OCBs are not allowed to participate in this Issue.
27. There is no Buyback, stand by, or similar arrangement by our Company/Promoters/Directors/BRLM for purchase of Equity Shares issued / offered through this Red Herring Prospectus.
28. As on the date of this Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
29. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
30. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLM and NSE.
31. The Issue is being made through Book Building Method.
32. BRLM to the Issue viz. Narnolia Financial Services Limited and its associates do not hold any Equity Shares of our Company.
33. Our Company has not raised any bridge loan against the proceeds of this Issue.
34. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
35. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
36. Our Company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Red Herring Prospectus.
37. An Applicant cannot make an application for more than the number of Equity Shares being Issued/Offered through this Red Herring Prospectus, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
38. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.
39. Our Promoters and the members of our Promoter Group will not participate in this Issue.



40. Our Company has not made any public issue since its incorporation.
41. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
42. For the details of transactions by our Company with our Promoter Group, Group Companies during the year ended on December 15, 2024, March 31, 2024, March 31, 2023 & March 31, 2022, please refer to paragraph titled —Related Party Transaction in the chapter titled “Financial Information” beginning on page number 233 of this Red Herring Prospectus.

None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “*Our Management*” beginning on page number 191 of this Red Herring Prospectus.

This space has been left blank intentionally.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the Emerge Platform of NSE.

The objects of the Issue are: -

1. To meet out the expenses of Unidentified Acquisition (In India or Abroad);
2. To meet out the expenses Marketing and Advertisement;
3. To meet out the Capital Expenditure;
4. To meet out the expenditure on Investment in Technology; and
5. To meet out the General Corporate Purposes

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

REQUIREMENT OF FUNDS

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be Rs. [●] thousand (the "Net Issue Proceeds").

The following table summarizes the requirement of funds:

(Amount in Thousands)

S. No.	Particulars	Amount
1.	Gross Issue Proceeds	[●]*
2.	Less: Issue Related Expenses**	[●]*
	Net proceeds	[●]*

**Subject to finalization of basis of allotment.*

***As per the certificate given by M/s Nidhi Bansal & Co., Chartered Accountant, dated January 03, 2025, the Company has incurred an amount of Rs. 75.00 thousands towards issue expenses as on December 15, 2024.*

UTILISATION OF FUNDS:

Fund Requirements

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

We intend to utilize the net proceeds of the Fresh Issue, in the manner set forth below:

(Amount in Thousands)

S. N.	Particulars	Amount (in Rupees)
1	Unidentified Acquisition (In India or Abroad)	50,000.00
2	Marketing and Advertisement	1,10,000.00

3	Capital Expenditures	80,000.00
4	Investment in Technology	50,000.00
5	**General Corporate Purposes	[●]
	Total	[●]

***The amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the Issue.*

Note: Any Additional cost will be borne by the company through internal accruals.

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

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

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

Details of Utilization of Issue Proceeds

1. Unidentified Acquisition

Our company intends to deploy an amount aggregating to Rs. 50,000.00 thousand out of net proceeds for acquisitions yet to be identified. Further, the company hereby declares that the proposed unidentified acquisition is in compliance with Regulation 230(3), of SEBI (ICDR) Regulations, 2018.

With a view to obtain the benefits of inorganic growth, we are on the course of identifying target business acquisition in India or outside India, particularly in United States of America, in the same line of business. Such acquisition will help us to create further presence and recognition, domestic or international, reaching wider audience and in scaling up operations. This will also help in tapping unexplored potential markets which might help in increasing revenue, benefiting from economies of scale and borrowing funds at lower cost. Such acquisition might help in areas of technology used in such business organization, experienced work force and business environment.

Further, by investing in an already established entity, the company can bypass the efforts needed to build from the ground up, reducing the time and resources required. This strategy offers financial leverage by allowing the company to take advantage of the acquired entity's existing operations and market position.

In the event of any additional costs arising from the acquisition, they will be covered through the company's internal accruals.

As ayurveda sector is growing day by day due to its inherent characteristics and benefits as explained comprehensively in the chapter “Industry Overview” on page no. 110, the company is intensively searching the target acquisition that will add value to the company and its business.

Evaluation Criteria

Our management and our Audit Committee (comprising of Independent Directors) in compliance of SEBI (ICDR) Regulation, 2018 would review and evaluate such acquisition opportunities and other business or technology initiatives, and only upon being satisfied that such proposed use of the net proceeds will be for our benefit, shall our Audit Committee make recommendations to our Board for further action, as appropriate. The amount of net proceeds to be used for any acquisition will be based on such evaluation by our management and our Audit Committee and may not be the total value or cost of any such acquisitions but is expected to provide us with sufficient financial leverage to pursue such acquisitions.

We confirm that the acquisition proposed to be undertaken from the Net Proceeds shall not be acquired from the Promoter, members of the Promoter Group, affiliates or any other related parties of the Company

2. Marketing and Advertisement

Our company intends to deploy out of net proceeds an amount aggregating to Rs. 1,10,000.00 thousand for marketing and advertising activities. Since our company operates on the D2C model, marketing, and advertising play a significant role in our business strategy.

We intend to incur following expenditures under the Marketing and advertisement:

(Amount in Thousands)

S.no.	Particulars	Amount (in Rupees)
a)	Digital Marketing	60,000.00
b)	TV Advertising	30,000.00
c)	Other advertisement i.e., Advertisement material	20,000.00
Total		1,10,000.00

Our company currently undertakes marketing and advertising activities, electronically, which can be classified in three categories as follows:

- a) **Digital Marketing:** Our company intends to deploy out of net proceeds an amount aggregating to Rs. 60,000.00 Thousands towards digital marketing. In digital marketing, our company advertises using various platforms of Google and Meta Applications. In YouTube we use “*Skippable and In – feed video*” mode or long form video promotion while on Google, our company uses “*Search Ads and Display Ads*” mode of advertising. Such applications and websites are hand-picked based on the nature of the product and the category of consumer accessing such websites or applications.

Details of the expenditure incurred pertaining to the digital marketing, for the three immediately preceding financial year are as follows:

(Amount in Thousands)

S No.	Platform	For the period ended December 15, 2024	FY 23-24	FY 22-23	FY 21-22
1.	Digital Marketing	3,72,795.05	4,08,746.00	1,76,987.00	56,405.54

Further, the expenditure towards Digital Marketing is elaborated as below:

(Amount in Thousands)

S No.	Platform	For the period ended December 15, 2024	FY 23-24	FY 22-23	FY 21-22
1.	Google India Private Limited	2,92,812.54	2,85,731.11	1,47,740.85	42,932.92
2.	Facebook India Online Services Private Limited	72,073.51	29,332.55	760.56	228.70
3.	*Others	7,908.99	93,682.34	28,485.59	13,243.92
	Total	3,72,795.05	4,08,746.00	1,76,987.00	56,405.54

* The term "others" under the heading digital marketing consist of digital platforms and Marketing agencies namely Mohalla Tech, Traffic Stars, Microsoft Corporation (India) Pvt Ltd, MGID Private Limited, SK Sarthi Private Limited, I.T.S. Euroswiss Travels Private Limited, Taboola India and Times Internet Limited. Various digital advertisements including banners, videos, gif, search and display are run by and on these platforms.

Note: The company proposes to utilize the IPO proceeds in digital marketing, by advertising through google and social media platforms of Meta application. We have requested quotations from them, but as per their policy, they do not provide any quotations and raise invoices after the services.

- b) TV Advertising:** Our Company intends to deploy an amount aggregating to Rs. 30,000.00 thousands from Net Proceeds of the Issue towards TV advertisement expenses. In this mode, we advertise on various regional TV channels such as K TV, Raj Digital Plus, Peppers TV, ABP Majha, Zee Tamil etc. We run full-fledged advertisements at agreed slots and run free commercial time (FCT) during the day as per the agreement with the media agency. Further, we have obtained quotations from advertising and media agency for advertisement of our products for the period of one year, details of which are mentioned below.

(Amount in Thousands)

S No.	Name of Advertiser/ Media Agency	Price of Quotations (in Rupees)	Funds to be deployed from IPO Proceeds (in Rupees)
1.	KayDee Advertising Private Limited	34,948.75	30,000.00

The detailed bifurcation of the quotation is as follows:

(Amount in Thousands)

S No.	Channel Name	No. of Slots (Per Day)	Net Rate (in Rupees Per Day)	Annual Outlay (in Rupees)
Projected Channel's Activities				
1.	Public Movies	3	38,250/-	13,961.25
2.	Zee Telugu Movies	2	14,000/-	5,110.00
3.	Zee Tamil	1	20,000/-	7,300.00
4.	T News Telugu	1	15,000/-	5,475.00
5.	Makkal TV	1	8,500/-	3,102.50
Total				34,948.75

Note:

1. The quotations are valid as on the date of RHP.
2. The said quotation is the estimation for the duration of an year.
3. The value of the quotation is exclusive of GST. Further any change in the net rate due to any reason shall be met by the company through internal accrual.
4. The difference between the amount intended to be utilized and the quotation amount will be accrued by our company through internal sources.

5. *Date of Quotation, taken from KayDee Advertising Private Limited, is September 12, 2024.*
6. *Validity of the quotation is 1 year i.e. upto September 11, 2025.*

c) **Content creation for the advertisement:** Our company intends to deploy an amount aggregating to Rs. 20,000.00 Thousands from Net Proceeds towards content creation for the advertising activities. In order to facilitate TV advertisements and digital marketing, we have to develop and create various content and material which act as the source of material for such advertisements. It involves script writing, video clips, shoots, involvement of celebrity or influencers. All these are then circulated on advertisement platforms based on the product.

Details of the expenditure incurred pertaining to the content creation, for the three immediately preceding financial year are as follows:

(Amount in Thousands)

S No.	Platform	Upto December 15, 2024	FY 23-24	FY 22-23	FY 21-22
1.	Content creation for the advertisement	11,570.12	11,079.40	3,891.02	1,527.32

Note: The company proposes to utilize the IPO proceeds in Content creation. The company in the past and currently also avails the services of various influencers. We also associate celebrities for advertising and promotion of our product. On the basis of the expenses incurred in last 3 years, we intend to deploy 20,000.00 Thousands on the content creation.

The detailed bifurcation of the quotation is as follows:

(Amount in Thousands)

S No.	Name of the Agency	Purpose	Date of Quotation	Price of Quotations (in Rupees)
1.	Pinnacle Communication	Brand Ambassador for content creation	17.09.2024	10,0000.00
2.	Script Studios	Pre and Postproduction of Video shoot.	18.09.2024	10,0000.00

Note:

1. *The quotations are valid as on the date of RHP.*
2. *The said quotation is the estimation for the duration of an year.*
3. *The value of the quotation is exclusive of GST. Further any change in the net rate due to any reason shall be met by the company through internal accrual.*
4. *The difference between the amount intended to be utilized and the quotation amount will be accrued by our company through internal sources.*
5. *Validity of the quotation, taken from M/s Script Studios, is 1 year i.e. upto September 16, 2025.*
6. *Validity of the quotation, taken from M/s Pinnacle Communication, is 1 year i.e. upto September 17, 2025.*

3. Capital Expenditure

We propose to utilize the issue proceeds amounting to Rs. 80,000.00 thousand for acquiring a property that will serve as a dedicated space for business operations, including customer support, the marketing team, and a studio. This strategic investment will not only create a valuable asset for the company but will also enhance profitability by significantly reducing the ongoing rental expenses incurred for leased properties and mitigating risks associated with rented or leased premises.

Currently, the company operates out of leased properties, including its registered office and other business locations, as detailed in the "Place of Business" section in the chapter "Our Business" on page 133. The leased premises of the company only for customer support, warehouse, registered & branch office as disclosed in RHP till point no. 32 are spread across in Delhi-NCR with total area of 65000+ Sq Ft. with a total rental amount of approximately Rs. 42 Lakhs per month excluding Maintenance.

Proposed Property Details:

- **Size:** A property spanning 7,500–8,000 sq. ft. across four floors.
- **Space Allocation:**
 - **Studio:** ~1,000 sq. ft.
 - **Marketing Team:** ~2,000 sq. ft.
 - **Customer Support:** ~Rs. 4,500 sq. ft.

Qualitative Benefits of Proposed Investment:

a. All operational teams under one roof

A dedicated studio for Marketing team who conceptualize, produce and promote the products and customer support who take regular feedbacks from customers would result in operational efficiency. The feedbacks received by Customer support would be passed on to the marketing team better qualitative and effective promotional material. This enhances team collaboration and productivity through seamless communication.

b. Confidentiality

A dedicated studio would help the company in maintain confidentiality by safeguarding sensitive marketing strategies, ad campaigns and creative concepts. It also prevents leakage of proprietary information to competitors.

c. Safeguard from unambiguous rental escalation

In the past, the company has frequently faced challenges with landlords increasing rentals beyond the agreed escalation clause during lease renewals. This has required significant time and resources to negotiate or identify new premises, disrupting operations. In some instances, the company has even been forced to vacate fully operational offices, leading to further challenges. Additionally, investments in interiors, including furniture and fixtures, often go to waste during such relocations, resulting in unnecessary expenses and inefficiencies.

d. More flexibility in terms of Customization

Owning the premises enables the company to tailor the property to meet the specific needs of its staff, ensuring that each team has a dedicated and optimized workspace designed to suit its unique workflow and requirements.

Financial Benefits of Proposed Investment:

1. Studio Rental:

The company rents studio space at an average cost of Rs. 50,000 per day. For two days a week, this translates to Rs. 1 lakh per week or approximately Rs. 52 lakhs per annum.

2. Dedicated Customer Support

Upon analysis, reduction in current offices i.e. 4 offices in Connaught Place with total area of 4,500 SqFt and 1 office in Vikaspuri with 2000 SqFt, company estimates a total rent saving of Rs. 8L per month (i.e. Rs. 96 Lakhs per annum). This amount is without maintenance and average escalation of 10% per annum.

By addressing just two of these scenarios - Dedicated Customer Support and studio setup - the company would achieve estimated annual savings of Rs. 1.50 crores without average annual escalation of 10%. If we consider the escalation, the payback period for the proposed property, including infrastructure investments would be less than 6 Years.

Estimated Cost Breakdown:

- Property acquisition: Rs. 8.50 Crores (To be determined based on negotiations).
- Stamp Duty & Brokerage @ 10%: Rs. 0.85 Crores
- Interior work (as quoted by NVM Design & Contracts): Rs. 1.65 crores.

Estimated Funding Plan

- IPO Proceeds: Rs. 8.00 Crores.
- Internal Accruals: Rs. 3.00 Crores

This investment represents a strategic move toward operational efficiency, asset creation, and cost optimization, paving the way for sustained growth and profitability.

The company has received quotation for two properties. The details of the vendor and of the properties are mentioned herein below:

• Details of the Vendor

S No.	Particulars	Details
1.	Name of the vendor	Proliving Advisors
2.	Address of the vendor	House No 44, Gali No 1, Sai Kunj, Nayagaon, Gurugram, Haryana - 122102
3.	Descriptions of the vendor	Sole Proprietorship
4.	Occupation of the vendor	Real Estate Consultant
5.	The amount paid or payable in cash, shares or debentures to the vendor and, where there is more than one separate vendor, or the issuer is a sub purchaser, the amount so paid or payable to each vendor, specifying separately the amount, if any, paid or payable for goodwill	Since quotations have been received for 2 properties. The price payable for purchase consideration is Rs. 85,000.00 Thousands for option 1 and Rs. 90,000.00 Thousands for option 2. <i>The complete details of the properties mentioned in quotations are provided below in "Table B".</i>
6.	Nature of the title or interest in such property acquired or to be acquired by the issuer	The property to be acquired by the Company is freehold property.
7.	Short particulars of every transaction relating to the property completed within the two preceding years, in which any vendor of the property to the issuer or any person who is, or was at the time of the transaction, a promoter, or a director or proposed	Not applicable

	director of the issuer had any interest, direct or indirect, specifying the date of the transaction and the name of such promoter, director or proposed director and stating the amount payable by or to such vendor, promoter, director or proposed director in respect of the transaction.	
8.	The property to which the above clauses apply is a property purchased or acquired by the issuer or proposed to be purchased or acquired, which is to be paid for wholly or partly out of the proceeds of the issue or the purchase or acquisition of which has not been completed as of the date of the draft offer document or offer document, as the case may be.	The details of the properties are provided below in “Table B”, along with all necessary information.

• **Details of the Properties as mentioned in quotations**

Table B					
Option No.	Plot size of the Property	Built up area	Purchase consideration payable (Amount in Thousands)	Location	Funded by Issue proceeds (Amount in Thousands)
1.	250 sq. mtr.	7500 sq. ft.	85,000.00	Udyog Vihar Phase V Gurgaon.	80,000.00
2.	250 sq. mtr.	8000 sq. ft.	90,000.00	Udyog Vihar Phase V Gurgaon.	80,000.00

Note:

- The purchase price of the property above-mentioned are tentative. The rates/purchase consideration may change due to factors including but not limited to market or economic conditions.*
- In case of any increase in purchase consideration, the same will be funded by the company through internal accruals.*
- The purchase consideration does not include any applicable statutory or regulatory fee, duty, charges. It is exclusive of all registration charges and stamp duties. The same will be met by the company through internal accrual.*
- The company has entered into a tripartite “Letter of Intent” with the vendor (Proliving Advisors), seller and company (buyer) dated October 21, 2024. The said letter of intent has been entered for the property with Plot Area 250 sq. mtr. with built up area of 7500 sq. ft having purchase consideration of Rs. 85,000.00 (in Thousands). As per one of the conditions of letter of intent, the company has paid token amount of Rs. 500.00 (in Thousands) and due diligence of property is underway.*
- The company, vendor (Proliving Advisors) and seller are not in any way related to each other.*

The features for property mentioned at Option No. 1 are:

- The property consists of Basement, Stilt Parking, Ground Floor, First Floor, Second Floor.
- The property was constructed around 5-10 years ago.
- The property is located at internal location with the road width of 15 meters.

The features for property mentioned at Option No. 2 are:

- The property consists of Basement, Stilt Parking, Ground Floor, First Floor, Second Floor.
- The property is newly constructed.
- The property is located at main road location with the road width of 30 meters.

4. Investment in Technology

Our company intends to deploy Rs. 50,000.00 Thousands out of net proceeds towards Investment in Technology. The bifurcation of Rs. 50,000.00 Thousand shall be as follows:

(Rupees in thousands)

S No.	Particular	Amount
A.	Development of Application	12,500.00
B.	Information technology Infrastructure setup	27,500.00
C.	Artificial Intelligence Voice BOT	10,000.00
Total		50,000.00

Note: The difference of the amount intended to utilize and the quotation will be borne by the company from internal accruals.

Note: No, second hand equipment would be purchased from the issue proceeds.

A. Development of Application

Our company intends to deploy Rs. 12,500.00 thousands in development of application. This is an app for health-conscious individuals. For the development of app, we are required to set up IT infrastructure and human resources. The individuals to be hired shall be permanent employees of the company. This employment is for the purpose of development of app and its continuous upgradation and maintenance to keep it running at all times and meeting the customer's needs based on the feedback received.

The company has not developed any such application in past. However, the company has developed inhouse Customer Relationship Management software and has also developed and maintaining the website of the company internally demonstrating our capability in web development. Also, the company has an IT department. The detail of which are mentioned in "Department Wise Employee Bifurcation" in the chapter "Our Business" of this Red Herring Prospectus. We understand that the skill set and expertise required to develop web based apps and mobile apps are different, so we want to hire the necessary skills and knowledge to develop this mobile app.

The basis of estimation for payment of remuneration to the required personnel hired for development of application has been estimated on the basis of prevailing industry rates, current remuneration packages, work experiences etc. assessed through resources like "Glassdoor" link of which has been provided in the below table.

Glassdoor is a platform for both companies and individuals. This website provides information with regard to job search, monetary compensation based on their experience, insights with regard to interview in company, other aspects about the company etc. Glassdoor shows the interests or parameters for both employee and employer.

The app will contain following features:

- 1. User Authentication and Profiling:** The first step is to create a secured database of our customers with health history, problems and treatments/goals. This will be achieved by creating a basic profile of the individuals containing basic information such as Name, Date of Birth, Gender, contact information. Thereafter, to cater better to the individual a brief description of their medical history, allergies, chronic conditions, current medication and course of treatment will be captured.
- 2. Ayurveda Medicine Catalog:** Once a profile is created, the user will be able to see and access all the ayurveda products (medicines and supplements) offered by our company with detailed product description such as dosage, ingredients, usage instruction and how to carry out the intended purchase.

3. **Virtual consultations:** We also intend to provide consultations from ayurveda doctors on a real time basis. The consumer can choose the time as per their convenience. Both voice and video consultation will be provided, and calls shall be encrypted. The app will also provide reminders by way of notification for follow up consultations.
4. **Test reports and Health metrics:** Individuals can also securely upload their test reports such as lab reports, imaging results and other documents.
5. **Personalization:** The app will be able to provide personalized experience, on the basis of medical profile created. The experience shall be in the form of health recommendations, personalized health advice, notification to upload health metrics, follow up on consultations.
6. **Artificial Intelligence Bot:** An artificial intelligence BOT will be created in the app itself that will provide tailored information to the patients and identify trends and patterns in the health data and user behavior and offer predictive analysis.

Further, we will require the following expenditure for development of app:

(Amount in Thousands)

S No.	Particular	Amount
A.	Resource	10,270.00
B.	AWS Servers	2,230.00
Total		12,500.00

Note: The difference of the amount intended to utilize and the quotation will be borne by the company from internal accruals.

The resources required for the development of app are mentioned herein below:

(Amount in Thousands)

S. No.	Resource / Infrastructure Requirement	Qty	Salary (p.a.p.p)	Total Amount	Link of the Market Standard for Salary for Resources
Product Management					
1	Product Manager	1	1800.00	1,800.00	https://www.glassdoor.co.in/Salaries/new-delhi-product-manager-salary-SRCH_IL.0,9_IM1083_KO10,25.htm
2	Project Manager	1	1600.00	1,600.00	https://www.glassdoor.co.in/Salaries/new-delhi-project-manager-salary-SRCH_IL.0,9_IM1083_KO10,25.htm
Engineers					
3	SDE – Mobile App	2	850.00	1,700.00	https://www.glassdoor.co.in/Salaries/new-delhi-sde2-salary-SRCH_IL.0,9_IM1083_KO10,14.htm
4	SDE - API	3	800.00	2,400.00	https://www.glassdoor.co.in/Salaries/api-developer-salary-SRCH_KO0,13.htm
5	SDE - AI	1	1200.00	1,200.00	https://www.glassdoor.co.in/Salaries/ai-engineer-salary-SRCH_KO0,11.htm
6	UX	1	750.00	750.00	https://www.glassdoor.co.in/Salaries/new-delhi-ux-designer-salary-SRCH_IL.0,9_IM1083_KO10,21.htm

7	UI	2	650.00	1,300.00	https://www.glassdoor.co.in/Salaries/ui-designer-salary-SRCH_KO0,11.htm
8	QA	2	750.00	1,500.00	https://www.glassdoor.co.in/Salaries/senior-qa-engineer-salary-SRCH_KO0,18.htm https://www.glassdoor.co.in/Salaries/new-delhi-qa-engineer-salary-SRCH_IL.0,9_IM1083_KO10,21.htm
9	DevOps	1	750.00	750.00	https://www.glassdoor.co.in/Salaries/new-delhi-devops-engineer-salary-SRCH_IL.0,9_IM1083_KO10,25.htm
Content Developer					
10	Writers	2	300.00	600.00	https://www.glassdoor.co.in/Salaries/new-delhi-content-writer-salary-SRCH_IL.0,9_IM1083_KO10,24.htm
Hardware and Infrastructure					
11	AWS Server and Services	-	-	2,202.85	https://calculator.aws/#/estimate?id=ab136ced3786286cf56318562307157fc4f37ac2
	Total			15,802.85	

*Per annum per person.

The quotations of AWS servers and services are available on amazon the link. The quotations are valid as on the date of Red Herring Prospectus. The Details of the same is mentioned herein below:

(<https://calculator.aws/#/estimate?id=ab136ced3786286cf56318562307157fc4f37ac2>)

S No.	Region	Description	Service	Configuration summary	Amount (Monthly)
1.	Asia Pacific (Mumbai)	Web Application Firewall	AWS Web Application Firewall (WAF)	Number of Web Access Control Lists (Web ACLs) utilized (1 per month), Number of Rules added per Web ACL (1 per month), Number of Rule Groups per Web ACL (1 per month), Number of Rules inside each Rule Group (1 per month), Number of Managed Rule Groups per Web ACL (1 per month)	\$9.60
2.	Asia Pacific (Mumbai)	Application Load Balancer	Application Load Balancer	Number of Application Load Balancers (1)	\$23.29
3.	Asia Pacific (Mumbai)	NAT Gateway	VPN Connection	Working days per month (22), Number of Site-to-Site VPN Connections (1)	\$36.50
4.	Asia Pacific (Mumbai)	Web app servers	Amazon EC2	Tenancy (Shared Instances), Operating system (Linux), Workload (Consistent, Number of instances: 2), Advance EC2 instance (c6a.2xlarge), Pricing strategy (On-Demand Utilization: 100 % Utilized/Month), Enable monitoring (disabled), EBS Storage amount (100 GB), DT Inbound: Not selected (0 TB per month), DT Outbound: Not selected (0 TB per month), DT Intra-Region: (0 TB per month)	\$302.76

5.	Asia Pacific (Mumbai)	Amazon RDS for PostgreSQL	Amazon RDS for PostgreSQL	Storage amount (100 GB), Storage volume (General Purpose SSD (gp3)), Nodes (1), Instance Type (db.m5.2xlarge), Utilization (On-Demand only) (100 % Utilized/Month), Deployment Option (Multi-AZ), Pricing Model (OnDemand), Additional backup storage (100 GB)	\$1,513.22
6.	Asia Pacific (Mumbai)	VPN Server	Amazon EC2	Tenancy (Shared Instances), Operating system (Linux), Workload (Consistent, Number of instances: 1), Advance EC2 instance (t3.micro), Pricing strategy (On-Demand Utilization: 100 % Utilized/Month), Enable monitoring (disabled), EBS Storage amount (8 GB), DT Inbound: Not selected (0 TB per month), DT Outbound: Not selected (0 TB per month), DT Intra-Region: (0 TB per month)	\$8.91
7.	Asia Pacific (Mumbai)	Bandwidth	AWS Data Transfer	DT Inbound: Not selected (0 TB per month), DT Outbound: Internet (100 GB per month), DT Intra-Region: (0 TB per month)	\$10.93
8.	Asia Pacific (Mumbai)	Backup	S3 Standard	S3 Standard storage (300 GB per month), PUT, COPY, POST, LIST requests to S3 Standard (10000), GET, SELECT, and all other requests from S3 Standard (10000)	\$7.55
9.	Asia Pacific (Mumbai)	Simple Notification Service	Standard topics	DT Inbound: Not selected (0 TB per month), DT Outbound: Not selected (0 TB per month), Requests (1 million per month), HTTP/HTTPS Notifications (1 million per month), Mobile Push Notifications (1 million per month)	\$1.04
10.	Asia Pacific (Mumbai)	CloudWatch	Amazon CloudWatch	Number of Metrics (includes detailed and custom metrics) (5), GetMetricData: Number of metrics requested (10000), GetMetricWidgetImage: Number of metrics requested (10000), Standard Logs: Data Ingested (1 GB), Logs Delivered to CloudWatch Logs: Data Ingested (1 GB), Logs Delivered to S3: Data Ingested (1 GB), Number of Dashboards (2)	\$3.48
11.	Asia Pacific (Mumbai)	CloudTrail	AWS CloudTrail	Management events units (millions), Write management trails (1), Read management trails (1), Data events units (millions), S3 trails (1), Lambda trails (1), Insight events units (millions), Trails with Insight events (1), Write management events (1 per month), Read management events (1 per month), S3 operations (1 per month), Number of write management events analyzed (per month)	\$1.00
12.	Asia Pacific (Mumbai)	GuardDuty	Amazon GuardDuty	EC2 VPC Flow Log Analysis (2 GB per month), EC2 DNS Query Log Analysis (2 GB per month)	\$4.40

13.	Asia Pacific (Mumbai)	Amazon API Gateway	Amazon API Gateway	Cache memory size (GB) (None), WebSocket message units (millions), REST API request units (millions), Average message size (32 KB), HTTP API requests units (millions), Average size of each request (34 KB), Requests (1 per month), Requests (1 per month), Messages (1 per month), Average connection duration (5 seconds), Average connection rate (2 per second)	\$5.67
14.	Asia Pacific (Mumbai)	AWS Lambda	AWS Lambda	Architecture (x86), Amount of ephemeral storage allocated (2 GB), Architecture (x86), Invoke Mode (Buffered), Number of requests (10000 per day)	\$0.08
15.	Asia Pacific (Singapore)	Amazon Lex	Amazon Lex	Number of speech requests (Request and Response Interaction) (15000), Number of text requests (Request and Response Interaction) (50000), Number of speech intervals (4000), Number of text requests (Streaming Conversation) (30000), Number of training minutes (Automated Chatbot) (150)	\$258.50
Monthly Cost (USD)					\$2,186.93
Monthly Charges in INR Thousands					183.57
Yearly Charges in INR Thousands					2,202.85

Note: As on September 09, 2024, 1 USD = Rs. 83.94/.

Further, we have taken Quotations from M/s Krishna Enterprises, for hiring to be done by the company for the application development, the details of which are given below:

(Amount in Thousands)

S. No.	Resource / Infrastructure Requirement	Qty.	Salary	Total
			(p.a.p.p)*	Amount
Product Management				
1	Product Manager	1	1800.00	1,800.00
2	Project Manager	1	1700.00	1,700.00
Engineers				
3	SDE (Software Development Engineer) – Mobile App	2	700.00	1,400.00
4	SDE (Software Development Engineer) – API	3	700.00	2,100.00
5	SDE (Software Development Engineer) – AI	1	1200.00	1,200.00
6	UX Designer	1	700.00	700.00
7	UI Designer	2	700.00	1,400.00
8	Software Tester (QA)	2	700.00	1,400.00
9	DevOps Engineer	1	700.00	700.00
Content Developer				
10	Writers	2	300.00	600.00
Total				13,000.00

*Per annum per person

Notes:

- Date of Quotation is September 16, 2024.
- Validity of the Quotation is 1 year i.e., September 15, 2025.

- The above Quotation excludes the value of Services charges, the same shall be borne by the Company from its internal sources.
- In case of any increase or fluctuation in salary market standards or the given quotation, the same will be funded by the company through internal accruals.

B. Setting up Information Technology infrastructure

Our company intends to deploy Rs. 27,500.00 thousand in setting up information technology infrastructure. This infrastructure will improve our existing information technology infrastructure. Currently, all departmental desktops are leased and may soon become outdated in terms of configuration. This upgrade will revamp our existing system, improve day-to-day operations. Further, the rent paid on these leased desktops will reduce significantly and will add to the EBITDA thereby increasing operating profit. The infrastructure shall involve the purchase of new desktops, servers for diallers and CRM software.

- Desktops:** The purchase of a desktop will be for our customer support team and developers. The desktop for customer support will feature the latest processors, enabling efficient handling of day-to-day activities such as call management, order processing, and running resource-intensive software. High performance PC/Desktops will be provided to developers for tasks like software development, graphic design, video editing, and complex problem-solving.
- Servers for Dialer Software:** In order to provide smooth and effective connectivity, we'll deploy upgraded servers to host dialling software. These servers will act as centralized command centers, managing and orchestrating the dialing process across various computers and calling device. Having two application servers and two database servers ensures scalability, flexibility for future expansion, and enhances data security and redundancy.
- Servers for CRM software:** Our Customer Relationship Management (CRM) software plays a crucial role in managing interactions and relationships with customers. It maintains customer contact information, transaction history, and preferences. Currently our CRM software is hosted on Amazon Web Services (AWS) servers and we plan to migrate the same from AWS to in house servers. Migrating our CRM software from AWS to in-house servers offers:
 - Increased Security & Control
 - Cost Savings & Reduced Dependence
 - Data Sovereignty & Customization
 - Improved Performance

Note: Our company has received quotations from 2 vendors details of which are mentioned herein below. Furthermore, in case of any increase in the price of the quotation the incremental amount shall be funded by the company through internal accrual.

Bin2Green Solutions Pvt Ltd dated September 12, 2024 (Vendor – 1)				
S No.	Item and description	Quantity	Rate (per piece)	Amount (in Thousands)
Desktops				
1.	Dell Processor 13th Gen i5-13500; RAM (GB) 8; SSD (GB) 256 NVMe; Monitor 20 inches; Warranty 4 year.	300 pieces	66,500.40	19,950.12

2.	PCs for Developers: Dell Processor 13th Gen Intel Core i7- 13700K; RAM (GB) 16; Graphics Card 4; SSD (GB) 512 NVMe; Monitor 22 inches; Warranty 5 year.	10 pieces	1,21,500.00	1,215.00
Servers for Dialer Software				
3.	Asterix Server- Dell (Server Dialler) Processor Intel Xeon Silver 4310 Core 24; RAM (GB) 32; SSD (GB) 460; Warranty 3 year (Basic).	2 pieces	5,28,969.20	1,057.94
4.	Database Server -Dell (Server Dialler) Processor Intel Xeon Gold 6338 Core 32; RAM (GB) 64; SSD (GB) 480; Warranty 3 year (Basic).	2 pieces	10,79,846.04	2,159.69
Serve for CRM software				
5.	Application Server-Dell (Server CRM) Processor Intel Xeon Silver 4314 Core 16; RAM (GB) 32; SSD (GB) 480; Warranty 3 year (Basic).	2 pieces	5,33,769.57	1,067.54
6.	Database Server -Dell (Server CRM) Processor Intel Xeon Gold 6338 Core 32; RAM (GB) 64; SSD (GB) 480; Warranty 3 year (Basic).	2 pieces	10,79,846.04	2,159.69
Total				27,609.98

Note:

1. The date of Quotation is September 12, 2024, which is valid for 180 days.
2. The purchase price mentioned is exclusive of GST.
3. The difference of the amount intended to utilize and the quotation will be borne by the company from internal accruals.

Dignet Solutions dated January 02, 2025				
(Vendor – 2)				
S No.	Item and description	Quantity	Rate (per piece)	Amount (in Thousands)
Desktops				
1.	Desktop For Agents-HP Processor Intel Core i5- 12400; RAM (GB) 8; SSD (GB) 256 NVMe; Monitor 19.5 inches; Warranty 3 year;	300 pieces	55,900.00	16,770.00
2.	PCs For Developers-HP Processor Intel Core i9-12900; RAM (GB) 8; Graphics Card 8; SSD (GB) 256; Monitor 24 inches; Warranty 3 years.	10 pieces	1,55,000.00	1,550.00
Servers for Dialer Software				
3.	Asterix Server- HP (Server Dialler) Processor INT Xeon-G 6342; CPU for HPE; Core 24; RAM (GB) 32; SSD (GB) 960; Warranty 5 year;	2 pieces	11,21,500.00	2,243.00
4.	Database Server -Dell (Server Dialler) Processor INT Xeon-G 6342; CPU for HPE 2; Core 32; RAM (GB) 64; SSD (GB) 600;	2 pieces	11,71,000.00	2,342.00

	Warranty 5 year.			
Serve for CRM software				
5.	Application Server-HP (Server CRM) Processor INT Xeon-G 6346; CPU for HPE; Core 24; RAM (GB) 32; SSD (GB) 960; Warranty 5 years	2 pieces	12,94,000.00	2,588.00
6.	Database Server -HP (Server CRM) Processor Intel Xeon-G; 6242 FIO Kit for DL580 G10 Core 64; RAM (GB) 128; SSD (GB) 960 (NVMe); Warranty 5 years.	2 pieces	25,58,000.00	5,116.00
Total				30,609.00

Note:

1. The date of Quotation is January 02, 2025, which is valid for 90 days.
2. The purchase price mentioned is exclusive of GST.
3. The difference of the amount intended to utilize and the quotation will be borne by the company from internal accruals.

C. Artificial Intelligence Voice BOT: Our company intends to deploy an Artificial Intelligence voice BOT in our infrastructure. This voice BOT is basically an artificial assistant that is powered by advanced natural language processing (NLP) and machine learning algorithms, who can communicate with people to solve their queries until it is assigned to a customer representative. The BOT can handle the customers up to a certain level. This installation will help the company in handling the potential consumers who are inadvertently abstained from connecting to our customer support due to long waiting time or after business hours. Furthermore, this bot will also provide the transcript of the calls handled by it, thereby making us aware of consumers, their inquiries and follow-up action.

This is multi-lingual BOT will be able to handle sales queries and provide customer support in Hindi, English and regional languages. The BOT integrates with our existing systems to provide a unified and efficient experience. Our company has obtained quotations which is valid on the date of this RHP. Any appreciation in price of the quotation, the same shall be met by internal accrual.

(Amount in Thousands)

S No	Description	Unit cost	No. of Users	Total Cost (In Rupees)
1.	Haloocom HEXA AI VOICE BOT solution & supports Sip / PRI Trunk as well (120 Channel Support) - 6 Languages Option included (2 is default)	26,23,000	4 Unit	10,492.00
2.	Additional 3 Months Implementation & Support Cost (Machine Training/Learning time required is total 90 days,)	2,50,000	Lumpsum (L/S)	250.00
3.	Basic CRM Integration (Lead Push & Post Call API)	Lumpsum (L/S)		Free
Total				10,742.00

Note:

- a) Name of the vendor is Haloocom Technologies Private Limited.
- b) The date of Quotation is January 03, 2025, which is valid for 90 days.
- c) The purchase price mentioned is exclusive of GST.
- d) L/S (Lump sum) is used where unit of cost / no users cannot be defined.
- e) In case of any appreciation in purchase price, the same shall be met through internal accrual.

5. General Corporate Purpose

Our Company intends to deploy the balance Net Proceeds aggregating Rs. [●] thousands for General Corporate Purposes subject to such utilization not exceeding 25% of the Gross Proceeds, in compliance with the SEBI Regulations, including but not limited or restricted to, strategic initiatives, strengthening our marketing network & capability, meeting exigencies, brand building exercises in order to strengthen our operations. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

6. Issue Related Expenses

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. [●] Thousands.

S. No.	Particulars	Amount (Rs. in Thousands)	% of Total Expenses
1	Book Running Lead manager(s) fees including underwriting commission.	[●]	[●]
2	Brokerage, selling commission and upload fees.	[●]	[●]
3	Registrars to the issue	[●]	[●]
4	Legal Advisors	[●]	[●]
5	Printing, advertising and marketing expenses	[●]	[●]
6	Regulators including stock exchanges	[●]	[●]
7	Others, if any (Peer Review Auditors, and other misc. expenses)	[●]	[●]
Total		[●]	[●]

Notes:

- Issue expenses including applicable taxes.
- Selling commission payable to the members of the CDPs, RTA, SCSBs on the portion of RII, NII would be as follows:
 - Portion for RIIs 0.01% (exclusive of GST) valid per allotment
 - Portion for NIIs 0.01% (exclusive of GST) valid per allotment.
- Percentage of the amount received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares and the Issue Price)
- The members of RTA and CDPs will be entitled to application charges of Rs. 5/- (plus applicable taxes) as per valid allotment. The terminal from which the application form has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
- Registered Brokers will be entitled to a commission of Rs. 5/- (plus applicable taxes), per allotment, procured from RII, NII and submitted to the SCSBs for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
- SCSBs would be entitled to a processing fee of Rs. 5/- (Plus applicable taxes) for processing the application forms, for valid allotments, procured by the members of the Registered Brokers, RTAs and CDPs and submitted to them.

MEANS OF FINANCE

(Amount in Thousands)

Particulars	Estimated Amount
IPO Proceeds	[●]

APPRAISAL BY APPRAISING AGENCY

The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

SCHEDULE OF IMPLEMENTATION

We propose to deploy the Net Proceeds for the previously mentioned purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

(Amount in Thousands)

Sr. No.	Particulars	Amount to be funded from Net Proceeds	Expenses incurred till December 15, 2024*	Estimated Utilisation of Net Proceeds (F.Y. 2024-25)	Estimated Utilisation of Net Proceeds (F.Y. 2025-26)
1	Unidentified Acquisition (In India or Abroad)	50,000.00	Nil	-	50,000.00
2	Marketing and Advertisement	1,10,000.00	Nil	82,500.00	27,500.00
3	Capital Expenditures	80,000.00	500.00	80,000.00	-
4	Investment in Technology	50,000.00	Nil	35,000.00	15,000.00
5	General Corporate Purposes	[•]	[•]	[•]	[•]
Total		[•]	[•]	[•]	[•]

Note: The figures are indicative only, it may vary. The final figures will be given in the prospectus.

*As per the certificate given by M/s Nidhi Bansal & Co., Chartered Accountant, dated January 03, 2025.

To the extent our Company is unable to utilise any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects.

DEPLOYMENT OF FUNDS

The Company has received the Sources and Deployment Funds Certificate dated January 03, 2025, from M/s Nidhi Bansal & Co., Chartered Accountants. The company has incurred an amount of Rs. 75.00 thousands towards issue expenses till December 15, 2024.

INTERIM USE OF FUNDS

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

BRIDGE FINANCING FACILITIES

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

MONITORING UTILIZATION OF FUNDS

As the Net Proceeds of the Issue will be less than Rs. 100.00 Crores, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency. However, our Company has appointed a Monitoring Agency naming M/s Care Ratings Limited for monitoring the utilization of Gross Proceeds. Our Audit Committee and the Monitoring Agency will monitor the utilization of the Gross Proceeds till utilization of the proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilization of the Gross Proceeds, including interim use under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Gross Proceeds that have not been utilized, if any, of such currently unutilized Gross Proceeds. Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a half-yearly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in this Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Issue from the objects of the Issue as stated above; and (ii) details of category wise variations in the actual utilization of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be uploaded onto our website.

VARIATION IN OBJECTS

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

OTHER CONFIRMATIONS

No part of the issue proceeds will be paid as consideration to promoters, directors, key managerial personnel, associates or group companies except in the normal course of business and as disclosed in the sections titled. Our Promoters, Our Promoters Group and Our Management as mentioned on page nos. 211, 219 and 191 of this Red Herring Prospectus.

This space has been left blank intentionally.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “Risk Factors”, the details about our Company under the section titled "Our Business" and its financial statements under the section titled "Financial Information of the Company" beginning on page 27, 133 and 233 respectively of the 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 Price Band/ Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of qualitative and quantitative factors. The face value of the Equity Shares is Rs. 10/- each and the Issue Price is [●].

QUALITATIVE FACTORS

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

1. *Operating on D2C model.*
2. *Effective market anticipation.*
3. *Cordial relations with our customers.*
4. *Having PAN India Presence.*
5. *Emerging segment in India.*

For further details, refer heading chapter titled –Our Business beginning on page 133 of this Red Herring Prospectus.

QUANTITATIVE FACTORS

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price are as follows:

1. Basic & Diluted Earnings Per Share (EPS):

Financial Year	EPS (Basic & Diluted)	Weight
2023-24	22.52	3.00
2022-23	3.58	2.00
2021-22	1.98	1.00
Weighted Average EPS		12.78
For the period ended on December 15, 2024		5.10

Note:

- a) EPS Calculations have been done in accordance with Accounting Standard 20 - Earning per share issued by the Institute of Chartered Accountants of India.
- b) Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year.
- c) 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 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.

- d) For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. [●] per Equity Share of face value Rs. 10/- each fully paid up.

Particulars	P/E Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-2024	[●]
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2022-2023	[●]
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2021-2022	[●]
P/E ratio based on the Weighted Average EPS, as restated	[●]

*Not Annualized

Industry P/E

*Highest	64.90
**Lowest	(182.66)
***Average [^]	64.90

*We have taken the lowest P/E from the P/E of Listed Industry Peers.

** We have taken the highest P/E from the P/E of Listed Industry Peers.

*** Average of Lowest and Highest Industry P/E.

[^] Negative P/E ratio is not considered.

3. Return on Net Worth (RONW)

Financial Year	Return on Net Worth (%)	Weight
2023-24	66.84%	3
2022-23	76.53%	2
2021-22	180.42%	1
Weighted Average RONW		89.00%
For the period ended on December 15, 2024		34.12%

Note:

- a) Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated /Net worth as restated as at year end.
- b) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights
- c) Net worth is aggregate value of the paid-up share capital of the Company and reserves and surplus, excluding revaluation reserves and attributable to equity holders.

4. Net Asset Value per Equity Share

Particulars	Net Asset Value (NAV) in Rs.
NAV as on March 31, 2024	33.69
NAV as on March 31, 2023	4.68
NAV as on March 31, 2022	1.10
NAV as on December 15, 2024	14.93



NAV after the Offer- at Cap Price	32.44
NAV after the Offer- at Floor Price	31.88
Issue Price	[●]

Note: Net Asset Value has been calculated as per the following formula:

$NAV = \text{Net worth excluding preference share capital and revaluation reserve} / \text{Outstanding number of Equity shares outstanding during the year or period}$

5. Comparison with industry peers

S No.	Name of the company	Face Value (Per Share)	CMP**	EPS	P/E Ratio** *	PAT (Amount in Thousand)
1	Sat Kartar Shopping Limited	10.00	-	22.52	-	63,054.96
2	Jeena Sikho Lifecare Limited	10.00	2,360.60	27.84	64.90	6,92,063.00
3	Kerala Ayurveda Limited	10.00	428.10	(1.47)	(182.66)	(27.05)

*Sourced from Annual Reports, Audited Financials, NSE or BSE.

**Current Market Price is taken as closing price on January 03, 2025.

***We have mentioned P/E Ratio as available on the website of NSE and BSE.

Note: Industry Peer may be modified for finalization of Issue Price before filing prospectus with ROC.

Notes:

- Considering the nature and turnover of business of the Company the peer are not strictly comparable. However, the same has been included for broader comparison.
- The figures for Sat Kartar Shopping Limited are based on the restated financial results for the year ended March 31, 2024.
- The figures (except PE) for the peer group are based on standalone audited results for the respective year ended March 31, 2024.

For further details, see section titled Risk Factors beginning on page 27 and the financials of the Company including profitability and return ratios, as set out in the section titled Auditors Report and Financial Information of Our Company beginning on page 233 of this Red Herring Prospectus for a more informed view.

Key financial and operational performance indicators (“KPIs”)

Our company considers that KPIs included herein below have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been approved by a resolution of our Audit Committee date January 03, 2025. Further, the KPIs herein have been certified by M/s Nidhi Bansal & Co., Chartered Accountants, by their certificate dated January 03, 2025 vide UDIN 25503070BMHBQP4859. Additionally, the Audit Committee on its meeting dated January 03, 2025 have confirmed that other than verified and audited KPIs set out below, our company has not disclosed to earlier investors at any point of time during the three years period prior to the date of the Red Herring Prospectus.

For further details of our key performance indicators, see “Risk Factors, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 27, 133 and 266 respectively. We have described and defined them, where applicable, in “Definitions and Abbreviations” section on page 2. Our Company confirms that it shall continue to disclose all the KPIs included in this section “Basis for Offer Price”, on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) till the

utilization of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company as required under the SEBI ICDR Regulations.

1. **Key metrics like revenue growth, EBIDTA Margin, PAT Margin and few balance sheet ratio are monitored on a periodic basis for evaluating the overall performance of our Company.**

KPI indicators

(Amount in Thousands, except EPS, % and ratios)

Particulars	For the Period April 01, 24 to December 15, 2024	Financial Year ended March 31st, 2024	Financial Year ended March 31st, 2023	Financial Year ended March 31st, 2022
Revenue from operations ⁽¹⁾	10,92,832.84	12,79,093.27	8,29,695.53	5,19,189.18
Growth in revenue from operations ⁽²⁾	-	54.16%	59.81%	-
EBITDA ⁽³⁾	87,828.31	1,02,392.99	52,302.51	23,007.24
EBITDA (%) Margin ⁽⁴⁾	8.03%	8.01%	6.30%	4.43%
EBIDTA Growth year on year ⁽⁵⁾	-	95.77%	127.87%	-
ROCE (%) ⁽⁶⁾	47.52%	91.55%	68.84%	27.57%
Current Ratio ⁽⁷⁾	1.89	1.01	0.71	1.27
Operating cash flow ⁽⁸⁾	(25,098.60)	70,425.27	79,742.17	22,725.07
PAT ⁽⁹⁾	58,971.42	63,054.96	25,061.37	13,868.81
ROE/ RoNW ⁽¹⁰⁾	34.12%	66.84%	76.53%	180.42%
EPS ⁽¹¹⁾	5.10	22.52	3.58	1.98

Notes:

⁽¹⁾ Revenue from operations is the revenue generated by our Company.

⁽²⁾ Growth in Revenue in percentage, Year on Year

⁽³⁾ EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

⁽⁴⁾ EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

⁽⁵⁾ EBITDA Growth Rate Year on Year in Percentage

⁽⁶⁾ ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long term debt

⁽⁷⁾ Current Ratio: Current Asset over Current Liabilities

⁽⁸⁾ Operating Cash Flow: Net cash inflow from operating activities.

⁽⁹⁾ PAT is mentioned as PAT for the period

⁽¹⁰⁾ ROE/RoNW is calculated PAT divided by shareholders' equity

⁽¹¹⁾ EPS is mentioned as EPS for the period

KPI	Explanation
Revenue from operation	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business.
Revenue Growth Rate %	Revenue Growth rate informs the management of annual growth rate in revenue of the company in consideration to previous period
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business

EBITDA Growth Rate %	EBITDA Growth Rate informs the management of annual growth rate in EBITDA of company in consideration to previous period
ROCE %	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Current Ratio	Current ratio indicate the company's ability to bear its short term obligations
Operating Cash Flow	Operating cash flow shows whether the company is able to generate cash from day to day business
PAT	Profit after Tax is an indicator which determine the actual earning available to equity shareholders
ROE/RoNW	It is an indicator which shows how much company is generating from its available shareholders' funds
EPS	Earning per shares is the company's earnings available of one share of the Company for the period

2. GAAP Financial Measures

GAAP Financial measures are numerical measures which are disclosed by the issuer company in accordance with the Generally Accepted Accounting Principles (GAAP) applicable for the issuer company i.e., measures disclosed in accordance with Indian Accounting Standards ("Ind AS") or Accounting Standards ("AS") notified in accordance with Section 133 of the Companies Act, 2013, as amended (the "Act"). These measures are generally disclosed in the financial statements of the issuer company.

On the basis of Financial statements.

(Amount in Thousands)

Particulars	For the Period April 01, 24 to December 15, 2024	Financial Year ended March 31st, 2024	Financial Year ended March 31st, 2023	Financial Year ended March 31st, 2022
Revenue from operations	10,92,832.84	12,79,093.27	8,29,695.53	5,19,189.18
Profit after tax	58,971.42	63,054.96	25,061.37	13,868.81
Cash flow from operating activities	(25,098.60)	70,425.27	79,742.17	22,725.07
Cash Flow from investing activities	39,950.73	(26,116.11)	(35,078.51)	(7,595.78)
Cash Flow from financing activities	12,178.73	(25,665.76)	(48,913.19)	(12,090.09)
Net Change in Cash and cash equivalents	27,030.86	18,643.40	(4,249.53)	3,039.21

3. Non- GAAP Financial measures

Non-GAAP Financial measures are numerical measures of the Technical Guide on Disclosure and Reporting of KPIs issuer company's historical financial performance, financial position, or cash flows that:

- Exclude amounts, or are subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measures calculated and presented in accordance with GAAP in the financial statements of the issuer company; or

Include amounts or are subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measures so calculated and presented. Such adjustment items should be based on the audited line items only, which are included in the financial statements. These Non-GAAP Financial measures are

items which are not defined under Ind AS or AS, as applicable. Generally, if the issuer company takes a commonly understood or defined GAAP amount and removes or adds a component of that amount that is also presented in the financial statements, the resulting amount is considered a Non-GAAP Financial measure. As a simplified example, if the issuer company discloses net income less restructuring charges and loss on debt extinguishment (having determined all amounts in accordance with GAAP), the resulting performance amount, which may be labelled “Adjusted Net Income,” is a Non-GAAP Financial measure.

On the basis of Restated financial statements.

(Amount in Thousands, except %)

Particulars	For the Period April 01 , 24 to December 15' 2024	Financial Year ended March 31 st , 2024	Financial Year ended March 31 st , 2023	Financial Year ended March 31 st , 2022
EBITDA	87,828.31	1,02,392.99	52,302.51	23,007.24
Gross Margin	94.46%	92.94%	94.02%	91.62%
EBITDA Margin	8.03%	8.01%	6.30%	4.43%
Working Capital	1,22,898.14	1,495.28	(25,800.31)	14,288.33
PAT Margin	5.40%	4.93%	3.02%	2.67%
Net worth	172813.95	94333.44	32748.49	7687.12

Apart from the above, Ministry of Corporate Affairs (MCA), vide its notification dated March 24, 2021, has issued certain amendments to the Schedule III to the Act. Pursuant to these amendments, the below ratios are also required to be presented in the financial statements of the companies:

On the basis of Restated financial statements.

Particulars	For the Period April 01 , 24 to December 15' 2024	Financial Year ended March 31 st , 2024	Financial Year ended March 31 st , 2023	Financial Year ended March 31 st , 2022
Current ratio	1.89	1.01	0.71	1.27
Debt-equity ratio	0.23	0.19	1.15	10.60
Debt service coverage ratio	1.89	3.97	0.93	0.23
Inventory turnover ratio	3.16	16.05	14.75	11.71
Trade receivables turnover ratio	16.35	55.37	938.74	553.02
Trade payables turnover ratio	1.24	1.58	1.60	2.27
Net capital turnover ratio	6.32	13.56	25.34	67.54
Net profit ratio	0.05	0.05	0.03	0.03
Return on equity ratio	0.34	0.67	0.77	1.80
Return on capital employed	0.48	0.92	0.69	0.28

Ratio	Explanation
Current Ratio	Current Assets divided by Current Liabilities
Debt-equity ratio	Total Debt divided by Net Worth
Debt service coverage ratio	EBIT divided by Total Debt + Finance Cost
Inventory turnover ratio	Cost of Material Sold divided by closing inventory
Trade receivables turnover ratio	Revenue from Operations divided by Closing Debtors
Trade payables turnover ratio	Total Operating Expenses divided by Closing Creditors
Net capital turnover ratio	Revenue from Operations divided by Working Capital

Net profit ratio	Profit after Tax divided by Revenue from Operations
Return on equity ratio	Profit after Tax divided by Net Worth
Return on capital employed	EBIT divided by Networth Plus Long Term Debt

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4. Comparison of KPI with listed industry peers.

(Amount in Rs. thousands, except %)

Particulars	Sat Kartar Shopping Limited			Kerala Ayurveda Ltd.			Jeena Sikho Lifecare Limited		
	Mar-24	Mar-23	Mar-22	Mar-24	Mar-23	Mar-22	Mar-24	Mar-23	Mar-22
Revenue from Operations ⁽¹⁾	12,79,093.27	8,29,695.53	5,19,189.18	6,76,213.00	5,91,240.00	5,57,991.00	32,44,089.00	20,38,963.00	14,64,532.00
Growth in Revenue from Operations ⁽²⁾	54.16%	59.81%	-	14.37%	5.96%	-	59.10%	39.22%	-
EBITDA ⁽³⁾	1,02,392.99	52,302.51	23,007.24	44,432.00	45,582.00	75,843.00	9,29,877.00	4,60,773.00	1,81,245.00
EBITDA Margin ⁽⁴⁾	8.01%	6.30%	4.43%	6.57%	7.71%	13.59%	28.66%	22.60%	12.38%
PAT ⁽⁵⁾	63,054.96	25,061.37	13,868.81	(2,705.00)	28,907.00	8,895.00	6,92,063.00	3,37,444.00	1,12,724.00
PAT Margin ⁽⁶⁾	4.93%	3.02%	2.67%	(0.40%)	4.89%	1.59%	21.33%	16.55%	7.70%
Net Worth ⁽⁷⁾	94,333.44	32,748.49	7,687.12	3,21,636.00	1,45,326.00	1,12,754.00	19,22,479.00	12,57,996.00	3,65,552.00

**All the information for listed industry peers mentioned above are on a standalone basis and is sourced from their respective audited/ unaudited financial results and/or annual report.

*The figures for the peers given in the above table are converted into rupees in thousand for the comparison.

Notes:

⁽¹⁾ Revenue from Operations as appearing in the Restated Financial Statements/ Annual Reports of the respected companies.

⁽²⁾ Growth in Revenue from operations (%) is calculated as Revenue from operations of the relevant period minus Revenue from operations of the preceding period, divided by Revenue from operations of the preceding period.

⁽³⁾ EBITDA is calculated as Profit before tax + Depreciation + Finance Cost- Other Income

⁽⁴⁾ EBITDA Margin' is calculated as EBITDA divided by revenue from operations

⁽⁵⁾ EBITDA Growth Rate is calculated period on period.

⁽⁶⁾ PAT is mentioned as PAT for the period.

⁽⁷⁾ PAT Margin' is calculated as PAT divided by Revenue from Operations

⁽⁸⁾ Net Worth is calculated as total of share capital and reserve and surplus excluding the revaluation reserve

5. Weighted average cost of acquisition.

- a) The price per share of our Company based on the primary/ new issue of shares.

The details of the Equity Shares excluding shares issued under ESOP/ESOS and issuance of bonus shares during the 18 months preceding the date of this red-herring prospectus where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction), in a single transaction or multiple transactions combined together over a span of rolling 30 days; and

Date of allotment	No of equity shares allotted***	Face value*	Issue price**	Issue price (Adjusted for Bonus Shares)	Nature of allotment	Nature of consideration
May 16, 2024	93,019	10	215	53.75	Private Placement	cash

* The Corporate action for Consolidation of Equity share has been completed on April 10, 2024.

- b) The price per share of our Company based on the secondary sale/ acquisition of shares.

There have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

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

Type of transaction	Weighted average cost of acquisition (Rs. per equity shares)	Weighted average cost of acquisition after Bonus shares adjustment (Rs. per equity shares)	Floor Price (in times)	Cap Price (in times)
Weighted average cost of primary / new issue acquisition	1.84	0.46	41.85	44.02
Weighted average cost of secondary acquisition	NA	NA	NA	NA

*Calculated for last 18 months

**Calculated for Transfer of Equity Shares.

6. Explanation for Offer Price / Cap Price being 41.85 times and 44.02 times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) in view of the external factors which may have influenced the pricing of the Offer.

Not Applicable.

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STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors,
Sat Kartar Shopping Limited
603, 6th Floor, Mercantile House,
KG Marg, New Delhi – 110001, India

Dear Sirs,

Sub: Statement of possible Special tax benefit ('the Statement') available to Sat Kartar Shopping Limited and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')

We hereby confirm that the enclosed annexure, prepared by “**Sat Kartar Shopping Limited**” (“**the Company**”) states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act') as amended time to time, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the State Goods and Services Tax Act as passed by respective State Governments from where the Company operates and applicable to the Company, the Customs Act, 1962 and the Foreign Trade Policy 2015-2020, as amended by the Finance Act, 2021, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India for inclusion in the Draft Red Herring Prospectus (“DRHP”) / Red Herring Prospectus (“RHP”) / Prospectus for the proposed public offer of equity shares, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”).

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

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

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

- the Company or its Shareholders will continue to obtain these benefits in future;
- the conditions prescribed for availing the benefits, where applicable have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.



We hereby give our consent to include enclosed statement regarding the tax benefits available to the Company and to its shareholders in the RHP for the proposed public offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the offer document.

Limitations

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the existing tax laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.

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

The certificate is issued solely for the limited purpose to comply with Indian [ICDR Regulations]. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside India (including in the United States of America), and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. This report should not be relied upon by prospective investors outside India (including persons who are Qualified Institutional Buyers as defined under (i) Rule 144A or (ii) Regulation S under the United States Securities Act of 1933, as amended) participating in the Offering. We accept no responsibility and deny any liability to any person who seeks to rely on this report and who may seek to make a claim in connection with any offering of securities on the basis that they had acted in reliance on such information under the protections afforded by United States of America law and regulation or any other laws other than laws of India.

Signed in terms of our separate report of even date.

Yours faithfully,

**For Nidhi Bansal & Co.,
Chartered Accountants
Firm Reg No: 022073N**

**Sd/-
CA Varun Gupta
Partner
Membership Number: 503070**

**Place: Delhi
Date: 03.01.2025
UDIN: 25503070BMHBQL5925**

Annexure to the statement of possible Tax Benefits

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

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

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

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

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

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

Notes:

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

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

Signed in terms of our separate report of even date.

Yours faithfully,

**For Nidhi Bansal & Co.,
Chartered Accountants
Firm Reg No: 022073N**

Sd/-

Membership Number: 503070

Place: Delhi

Date: 03.01.2025

UDIN: 25503070BMHBQL5925

SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.

GLOBAL OUTLOOK

After years of turbulence and significant volatility in economic output, the world economy is on a more stable trajectory. Global growth performance has held up surprisingly well in the face of recent shocks, including aggressive interest rate hikes by major central banks during 2022–2023 and an escalation of conflicts with international spillovers. Robust consumer spending in several large developed and developing economies – buoyed by high levels of employment, rising real wages, and relatively healthy household balance sheets – has sustained economic resilience. In a large number of economies, inflation has slowed considerably and is approaching central bank targets, providing room for monetary easing. In most cases, economies experienced disinflation without a significant deterioration in labor market conditions or contraction in economic activity. Against this backdrop, global growth is projected to remain steady at 2.7 per cent in both 2024 and 2025 (figure 1). This represents an upward revision by 0.3 percentage points for 2024 from the forecasts in January, which mainly reflects a better-than-expected economic performance in the United States, but also improved short-term growth prospects in other large economies, notably Brazil, India and the United Kingdom.

Figure 1

Growth of economic output



After a slight contraction in 2023, global merchandise trade is slowly recovering, in part due to products related to energy transition and artificial intelligence

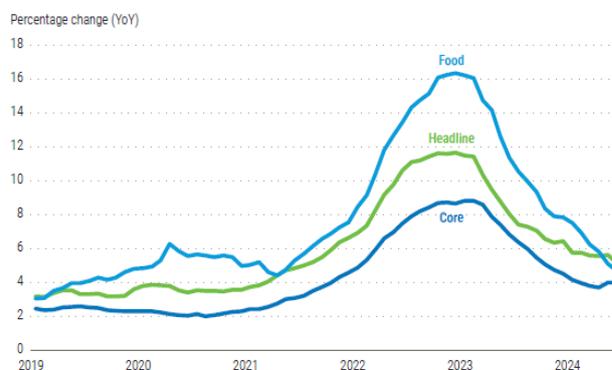
In 2025, an anticipated slowdown in the United States and China is expected to be offset by a pickup in growth in Canada, Japan and Europe and several large developing economies including Argentina, Brazil and South Africa. Despite outperforming forecasts, global growth remains subdued by recent historical standards, falling short of the average pre-pandemic rate of 3.2 per cent recorded during 2010–2019. Prevailing high interest rates, limited fiscal space and ongoing geopolitical uncertainties continue to cloud economic prospects. In early August, fears of a sharper-than-expected slowdown of the United States economy and an escalation of the war in the Middle East, coupled with an unwinding of yen-based carry trade amid an interest rate hike by the Bank of Japan, triggered a short episode of turbulence in financial markets. Although markets quickly stabilized, risks to global financial stability and growth forecasts remain. Moreover, a large number of low-income countries, especially in Africa, continue to face weak growth prospects against the backdrop of tight financial conditions, rising debt service costs, the threat of devastating debt crises, and the ever-worsening impacts of climate change.

After a slight contraction in 2023, global merchandise trade is slowly recovering, in part due to products related to energy transition and artificial intelligence (figure 2). Geographically, the recovery has been driven by increased exports from Asia and North America, whereas Africa and the Pacific region have seen a decline in trade activities in early 2024.³ Services trade growth is moderating as tourism activity has almost fully recovered to pre-pandemic levels in most regions.



The upturn in global trade has been accompanied by a slight increase in manufacturing activities. The global manufacturing Purchasing Managers' Index (PMI) – a leading indicator of economic conditions – remained in expansionary territory in the first half of 2024. Nevertheless, increased use of trade-restrictive measures, higher freight costs and geopolitical uncertainties pose threats to the recovery in global trade and industrial output. Global headline inflation further eased in the first half of 2024 amid a broad-based decline in price pressures (figure 3). In many developed countries, inflation is gradually approaching the respective central bank's target rate, even as wage growth and services price inflation remain elevated. In June, both the Personal Consumption Expenditures (PCE) price index in the United States and the Harmonized Index of Consumer Prices (HICP) in the euro area increased by only 2.5 per cent year over year, broadly approaching the 2 per cent inflation target of the central banks. Inflation in many developing economies has also fallen but generally remains higher than in developed economies. A notable exception is China, which continues to grapple with low inflation amid weak consumer demand. While global inflation is forecast to moderate further in 2025, upside risks remain: geopolitical tensions and extreme weather events threaten to disrupt shipping routes, raising freight costs and exerting upward pressure on commodity prices.

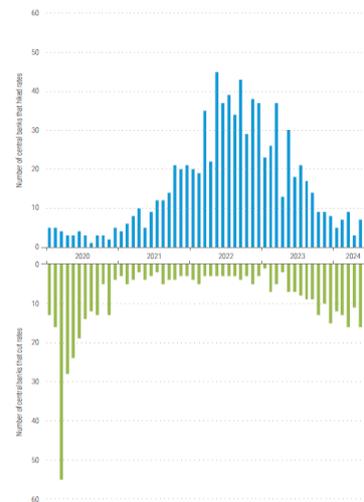
Figure 3
Global headline inflation and components



Declining inflationary pressures have provided room for monetary easing in many countries. In the first half of 2024, more central banks lowered rates than raised them (figure 4). But as core inflation and services inflation have been slow to ease, monetary authorities have generally remained cautious in pivoting to rate cuts. The European Central Bank and the Bank of England each have so far only implemented a single 25 basis-point cut. The United States Federal Reserve Bank has kept its benchmark interest rate unchanged since July 2023, at its highest level in two decades, while hinting at rate cuts in the coming months. The pace of monetary easing by major developed country central banks over the coming quarters will depend on further progress in disinflation and potential changes in the growth and employment outlook. In contrast to other developed country central banks, the Bank of Japan began a tightening cycle, having raised interest rates in March and July to support the yen and cope with elevated inflation. Among developing economies, many central banks in Asia and Africa left their policy rates unchanged in the first half of 2024, in part awaiting the Federal Reserve's first cut. In contrast, the People's Bank of China reduced several benchmark rates to boost domestic demand.

The COVID-19 pandemic and the multiple shocks that followed have exacerbated fiscal and debt vulnerabilities, especially in many low-income countries. As global interest rates remain elevated, the costs of servicing government debt have continued to increase. Interest and principal payments are absorbing a growing share of fiscal revenues in many developing countries, especially in Africa and South Asia, diverting public funds away from investment in human capital and sustainable infrastructure. Overall, fiscal policy is expected to tighten in 2024 relative to 2023. Over half of developed economies are expected to reduce fiscal deficits in 2024. Many developing country governments are pursuing gradual fiscal consolidation, phasing out supportive measures that helped mitigate the impact of recent crises. While the aim is to bring down fiscal deficits, improve debt sustainability and create room for targeted spending, the withdrawal of fiscal support risks weakening economic activity and employment, especially in developing countries.

Figure 4
Central bank monetary policy stances



Macroeconomic trends in major developed economies and economies in transition

- United States of America:** The economy of the United States expanded at a robust pace in the first half of 2024, continuing to outperform expectations. Growth momentum is, however, expected to moderate as the labour market weakens and private sector demand slows. Growth has been revised up significantly to 2.5 per cent in 2024 and remains unchanged at 1.7 per cent in 2025. In the United States, as inflation declined faster than nominal wage growth, real wages have risen over the past year, boosting household purchasing power. Consumer spending – which accounts for nearly 70 per cent of GDP – and business investment have remained surprisingly resilient in spite of high interest rates that prevailed since 2022. As inflation declined faster than nominal wage growth, real wages have risen over the past year, boosting household purchasing power. But headwinds to consumption are mounting as pandemic savings are largely depleted, consumer confidence has fallen, and the labour market has started to weaken. In

July, the unemployment rate rose to 4.3 per cent, the highest level in nearly three years. With inflation gradually nearing the 2 per cent target and risks of a downturn increasing, the Federal Reserve is expected to start cutting rates in September.

- Canada's:** economy grew stronger than expected in the first half of 2024, buoyed by strong household spending – especially on services – and non-residential investment. Amid easing price pressures, the Bank of Canada lowered its policy rate in June and July to support the recovery. Economic growth projections are raised to 1.2 per cent in 2024 and 1.7 per cent in 2025
- European Union:** The European Union's economy is on track for a modest recovery, supported by a robust labour market, rising real incomes and a pick-up in external demand. Economic growth is projected at 1.0 per cent in 2024 and 1.5 per cent in 2025, a small downward revision from the forecast in January. The revision primarily reflects a weaker-than expected performance of the German economy, which continues to suffer from sluggish domestic demand and a prolonged downturn in the manufacturing sector. In contrast, the economies of France and Italy expanded at a robust pace in the first half of 2024 amid strong services sector performance. Annual inflation in the European Union hovered around 2.5 per cent in mid-2024 as inflation in the labor-intensive services sector remained sticky at about 4 per cent. The European Central Bank lowered its three key interest rates in June by 25 basis points to bolster the nascent recovery.
- The United Kingdom's** economy has rebounded stronger than expected from last year's recession as business investment and consumer spending recovered amid falling inflation and rising real incomes. The growth projections have been revised up to 1.0 per cent in 2024 and 1.7 per cent in 2025.
- Developed Asia and the Pacific Japan's GDP:** growth projections have been lowered to 0.8 per cent for 2024, while remaining unchanged at 1.1 per cent for 2025. While corporate profits and business confidence have

improved, private consumption remains weak amid negative real wage growth since 2022. The Bank of Japan further tightened monetary policy in late July, aiming to curb the yen's slide against the dollar. This move contributed to massive financial market turmoil. In response, the central bank signaled a temporary shift to a more dovish policy stance, pledging to refrain from hiking interest rates when financial markets are unstable. In Japan, corporate profits and business confidence have improved, but private consumption remains weak amid falling real wages. The 2024 growth projections for Australia and the Republic of Korea have been revised up slightly to 1.6 per cent and 2.6 per cent, respectively. In Australia, rapid wage growth and resilient domestic demand are contributing to persistent inflationary pressures. Consequently, the Reserve Bank of Australia has remained cautious about monetary easing keeping policy rates at a 12-year high. In the Republic of Korea, weak growth in domestic consumption and investment amid a tight monetary policy stance has been counterbalanced by strong external demand, especially for semiconductors and other technology devices.

Source: <https://www.un.org/sustainabledevelopment/blog/2024/01/overview-world-economic-situation-and-prospects-2024/>

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INDIAN ECONOMY

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 295.36 lakh crores (US\$ 3.54 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). 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-June 2025, India's exports stood at US\$ 109.11 billion, with Engineering Goods (25.35%), Petroleum Products (18.33%) and electronic goods (7.73%) 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.

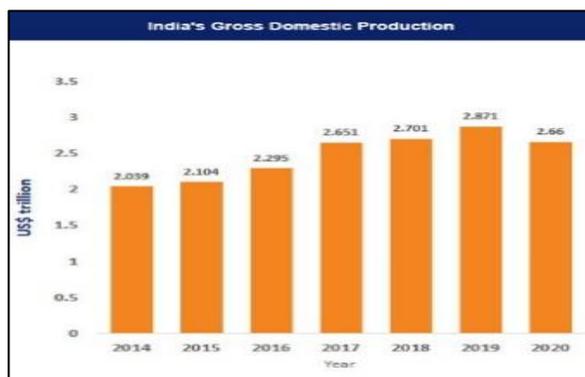
India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

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\$ 23.2 billion for the 2023-24 compared to US\$ 67.0 billion or 2.0% of GDP in the preceding year. 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 July 5, 2024, India's foreign exchange reserves stood at US\$ 657.15 billion.
- In May 2024, India saw a total of US\$ 6.9 billion in PE-VC investments.
- Merchandise exports in June 2024 stood at US\$ 35.20 billion, with total merchandise exports of US\$ 109.96 billion during the period of April 2024 to June 2024.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- In June 2024, the gross Goods and Services Tax (GST) stood at highest monthly revenue collection at Rs. 1.74 lakh crore (US\$ 20.83 billion) vs Rs. 1.73 lakh crore (US\$ 20.71 billion)
- Between April 2000–March 2024, cumulative FDI equity inflows to India stood at US\$ 97 billion.
- In May 2024, the overall IIP (Index of Industrial Production) stood at 154.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 136.5, 149.7 and 229.3, respectively, in May 2024.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.08% (Provisional) for June 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 February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Aatmanirbhar Bharat' and 'Local goes Global'.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of Aatmanirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.

- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

Road Ahead

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022. India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year.

In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4% in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. 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).

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>)

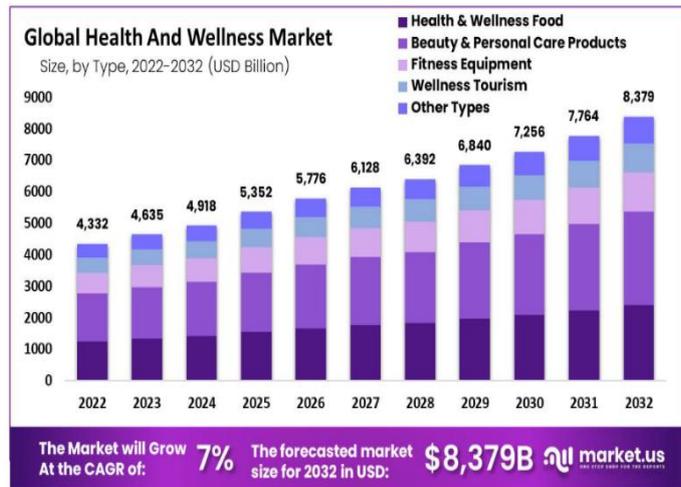
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GLOBAL HEALTH AND WELLNESS INDUSTRY

Report Overview

The Global Health And Wellness Market size is expected to be worth around USD 8,379 Billion by 2033, from USD 4,332 Billion in 2023, growing at a CAGR of 7% during the forecast period from 2024 to 2033.

In recent years, health and wellness have become increasingly significant concerns for people, particularly the middle-aged and younger generations. The major driver of the global health and wellness market share is rising consumer spending on different health and wellness products and services. The rising incidence of mental and physical illnesses, such as anxiety and depression, is largely to blame for the health and wellness market growth.



The state of complete mental, physical, and spiritual well-being is referred to as health and wellness. Personal care and beauty products, beauty tools, weight management, nutrition, fitness, and personalized and preventive medicine are just a few of the important facets of the health and wellness industry. In addition, services based on wellness tourism, health spas, wellness real estate, and mineral and thermal springs are provided to customers and are an essential part of the industry's operations.

One of the key drivers of the market's growth is the rising prevalence of chronic lifestyle diseases worldwide. Diabetes, asthma, high blood flow, blood sugar level, blood pressure, cancer, arthritis, dementia, and other stress-related disorders have significantly increased as a result of sedentary lifestyles and busy schedules. As a result, a wide range of health-related practices, such as meditation, yoga, and sports, have become popular.

The market is also being driven by the rapid expansion of wellness tourism and mineral spas. For various rheumatism, cardiovascular conditions, circulation disorders, spinal column conditions, asthma, and bronchitis, spa operators use specialized therapeutic waters like Malkinskaya mineral water and iodine-bromine.

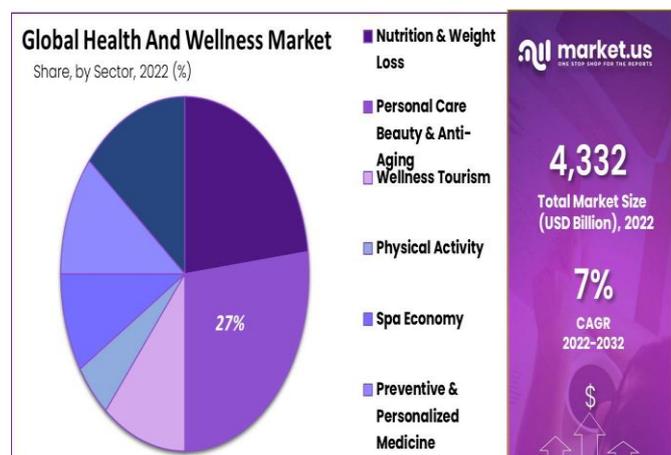
The market is estimated to be further pushed by other key factors, such as rising disposable incomes, rapid urbanization, and an increase in the number of health-conscious consumers worldwide.

Type Analysis

The Beauty & Personal Care Products Segment Accounted for the Highest Market Share:

In 2022, Health and wellness food, beauty and personal care products, fitness equipment, wellness tourism, and other types make up the market. The health & wellness food segment is expected to grow at the fastest rate during the forecast period, while the beauty & personal care products segment holds the largest market share of 35.2%.

The market for beauty and personal care products has grown as a result of consumers' increasing desire for organic and natural products. Because more women are concerned with their appearance, the market for beauty and personal care goods has gradually increased over time.



The introduction of an online shopping model, the development of a distribution channel, and increasing awareness of the value of maintaining long-term attractiveness are just a few of the additional factors that have contributed to the market growth for beauty and personal care products.

Key Market Segments

Based on Type

- Health & Wellness Food
- Beauty & Personal Care Products
- Fitness Equipment
- Wellness Tourism
- Other Types

Based On Sector

- Nutrition & Weight Loss
- Personal Care Beauty & Anti-Aging
- Wellness Tourism
- Physical Activity
- Spa Economy
- Preventive & Personalized Medicine
- Other Sectors

Drivers

Unhealthy lifestyles of people lead to an increase in the prevalence of chronic diseases, which leads to an increase in health consciousness. By mid-thirties, extended exposure to harmful behaviours such as smoking, inadequate exercise, and consumption of high-salt, high-fat diets, often labelled as ‘junk food’, can lead to conditions like diabetes, hypertension, obesity, and hyperlipidemia. These conditions often remain underdiagnosed or mismanaged in healthcare systems primarily designed for acute care, not chronic disease management.

Restraints

High Cost of Products

In the dietary supplement market, cost considerations vary significantly based on the form and composition of the product. Tablet-based supplements, for instance, are generally less expensive to manufacture than capsule-based ones due to simpler production processes. However, tablets often incorporate fillers and binders, which can impede digestion. Despite their lower production cost, tablets may offer lower bioavailability compared to other forms.

On the other hand, liquid supplements, though costlier, are favored for their higher absorption rates and lack of chemical additives. The raw materials used in supplements also play a crucial role in determining costs. Synthetic ingredients are cheaper to produce and do not require the extraction processes needed for natural sources. Yet, they are considered to have lower quality compared to their natural counterparts, which are more bioavailable but can fluctuate in price due to seasonal availability variations. These factors make the production of natural supplements more complex and potentially more expensive.

Opportunities

Sustainability is Important for Personal Care Products

Sustainability is becoming a critical factor in the health and wellness industry, propelled by increasing consumer demand for eco-friendly organic food products and sustainable personal care items. This trend is driving market expansion and prompting existing manufacturers to innovate through technological partnerships, product

development, and strategic acquisitions. The growing consumer willingness to invest in sustainable brands, particularly among Millennials, is expected to further stimulate market growth in the upcoming years

Trends

Demand for Clean-Labeled, Sustainable, Organic, and Eco-Friendly Products

In the rapidly evolving health and wellness market, vendors are innovating with clean-labeled, sustainable, and organic products to meet consumer demand. One notable example is EVOLVE's Supernola brand, which offers whole food-based products free from artificial fillers. This trend towards whole, organic offerings is expected to significantly accelerate market growth during the forecast period.

Globally, there has been a surge in popularity for thermal/mineral springs and spas, renowned for their health benefits. These facilities are particularly sought after for their effectiveness in alleviating mental and physical fatigue, improving circulation, and treating various ailments such as rheumatism and respiratory conditions. The high demand across Europe, Asia, and North America is contributing to the expansion of this segment.

To capitalize on these trends, major players in the market are strategically partnering with regional distributors to enhance their market reach and effectiveness. For example, Estee Lauder Companies (ELC) has recently partnered with a diversified chemical manufacturing company based in Saudi Arabia, aiming to tap into new distribution channels. Such strategic alliances are poised to further drive growth in the healthcare market.

Regional Analysis

North America Dominates the Global Health And Wellness Market During the Forecast Period.

North America leads the global health and wellness market, holding a 39.5% revenue share. This region's dominance is expected to persist, driven by higher disposable incomes and a strong consumer focus on health. North Americans are more inclined to purchase health-related products, fueled by heightened awareness and the presence of key industry players. These factors, along with strategic growth initiatives by these companies, have significantly propelled the market's expansion in this region.

In contrast, the Asia-Pacific region presents substantial growth opportunities during the forecast period. The market's expansion in APAC is fueled by rapid urbanization, a burgeoning population, and supportive government policies that encourage foreign direct investment. Additionally, fast-paced industrialization and the vast potential in various health and wellness sectors are pivotal. Countries like India, Japan, China, and South Korea are driving this growth, making APAC an increasingly lucrative market for health and wellness initiatives.

(Source: <https://market.us/report/health-and-wellness-market/>)

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INDIAN HEALTH AND WELLNESS INDUSTRY

India Health and Wellness Market:

The India health and wellness market size is expected to exhibit a growth rate (CAGR) of 5% during 2024-2032. The rising consumer awareness towards consuming a nutritional diet of fruits and vegetables, adopting an active lifestyle, and performing physical activities like running, walking, yoga, cycling, etc., is stimulating the market.

India Health and Wellness Market Analysis:

- **Major Market Drivers:** The rising participation of the masses across the country in several physical activities is bolstering the market. Moreover, the increasing number of sports and fitness training centers, coupled with the growing adoption of healing practices like naturopathy, is also stimulating the market.
- **Key Market Trends:** The introduction of health monitoring devices, mobile apps, and wearable instruments is one of the emerging trends catalyzing the market in India. Additionally, the elevating popularity of wellness tourism, which comprises various activities, including visiting agricultural fields, practicing yoga, numerous recreational activities, meditating at destinations, etc., is further contributing to the market.
- **Geographical Trends:** West and Central India exhibit a clear dominance in the market, owing to the inflating number of health-conscious individuals who are actively demanding enhanced services and products that positively support their lifestyle choices.
- **Challenges and Opportunities:** Compliance with changing regulatory policies is one of the primary challenges hindering the market in the country. However, the increasing focus of key players on providing improved preventive care to consumers will continue to drive the market in the coming years.

India Health and Wellness Market Trends:

Rising Medical Tourism

India is becoming a favored destination for health tourism, attracting international patients seeking affordable and high-quality medical treatments, wellness retreats, and alternative therapies. India's medical tourism market is expected to reach US\$ 14.31 Billion by 2029. According to India Tourism Statistics, around 634,561 foreign tourists came for medical treatment in India in 2023, which was nearly 6.87% of the total international tourists who visited the nation. Besides this, in July 2021, the Ministry of Tourism in India established the National Medical and Wellness Tourism Board to promote medical and wellness tourism in the country. Additionally, in July 2022, to enhance medical tourism in the country, the Government of India extended the e-medical visa facility to the citizens of 156 countries. Apart from this, the increasing number of wellness centers, including nature retreats, meditation centers, yoga schools, etc., is also positively influencing the India health and wellness market outlook. For instance, in August 2022, SDM Group introduced Kshemavana, a wellness and naturopathy retreat in Karnataka, India. Apart from this, in February 2024, the Chief Justice of India launched the AYUSH Holistic Wellness Centre at the Supreme Court premises in New Delhi. Additionally, the inflating popularity of healing practices like naturopathy is strengthening the market across the country. For example, in January 2024, the Union Minister of Ayush and Ports, Shipping & Waterways in India, along with the Chief Minister of Assam, laid the foundation stone of the Central Research Institute of Yoga and Naturopathy (CRIYN) in Dibrugarh, India.

Increasing Healthcare Spendings

Government bodies and key entities in the county are significantly investing in preventive healthcare measures, including vaccinations, regular health check-ups, wellness programs, etc., which is one of the India health and wellness market's recent opportunities. Under the Interim Union Budget 2024-25, the Ministry of Health and Family Welfare in India allocated INR 90,659 Crore, an increase of 1.69% compared to INR 89,155 Crore in 2023-24.

India Health and Wellness Market Segmentation:

Breakup by Product Type:

- Functional Foods and Beverages
- Beauty and Personal Care Products
- Preventive and Personalized Medicinal Products
- Others

Among these, beauty and personal care products currently hold the largest market share

The growth in this segmentation is driven by the rising consciousness among individuals towards their personal appearance. E-commerce platforms have played a pivotal role in this market's expansion, providing convenient access to a vast array of products and brands. Besides this, the demand for natural and organic beauty products is surging, as consumers seek safer and environmentally friendly options, which is propelling the India health and wellness market demand. For instance, in April 2024, AFFOREST Green Beauty launched its first jackfruit skincare range in India. Furthermore, the growing popularity of personal grooming among men will continue to drive the market in this segmentation over the foreseeable future. For example, in December 2023, Bravado introduced male grooming products at Cosmoprof India 2023 in Mumbai.

Breakup by Functionality:

- Nutrition & Weight Management
- Heart & Gut Health
- Immunity
- Bone Health
- Skin Health
- Others

Skin health currently exhibits a clear dominance in the India health and wellness market share

The tropical climate of India, characterized by high humidity and intense sun exposure, makes skincare essential for preventing issues like tanning, pigmentation, sun damage, etc. Furthermore, increasing pollution levels have heightened concerns about skin health, driving demand for products that offer protection and rejuvenation. The influence of social media and beauty influencers has also played a significant role in promoting skincare routines and products, making them more accessible and popular among the younger generation. Additionally, there is a growing awareness about the importance of skin health in overall well-being, leading to a surge in the use of natural and organic skincare products, dermatological treatments, and cosmetic procedures. For example, in April 2024, the Indian plant-based nutra brand, OZiva, introduced a bioactive gluta fizzy drink to target common skincare concerns in the country. Similarly, in April 2024, NIVEA expanded its sun care range, thereby ensuring care and protection for consumers in India. As individuals become more educated about skin health, they are willing to invest in a wide range of skincare products and services, thereby elevating the India health and wellness market's recent price. For instance, in April 2024, SKINOS launched its first-ever pharmacy location in India to sell exclusive hair and skin products that are dermatologist-recommended.

Breakup by Region:

West and Central India currently dominates the market

Cities like Mumbai, Pune, and Ahmedabad in the west, along with key urban centers in Central India are witnessing a surge in demand for health and wellness products and services. For example, in February 2024, the Union Government in India gave approval for the establishment of a Central Government Health Scheme (CGHS) wellness center in Mangalore, fulfilling a long-standing demand of retired central government employees. Moreover, in

March 2024, Pride Hotels Group introduced its property, the Pride Elite Wellness Resort Becharaji, in Gujarat. The population in these areas is increasingly adopting healthier lifestyles, thereby elevating the popularity of fitness centers, yoga studios, and wellness retreats. Additionally, as per the India health and wellness market overview, there is a significant increase in the consumption of organic and natural products, as well as dietary supplements, driven by the growing health consciousness among consumers. The expansion of healthcare infrastructure, including hospitals and clinics offering preventive and specialized medical services, is also a key factor propelling the market. For instance, in June 2023, iiV Health Solutions, an emerging technology-driven innovative company in the preventive health-tech space in India, organized an interactive metaverse experience for dignitaries who attended the Rotary Community Care Excellence Awards at Radisson Blu, Mumbai. Moreover, the influence of social media and health influencers is substantial, promoting fitness and wellness trends that resonate with the urban youth. As per the India health and wellness market statistics, with the increasing number of traditional wellness practices like Ayurveda and modern health solutions, the market in West and Central India is poised for continued growth and innovation over the forecasted period.

(Source: <https://www.imarcgroup.com/india-health-wellness-market>)

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GLOBAL AYURVEDIC PRODUCTS INDUSTRY

Global Ayurvedic Products Market size was USD 6.48 Billion in 2024 and market is projected to touch 16.01 Billion by 2032, exhibiting a CAGR of 12% during the forecast period. The global COVID-19 pandemic has been unprecedented and staggering, with the Ayurvedic Products Market experiencing higher-than-anticipated demand across all regions compared to pre-pandemic levels. The sudden rise in CAGR is attributable to the market's growth and demand returning to pre-pandemic levels once the pandemic is over.

Ayurvedic products are typically made from natural ingredients, such as herbs, plants, minerals, and essential oils. These products are believed to support various aspects of health and can be used for both preventive and therapeutic purposes. Ayurveda focuses on achieving and maintaining balance in the body, mind, and spirit to promote overall health and well-being. The word "Ayurveda" is derived from two Sanskrit words: "Ayur" (life) and "Veda" (knowledge or science).

The global market for Ayurvedic products has been expanding due to increasing consumer awareness and interest in natural and traditional remedies for health and wellness. With a growing emphasis on natural and organic products, consumers are seeking alternatives to synthetic chemicals and pharmaceuticals. Ayurvedic products, being derived from natural sources like herbs and plants, align well with this trend.

Covid-19 Impact: Market faced a rise in demand due to global accessibility increased demand for immunity-boosting products during the pandemic

There was no single sector unaffected by COVID-19. The Ayurvedic Products Market was affected as well. During the pandemic, there was a surge in demand for products that could boost immunity and support overall health. Ayurvedic products, known for their immune-boosting properties, gained popularity as people sought natural remedies to enhance their immune system.

LATEST TRENDS

"Inclusion of Personalization to Fulfill Consumer's Needs in the Market"

The Ayurvedic Products Market is as dynamic as any market. In the market, there is everyday development in the market to add more benefits to it. Recently, in the market, the Ayurvedic products market has been moving towards personalized offerings. Companies are leveraging technology and data to understand individual customer needs based on their dosha (mind-body type) and other factors. This allows them to create customized formulations and recommendations, enhancing the effectiveness of Ayurvedic products.

AYURVEDIC PRODUCTS MARKET SEGMENTATION

Global Ayurvedic Products Market Share, By Type, 2032



DRIVING FACTORS

"Growing Consumer Awareness has Increased Demand in the Market"

There has been a significant increase in consumer awareness about the benefits of Ayurvedic products. People are seeking natural and holistic approaches to health and wellness, and Ayurveda offers a time-tested system of medicine that resonates with this trend. The emphasis on preventive healthcare has become more pronounced in recent years. Ayurvedic products are often used for preventive purposes, helping individuals maintain balance and support their overall health and well-being. Ayurveda is increasingly being integrated into mainstream healthcare systems, offering complementary and alternative treatment options for certain conditions. This integration has boosted the acceptance and adoption of Ayurvedic products.

"The Shift towards Natural and Herbal Remedies Have Influenced the Demand in the Market"

The global trend of moving away from synthetic chemicals and pharmaceuticals has led consumers to explore natural and herbal remedies for health issues. Ayurvedic products, being derived from natural sources, align well with this shift. Modern lifestyles have led to a rise in stress-related disorders, digestive issues, and other lifestyle-related health problems. Ayurvedic products, which address imbalances in the body and mind, are sought after to manage these conditions. This contributes to the Ayurvedic Products Market growth.

RESTRAINING FACTORS

"Limited Scientific Evidence can Lead to a Declining Trend in the Market"

Although Ayurveda has a long history of traditional use, there is a lack of extensive scientific research and clinical trials to validate the effectiveness of Ayurvedic products for specific health conditions. The absence of robust scientific evidence can deter some consumers and healthcare professionals from fully embracing these products. As a consequence, there can be a declining trend in the market.

AYURVEDIC PRODUCTS MARKET REGIONAL INSIGHTS

"North America Region Dominates the Market as it has been at the Forefront of Technological Advancement"

North America has the largest Ayurvedic Products Market share as it has witnessed a growing interest in holistic health and natural remedies. Consumers in the region are increasingly seeking alternatives to conventional pharmaceuticals and are turning to traditional systems of medicine like Ayurveda for health and wellness solutions. The wellness culture in North America emphasizes a proactive approach to health, focusing on preventive measures and lifestyle choices. Ayurvedic products align well with this culture, as they promote overall well-being and balance in mind, body, and spirit. The region's diverse population includes individuals with cultural ties to India and other countries where Ayurveda is traditionally practiced. This has created a market for Ayurvedic products catering to both individuals seeking traditional remedies and those interested in exploring alternative healthcare options.

KEY INDUSTRY PLAYERS

"Key Players Focus On Research and Development & Collaborations For New Quality Assurance of Products"

Key players invest in research and development (R&D) to develop new and innovative Ayurvedic formulations and products. They explore traditional Ayurvedic knowledge, modern scientific research, and clinical studies to create effective and safe products. Key players have robust manufacturing facilities that adhere to high-quality standards and ensure the consistency and purity of their products. They implement quality control processes to maintain the efficacy and safety of their Ayurvedic offerings. Key players invest heavily in marketing and branding to create awareness about their Ayurvedic products. They use various advertising channels, social media, and influencer

partnerships to reach a wider audience. These companies may form partnerships with Ayurvedic practitioners, wellness centers, spas, and other health-related establishments to promote their products and offer complementary services.

(Source: <https://www.businessresearchinsights.com/market-reports/ayurvedic-products-market-107489>).

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INDIAN AYURVEDIC PRODUCTS INDUSTRY

India Ayurvedic Products Market has valued at USD7.65 billion in 2023 and is anticipated to project robust growth in the forecast period with a CAGR of 18.4% through 2029. The India Ayurvedic Products Market is a thriving and dynamic sector deeply rooted in the country's ancient tradition of Ayurveda, which emphasizes natural remedies, holistic well-being, and the balance of mind, body, and spirit. Ayurveda, often referred to as the "science of life," has been practiced for over 5,000 years in India and continues to play a significant role in the country's healthcare and wellness landscape.

Ayurveda, one of the world's oldest holistic healing systems, has its origins in ancient India. Its teachings and practices have been passed down through generations, and Ayurveda remains deeply ingrained in Indian culture and healthcare. In recent years, there has been a resurgence of interest in Ayurveda, both within India and internationally, driven by a growing preference for natural and traditional wellness solutions.

Ayurveda's rich heritage and deep-rooted cultural significance in India contribute to its enduring appeal. Many consumers trust Ayurvedic products as a reflection of their traditional wisdom. In addition, the global trend towards health and wellness has led to a renewed interest in Ayurveda's holistic approach to well-being. Consumers seek natural and herbal solutions to maintain their health and prevent ailments. Furthermore, increasing health consciousness and access to information have empowered consumers to explore alternative healthcare options like Ayurveda. The ease of online research has played a significant role in spreading awareness about Ayurvedic remedies.

The Ayurvedic Products Market encompasses a broad spectrum of offerings, including herbal supplements, skincare products, haircare products, dietary supplements, and more. This diversification caters to a wide range of health and wellness needs. Additionally, established Ayurvedic brands with a history of producing high-quality, authentic products hold significant trust among consumers. Reputation and adherence to traditional formulations are key factors driving brand loyalty.

The India Ayurvedic Products Market is a thriving sector deeply rooted in tradition and increasingly embraced by consumers seeking natural and holistic wellness solutions. As the market continues to evolve, it offers ample opportunities for innovation, quality assurance, and expansion both within India and on the global stage.

Key Market Drivers

Growing Preference for Natural and Herbal Remedies

One of the primary drivers of the India Ayurvedic Products market is the growing preference among consumers for natural and herbal remedies. In a world where people are increasingly conscious of the potential side effects and long-term health consequences of synthetic medications, Ayurveda offers a time-tested alternative that relies on natural ingredients and holistic principles.

Individuals are becoming more health-conscious and are seeking preventive measures and natural solutions to common health issues. Ayurveda aligns perfectly with this trend as it emphasizes overall well-being and balance. Ayurvedic products are perceived as safe with minimal side effects, making them an attractive choice for those looking to manage chronic conditions or promote general health without the risks associated with pharmaceutical drugs.

Ayurveda is not limited to India alone; it has gained recognition and acceptance globally. This has resulted in a surge in demand for Ayurvedic products both within India and in international markets. The Indian government has taken steps to regulate and standardize Ayurvedic products, ensuring their quality and safety. This regulatory support has bolstered consumer confidence in Ayurvedic remedies.

Preference for Holistic and Preventive Healthcare

Ayurveda's holistic approach to healthcare is another key driver of the Ayurvedic Products market. Unlike modern medicine, which often focuses on treating specific symptoms or diseases, Ayurveda places importance on maintaining balance and harmony in the body and mind to prevent illness. Ayurvedic principles advocate for preventive healthcare, which resonates with individuals seeking to proactively manage their health and well-being. This preventive approach involves practices like detoxification, dietary adjustments, and stress management.

In an era characterized by high stress levels and lifestyle-related health issues, Ayurveda's emphasis on stress reduction through techniques like meditation and yoga is particularly appealing. The prevalence of lifestyle disorders such as obesity, diabetes, and hypertension has led people to explore alternative therapies like Ayurveda to manage and mitigate these conditions.

The use of herbal supplements and dietary changes recommended by Ayurvedic practitioners is gaining traction as individuals look for natural ways to improve their health.

Government Support and Promotion

Government support and promotion of Ayurvedic products have significantly contributed to the growth of the market. Recognizing the potential of Ayurveda as a driver of economic growth and a means to promote traditional Indian knowledge, the government has taken several steps to bolster the Ayurvedic Products market.

The establishment of the Ministry of Ayurveda, Yoga & Naturopathy, Unani, Siddha, and Homoeopathy (AYUSH) in India reflects the government's commitment to promoting traditional systems of medicine. This ministry formulates policies and implements programs to support the development and propagation of Ayurveda. The government has allocated funds for research and development in the field of Ayurveda. This investment has led to scientific validation of Ayurvedic treatments and products, enhancing their credibility.

The government has actively promoted the export of Ayurvedic products, opening up international markets for Indian manufacturers. This has led to an increase in the export of Ayurvedic products, further boosting the industry's growth. The government has taken measures to standardize and regulate the manufacturing and marketing of Ayurvedic products. This ensures that products meet quality standards and are safe for consumption.

Key Market Challenges

Quality Assurance and Standardization

One of the primary challenges in the India Ayurvedic Products Market is ensuring consistent quality and standardization across a diverse range of products. Ayurveda relies on ancient texts and traditional knowledge, and formulations can vary significantly from one manufacturer to another. This variation can lead to concerns about product efficacy and safety.

Unlike modern pharmaceuticals, Ayurvedic formulations lack standardized production processes and ingredients. Manufacturers often use their interpretations of traditional recipes, leading to variations in product quality and efficacy.

The use of botanical ingredients in Ayurvedic products makes them susceptible to contamination and adulteration. Poor sourcing practices and lack of quality control can result in products that are not pure or safe for consumption. Monitoring and enforcing quality control standards across the vast Ayurvedic Products Market is a complex task. Many small and medium-sized enterprises (SMEs) produce Ayurvedic products, and ensuring consistent quality can be challenging.

While India has regulatory authorities such as the Ministry of Ayush that oversee Ayurvedic products, there is a perception that regulations are not stringent enough. This can lead to non-compliance and substandard products in the market.

To address these challenges, the industry needs to establish and enforce robust quality assurance and standardization protocols. This may involve stricter regulatory oversight, certification programs, and industry-wide collaboration to set quality benchmarks.

Consumer Education and Awareness

Another significant challenge in the India Ayurvedic Products Market is the need for enhanced consumer education and awareness. Ayurveda is deeply rooted in Indian culture, but misconceptions, misinformation, and a lack of understanding about Ayurvedic principles can hinder its widespread acceptance and adoption.

Many consumers are unaware of the potential benefits of Ayurvedic products or how they differ from conventional medicines. This lack of awareness can lead to skepticism or reluctance to use Ayurvedic remedies. There are misconceptions about Ayurveda, including the belief that it is solely based on herbal remedies or that it is an alternative to modern medicine. Clearing up these misconceptions is essential for informed decision-making.

Consumers may have varying experiences with Ayurvedic products due to differences in formulations and quality. This can lead to inconsistent perceptions of Ayurveda's effectiveness. Some consumers may be concerned about the safety of Ayurvedic products, particularly if they are unfamiliar with the ingredients or if there have been reports of adverse events.

To address these challenges, educational initiatives are needed to inform consumers about the principles and benefits of Ayurveda. These initiatives can take the form of public awareness campaigns, educational programs for healthcare professionals, and clear labeling and information dissemination by Ayurvedic product manufacturers.

Globalization and Intellectual Property

As Ayurvedic products gain popularity not only in India but also internationally, the market faces challenges related to globalization and intellectual property.

There have been instances where traditional Ayurvedic knowledge has been patented by entities outside of India. This raises concerns about intellectual property rights and the need to protect India's traditional knowledge.

Ayurvedic products exported to international markets must meet stringent quality and safety standards. Ensuring compliance with these standards while preserving the authenticity of Ayurvedic formulations is a complex task. Different countries have different regulatory requirements for herbal and Ayurvedic products. Adhering to these standards while maintaining the authenticity of Ayurveda can be challenging for manufacturers.

The globalization of Ayurvedic products has intensified competition both domestically and internationally. Indian manufacturers must compete with global players while preserving the integrity of Ayurveda.

Key Market Trends

Growing Demand for Natural and Herbal Wellness Solutions

One of the most significant trends in the India Ayurvedic Products Market is the increasing consumer preference for natural and herbal wellness solutions.

There is a growing awareness of the importance of health and well-being among consumers. People are increasingly looking for holistic approaches to health that prioritize prevention and well-rounded wellness. Ayurvedic products, with their emphasis on balance and natural healing, align well with this trend.

Ayurvedic products are perceived as safer and milder than synthetic pharmaceuticals, with fewer side effects. This appeal attracts consumers seeking effective yet gentle solutions for their health issues, ranging from skincare to digestive problems.

Ayurveda is deeply rooted in Indian culture and tradition. Many consumers, both in India and abroad, are drawn to the authenticity and heritage associated with Ayurvedic remedies. The time-tested nature of Ayurveda gives consumers a sense of trust and reliability.

Ayurvedic products have gained international recognition and acceptance. The global wellness movement, combined with an interest in traditional healing practices, has led to a surge in demand for Ayurvedic products in international markets.

Ayurveda Meets Technology

The integration of technology with Ayurveda is a notable trend in the Indian Ayurvedic Products Market. Ayurvedic brands are capitalizing on the growth of e-commerce by making their products easily accessible through online platforms. Additionally, some brands offer online consultations with Ayurvedic experts, allowing consumers to receive personalized wellness guidance remotely.

There is a proliferation of mobile applications that provide Ayurvedic insights and recommendations. These apps offer dosha assessments, diet plans, and wellness tips, making Ayurveda more accessible to a tech-savvy audience.

Ayurvedic nutraceuticals, which combine Ayurvedic principles with modern nutritional science, are gaining traction. These products are designed to address specific health concerns, offering the benefits of Ayurveda in convenient supplement form.

Segmental Insights

Product Type Insights

Personal Care & Beauty products hold a substantial share in the India Ayurvedic Products Market, reflecting a broader trend of consumers seeking natural and holistic solutions for their beauty and personal grooming needs. Ayurveda, an ancient system of medicine and wellness that originated in India, emphasizes the use of natural ingredients and traditional herbs to promote health and beauty. This philosophy aligns perfectly with the preferences of modern consumers who are increasingly inclined towards products that are gentle on their skin, free from harmful chemicals, and environmentally friendly.

In recent years, the Ayurvedic Products Market in India has witnessed remarkable growth, driven by a surge in demand for personal care and beauty items infused with Ayurvedic principles. Here are some key factors contributing to the prominence of Personal Care & Beauty within this market:

Consumers in India are becoming more health-conscious, not just in terms of what they consume but also what they apply to their skin and hair. Ayurvedic Personal Care & Beauty products are perceived as safer and healthier alternatives to synthetic counterparts, as they often incorporate herbal ingredients known for their therapeutic properties.

Ayurveda is deeply rooted in Indian culture and tradition. It has been practiced for centuries, passed down through generations. This long-standing heritage instills trust among consumers, making Ayurvedic products a preferred choice for those seeking the wisdom of age-old remedies.

The Ayurvedic Products Market also aligns with the growing global trend of eco-consciousness. Ayurvedic brands often emphasize sustainable practices, such as using biodegradable packaging and ethically sourcing ingredients, which resonate with environmentally aware consumers. Many Ayurvedic Personal Care & Beauty products are

recommended by dermatologists and skin specialists for their gentle nature and potential benefits for various skin conditions. This professional endorsement adds to their credibility.

Ayurvedic formulations are particularly popular in the anti-aging and hair care segments. Ayurvedic anti-aging creams, serums, and hair oils are sought after for their potential to address specific beauty concerns while promoting overall well-being.

Brands in the Ayurvedic Products Market often offer personalized solutions, allowing consumers to choose products tailored to their skin or hair type. This customization caters to individual preferences and needs.

Sales Insights

The online sales channel has undeniably secured a significant share in the India Ayurvedic Products Market, reshaping the way consumers access and purchase traditional herbal remedies and wellness products. Ayurveda, India's ancient holistic healing system, has witnessed a resurgence in popularity, both domestically and internationally, in recent years. This revival has been fueled by a growing preference for natural and holistic healthcare solutions. The online sales channel plays a pivotal role in facilitating the accessibility, convenience, and diversity of Ayurvedic products, leading to its substantial share in the market.

One of the most significant advantages of the online sales channel in the Ayurvedic Products Market is its ability to reach consumers across India, including those in remote areas where access to physical stores may be limited. Online platforms break down geographical barriers, allowing individuals to explore and purchase Ayurvedic products with ease. This accessibility is particularly crucial in a vast and diverse country like India.

Online marketplaces offer an extensive array of Ayurvedic products, ranging from traditional herbal supplements and remedies to Ayurvedic skincare and personal care products. This diverse product range caters to the specific wellness needs and preferences of consumers, allowing them to choose from a wide selection of items aligned with their individual health goals.

The online channel serves as an educational hub for Ayurveda enthusiasts and those seeking information about traditional healing practices. Many platforms provide detailed product descriptions, usage guidelines, and educational content that empowers consumers to make informed choices about Ayurvedic products based on their unique needs and concerns.

Online platforms enable consumers to access reviews, testimonials, and recommendations from other users. This social proof plays a pivotal role in building trust and confidence in Ayurvedic products, especially for those who are new to this holistic approach to wellness. Positive feedback and word-of-mouth endorsements influence purchasing decisions.

Transparency is a key factor in the success of the online sales channel for Ayurvedic products. Consumers have access to detailed information about product ingredients, sourcing practices, manufacturing standards, and certifications. This transparency aligns with the demand for authentic and high-quality Ayurvedic products.

Regional Insights

The North region of India undeniably commands a substantial share in the India Ayurvedic Products Market, asserting itself as a vital hub for the ancient system of holistic medicine, Ayurveda. Comprising states such as Uttar Pradesh, Rajasthan, Delhi, Punjab, and Haryana, this region holds a special place in the Ayurvedic market's landscape for various compelling reasons.



The North region of India has deep-rooted cultural and historical ties to Ayurveda. Ayurveda, an ancient system of medicine that has been practiced for thousands of years, finds its origins in the Indian subcontinent, and the North region is often considered its heartland. Historical texts and ancient Ayurvedic traditions have been preserved and passed down through generations in this region, fostering a strong connection to Ayurveda.

The North region boasts a diverse range of climatic conditions and geographical features, providing an ideal environment for the cultivation of a wide variety of medicinal herbs and plants used in Ayurvedic formulations. The region's fertile soil and favorable climate contribute to the availability of high-quality raw materials for Ayurvedic products.

The North region hosts several renowned Ayurvedic educational institutions and research centers. These institutions play a pivotal role in the development, research, and promotion of Ayurvedic products. They are instrumental in advancing the knowledge and practices associated with Ayurveda.

Consumers in the North region exhibit a deep-rooted awareness and acceptance of Ayurveda. Many households have a tradition of using Ayurvedic remedies for various ailments, and this practice has been handed down through generations. The trust in Ayurveda's holistic approach to health and wellness has contributed to the market's growth.

(Source: <https://www.techsciresearch.com/report/india-ayurvedic-products-market/4309.html>).

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OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Red Herring Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read “Risk Factors” on page 27 for a discussion of the risks and uncertainties related to those statements, as well as “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 233 and 266 respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.

COMPANY OVERVIEW

Our company was originally incorporated as Private Limited Company under the Companies Act, 1956 in the name and style of “Sat Kartar Shopping Private Limited”, on 29th June, 2012. Subsequently, our Company was converted into Public Limited Company and the name of the company was changed to “Sat Kartar Shopping Limited” pursuant to shareholders resolution passed at an Extra Ordinary General Meeting held on 15th May, 2021 and fresh certificate of incorporation dated 12th July 2021 was issued by the Registrar of Companies, Delhi.

As on the date of Red Herring Prospectus, the Corporate Identification Number of our company is U52590DL2012PLC238241.

BUSINESS OVERVIEW

Our company is an Ayurveda healthcare company committed to providing natural wellness solutions relating to specific therapeutic areas and general lifestyle products, committed to promote a healthier lifestyle. We integrate traditional Ayurvedic knowledge with modern research to empower individuals to adopt healthier lifestyles. With a strong market presence and a diverse product portfolio, we focus on innovation and responsive product development. Initially, our company offered both Ayurveda and spiritual product lines. However, we have strategically refined our focus to specialize exclusively in Ayurveda, establishing ourselves as a dedicated player in this sector and emphasizing quality and effectiveness in our holistic wellness offerings.

There is a growing interest among consumers in natural and organic products, driven by a desire for effective alternatives to conventional medicine. Although the market remains diverse, with varying levels of product quality and standardization, we see a significant opportunity to strengthen our position in the Ayurveda healthcare sector by addressing the increasing demand for high-quality natural wellness products. In order to meet this demand, and with a mission to encourage and support a healthier lifestyle for customers, we cater directly to individual consumers, providing them with holistic, natural remedies and lifestyle products rooted in traditional Ayurveda practices. Our Company operates in D2C (Direct-to-Consumer) segment, selling Ayurveda products directly to consumer through our own D2C website and third-party e-commerce websites, TV marketing and Google and Meta Applications.

Our company operates under a strategic contract manufacturing model, which allows us to concentrate on high-value activities like product innovation, branding, marketing, and distribution. By partnering with trusted third-party manufacturers, we leverage their expertise and resources while maintaining control over our formulations and ensuring quality through comprehensive agreements. This approach allows us to connect directly with our customers and enhance their experience through streamlined delivery and effective feedback integration.

Our product development is guided by a deep understanding of market demand, traditional Ayurveda principles, and modern wellness insights. This commitment enables us to create a product range that is both authentic and innovative, addressing the evolving needs of our customers. Our primary focus is on directly serving end consumers rather than engaging any intermediaries/ middlemen or other businesses.

The ayurvedic solutions we present through our products are derived from the **Charak Samhita**, an old Ayurvedic treatise recognized for delivering comprehensive insights and cures for numerous health and lifestyle difficulties, as well as wisdom that echoes in the Indian government's recent initiatives like the National Ayush Mission (NAM), which promotes research and education in Ayurveda. Furthermore, the Rashtriya Ayurveda Vidhyapeeth preserves and transmits this ancient knowledge to future generations. These efforts, when aligned with the timeless principles of Charak Samhita, pave the way for a future where Ayurveda plays an even greater role in promoting health and harmony in India and abroad.

About Charak Samhita

Charak Samhita is an ancient and foundational text in the field of Ayurveda, the traditional system of medicine that originated in India over 3,000 years ago. Attributed to the sage Charaka, the text is one of the earliest and most comprehensive compilations of Ayurvedic knowledge, composed between the 2nd century BCE and the 2nd century CE.

About National Ayush Mission

Ministry of Ayush launched the Centrally Sponsored Scheme of National Ayush Mission (NAM) on 15.09.2014 for implementing through States/UTs with the objective of strengthen preventive and promotive aspects in primary health care with holistic wellness model based on Ayush principles and practices.

About Rashtriya Ayurveda Vidyapeeth

Rashtriya Ayurveda Vidyapeeth located at New Delhi is an autonomous organisation under Ministry of Ayush, Govt. of India. This is one among many other premier national Institutes of Ayush working under the Supervision of Ministry of Ayush.

Ayurveda goes beyond treating symptoms. It seeks to address the root cause of imbalances, restoring harmony on a physical, mental and emotional level. In addition to this, we are constantly engaged in market research for identifying and addressing new health issue prevailing in our customers in today's lifestyle. We have a dedicated market research team as well as customer support system to comprehensively comprehend diverse health related issues and provide the solutions for those issues. Thus, we always make additions to our products portfolio as per the requirement of our customers.

ABOUT THE PROMOTER

Manprit Singh Chadha

Mr. Manprit Singh Chadha is the Promoter of our Company. He is a Chartered Accountant by profession, with experience of more than 30 years in the corporate and entrepreneurial realms. He has been an alumnus of University of Delhi, completing his graduation in B.Com. (Hons) in 1990 and Chartered Accountancy from the Institute of Chartered Accountants of India in 1994. Mr. Chadha's career in diversified fields such as Biotechnology, Telecom, automobile, Customer Support Centre Operations etc is a testament to his experience and leadership. Before founding Sat Kartar Shopping Limited in 2012, he served as a Financial Controller at Daksh e-services, Business Support Head at Watson Towers, CFO at Bharti Telecom (Airtel) in Seychelles and Pan India Motors Private Limited.

Pranav Singh Chadha

Pranav Singh Chadha, aged 28, is the promoter and executive director of the company. A graduate of Sri Guru Gobind Singh College of Commerce. Pranav began his career at Sat Kartar Shopping in June 2017 as a Digital Marketing Associate. He quickly rose to Team Lead and then to Assistant Manager, playing a pivotal role in shaping

and introducing the company’s brands to the digital landscape. After four years, Pranav sought broader industry exposure and joined ODN Digital Services as Sr. Manager Client Success from October 2021 to October 2023. At ODN, he worked on major marketing campaigns for brands such as Zydus Wellness, CRED, Flipkart, Reliance & more achieving significant growth by delivering successful campaigns. Returning to Sat Kartar Shopping, his 7 years of experience in digital marketing have enhanced customer retention by implementing AI-driven remarketing approaches, and improved operational efficiency. Pranav's leadership has driven growth, reduced costs, and ensured timely project completion, solidifying his role as a key player in the company's ongoing success.

Simrati Kaur

Ms. Simrati Kaur, aged 29 years, is the Promoter and executive director of the company. She is a graduate from Indira Gandhi Institute of Technology and has 4 years of experience in digital marketing. She is involved in leading strategic end-to-end digital marketing campaigns. She is currently responsible for complete end-to-end marketing from new product launches, product design and development to content creation and executing marketing campaigns at scale. She is responsible for formulating comprehensive marketing strategies, conducting in-depth data analysis, and presenting insightful metrics reports. Additionally, she leads the team to execute scaled up campaigns focusing on aligning strategies with key performance indicators (KPIs) to ensure measurable success.

VISION OF OUR COMPANY

The vision of our Company is to be a global leader in Ayurveda, bridging traditional practices with contemporary health needs. We aim to set new standards in personalized wellness, enhancing life quality worldwide through our punique, effective solutions.

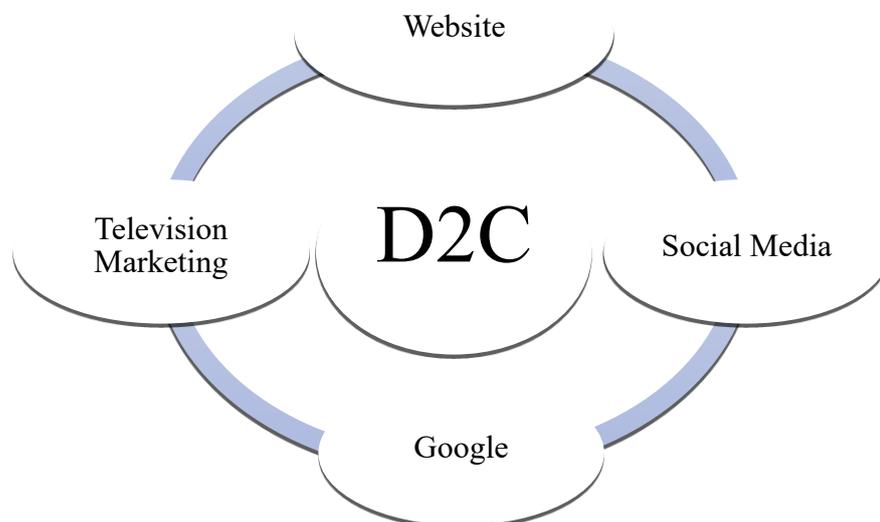
MISSION OF OUR COMPANY

Our mission is to revolutionize wellness with personalized Ayurvedic solutions, merging traditional wisdom and modern lifestyles. We focus on niche therapeutic areas, delivering premium quality and exceptional service, striving to become a global synonym for innovative, effective health products.

OUR DISTRIBUTION CHANNELS

Our Company operates in D2C (Direct-to-Consumer) segment, selling Ayurveda products directly to consumer through our own D2C website and third-party e-commerce websites, TV marketing and Google and social media platforms such as Meta Applications.

The following are our product distribution channels:



1) Website

We manage and maintain an e-commerce platform on our website, i.e., <https://www.satkartar.co.in/>, <https://skinrange.com/>. This online store comprehensively presents information about our products, outlining their details, purposes, usage instructions, and associated benefits. Customers have the flexibility to shop for products either based on the listed categories or according to their specific concerns and preferences. The platform is designed to offer a seamless experience, providing customers with the information they need to make informed choices and cater to their individual requirements. Further, our products are also available on third party e-commerce websites.

2) Television Marketing

We sustain our customer base by disseminating ad capsules through broadcasts on regional TV channels and DTH platforms, employing a multi-language approach to cater to diverse audiences across various regions. The name of few of the channels on which we carry out our advertising are as follows:

- a) K TV
- b) Raj Digital Plus
- c) Peppers TV
- d) ABP Majha
- e) Zee Tamil

3) Google

We have maintained our customer base, and increased our presence on Google, where we advertise our products on google through “Search Ads and Display Ads”. Further, in YouTube we use “Skippable and In – feed video” mode or long form video promotion .We have around 10+ channels on YouTube, three of them have more than 1.3 million subscribers: <https://www.youtube.com/@skinrange>, www.youtube.com/@SKSHORT_VIDEOS, <https://www.youtube.com/@naturescare.7106> .This helps us to approach diverse audience, as google is the most commonly used search engine.

4) Social Media

We also have social media presence on various Meta Applications. We utilize these platforms to engage with our target audience, raise awareness about health issues, and offer solutions through our products and their usage.

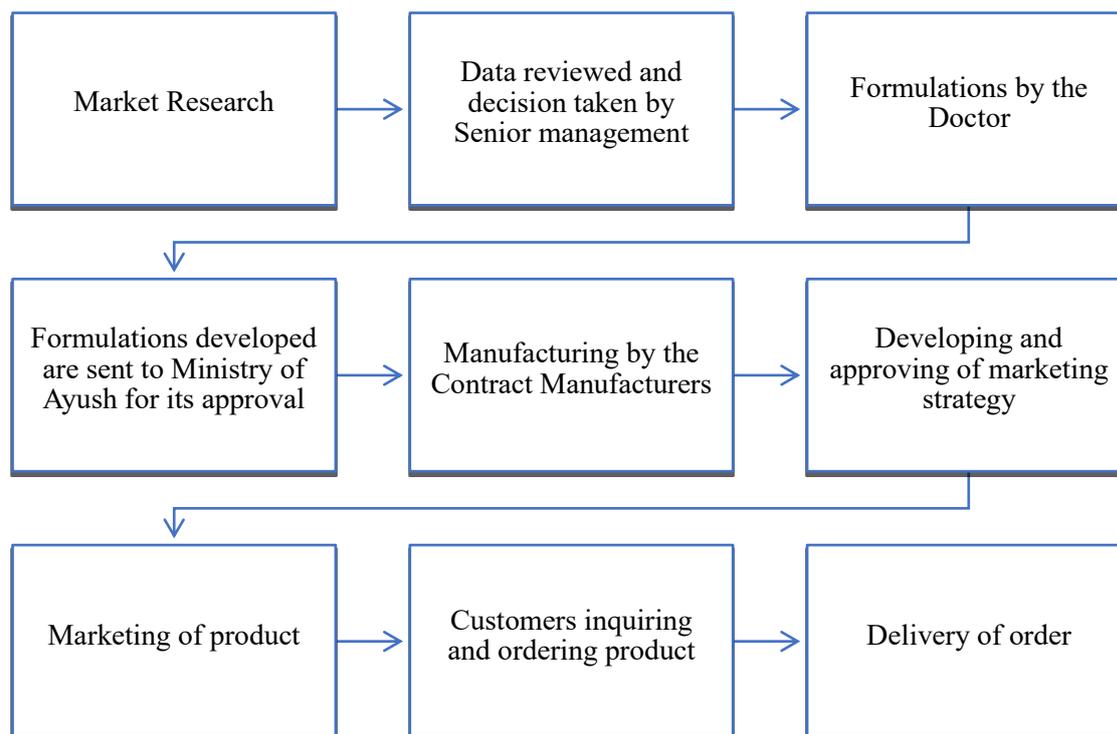
The revenue bifurcation based on the distribution channel of the Company is as follows:

(Amount in Thousands)

S No.	Details	For the period ended December 15, 2024	FY- 2023-24	FY- 2022-23	FY- 2021-22
			Amount	Amount	Amount
1)	Television Marketing	2,27,768.11	2,93,610.31	3,98,809.52	3,85,000.76
2)	Google	6,58,967.70	6,97,117.94	2,92,711.93	75,116.90
3)	Social media	1,62,199.73	2,33,036.97	98,412.86	25,924.87
4)	Own Website/ other E commerce Websites	43,837.29	52,481.45	33,697.60	16,683.41
Total		10,92,772.84	12,76,246.68	8,23,631.91	5,02,725.94

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BUSINESS PROCESS



1. Market research: Understanding the Market Landscape

Before development of any formula for the desired Ayurvedic product, the first step involves carrying out market research for identification and analysis of customer needs, emerging segments, demand patterns, competitor products etc. It involves various tools and approaches:

- **Market Trend Analysis:** We identify and monitor the market demand, trends, popular searches on a real time basis through various applications and platforms such as Google Trends, SEMRush, Keyword Planner and other analytical tools. This is looked by our google marketing team. Thereby helping and enabling us to proactively anticipate market movements and adapt swiftly.
- **Customer Feedback Monitoring:** The multilingual customer support team, proficient in multiple languages, plays a crucial role in gathering and interpreting customer demand for new/complementary products. We get insights through targeted surveys, active feedback collection through direct inbound customer support and online platforms.
- **Data Analysis:** The results of the research done by the marketing team are collated and further analysed by our team of data analysis. Our team carries out behavioural analysis whereby they delve into customer behaviour metrics across marketing channels to uncover patterns and preferences. Further, they carry out Purchase Pattern Evaluation wherein the Sales and Marketing Teams collaborate to analyse purchasing trends, which guides decisions on product placement, promotions, and inventory management.

2. Review and Decision by Senior management

Once thorough market landscaping is completed, the inputs derived from it are communicated to senior management, consisting of Managing Director and Chief Financial Officer which together with marketing team, deliberate to find and pick segment or emerging demand or which competing product should be addressed.

3. Formulations by the Doctor

Once the senior management finalises the demand of any particular product, our BAMS (Bachelor of Ayurvedic Medicine and Surgery) doctors, along with our contract manufacturers (Ayush Certified) develop the required formulation on the basis of ancient ayurveda principles (*taking references from Charak Samhita*) keeping in mind desired result. This process approximately takes around 3 months.

4. Formulations sent to the Ministry of Ayush

Once the formulation is finalised, the same is submitted to the Ayush department of the respective state, Ministry of Ayush, by *Contract manufacturers* (Ayush Certified) for its approval. The concerned department in the Ministry of Ayush after their own assessment and verification of the formula decides to approve or reject or suggest changes to be worked out. In case any changes are required, the same are incorporated and are sent again for approval.

Once a specific formulation is approved by the Ministry of Ayush, it is registered under the name of the Contract Manufacturer (Ayush Certified), with ownership retained by our company through a manufacturing agreement.

We have taken Loan License to utilise the leased facility for production. This enables us to apply to Ministry of Ayush for registration of formulations in our name. The formulations of the following products are in the name of the company:

1. Dr. Madhu Amrit Capsules
2. Dr. Madhu Amrit L Powder
3. Dr. Madhu Amrit Powder
4. Dr. Piles Free Capsules
5. Dr. Piles Free Oil
6. Dr. Piles Free Powder
7. Aadvad Adivasi Hair Oil

It is to be noted that on ayurveda products, no intellectual property rights can be owned as the solutions are derived from ancient ayurvedic book, Charak Samhita.

5. Manufacturing of Medicine/product by the Contract Manufacturers

Once the formula is approved, certificate from the Ayush State Department is issued in the name of manufacturer, who thereafter commences the commercial production.

Currently, the company works with various suppliers. However, the company has entered into contact manufacturing agreement with six (6) manufacturers whereby we have complete control over the manufacturing process, operation and other activities like choice of raw material, overseeing quality control measures and other relevant processes. Further, the Ayush Certificate provided by the Ministry of Ayush for the product to be manufactured is sole and exclusive property of our company.

6. Developing and approving of marketing strategy

Once the commercial production begins, we simultaneously start formulating range of marketing strategies to effectively reach and engage our target customers. Various methods are employed, including Multi-Channel Integration, Regional Targeting, and customer-centric planning, to capture the digital market across major platforms. Additionally, we develop a strategy for TV ads that involves creating a time band and selecting channels tailored to the specific product being advertised.

7. Customer inquiries and placing of order

Customers initiate contact with us through our diverse marketing channels, including our website, social media, performance marketing, and television campaigns to explore our products and services. This initial engagement marks the beginning of a seamless customer journey, where our dedicated support team provides expert guidance on product inquiries, related issue consultations, and additional information requests, ultimately facilitating a smooth purchase process. It includes the following components:

1. Manner of Service:

- **Multilingual Support:** The customer support center is staffed with **multi-lingual agents** to cater to the diverse demographic that the company serves, ensuring accessibility across India. These agents assist customers in over different **regional languages** including Hindi, Tamil, Telugu, Kannada. Language-wise distribution of agents:

S No.	Name of Language	Number of Employees
1.	Hindi	498
2.	Tamil	137
3.	Telugu	228
4.	Kannada	102
Total		965

- **Comprehensive Assistance:** Customer support agents are trained to handle diverse inquiries, from product questions and order placement to troubleshooting and return/exchange facilitation. This ensures consistent, courteous service across all interaction points, providing a seamless and satisfying customer experience.
- **Proactive Communication:** Our support team proactively reaches out to customers through outbound calls and follow up on customer satisfaction, collect feedback, and provide personalized product recommendations based on past purchases.

2. Technology Used

- **CRM Software:** Our CRM system tracks customer interactions, order histories, and preferences, enabling timely and tailored responses. Additionally, it provides real-time insights, manages inventory, streamlines delivery and dispatch, and enhances customer understanding, ensuring seamless experiences.
- **IVR Software:** IVR software streamlines call routing. It ensures that calls are directed to the appropriate product and language-specific customer representatives.
- **Dialer Software:** Dialer software automates outbound calling, connecting agents with customers. This boosts efficiency and productivity, while providing scalability and significant cost savings.

3. Efficiency and Performance Monitoring:

- **Real-time Call Monitoring:** Supervisors monitor ongoing calls in real-time, ensuring that service quality standards are maintained. Regular feedback is provided to agents to enhance customer satisfaction levels.
- **Service Analytics:** We use data analytics tools to monitor response times, call duration, and customer satisfaction scores. These metrics drive continuous improvement in our customer support services.

We have skilled and trained customer support staff of around 965 personnel out of which around 467 are dedicated Southern states keeping in mind the language diversity.

Further we also get queries and orders from our own D2C websites, Google and Meta Applications. Currently we have 2 websites under the name <https://www.satkartar.co.in/> and <https://skinrange.com/>.

Our website <https://www.satkartar.co.in/> provides products of all types we have and of every price category, while the website <https://skinrange.com/> offers products of premium range starting from INR 3000/- thereby attracting only customers of a particular segment.

8. Delivery of order

Once the order is placed by the customer, we deliver the same through our delivery partners. We also deliver the order through Indian Post having nationwide delivery. We ensure the product is delivered without any hassle.

Our Delivery Partners

The company utilizes a robust and efficient multi-channel distribution network to ensure that products are delivered swiftly and securely to customers across various geographies. The key components of the distribution network include:

1. **Private Courier Partners:** We are in collaboration with various logistics companies such as Bluedart, Shiprocket, Ecom Express, Delhivery which facilitate faster and reliable deliveries, including express options. These partners cover metro cities, tier 1, and tier 2 cities, ensuring that products are delivered in intact condition and within stipulated timelines. In tier 1 and tier 2 cities it is ensured that the delivery is made either on same day or by next day. For areas outside of express delivery zones, including tier 1 and tier 2 cities, the logistics partners deliver within 3-5 days.
2. **India Post:** To further extend our reach, especially to rural and remote areas where Ayurveda products are in high demand, we rely on India Post. This partnership allows us to service regions that are often beyond the coverage of private courier companies, ensuring that customers in the most underserved locations have access to our offerings.

DEVELOPMENT OF FORMULATION

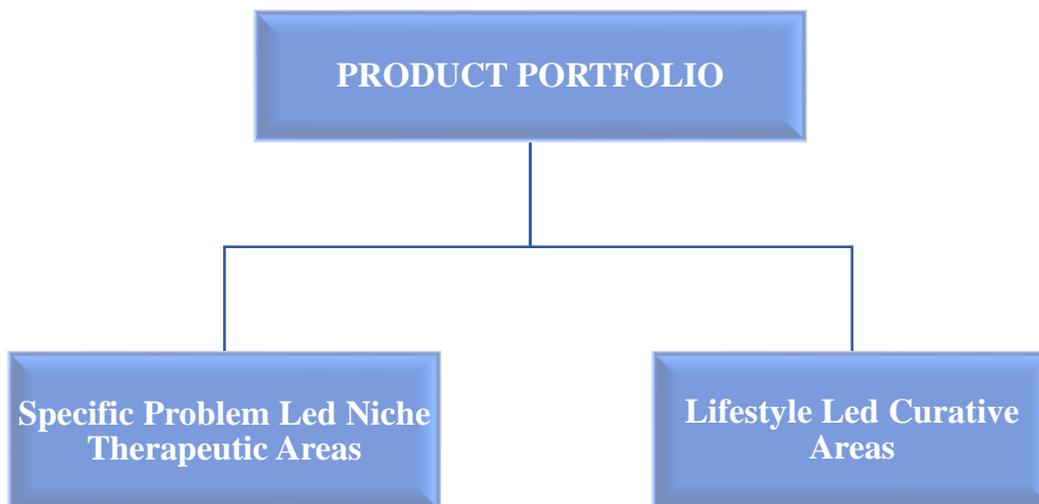
The stepwise details of development of formulation are as follows:

1. The marketing team identify and monitor the market demand and gather data on customer needs, preferences, and health concerns.
2. The marketing team discusses with the R&D Team, comprising of BAMS doctors about the market preferences and needs. Extensive discussion occurs between the team members and this discussions aim to balance traditional Ayurvedic principles with modern innovation, ensuring that the final product is both authentic and competitive in the market. The R&D team refers to the Charak Samhita for formulations targeting particular diseases or health conditions to ensure the product is rooted in traditional Ayurvedic remedies, while also considering modern insights to address customer needs effectively.
3. Once the R&D team has established the appropriate formulations based on discussions and references to the Charak Samhita, the formulation process begins.
4. This involves selecting the right ingredients, determining their proportions, and preparing the formulations according to established Ayurvedic practices of Charak Samhita. The R&D Team along with contract manufacturers performs this process.

5. The formulation is then prepared and verified again by the R&D team and contract manufacturer to their feasibility for manufacturing.

OUR PRODUCTS

We have around 50+ SKU in our portfolio which are categorised into Specific problem led niche therapeutic areas and Lifestyle led curative areas. The details of **some of our key products** are as follows:



A. SPECIFIC PROBLEM LED NICHE THERAPEUTIC AREAS:

We target the specialized fields within the medical and healthcare domain that focus on addressing particular health issues or challenges such as addiction, personal care and wellness and others. In these areas, the attention is concentrated on solving specific problems or health conditions. Some of the key products are explained as follows:

(i) Addiction Killer

We offer a Safe & natural way to help to quit alcohol, cigarette, tobacco, gutkha & substance abuse through *Addiction Killer*.



Details of Product:

S No.	Particular	Details
1.	Name	Addiction Killer
2.	Ingredients	Punarnava, Giloy, Bahera, Ashwagandha, Gokshura, Tulsi, Nishoth, Vidari, Bhringraj, Kasani, Bhumi, Arjuna etc

3.	Diet Type	Herbal/Ayurvedic/Organic
4.	Product Form	Powder and Liquid
5.	Dosage	Twice per day daily preferably with breakfast and dinner
6.	Quantity	3 Bottles

Features and Benefits:

- (i) Safe & natural way that helps to quit alcohol, cigarette, tobacco, gutkha & substance abuse.
- (ii) Facilitates in reversing the negative impact of alcohol addiction & stops cravings for more.
- (iii) Helps in relieving withdrawal symptoms of alcohol, nicotine and substance abuse.
- (iv) Aids in removing harmful toxins from the body.

(ii) Liv Muztang

We also offer various product covering various aspect of **personal care** of an individual. One of our key product is Liv Muztang, which is explained below:



Details of the Product:

S No.	Particular	Details
1.	Name	Liv Muztang Capsule
2.	Ingredients	Gokshur, Kaunch Beej, Ashwagandha, Ras Sindur, Bang Bhasma and 17+ herbs
3.	Product Form	Capsule
4.	Diet type	Organic, Vegan
5.	Quantity	1 pack with 30 capsules

Features and Benefits:

- (i) Helps in eliminating general weakness and acts as a rejuvenator.
- (ii) Helps in relaxing muscle and tissues increasing blood flow to male reproductive part.
- (iii) Contains herbs that are aphrodisiac and anti-depressant known to increase fertility.
- (iv) Aids in strengthening the bones, muscular strength.

(iii) Kaama Gold

We offer various product covering various aspect of **personal care** of an individual. One of our key product is Kama Gold, which is explained below:



Details of the Product:

S No.	Particular	Details
1.	Name	Kaama Gold
2.	Ingredients	Shatavari, Ashwagandha, Akarkara, Jaiphal, Guduchi, Shalaparni, Gokshura, and Kauch Beej
3.	Product Form	Capsule, powder, oil, avaleh
4.	Quantity	Capsules - 30, oil - 10ml, powder: 90gm, avaleh - 90gm

Features and Benefits:

- (i) Increases Blood Flow for Stronger Erection
- (ii) Increases Testosterone Levels for Vitality.
- (iii) Increases Stamina and Endurance.
- (iv) Helps in overcoming Erectile Dysfunction effectively
- (v) Improves Overall Masculine Strength.

B. LIFESTYLE LED CURATIVE AREAS

We also target the specialized fields within healthcare and medicine that focus on addressing health issues related to individuals' lifestyles such as Diabetes, Joint Pain Relief, Piles and other health issues.

The detailed description of some of our key products offered by our company in this category is as follows:

(i) Diabetes:

In contemporary times, diabetes and elevated blood sugar levels have emerged as prevalent issues that continue to escalate. This health concern is increasingly affecting individuals, including young children, underscoring the growing prevalence of these conditions. To address this issue, we have developed **Ayush 82 Aadved**, which is based on a formulation provided by the Central Council for Research in Ayurvedic Sciences (CCRAS).



Details of Product:

S No.	Particulars	Details
1)	Name	Ayush 82 Aadved
2)	Key Ingredients	Amra Beeja, Karvella Beeja, Gudmara Beeja, Jambu Beeja
3)	Product Form	Tablets
4)	Diet Type	Vegan/Herbal
5)	Quantity	1 Pack (540 Tablets)
6)	Dosage	2 tablets of Ayush 82 before each meal, every day with water (6 tablets daily)

Features and Benefits:

- (i) Helps in stimulating secretion from pancreatic beta-cells.
- (ii) Aids in boosting acceptance of glucose metabolizing hormones.
- (iii) Facilitates in reducing free-radical damage to beta cells.
- (iv) Helps in increasing the production of insulin by beta cells of pancreas.

(ii) Joint Pain Relief

Joint pain is a prevalent discomfort that many individuals experience due to various factors such as aging, injury, arthritis, or inflammation. Our key product, **Ortho Veda oil** is a Ayurvedic Joint Pain Oil, This ayurvedic oil for joint pain relief offers fast relief from chronic pain and inflammation in knee, shoulder, neck, back and other joints and muscles in your body.



(iii) Piles

According to Ayurveda, piles, fissures, and the digestive concerns leading to them are associated with the three Doshas, namely Vata, Pitta and Kapha. Piles crops up due to low Vata and Pitta levels. Our product, **Dr Piles Free** works towards balancing the Dosha levels to ensure that agni (digestive fire of your body) is improved and working efficiently.



Details of Product:

S No.	Particulars	Details
1)	Name	Dr Piles Free
2)	Ingredients	Kutaj, Arshogna, Nag Keshar, Haritaki, Vaividang, Mochras, Raswat, Bhui Awala, Kajjali, Tamra Bhasm, Lauh Bhasm, Suhaga, Ras Sindoor
3)	Diet Type	Organic/Vegan
4)	Product Form	Powder, Capsule & Oil
5)	Dosage	1 capsule twice a day with water, 2 teaspoonful powder at night after dinner & apply oil to the affected area
6)	Quantity	3 Bottles

Features and Benefits:

- (i) Safe & natural way for treatment of piles (hemorrhoids) at home.
- (ii) Helps you get rid of constipation, one of the causes leading to piles.
- (iii) Gives Relief from Piles naturally and no surgery or laser treatment is needed.
- (iv) It helps to reduce inflammation, itching and burning sensation.

One can browse all the products offered and its details at <https://www.satkartar.co.in/> and <https://skinrange.com/>.

SEGMENT-WISE REVENUE BIFURCATION

(Amount in Thousands except Percentage)

Details	For the period ended December 15, 2024	% of Bifurcation	For the Financial 2023-24	% of Bifurcation	For the Financial 2022-23	% of Bifurcation	For the Financial 2021-22	% of Bifurcation
Specific Problem Led Niche Therapeutic Areas	7,74,805.73	70.90%	8,56,117.21	67.08%	3,90,086.01	47.36%	1,47,720.21	29.38%
Lifestyle Led	3,17,967.10	29.10%	4,18,053.80	32.76%	3,28,607.81	39.90%	2,02,109.90	40.20%
*Spiritual	-	-	2,075.67	0.16%	1,04,938.09	12.74%	1,52,895.84	30.41%
Total Revenue from Products	10,92,772.84	100%	12,76,246.68	100%	8,23,631.91	100%	5,02,725.95	100%

*The company was into spiritual segment and the same has been discontinued from August 2023.

DETAILS OF TOP 10 SELLING PRODUCTS OF OUR COMPANY

For the period ended on December 15, 2024

S No.	Product Name	MRP (In Rupees)	(A) Quantity Sold	*(B) Average Price (In Rupees)	(C) Sale Volume (Amount in thousands)
1.	Kaama Gold	4999	56,059	3600	2,01,810.62
2.	Liv Muztang	9000	30,172	6500	1,96,116.78
3.	Dhurandar Oil	4100	33,340	3600	1,20,021.89
4.	Addiction Killer	3100	31,400	2700	84,777.45
5.	Ayush 82	3999	22,055	3500	77,190.93
6.	Extra Time	3000	25,437	3000	76,308.00
7.	Herbo-365	4999	14,269	4000	57,073.35
8.	Ortho Veda Oil	4999	11,090	3200	35,485.76
9.	Dr. Piles	3100	9,893	2700	26,708.65
10.	Shilajit Gummies	7500	4,971	3200	15,904.60

*The average price of the product (B) has been calculated by dividing Sale Volume (C) by Quantity Sold (A).

For the Financial Year 2023-2024

S No.	Product Name	MRP (In Rupees)	(A) Quantity Sold	*(B) Average Price (In Rupees)	(C) Sale Volume (Amount in thousands)
1.	Kaama Gold	3,200	90,825	2700	2,45,226.24
2.	Addiction Killer	3,100	87,030	2600	2,26,277.06
3.	Liv Muztang	9,000	41,540	4700	1,95,239.97

4.	Ayush 82 Aadved	3,100	50,732	2500	1,26,829.42
5.	Dr Piles Free	3,500	36,593	2500	91,482.43
6.	Dr Madhu Amrit	3,100	28,868	2700	77,942.78
7.	Ortho Veda Oil	4,999	25,176	2700	67,975.22
8.	Herbo-365 (Capsule)	5,000	18,510	2500	46,275.14
9.	Nasha Free	5,000	8,135	2700	21,965.36
10.	Ultimate Hammer	2,200	5,455	2000	10,909.32

*The average price of the product (B) has been calculated by dividing Sale Volume (C) by Quantity Sold (A).

For the Financial Year 2022-2023

S No.	Product Name	MRP (In Rupees)	(A) Quantity Sold	*(B) Average Price (In Rupees)	(C) Sale Volume (Amount in thousands)
1.	Addiction Killer	3,100	58,467	2,500	1,46,167.67
2.	Ortho Veda Oil	4,999	50,806	2,300	1,16,853.34
3.	Liv Muztang	9,000	22,295	4,800	1,07,015.29
4.	Dr Piles Free	3,500	25,818	2,500	64,544.94
5.	Dr Madhu Amrit	3,100	23,435	2,700	63,274.11
6.	Kaama Gold	3,200	21,685	2,700	58,549.27
7.	#DSKD	2,500	15,774	2,500	39,435.79
8.	Ayush 82 Aadved	3,100	9,915	2,700	26,770.68
9.	#Meru Ring	2,100	7,135	2,100	14,983.04
10.	Ultimate Hammer	2,200	5,247	2,000	10,494.26

*The average price of the product (B) has been calculated by dividing Sale Volume (C) by Quantity Sold (A).

#Discontinued.

For the Financial Year 2021-2022

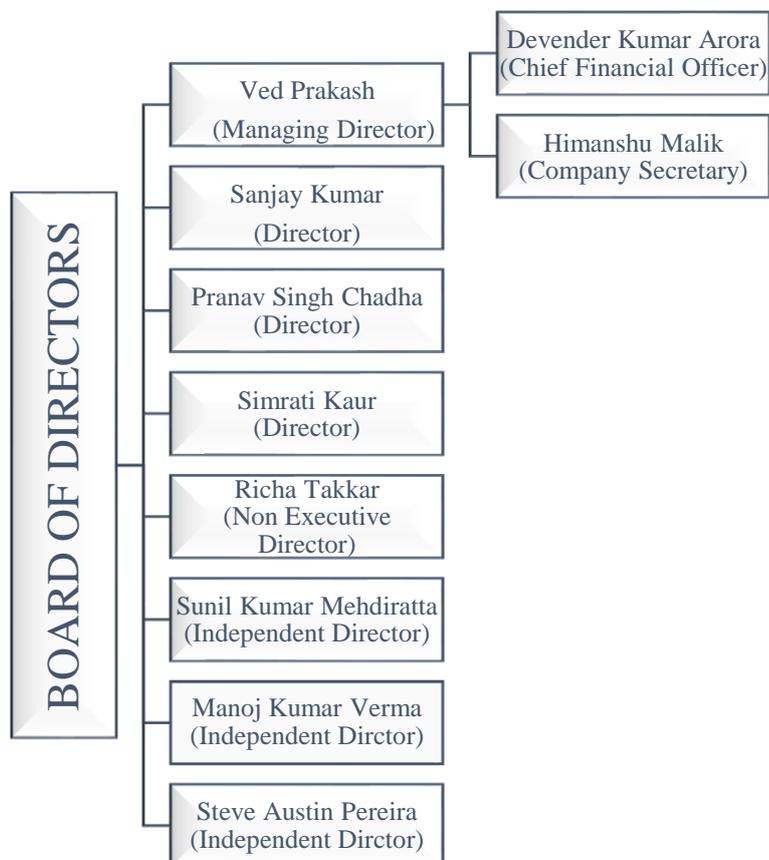
S No.	Product Name	MRP (In Rupees)	(A) Quantity Sold	*(B) Average Price (In Rupees)	(C) Sale Volume (Amount in thousands)
1.	Ortho Veda Oil	4,999	44,833	2,300	1,03,115.04
2.	#Meru Ring	2,499	39,495	2,100	82,939.45
3.	Addiction Killer	3,100	27,616	2,600	71,802.60
4.	Liv Muztang	9,000	9,436	4,800	45,294.71
5.	Dr Piles Free	3,500	17,638	2,500	44,095.75
6.	Dr. Madhu Amrit	3,100	9,492	2,700	25,627.94
7.	Kaama Gold	3,200	8,119	2,700	21,921.21
8.	Ayush 82 Aadved	3,100	6,946	2,500	17,365.57
9.	#BMY	2,700	5,253	2,700	14,182.04
10.	#SDV	3,000	4,799	2,200	10,557.34

*The average price of the product (B) has been calculated by dividing Sale Volume (C) by Quantity Sold (A).

#Discontinued

For details of our products, kindly visit at <https://www.satkartar.co.in/> and <https://skinrange.com/>.

ORAGANISATIONAL STRUCTURE



OUR STRENGTH

1. Emerging brand with PAN India presence.

We operate and ensure availability of our products all over India. In the financial year 2023-2024, majority of our revenue has been sourced from certain cities including 18.44% from Tamil Nadu, 10.38% from Uttar Pradesh, 8.34% from Karnataka, 7.13% is from Andhra Pradesh. Further, we deliver in metropolitan states as well as tier 1 cities, tier 2 and tier 3 cities by engaging delivery partners. The details of Delivery partners are given under the chapter of Our Business on page no. 133 of this Red Herring Prospectus.

2. Asset light Business Model.

We operate on an asset-light model, where the amount of capital invested in business assets is comparatively less than as compared conventional business models. This has helped us in keeping requisite capital handy and allows us to focus on and invest in the areas where we specialize, as well as other important functions such as marketing and customer satisfaction. Furthermore, it has saved us from the threat of market obsolescence and reduced our liquidity risk.

3. Strong Digital Media presence.

In this era of information and technology and easy access to the internet we have a strong social media presence particularly on Google and Meta application. For example, we have around 10+ active YouTube channels where in aggregate we have around 1.3 million subscribers. Some of the YouTube channels are as follows: <https://www.youtube.com/@skinrange> , www.youtube.com/@SKSHORT_VIDEOS ,

<https://www.youtube.com/@naturescare.7106>. This helps us to make people aware of our existence and the products we offer, thereby reaching a wider audience. We also receive lot of inquiries pertaining to products, its usage, process, duration of course etc.

4. Anonymity of Customers.

The products related to personal care and wellness specially when it comes to areas related to Fertility, Erectile Dysfunction is a taboo in India. Despite this it is progressing at such a pace that this market is on the brink of the revolution. Some of it is attributable to education and awareness. However, despite a booming market, lot of consumers specially in India are afraid to talk and consult freely about the issues, product and their after effects they experience. To address this, we offer complete anonymity to our customers by providing discreet or preferred mode of delivery, offline payment options. This helps us a competitive advantage among our peers.

5. In house research and development.

We have our in-house team of research and development consisting of BAMS (Bachelor of Ayurvedic Medicine and Surgery) Doctors who develop the required formula for its production by the Contract Manufacturers. This helps us to manage and monitor the process which is being carried out in development of formulations. It cuts down the reliance on third parties and saves us from the risk of allegations of unethical practices to get the desired formulations. Thus, preventing us from getting our image tarnished.

6. Clinical Trials

We conduct and have conducted successful clinical trials on our products, like Liv Muztang, Dr. Piles Free, Dr Madhu Amrit, to ascertain the efficacy of our products for which we have received reports from **World Journal of Pharmaceuticals Research**. The clinical trial of our drug allows it to have efficacious and sound research background which helps both company as well as customers.

World Journal of Pharmaceuticals Research is an ISO certified international peer reviewed journal for pharmaceutical and medical research and technology.

7. Well Structured Logistics process

Post-manufacturing, the products are shipped to the company's warehouse locations in New Delhi. Products are stored in climate-controlled environments where it is necessary to maintain product integrity. The warehouse management system (WMS) tracks inventory, ensuring that stock levels are accurately monitored and managed. The dispatch is prioritized based on order demands and geographical distribution, ensuring timely delivery.

OUR STRATEGIES

1. **Product line expansion:** We are diversifying our product portfolio and including products related to various health issues such as slimming, hair care, gut health, PCOD (Poly Cystic Ovary Disease), and mental wellness. This expansion is driven by market research and consumer demand, ensuring our offerings remain relevant and appealing to a broader audience. This strategy aims to cater to a larger demographic by balancing premium quality with broader accessibility. By doing so, we extend our reach to diversified health issues while maintaining a high-value proposition. Our company will implement the expansion in following phases:

- a) **Phase 1 (Research and Ideation):** Conduct in-depth market research to identify high-demand products within these categories. Secure partnerships with Ayush certified manufacturers for raw materials and conduct R&D trials.
- b) **Phase 2 (Development and Testing):** Begin R&D formulations based on consumer needs. Engage focus groups to test prototypes, iterating based on feedback.

- c) **Phase 3 (Market Launch):** Plan and execute pilot launches in selected Tier 1 and Tier 2 cities, supported by targeted marketing campaigns.
 - d) **Phase 4 (Scaling and Review):** After successful pilot launches, scale production and distribution to a PAN-India rollout, with regular performance reviews and product adjustments based on sales data.
2. **Community Engagement Initiatives:** We plan to Launch community-focused programs such as Digital Anonymous for addiction and Lifestyle Transformation Community for diabetes. These initiatives aim to build a loyal customer base by offering value beyond products, through support groups, educational content, and interactive platforms. Our company will implement the community engagement in following phases:
 - a) **Phase 1 (Platform Development):** Create digital platforms for both communities, including support groups, webinars, and educational content. Partner with healthcare experts to guide discussions and provide resources.
 - b) **Phase 2 (Community Building):** Launch membership campaigns to onboard users. Hold monthly interactive events and monitor engagement to enhance the user experience.
 - c) **Phase 3 (Growth and Engagement):** Use community feedback to introduce new features, like personalized health plans and in-app consultations. Drive further growth by integrating wellness product recommendations within the community platforms.
 - d) **Phase 4 (Monetization):** Explore subscription models and additional services (such as expert consultations) to monetize these platforms while offering value to users.
3. **Quality Assurance and Control:** Upholding the standards of quality, we ensure that all products meet required testing and certification processes. This includes sourcing ingredients from trusted vendors and adhering to relevant quality control measures both in-house and through third-party experts, reinforcing our commitment to excellence. We practice Quality Controls in the following manner:
 - a. **Sourcing of Raw materials:** We conduct initial vendor checks and establish contacts ensuring consistent supply of raw materials.
 - b. **Ongoing Monitoring:** We have implemented regular quality checks of suppliers and manufacturing contractors to maintain consistency.
4. **Customer-Centric Product Development:** We intend to develop a strong customer feedback and growth team, utilizing customer feedback and market insights to continually refine and develop products. This approach ensures that our offerings are not only premium in quality but also in tune with evolving customer preferences and wellness trends.
5. **Marketing Strategy:** The company employs a robust, multi-channel marketing strategy designed to maximize reach, brand awareness, and sales conversions across various consumer segments. The key components of this strategy include:
 - a) **Integrated Marketing Approach:**
 - a. The company leverages both traditional and digital marketing channels, ensuring broad and targeted reach.
 - b. **TV Advertising:** A significant portion of the company's marketing budget is allocated to television advertising, especially on regional channels that cater to Tier 2 and Tier 3 cities. Time-band strategies are employed to target specific consumer segments based on product categories.
 - c. **Digital Marketing:** The company has a strong presence on Google and Meta Applications. These channels are used to run performance-driven campaigns with a focus on targeted audience segmentation, allowing the company to efficiently reach specific demographics with tailored messaging.

b) Influencer Marketing:

- a. The company collaborates with influencers to build credibility and to reach among consumers which aligns with the brand's values and create authentic content that resonates with potential customers, driving engagement and conversions.
- b. These influencers are carefully chosen based on their ability to connect with the company's target audience, particularly for niche wellness products.

c) Analytics-Driven Campaigns:

- a. The company employs data analytics tools to monitor and optimize all marketing campaigns. This ensures maximum return on ad spend (ROAS) by refining target audiences, messaging, and placement across various channels.
- b. The Google Marketing Head and Meta Marketing Head work closely with the analytics team to ensure that all campaigns are performance-optimized and deliver measurable results. Data insights are continuously used to adjust and improve strategies in real-time.

The Google Marketing Head and Meta Marketing Head are responsible for driving the company's digital marketing efforts on Google and Meta platforms (like Facebook and Instagram etc), respectively. The Google Marketing Head focuses on managing Google Ads, search engine optimization (SEO), and search engine marketing (SEM) strategies to boost website traffic and visibility of our Ayurveda products. Meanwhile, the Meta Marketing Head handles marketing campaigns on Facebook and Instagram, utilizing Meta Ads, sponsored posts, and organic content to increase brand awareness and customer engagement. They also use audience segmentation and customer insights to deliver targeted, personalized marketing aimed at driving conversions and sales. Both roles are integral to enhancing the company's online presence and growing the customer base. They form part of our Marketing Team as mentioned under the head of Human Resource in the chapter Our Business.

d) Performance Marketing

These are results-driven approach to advertising and marketing that focus on measurable outcomes. Utilizing channels such as Search Engine Marketing (SEM), Social Media Advertising, Affiliate Marketing, and Display Advertising, we concentrate on reaching our target customers. The effectiveness of performance marketing lies in its adaptability, measurability, and the ability to tailor strategies to align with specific business objectives.

e) SEO and Content Marketing:

- a. In addition to paid campaigns, the company invests in Search Engine Optimization (SEO) to drive organic traffic to its website. A focus on long-form content related to Ayurvedic wellness, lifestyle improvements, and product benefits helps improve search rankings and visibility.
- b. The company also produces educational content to build consumer awareness around its products, which is distributed via blogs, videos, and email newsletters.

Furthermore, we intend to utilise our proceeds of the issue towards upgraded marketing and advertising as given in the chapter "Objects to the Issue" beginning on page no 79 of this Red Herring Prospectus, as this will increase our market reach across India.

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UTILITIES AND INFRASTRUCTURE FACILITIES

POWER

Our company has normal power requirement so much so to carry out normal office functioning and other related activities. The same is being met through normal meter installed. No extra sanction load is required. We have also installed inverters.

WATER

We have normal water consumption requirement to carry out functioning of office effectively, for drinking, sanitation, and other office related activities, which are fully met by the current facilities installed in the office and by also through private supply.

HUMAN RESOURCE

The success of any business depends upon its employees and customers it is catering to. Since our business is in D2C segment involving formulations, marketing and customer support, we have a pool of different personnel operating under various departments led by the department head. As on November 30, 2024, we have total of 1,122 employees operating under various department describer as below:

DEPARTMENT WISE EMPLOYEE BIFURCATION:

S No.	Particulars	Number of Employees
1.	Directors	4
2.	C Level Management*	20
3.	IT	11
4.	Human Resource	10
5.	Marketing Team	43
6.	Research and Development (BAMS Doctors)	8
7.	Customer Support Staff	965
8.	Accounts	7
9.	Administration	36
10.	Delivery/ Warehouse	18
Total		1,122

*Chief Level which includes all the departmental head.

FINANCIAL ACHIEVEMENTS OF THE COMPANY

(Amount in Thousands)

Particular	For the period ended December 15, 2024	For the period ended 31st March, 2024	For the period ended 31st March, 2023	For the period ended 31st March, 2022
Share Capital	1,15,720.76	28,000.00	7,000.00	7,000.00
Reserves and Surplus	57,093.19	66,333.44	25,748.49	687.12
Net Worth	1,72,813.95	94,333.44	32,748.49	7,687.12
Total Income	10,95,526.38	12,81,096.11	8,29,773.80	5,23,074.50
PAT	58,971.42	63,054.96	25,061.37	13,868.81

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GEOGRAPHICAL WISE REVENUE BIFURCATION

(Amount in Thousands)

S No.	Name of the State	For the period ended December 15, 2024	For the period ended 31st March, 2024	For the period ended 31st March, 2023	For the period ended 31st March, 2022
Domestic					
1)	Andaman & Nicobar Islands	1,656.61	1,040.37	1,505.66	1,977.05
2)	Andhra Pradesh	64,812.42	91,177.91	64,257.22	46,174.47
3)	Arunachal Pradesh	2,212.37	3,754.01	6,317.14	1,724.44
4)	Assam	10,246.81	23,991.45	32,254.20	11,157.33
5)	Bihar	50,897.35	70,881.29	34,252.85	10,032.76
6)	Chandigarh	1,394.21	1,703.55	2,397.67	641.78
7)	Chhattisgarh	31,692.88	32,025.97	21,529.27	4,071.37
8)	Dadra & Nagar Haveli and Daman & Diu	672.51	642.62	660.30	366.11
9)	Delhi	23,551.24	40,071.82	52,412.49	3,956.72
10)	Goa	2,390.38	3,435.76	3,375.12	1,237.76
11)	Gujarat	35,790.64	44,062.44	29,766.31	8,810.99
12)	Haryana	31,136.19	41,277.80	19,298.29	7,795.34
13)	Himachal Pradesh	10,108.96	12,469.70	5,531.50	1,993.31
14)	Jammu & Kashmir	12,024.71	10,103.47	6,302.74	4,815.91
15)	Jharkhand	26,418.09	33,418.39	16,170.20	3,513.06
16)	Karnataka	81,715.18	1,08,632.13	82,132.56	70,437.85
17)	Kerala	9,296.55	9,640.22	15,593.45	16,585.58
18)	Ladakh	784.61	207.82	3,220.85	3.39
19)	Lakshadweep	24.11	2.23	-	18.75
20)	Madhya Pradesh	38,703.29	47,979.43	22,608.14	6,457.86
21)	Maharashtra	93,959.83	1,02,555.19	42,574.82	12,336.59
22)	Manipur	834.25	374.85	2,515.91	574.47
23)	Meghalaya	1,018.59	1,193.44	1,378.33	428.38
24)	Mizoram	328.86	288.35	2,508.61	280.37
25)	Nagaland	890.20	1,084.75	1,384.71	451.03
26)	Odisha	10,269.59	21,495.09	15,735.54	3,873.70
27)	Puducherry	3,327.10	2,947.35	6,470.03	7,638.15
28)	Punjab	38,245.50	33,313.95	14,114.15	8,185.91
29)	Rajasthan	41,265.99	54,536.28	23,317.65	7,294.10
30)	Sikkim	591.63	1,024.43	1,869.45	394.76
31)	Tamil Nadu	2,65,699.28	2,35,946.72	1,86,082.57	193,679.87
32)	Telangana	69,024.60	76,228.28	42,372.87	45,586.70
33)	Tripura	1,006.55	1,437.59	5,252.52	5,029.79
34)	Uttar Pradesh	1,00,377.68	1,32,788.02	34,989.71	12,607.56
35)	Uttarakhand	15,086.36	15,906.46	10,048.30	1,982.29
36)	West Bengal	15,377.73	21,420.15	19,494.42	16,676.83
Export					
37)	United Arab Emirates	-	34.00	-	-
38)	Australia	-	-	-	374.20
39)	Malaysia	-	-	-	12.85
40)	Sri Lanka	-	-	-	4.79
41)	USA	-	-	-	5.00
Total		10,92,832.84	12,79,093.27	8,29,695.53	519,189.18

TOP 10 SUPPLIERS ON THE BASIS OF RESTATED FINANCIAL STATEMENTS

For the period ended on December 15, 2024

(Amount in Thousands)

S No.	Supplier	Amount	% Cost of Material Consumed
1)	Supplier 1	33,146.76	44.73
2)	Supplier 2	13,903.63	18.76
3)	Supplier 3	8,763.67	11.83
4)	Supplier 4	8,030.46	10.84
5)	Supplier 5	3,422.42	4.62
6)	Supplier 6	1,525.54	2.06
7)	Supplier 7	1,222.69	1.65
8)	Supplier 8	1,168.31	1.58
9)	Supplier 9	873.05	1.18
10)	Supplier 10	420.00	0.57
Total		72,476.52	97.81%
Cost of Material Sold		74,097.83	

For Financial Year 2023-2024

(Amount in Thousands)

S No.	Supplier	Amount	% Cost of Material Consumed
11)	Supplier 1	29,837.44	32.23%
12)	Supplier 2	25,996.35	28.08%
13)	Supplier 3	17,178.95	18.56%
14)	Supplier 4	11,223.30	12.12%
15)	Supplier 5	2,407.61	2.60%
16)	Supplier 6	1,936.88	2.09%
17)	Supplier 7	1,523.56	1.65%
18)	Supplier 8	381.88	0.41%
19)	Supplier 9	339.85	0.37%
20)	Supplier 10	243.04	0.26%
Total		91,068.86	98.38%
Cost of Material Sold		92,570.39	

For Financial Year 2022-2023

(Amount in Thousands)

S No.	Supplier	Amount	% Cost of Material Consumed
1)	Supplier 1	15,527.42	31.55%
2)	Supplier 2	8,872.25	18.03%
3)	Supplier 3	7,972.91	16.20%
4)	Supplier 4	4,636.28	9.42%
5)	Supplier 5	2,950.40	5.99%
6)	Supplier 6	2,645.50	5.37%
7)	Supplier 7	2,523.20	5.13%
8)	Supplier 8	2,200.97	4.47%
9)	Supplier 9	1,506.72	3.06%
10)	Supplier 10	186.23	0.38%
Total		49,021.88	99.60%

Cost of Material Sold	49,221.10
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For Financial Year 2021-2022

(Amount in Thousands)

S No.	Supplier	Amount	% Cost of Material Consumed
1)	Supplier 1	13,112.59	29.32%
2)	Supplier 2	7,657.46	17.12%
3)	Supplier 3	7,242.55	16.20%
4)	Supplier 4	6,207.84	13.88%
5)	Supplier 5	3,846.77	8.60%
6)	Supplier 6	3,038.55	6.79%
7)	Supplier 7	1,329.54	2.97%
8)	Supplier 8	619.6	1.39%
9)	Supplier 9	408.65	0.91%
10)	Supplier 10	398.02	0.89%
Total		43,861.57	98.08%
Cost of Material Sold		44,718.94	

Note: The names of Suppliers not disclosed due to confidentiality.

OUR CUSTOMERS

Since we are into D2C business, we supply the products directly to customers without any intermediary/ middlemen. Therefore, our customers are highly fragmented. The details of number of customers are as follows:

S No.	Particular	For the period ended December 15, 2024	Financial Year 2023-24	Financial Year 2022-23	Financial Year 2021-22
1)	Total No. of Customers	3,47,567	4,87,513	3,00,949	2,22,825
2)	Total No of Repeated Customers	28,746	32,780	17,579	18,372
3)	% of Repeated customers	8.27%	6.72	5.84	8.25

MECHANISM TO RESOLVE COMPLAINTS

The Stepwise process of complaints tracking, and their resolution is as follows:

- a) A complaint is raised by the customer through email or call.
- b) After receipt of the complaint, the customer representative/ complaint handler categorizes the complaint based on its nature, such as product-related issues or delivery issues.
- c) The categorised complaints are then forwarded to the concerned executives for resolution.
- d) Further, the company executives conduct a root cause analysis to identify the underlying problems and draw out appropriate solutions and take necessary steps to solve the issue.
- e) The company executives communicate the updates to the customer and offers resolutions such as product replacement or refunds.
- f) The company executives collect customer feedback to ensure their satisfaction

COLLABORATIONS

Our Company has not entered into any collaborations or technical agreements. However, currently we have agreements with 6 manufacturers having manufacturing facility to manufacture, improve, modify the product in accordance with our instructions. Any letter of approval or certificate(s) given by Ministry of Ayush related to formula or product is sole ownership and exclusive property of our Company. Further, it also contains that the manufacturer shall not represent that it has any title or right of ownership to any of the Intellectual Property on such formula or product. In case of termination of such agreement such manufacturing company will return all the confidential information, access to Methodology/ Processes/Ingredients and Packing Material to our company.

CAPACITY UTILIZATION

We are engaged in direct selling of our products to consumer via our D2C website and third party websites, Google and Meta Applications. The manufacturing of our formulations into tangible product is carried out by third party manufacturers having Ayush certifications. Since we do not carry out manufacturing ourselves, this clause, capacity utilisation, is not applicable to us.

COMPETITION

Ayurveda is an emerging industry and is characterised fragmented and have highly competitive market participants. Since we are operating in D2C segment we face tough competition from organised and unorganised players. In order to stay competitive, we explore and develop as per consumer demand and cater not just metropolitan cities but also tier 2 and tier 3 cities.

Some of our competitors are as follows:

- Kerala Ayurveda Ltd
- Jeena Sikho Lifecare Limited

LAND AND PROPERTIES

Following are the details of land and properties used by our company:

S. No.	Address	Usage	Owned/ Rented	Tenure
1.	603, 6th Floor, Mercantile House, KG Marg, New Delhi-110001	Registered Office	Rented	Upto 14.11.2025
2.	UGF of Prop no. 22, Vaishali, Pitampura, Delhi -110034	Customer Support	Rented	Upto 30.06.2025
3.	B7, Second Floor, Front Side, Shankar Garden, Vikaspuri, New Delhi - 110018	Customer Support	Rented	Upto 04.10.2025
4.	B7, Third Floor, Front Side and Fourth Floor Front Porta Cabin, Shankar Garden, Vikaspuri, New Delhi - 110018	Customer Support	Rented	Upto 31.10.2025
5.	A-20, Sector 19, Rohini, Delhi – 110085	Warehouse	Rented	Upto 31.06.2025
6.	Office No. 201, Second Floor, Sarin Sonia Sadan, G-Block Community Centre, Vikas Puri, New Delhi - 110018	Customer Support	Rented	Upto 30.11.2025
7.	G19 & G20, Third Floor, Radha Chambers Plot No. 19, G-Block, Vikaspuri, New Delhi - 110018	Customer Support	Rented	Upto 30.11.2027
8.	Left Portion, Third Floor, Plot No.10, Block-G, Community Centre, Bharti Tower, Vikaspuri, New Delhi-110018	Customer Support	Rented	Upto 30.06.2026

9.	Right Portion, Third Floor, Plot No.10, Block-G, Community Centre, Bharti Tower, Vikaspuri, New Delhi-110018	Customer Support	Rented	Upto 30.06.2026
10.	A-48, 2nd Floor, Sector-2, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301	Customer Support	Rented	Upto 15.01.2027
11.	A-48, 3rd Floor, Sector-2, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301	Customer Support	Rented	Upto 01.12.2027
12.	C6, Third Floor, New Krishna Park Vikas Puri Delhi -110018	Customer Support	Rented	Upto 30.06.2027
13.	B54, First Floor, New Krishna Park, Vikaspuri, New Delhi -110018.	Customer Support	Rented	Upto 30.09.2027
14.	Prop. No. 7C, 3 rd Floor, DLF Industrial Area, Moti Nagar, New Delhi – 110015	Customer Support	Rented	Upto 30.09.2025
15.	Prop. No. 7C, 2 nd Floor, DLF Industrial Area, Moti Nagar, New Delhi – 110015	Customer Support	Rented	Upto 04.11.2025
16.	Prop. No. 109, 1st Floor, Mercantile House, 15 K.G. Road, New Delhi -110001	Customer Support	Rented	Upto 30.11.2029
17.	1008, 10 th Floor, Mercantile House, 15 KG Road, New Delhi -110001	Customer Support	Rented	Upto 31.10.2025
18.	1009, 10 th Floor, Mercantile House, 15 KG Road, New Delhi - 110001	Customer Support	Rented	Upto 31.10.2025
19.	WZ-116, First Floor, Meenakshi Garden, New Delhi (Subhash Nagar)	Customer Support	Rented	Upto 17.05.2028
20.	A9, First Floor, Vikaspuri, New Delhi – 110018	Customer Support	Rented	Upto 02.02.2026
21.	A9, Second Floor, Vikaspuri, New Delhi – 110018	Customer Support	Rented	Upto 04.03.2026
22.	First Floor, D16, Sec 3, Noida – 201301	Customer Support	Rented	Upto 31.10.2025
23.	B7, Second Floor, Back Side, Shankar Garden, Vikaspuri, New Delhi	Customer Support	Rented	Upto 31.12.2027
24.	C26 Nawada Housing Complax New Delhi	Customer Support	Rented	Upto 31.03.2025
25.	B-113, First Floor, Sector 2 Noida 201301	Customer Support	Rented	Upto 01.03.2025
26.	CP-103-105 1st Floor, Mercantile House, KG Marg, New Delhi - 110001	Customer Support	Rented	Upto 30.04.2029
27.	Flat No. 307,3rd Floor, Mercantile House,15 K.G Marg, New Delhi-110001	Customer Support	Rented	Upto 30.04.2027
28.	905, 9th Floor, Mercantile House, KG Marg, New Delhi-110001	Branch Office	Rented	Upto 14.04.2025
29.	R-672, Basement, New Rajender Nagar, New Delhi-110060	Customer Support	Rented	Upto 14.04.2025
30.	Plot No - 9-10 Vipin Garden, New Delhi - 110059	Customer Support	Rented	Upto 25.08.2029
31.	7C Fourth Floor, Moti Nagar, 110015	Customer Support	Rented	Upto 31.07.2025
32.	WZ-150 1st Floor Budhela Village, Vikaspuri, New Delhi-110018	Staff Accommodation	Rented	Upto 14.11.2025
33.	WZ-150 2nd Floor Budhela Village, Vikaspuri, New Delhi-110018	Staff Accommodation	Rented	Upto 14.11.2025
34.	WZ-150 3rd Floor Budhela Village, Vikaspuri, New Delhi-110018	Staff Accommodation	Rented	Upto 14.11.2025

35.	Flat No-76, Site-3 Second Floor, Vikaspuri, New Delhi -110018	Staff Accommodation	Rented	Upto 30.11.2025
36.	Flat No-79,Site-3 Second Floor Vikaspuri New Delhi -110018	Staff Accommodation	Rented	Upto 30.11.2025
37.	Flat No-5 Site-3, Near holy Innocent Public School, Vikaspuri, New Delhi-110018	Staff Accommodation	Rented	Upto 31.05.2025
38.	H. No. Site 2/10 Ground Floor Vikashpuri New Delhi-110018	Staff Accommodation	Rented	Up to 31.03.2025
39.	81-Site-3 Janta Flat Vikashpuri New Delhi-110018	Staff Accommodation	Rented	Upto 24.12.2025
40.	21-Site-3, Ground Floor, Janta Flat, Vikashpuri, New Delhi-110018	Staff Accommodation	Rented	Upto 16.01.2025
41.	House No-482 Sits 1 Ground Floor Vikaspuri New Delhi-110018	Staff Accommodation	Rented	Up to 01.02.2025
42.	WZ-117, 2nd Floor Budhlla Village Vikaspuri, West Delhi-110018	Staff Accommodation	Rented	Upto 30.06.2025
43.	Property No. 97, Ground Floor, Site – 3, Vikas Puri, New Delhi-110018	Staff Accommodation	Rented	Upto 31.07.2025
44.	PG Block Flat No. 84, 2nd Floor Possangi Pur Janakpuri New Delhi -110058.	Staff Accommodation	Rented	Upto 05.03.2025
45.	WZ-1/5A,First Floor,Budhela Village Vikaspuri New Delhi-110018.	Staff Accommodation	Rented	Upto 15.04.2025
46.	KG-3/97, 3rd Floor Near Kerla School Janta Flats Vikashpuri New Delho-110018.	Staff Accommodation	Rented	Upto 03.06.2025
47.	Wz-58-B Third Floor Right Hand side Vikaspuri New Delhi-110018	Staff Accommodation	Rented	Upto 16.05.2025
48.	Flat No -194, Site-3, Vikaspuri, New Delhi – 110018	Staff Accommodation	Rented	Upto 31.08.2025
49.	Flat No.15, First Floor,Site-3,Vikaspuri,New Delhi-110018	Staff Accommodation	Rented	Up to 19.04.2025
50.	House No F-28A ,2 nd Floor Fun Cinema, Sudreshan Park, Moti Nagar, New Delhi - 110015	Staff Accommodation	Rented	Upto 31.03.2025
51.	B-379 2nd Floor Sudarshan Park New Delhi 110015.	Staff Accommodation	Rented	Upto 11.02.2025
52.	B-571 First Floor Sudershan Park New Delhi-110018.	Staff Accommodation	Rented	Upto 03.06.2025
53.	47/11 1st Floor Ashok Nagar Tilak Nagar S.O, West Delhi-110018	Staff Accommodation	Rented	Upto 16.04.2025
54.	47/11 2nd Floor Ashok Nagar Tilak Nagar S.O, West Delhi-110018	Staff Accommodation	Rented	Upto 16.04.2025
55.	A-7, 1st Floor Manak Vihar Tandoor Chowk Tilak Nagar New Delhi.	Staff Accommodation	Rented	Upto 05.03.2025
56.	H.N 43, 3Rd Floor Tihar Village Delhi - 110018.	Staff Accommodation	Rented	Upto 02.04.2025
57.	WZ 26 B 2nd floor Tihar Village, Tilak Nagar, New Delhi – 110018.	Staff Accommodation	Rented	Upto 04.04.2025
58.	B 18, 2nd Floor Manak Vihar New Delhi 110018.	Staff Accommodation	Rented	Upto 04.04.2025

59.	C-190/1, Fourth Floor, New Ashok Nagar, Delhi-110096.	Staff Accommodation	Rented	Upto 31.03.2025
60.	WZ-96 A Third Floor Possingipur Village New Delhi-110058	Staff Accommodation	Rented	Upto 15.06.2025
61.	House No-127 Ground Floor, PG Block, Near Possangipur Jankpuri West Delhi - 110058	Staff Accommodation	Rented	Upto 19-06.2025
62.	Flat No-14 Janta Flats Site-3 Vikaspuri New, Delhi-110018	Staff Accommodation	Rented	Upto 22.08.2025
63.	H. No. P.75, Third Floor Pandav Nagar, Mayur Vihar Phase-1 Delhi-110091	Staff Accommodation	Rented	Upto 26.11.2025
64.	55/21, Ashok Nagar New Delhi-110018	Staff Accommodation	Rented	Upto 26.10.2025
65.	Wz-122/7 A, Meenakshi Garden, Tilak Nagar Near Subhash Nagar Metro Station, Delhi-110018.	Staff Accommodation	Rented	Upto 23.01.2025
66.	Site-3/27, Ground Floor, Vikaspuri New Delhi -110018	Staff Accommodation	Rented	Upto 25.07.2025
67.	WZ-49-B, First Floor, Back Side, Left Side, Village Budhella Vikaspuri, New Delhi-110018	Staff Accommodation	Rented	Upto 26.04.2025
68.	Site-2 House Number -70, Vikas Puri New Delhi-110018.	Staff Accommodation	Rented	Upto 19.04.2025
69.	Flat No. 631 EPDP Dakshinayan Apartment, Sector-4, Dwarka, New Delhi - 110075	Staff Accommodation	Rented	Upto 30.07.2025
70.	584, 1st Floor Site-1, Vikas Puri, New Delhi-110018.	Staff Accommodation	Rented	Upto 15.06.2025
71.	48/16, Third Floor Near Arya Samaj Mandir Ashok Nagar New Delhi-110018,	Staff Accommodation	Rented	Upto 25.06.2025
72.	WZ-68A SP Mukhrjee Park, Tilak Nagar New Delhi-110018.	Staff Accommodation	Rented	Upto 07.05.2025
73.	WZ-131 Uper 3rd Floor Front Facing Meenakshi Garden Tilak Nagar west delhi-110018	Staff Accommodation	Rented	Upto 12.04.2025
74.	Ed-62, Plot Bearing No.23, Upper Ground Floor, Left Side, Block-Ed, New Ashok Nagar, Delhi-110096	Staff Accommodation	Rented	Upto 09.07.2025
75.	First floor, of Property Bearing No. B-12, Old Plot No.76-A New Ashok Nagar, delhi-110096.	Staff Accommodation	Rented	Up to 09.07.2025
76.	A-381, 2 nd Floor, New Ashok Nagar Delhi-110096	Staff Accommodation	Rented	Up to 09.07.2025
77.	A-381, 3 rd Floor, New Ashok Nagar Delhi-110096	Staff Accommodation	Rented	Up to 09.07.2025
78.	262, Ground Floor, Site-1, Vikash Puri, New Delhi-110018	Staff Accommodation	Rented	Upto 19.07.2025
79.	B-571. 3rd Floor, Sudershan Park, New Delhi - 110018	Staff Accommodation	Rented	Upto 04.08.2025

80.	E 129, Room No. 9, Right Portion, Mohammad Pur, RK Puram, New Delhi – 110066	Staff Accommodation	Rented	Upto 15.08.2025
81.	3rd Floor, B-540 Sudarshan Park, New Delhi - 110015	Staff Accommodation	Rented	Upto 30.08.2025
82.	Flat No. 55, Site-1, Ground Floor, Vikas Puri New Delhi-110018	Staff Accommodation	Rented	Upto 07.09.2025
83.	G/F WZ-15-A, Old No. H.Near Pole Right Portion Of New H.NO. 23, Vill Budhella, New Delhi - 110018	Staff Accommodation	Rented	Upto 11.10.2025
84.	52 & 53, Ground Floor, N Block Galli no-5 Vijay Vihar Uttam Nagar New Delhi-110059	Staff Accommodation	Rented	Upto 25.09.2025
85.	A-421, New Ashok Nagar, Delhi-91	Staff Accommodation	Rented	Upto 16.09.2025
86.	WZ-49-B, Back Side Right Portion 3rd Floor, Budella Village Vikashpuri -110018	Staff Accommodation	Rented	Upto 01.09.2025
87.	Plot No.49/D S/F Back Side, Village Bodella, Vikashpuri Delhi -110018	Staff Accommodation	Rented	Upto 09.10.2025
88.	Plot No.49/D 4th Floor, Village Bodella, Vikashpuri Delhi -110018	Staff Accommodation	Rented	Upto 14.10.2025

INSURANCE

As on the date of this Red Herring Prospectus, we have taken following insurances the details of which is given as below:

(Amount in Thousands)

S No.	Insurer	Policy No.	Description of Property Insured	Validity	Sum Insured/ IDV
1.	Tata AIG General Insurance Company Limited	62015609440100	Motor Vehicle	June 03, 2025	21,375.00
2.	Tata AIG General Insurance Company Limited	62032637780000	Motor Vehicle	OD – September 08, 2025 TP - September 08, 2025	1,729.00
3.	ICICI Lombard General Insurance	3001/HA-100773504/00/000	Motor Vehicle	TP: October 13, 2026	1,290.01
4.	Tata AIG General Insurance Company Limited	62005625550200	Motor Vehicle	OD – August 28, 2025 TP - August 28, 2025	623.30
5.	Tata AIG General Insurance Company Limited	62005625340200	Motor Vehicle	OD – September 01, 2025	623.30

				TP - September 01, 2025	
6.	Tata AIG General Insurance Company Limited	62003987140200	Motor Vehicle	June 19,2025	311.96
7.	ICICI Lombard	1016/325169507/00/000	Furniture, Fixture and Fittings; Electrical and Electronic Equipment and General Goods.	January 11, 2025	1,026.00
8.	ICICI Lombard	4002/325169533/00/000	Furniture, Fixture and Fittings; Electrical and Electronic Equipment and General Goods.	January 11, 2025	1,026.00
9.	HDFC ERGO General Insurance Company Limited	2302203416039401000	Motor Vehicle	June 13, 2025	-
10.	ICICI Lombard	1016/250464859/02/000	Warehouse	June 21 ,2025	3,500.00
11.	ICICI Lombard	4002/250464860/02/000	Warehouse	June 21, 2025	3,500.00
12.	Kotak General Insurance	4888066200	Motor Vehicle	OD – October 13, 2025	1,295.00
13.	ICICI Lombard	3005/358466112/00/000	Motor Vehicle	August 30, 2025	36.5
14.	Kotak General Insurance	4208221700	Motor Vehicle	February 15, 2025	560.00
15.	Reliance General Insurance	994092423740019370	Motor Vehicle	December 01, 2025	1,305.30
16.	HDFC ERGO General Insurance Company Limited	2302 2069 5697 0500 001	Motor Vehicle	December 02, 2025	5,911.54

INTELLECTUAL PROPERTY

As on the date of this Red Herring Prospectus, some of the trademarks whether device or word mark are registered/ objected in the name of the company under the Trademark Act, 1999. However, some of the trademarks have been licensed (temporary transferred) to the company from its promoters. The details of the marks are as under:

- Trademark consisting of device/word registered or filed in the name of the *Sat Kartar Shopping Private Limited*.

S. No.	Trademark Name	Trademark/ Wordmark	Date of Application	Application Number	Class	Current Status	Reason for Objections
1.	Dr. Madhu Amrit		08/04/2020	4486004	05	Registered	N.A.
2.	Health SKinRange	Wordmark	24/12/2018	4036036	35	Registered	N.A.
3.	Liv Muztang	Wordmark	23/01/2019	4065257	35	Registered	N.A.

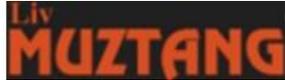
4.	Marco Edu		23/07/2018	3895021	41	Registered	N.A.
5.	SK Sarthi		04/09/2018	3934948	41	Registered	N.A.
6.	8848	8848	03/02/2019	4085522	35	Registered	N.A.
7.	Kama gold		07/05/2019	4169354	35	Registered	N.A.
8.	Sat Kartar		04/09/2018	3934946	35	Registered	N.A.
9.	Nari Jeevan Jyoti		04/09/2018	3934949	35	Registered	N.A.
10.	Dr. Madhu Amrit		28-09-2018	3958818	35	Registered	N.A.
11.	Power Booster Mustang		06/09/2018	3937015	35	Objected	S 11 (1) & S 9 (1) (a)
12.	Sampoorna Arogya		04/09/2018	3934947	35	Refused	
13.	Dr. Madhu Amrit Plus	Wordmark	26/02/2014	2687086	5	Abandoned	
14.	8848ADDICTIONKILLER		19/08/2019	4268455	5	Abandoned	
15.	SK		26/04/2023	5910440	99	Abandoned	
16.	SKADDICTIONKILLER		19/08/2019	4268456	5	Abandoned	
17.	ADDICTION KILLER		23/07/2018	3895022	35	Refused	

18.	Dr. Sugar Free DIABETES CARE		02/08/2019	4254610	35	Refused	
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Note: The application for change of name of the company in trademarks owned by the Company has been made.

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Trademark consisting of device/word registered or filed in the name of the *Sat Kartar Shopping Ltd.*

Sl. No.	Trademark Name	Trademark/ Wordmark	Date of Application	Application Number	Class	Current Status	Reason for Objection
1.	8E Herbs	Wordmark	12/01/2024	6257189	35	Registered	N.A.
2.	Vitalyx	Wordmark	12/01/2024	6257190	5	Opposed	Opposed by M/s Pharmasynth Formulations Ltd. for using the Mark "VITALYX"
3.	Vitalyx	Wordmark	4. 12/01/2024	6257191	35	Accepted & Advertised	N.A.
5.	Elemantra	Wordmark	12/01/2024	6257195	35	Registered	N.A.
6.	Nari Jeevan Jyoti		06/02/2024	6288678	44	Opposed	Opposed by M/s Ace Impex, for using the Mark "NAARI"
7.	Liv Muztang	Wordmark	06/02/2024	6288668	44	Registered	N.A.
8.	Aadved Sampoorna Arogya	Wordmark	02/04/2024	6367752	5	Opposed	Opposed by Marico Limited.
9.	Dr. Madhu Amrit	Wordmark	08/04/2024	6378015	5	Accepted & Advertised	N.A.
10.	Dr. Madhu Amrit	Wordmark	08/04/2024	6378016	35	Accepted & Advertised	N.A.
11.	Dr. Madhu Amrit	Wordmark	08/04/2024	6378014	44	Accepted & Advertised	N.A.
12.	Mustang(Logo)		26/04/2023	5910449	5	Objected	S 11 (1)
13.	Mustang(word)	Wordmark	26/04/2023	5910456	5	Objected	S 11 (1)
14.	Liv Muztang		26/04/2023	5910445	5	Objected	Other Objection/Requirement/Conditions/Restrictions
15.	Liv Muztang		26/04/2023	5910458	5	Objected	S 11 (1)

16.	8849		26/04/2023	5910451	5,35	Objected	S 9 (1) (a)
17.	8E Herbs	Wordmark	12/01/2024	6257188	5	Accepted & Advertised	N.A.
18.	herbiHeal	Wordmark	12/01/2024	6257192	5	Objected	S 11 (1)
19.	herbiHeal	Wordmark	12/01/2024	6257193	35	Accepted & Advertised	N.A.
20.	Elemantra	Wordmark	12/01/2024	6257194	5	Accepted & Advertised	N.A.
21.	Nari Jeevan Jyoti		06/02/2024	6288679	5	Objected	S 11 (1) & Other Objection/Requirement/Conditions/Restrictions
22.	Dr. Madhu Amrit		06/02/2024	6288680	44	Objected	S 11 (1), S 9 (1) (a) & Other Objection/Requirement/Conditions/Restrictions
23.	SK Sarthi		06/02/2024	6288681	44	Accepted & Advertised	N.A.
24.	SK Sarthi		06/02/2024	6288682	5	Accepted & Advertised	N.A.
25.	SK Sarthi		06/02/2024	6288683	3	Objected	Other Objection/Requirement/Conditions/Restrictions
26.	SK Sarthi		06/02/2024	6288684	35	Objected	S 11 (1) & Other Objection/Requirement/Conditions/Restrictions



27.	8848	Wordmark	06/02/2024	6288685	5	Objected	S 11 (1)
28.	8848	Wordmark	06/02/2024	6288686	3	Objected	S 11 (1) & Other Objection/Requirement/Conditions/Restrictions
29.	8848	Wordmark	06/02/2024	6288687	44	Accepted	N.A.
30.	Health SKinRange	Wordmark	06/02/2024	6288665	44	Objected	S 9 (1) (a)
31.	Health SKinRange	Wordmark	06/02/2024	6288666	5	Objected	S 9 (1) (a)
32.	Health SKinRange	Wordmark	06/02/2024	6288667	3	Objected	S 11 (1) & Other Objection/Requirement/Conditions/Restrictions
33.	Liv Muztang	Wordmark	06/02/2024	6288669	5	Registered	N.A.
34.	Kaama Gold		06/02/2024	6288670	44	Accepted & Advertised	N.A.
35.	Kaama Gold		06/02/2024	6288671	5	Objected	S 11 (1) & Other Objection/Requirement/Conditions/Restrictions
36.	Kaama Gold		06/02/2024	6288672	3	Objected	S 11 (1) & Other Objection/Requirement/Conditions/Restrictions
37.	Sat Kartar		06/02/2024	6288673	44	Registered	N.A.
38.	Sat Kartar		06/02/2024	6288674	5	Accepted & Advertised	N.A.

39.	Sat Kartar		06/02/2024	6288675	3	Objected	Other Objection/Requirement/Conditions/Restrictions
40.	Aadved RogNivarak	Wordmark	02/04/2024	6367753	5	Objected	S 11 (1)
41.	Ortho Aadved		06/09/2021	5119807	5	Accepted & Advertised	N.A.
42.	Shaithilya	Wordmark	06/02/2024	6288689	44	Objected	S 9 (1) (a)
43.	Aadved Adivasi Hair Oil		16/08/2021	5090013	5	Abandoned	N.A.

- Trademark consisting of device/word registered or filed in the name of the *Ajooni Wellness Private Limited*, Promoter of the Company.

Trademark Name	Trademark/ Wordmark	Date of Application	Application Number	Class	Current Status	Object
Ajooni Wellness	Wordmark	14/06/2023	5978967	35	Objected	S 11 (1)
Ajooni Wellness	Wordmark	14/06/2023	5978968	3	Objected	S 11 (1)
Ajooni Wellness	Wordmark	14/06/2023	5978969	5	Objected	S 11 (1)
SK Turbo Treats	Wordmark	14/06/2023	5978976	5	Objected	S 11 (1)
vajara 44		31/05/2023	5960147	5	Objected	S 11 (1)
POWER ROOTZ		06/11/2023	6176540	5	Registered	N.A.
POWER ROOTZ		06/11/2023	6176541	35	Registered	N.A.
SatKartar		26/04/2023	5910438	5,35	Objected	S 9 (1) (a)
Ajooni		26/04/2023	5910464	5,35	Objected	S 11 (1)
Ajooni	Wordmark	22/05/2023	5946483	5,35	Objected	S 11 (1)



SK Mystic	Wordmark	26/07/2023	6038230	45	Objected	S 11 (1)
PRANAVITALS	Wordmark	20/03/2024	6355214	5	Registered	N.A.
Cold Bare	Wordmark	30/04/2024	6410827	5	Objected	S 11 (1)
Cold Bare	Wordmark	30/04/2024	6410828	35	Accepted & Advertised	
Aᱤᱴᱤᱨᱫᱷᱟᱴᱚᱨ	Aᱤᱴᱤᱨᱫᱷᱟᱴᱚᱨ	13/02/2024	6301297	5	Opposed	Opposed by M/s Kewal Kiran Clothing Ltd for using the Mark "Killer".
Aᱤᱴᱤᱨᱫᱷᱟᱴᱚᱨ	Aᱤᱴᱤᱨᱫᱷᱟᱴᱚᱨ	13/02/2024	6301298	35	Opposed	Opposed by M/s Kewal Kiran Clothing Ltd for using the Mark "Killer".
Nini Baba Nini	Wordmark	21/02/2024	6312297	5	Opposed	Opposed by M/s Dharampal Premchand Limited
Lalla Lalla Lori	Wordmark	21/02/2024	6312298	5	Registered	N.A.
Piles Upchar	Wordmark	30/05/2024	6457672	5	Formalities Chk Pass	N.A.
Piles Upchar	Wordmark	30/05/2024	6457673	35	Formalities Chk Pass	N.A.
Aadved Sleep	Wordmark	05/08/2024	6559737	5	Formalities Chk Pass	N.A.
POWER ROOTZ	Wordmark	05/10/2024	6656177	5	Accepted & Advertised	N.A.
Aadved Slim Herbs	Wordmark	26/09/2024	6643407	5	Formalities Chk Pass	N.A.
Fort of Hammer	Wordmark	06/11/2024	6698793	5	Formalities Chk Pass	N.A.

- Trademark consisting of device/word registered or filed in the name of the, *Mr. Manprit Singh Chadha*, Promoter of the Company.

Trade Mark Name	Trademark/ Wordmark	Date of Application	Application Number	Class	Current Status	Reason for Objection
AadVed	Wordmark	07-10-2020	4692059	35	Registered	N.A.
Macamo	Device	24-12-2021	5260298	5	Registered	N.A.
Veda Bay	Wordmark	15-03-2021	4904819	5	Registered	N.A.
Aadved	Wordmark	07-10-2020	4691160	5	Registered	N.A.
Aadved	Wordmark	07-02-2024	6290471	44	Registered	N.A.
Vedabay	Wordmark	07-02-2024	6290472	44	Registered	N.A.
Macamo	Device	07-02-2024	6290473	44	Registered	N.A.
A'adved Adivasi Hair Oil	Device	24-12-2021	5260273	5	Opposed	Opposed by Mr. Shiv Verma for using the Mark "Adivasi Hair Oil"
Sandy Rx	Device	04-08-2022	5558027	5	Accepted & Advertised	N.A.
M9	Device	17-02-2021	4866424	3	Objected	S 11 (1)
Macamo	Device	07-02-2024	6290467	35	Advertised bef acc	N.A.
Macamo	Device	07-02-2024	6290468	3	Accepted & Advertised	N.A.
Vedabay	Wordmark	07-02-2024	6290469	3	Objected	S 11 (1) & Other Objection/Requirement/Conditions/Restrictions



Vedabay	Wordmark	07-02-2024	6290470	35	Objected:	S 11 (1) & Other Objection/Requirement/Conditions/Restrictions
Poshan Plus		24/12/2021	5260336	5	Refused	N.A.
SAKHT LAUNDA		12/05/2022	5445313	5	Refused	N.A.
SK A-iction Killer		22/04/2020	4490349	5	Abandoned	N.A.

Note:

- 1. The objection is raised under S 11 (1) of the Trade Marks Act, 1999, as the mark is identical with or similar to earlier marks in respect of identical or similar description of goods or services and because of such identity or similarity there exists a likelihood of confusion on the part of the public.*
- 2. The objection is raised under S 9(1) (a) of the Trade Marks Act 1999, as the mark is a non-distinctive and as such it is not capable of distinguishing the services of one person from those of others.*
- 3. Other objection or requirement may include that the applicant is required to submit relevant supporting documents bearing the applied mark (e.g. Bills, Invoices etc.) from the User Date to its continuous use in support of the User Affidavit as per the User Claim as per Trade Mark Rules, 2017.*

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DOMAIN DETAILS

As on the date of this Red Herring Prospectus, we own following domains, the details of which is given hereunder below: -

S No.	Domain Name and ID	Sponsoring Registrar & ID	Create Date	Expiration Date	Status
1	8848cart.com	GoDaddy_77860739	07-04-2021	07-04-2025	Active
2	aadved.com	GoDaddy_77860739	03-09-2020	03-09-2025	Active
3	aadved.in	GoDaddy_77860739	25-04-2023	25-04-2025	Active
4	aadveddardnashakpainoil.com	GoDaddy_77860739	23-06-2023	23-06-2025	Active
5	addiction-killer.com	GoDaddy_77860739	07-03-2017	07-03-2025	Active
6	addiction-quit.com	GoDaddy_77860739	11-01-2018	11-01-2025	Active
7	addictionkiller.co.in	GoDaddy_77860739	28-07-2016	28-07-2025	Active
8	addictionkiller.in	GoDaddy_77860739	28-07-2016	28-07-2025	Active
9	addictionkiller.org	GoDaddy_77860739	20-12-2021	20-12-2025	Active
10	andosworld.com	GoDaddy_77860739	12-12-2015	12-12-2025	Active
11	anmolayur.com	GoDaddy_77860739	04-11-2022	04-11-2026	Active
12	anmolayur.in	GoDaddy_77860739	04-11-2022	04-11-2026	Active
13	anmolherb.com	GoDaddy_77860739	03-11-2022	03-11-2026	Active
14	anmolherb.in	GoDaddy_77860739	03-11-2022	03-11-2026	Active
15	anmolherbs.com	GoDaddy_77860739	03-11-2022	03-11-2026	Active
16	anmolherbs.in	GoDaddy_77860739	03-11-2022	03-11-2026	Active
17	ayurmedicos.com	GoDaddy_77860739	24-05-2023	24-05-2025	Active
18	ayush82aadved.com	GoDaddy_77860739	01-07-2023	01-07-2025	Active
19	care4u.in	GoDaddy_77860739	04-08-2023	04-08-2025	Active
20	dhurandarjointpainoil.com	GoDaddy_77860739	23-06-2023	23-06-2025	Active
21	drkamlesh.in	GoDaddy_77860739	31-05-2023	31-05-2025	Active
22	drmadhuamrit.co.in	GoDaddy_77860739	28-07-2016	28-07-2025	Active
23	drmadhuamrit.com	GoDaddy_77860739	28-07-2016	28-07-2025	Active
24	drmadhuamrit.in	GoDaddy_77860739	28-07-2016	28-07-2025	Active
25	drmadhuamrit.net	GoDaddy_77860739	28-07-2016	28-07-2025	Active
26	drmadhuamrit.org	GoDaddy_77860739	28-07-2016	28-07-2025	Active
27	drmanshi.in	GoDaddy_77860739	05-07-2023	05-07-2025	Active
28	healher.in	GoDaddy_77860739	20-04-2022	20-04-2025	Active
29	healthnewz.in	GoDaddy_77860739	11-11-2021	11-11-2026	Active
30	healthskinrange.com	GoDaddy_77860739	25-04-2023	25-04-2025	Active
31	healthskinrange.in	GoDaddy_77860739	25-04-2023	25-04-2025	Active
32	heartvrsbrain.com	GoDaddy_77860739	29-04-2018	29-04-2025	Active
33	keytohealthylife.org	GoDaddy_77860739	11-07-2016	11-07-2025	Active
34	kirbeauty.in	GoDaddy_77860739	18-04-2023	18-04-2025	Active
35	livmuztang.club	GoDaddy_77860739	07-09-2021	07-09-2025	Active
36	livmuztang.com	GoDaddy_77860739	03-02-2021	03-02-2025	Active
37	livmuztang.in	GoDaddy_77860739	20-03-2021	20-03-2025	Active
38	liv-muztang.com	GoDaddy_77860739	28-05-2024	28-05-2025	Active
39	livmuztang.asia	GoDaddy_77860739	28-05-2024	28-05-2025	Active
40	livmuztang.blog	GoDaddy_77860739	28-05-2024	28-05-2025	Active
41	livmuztang.co	GoDaddy_77860739	28-05-2024	28-05-2025	Active

42	livmuztang.co.in	GoDaddy_77860739	28-05-2024	28-05-2027	Active
43	livmuztang.info	GoDaddy_77860739	28-05-2024	28-05-2025	Active
44	livmuztang.life	GoDaddy_77860739	28-05-2024	28-05-2025	Active
45	livmuztang.live	GoDaddy_77860739	28-05-2024	28-05-2025	Active
46	livmuztang.online	GoDaddy_77860739	28-05-2024	28-05-2025	Active
47	livmuztang.org	GoDaddy_77860739	28-05-2024	28-05-2029	Active
48	livmuztang.services	GoDaddy_77860739	28-05-2024	28-05-2025	Active
49	livmuztang.shop	GoDaddy_77860739	28-05-2024	28-05-2025	Active
50	livmuztang.site	GoDaddy_77860739	28-05-2024	28-05-2025	Active
51	livmuztang.store	GoDaddy_77860739	28-05-2024	28-05-2025	Active
52	livmuztang.net	GoDaddy_77860739	28-05-2024	28-05-2025	Active
53	livmuztang.world	GoDaddy_77860739	28-05-2024	28-05-2025	Active
54	m9haircolorshampoo.com	GoDaddy_77860739	03-04-2021	03-04-2025	Active
55	m9haircolorshampoo.in	GoDaddy_77860739	03-04-2021	03-04-2025	Active
56	macamo.co.in	GoDaddy_77860739	05-07-2023	05-07-2025	Active
57	macamo.in	GoDaddy_77860739	23-11-2021	23-11-2026	Active
58	macamo.store	GoDaddy_77860739	05-07-2023	05-07-2025	Active
59	manpowerbooster.com	GoDaddy_77860739	02-03-2019	02-03-2025	Active
60	mustangcapsule.com	GoDaddy_77860739	22-02-2023	22-02-2025	Active
61	mustangcapsule.in	GoDaddy_77860739	22-02-2023	22-02-2025	Active
62	mustangplus.in	GoDaddy_77860739	22-02-2023	22-02-2025	Active
63	myskworld.com	GoDaddy_77860739	23-08-2016	23-08-2025	Active
64	narijeevanjyoti.com	GoDaddy_77860739	12-10-2018	12-10-2026	Active
65	naturalherbs4u.com	GoDaddy_77860739	16-06-2023	16-06-2025	Active
66	nirogayurved.com	GoDaddy_77860739	29-03-2022	29-03-2025	Active
67	originalmustang.in	GoDaddy_77860739	22-02-2023	22-02-2025	Active
68	originalmustangcapsule.com	GoDaddy_77860739	22-02-2023	22-02-2025	Active
69	originalmustangcapsule.in	GoDaddy_77860739	22-02-2023	22-02-2025	Active
70	pinkishpleasure.com	GoDaddy_77860739	08-06-2016	08-06-2025	Active
71	poshan-plus.com	GoDaddy_77860739	30-08-2022	30-08-2025	Active
72	poshan-plus.in	GoDaddy_77860739	30-08-2022	30-08-2025	Active
73	powerrootz.com	GoDaddy_77860739	05-10-2023	05-10-2026	Active
74	powerrootz.in	GoDaddy_77860739	05-10-2023	05-10-2026	Active
75	quit-addiction.com	GoDaddy_77860739	07-03-2017	07-03-2025	Active
76	sakhtlaunda.in	GoDaddy_77860739	04-05-2022	04-05-2025	Active
77	sakhtlaundaa.com	GoDaddy_77860739	09-04-2021	09-04-2025	Active
78	sampoornaarogya.com	GoDaddy_77860739	29-08-2018	29-08-2025	Active
79	sandyrx.in	GoDaddy_77860739	30-05-2022	30-05-2025	Active
80	sanjivaniyogone.com	GoDaddy_77860739	04-02-2023	04-02-2025	Active
81	sat-kartar.com	GoDaddy_77860739	16-12-2023	16-12-2025	Active
82	satkartar.asia	GoDaddy_77860739	16-12-2023	16-12-2025	Active
83	satkartar.blog	GoDaddy_77860739	16-12-2023	16-12-2025	Active
84	satkartar.cloud	GoDaddy_77860739	16-12-2023	16-12-2025	Active
85	satkartar.club	GoDaddy_77860739	16-12-2023	16-12-2025	Active
86	satkartar.co	GoDaddy_77860739	16-12-2023	16-12-2025	Active
87	satkartar.digital	GoDaddy_77860739	16-12-2023	16-12-2025	Active
88	satkartar.in	GoDaddy_77860739	04-10-2014	04-10-2027	Active

89	satkartar.info	GoDaddy_77860739	16-12-2023	16-12-2025	Active
90	satkartar.life	GoDaddy_77860739	16-12-2023	16-12-2025	Active
91	satkartar.live	GoDaddy_77860739	16-12-2023	16-12-2025	Active
92	satkartar.me	GoDaddy_77860739	16-12-2023	16-12-2025	Active
93	satkartar.one	GoDaddy_77860739	16-12-2023	16-12-2025	Active
94	satkartar.org	GoDaddy_77860739	16-12-2023	16-12-2025	Active
95	satkartar.services	GoDaddy_77860739	16-12-2023	16-12-2025	Active
96	satkartar.shop	GoDaddy_77860739	16-12-2023	16-12-2025	Active
97	satkartar.store	GoDaddy_77860739	16-12-2023	16-12-2025	Active
98	satkartar.today	GoDaddy_77860739	16-12-2023	16-12-2025	Active
99	satkartar.world	GoDaddy_77860739	16-12-2023	16-12-2025	Active
100	satkartarcrm.com	GoDaddy_77860739	25-02-2023	25-02-2025	Active
101	satkartarsglobal.com	GoDaddy_77860739	13-07-2018	13-07-2025	Active
102	shafakhana.in	GoDaddy_77860739	28-10-2021	28-10-2025	Active
103	shilajitgummies.com	GoDaddy_77860739	11-05-2023	11-05-2025	Active
104	shilajitgummies.in	GoDaddy_77860739	11-05-2023	11-05-2025	Active
105	sk8848.com	GoDaddy_77860739	07-04-2021	07-04-2025	Active
106	sk8848.in	GoDaddy_77860739	31-05-2022	31-05-2027	Active
107	sk8849.com	GoDaddy_77860739	06-12-2022	06-12-2025	Active
108	skak.life	GoDaddy_77860739	12-09-2020	12-09-2025	Active
109	skakfoundation.com	GoDaddy_77860739	23-10-2023	23-10-2026	Active
110	skalways.com	GoDaddy_77860739	19-08-2015	19-08-2025	Active
111	skayur.in	GoDaddy_77860739	03-03-2023	03-03-2025	Active
112	skdigitalstudios.com	GoDaddy_77860739	10-01-2022	10-01-2025	Active
113	skforall.com	GoDaddy_77860739	23-08-2016	23-08-2025	Active
114	skinrange.com	GoDaddy_77860739	26-02-2014	26-02-2025	Active
115	sks8848.com	GoDaddy_77860739	06-12-2022	06-12-2025	Active
116	skshopping.co.in	GoDaddy_77860739	26-06-2012	26-06-2029	Active
117	skshopstop.com	GoDaddy_77860739	27-09-2017	27-09-2025	Active
118	skturbotreat.com	GoDaddy_77860739	04-07-2023	04-07-2025	Active
119	skturbotreat.in	GoDaddy_77860739	05-07-2023	05-07-2025	Active
120	skturbotreats.com	GoDaddy_77860739	03-07-2023	03-07-2025	Active
121	skturbotreats.in	GoDaddy_77860739	03-07-2023	03-07-2025	Active
122	skwellness.co.in	GoDaddy_77860739	08-12-2023	08-12-2025	Active
123	talkhealthnow.com	GoDaddy_77860739	11-08-2017	11-08-2025	Active
124	thesatkartar.com	GoDaddy_77860739	16-12-2023	16-12-2025	Active
125	vajra44.com	GoDaddy_77860739	02-05-2023	02-05-2025	Active
126	vajra44.in	GoDaddy_77860739	02-05-2023	02-05-2025	Active
127	vedabay.com	GoDaddy_77860739	15-02-2021	15-02-2025	Active
128	vedabay.in	GoDaddy_77860739	15-02-2021	15-02-2025	Active
129	vedamritam.com	GoDaddy_77860739	16-02-2021	16-02-2025	Active
130	vedamritam.in	GoDaddy_77860739	16-02-2021	16-02-2025	Active
131	vedamritamgulf.com	GoDaddy_77860739	03-06-2023	03-06-2025	Active
132	asificare.com	GoDaddy_77860739	26-12-2023	26-12-2025	Active
133	bindaas.uk	GoDaddy_77860739	26-12-2023	26-12-2025	Active
134	jhakaas.uk	GoDaddy_77860739	26-12-2023	26-12-2028	Active
135	kambakhtishq.com	GoDaddy_77860739	26-12-2023	26-12-2025	Active

136	skwellness.com	GoDaddy_77860739	15-12-2023	08-10-2025	Active
137	ultimatehammer.in	GoDaddy_77860739	20-09-2021	20-09-2025	Active
138	vajjrashakti.com	GoDaddy_77860739	01-05-2023	01-05-2025	Active
139	vajjrashakti.in	GoDaddy_77860739	01-05-2023	01-05-2025	Active
140	drpilesfree.com	Hostinger	29-08-2023	29-08-2027	Active
141	drpilesfree.in	Hostinger	29-08-2023	29-08-2027	Active
142	satkartar.co.in	Sify	26-06-2012	26-06-2033	Active
143	vedicglobe.com	GoDaddy_77860739	01-10-2021	01-10-2026	Active
144	skmystic.com	GoDaddy_77860739	21-06-2019	21-06-2025	Active
145	skmystic.in	GoDaddy_77860739	14-02-2023	14-02-2025	Active
146	sksarathi.com	GoDaddy_77860739	17-08-2018	17-08-2029	Active
147	sksarathi.in	GoDaddy_77860739	31-05-2023	31-05-2025	Active
148	skvision.in	GoDaddy_77860739	11-03-2021	11-03-2025	Active
149	skvision.org	GoDaddy_77860739	03-06-2021	03-06-2025	Active
150	skecstatic.com	GoDaddy_77860739	05-08-2022	04-08-2025	Active
151	mpsa.in	GoDaddy_77860739	22-06-2020	22-06-2025	Active
152	manpritsingh.in	GoDaddy_77860739	18-10-2023	18-10-2026	Active
153	8eherbs.com	GoDaddy_77860739	23-04-2024	23-04-2025	Active
154	8eherbs.in	GoDaddy_77860739	23-04-2024	23-04-2025	Active
155	dhanavarahiamman.com	GoDaddy_77860739	07-08-2023	07-08-2025	Active
156	lallalallalori.co.in	GoDaddy_77860739	10-02-2024	10-02-2025	Active
157	lallalallalori.com	GoDaddy_77860739	10-02-2024	10-02-2025	Active
158	lallalallalori.in	GoDaddy_77860739	10-02-2024	10-02-2025	Active
159	lallalallalori.info	GoDaddy_77860739	10-02-2024	10-02-2025	Active
160	lallalallalori.org	GoDaddy_77860739	10-02-2024	10-02-2025	Active
161	macamo.care	GoDaddy_77860739	29-02-2024	28-02-2025	Active
162	macamo.life	GoDaddy_77860739	29-02-2024	28-02-2025	Active
163	monicaherbal.com	GoDaddy_77860739	30-07-2021	30-07-2025	Active
164	nashamuktidava.in	GoDaddy_77860739	12-01-2024	12-01-2025	Active
165	navagrahawatch.com	GoDaddy_77860739	08-08-2023	08-08-2025	Active
166	ninibabanini.co.in	GoDaddy_77860739	10-02-2024	10-02-2025	Active
167	ninibabanini.com	GoDaddy_77860739	10-02-2024	10-02-2025	Active
168	ninibabanini.in	GoDaddy_77860739	10-02-2024	10-02-2025	Active
169	ninibabanini.org	GoDaddy_77860739	10-02-2024	10-02-2025	Active
170	vitalyx.in	GoDaddy_77860739	23-04-2024	23-04-2025	Active
171	sambhogsesamadhitak.com	GoDaddy_77860739	19-07-2024	19-07-2025	Active
172	satkartarcrm.in	GoDaddy_77860739	03-07-2024	03-07-2029	Active
173	vitalyx.co.in	GoDaddy_77860739	22-06-2024	22-06-2027	Active
174	wellness3s.com	GoDaddy_77860739	19-07-2024	19-07-2025	Active
175	3swellness.com	GoDaddy_77860739	19-07-2024	19-07-2025	Active
176	8eherb.com	GoDaddy_77860739	22-06-2024	21-06-2027	Active
177	aadvedrognivarak.com	GoDaddy_77860739	22-06-2024	21-06-2027	Active
178	aadvedsampoornaarogya.com	GoDaddy_77860739	22-06-2024	21-06-2027	Active
179	ayurvedaguru.fit	GoDaddy_77860739	24-07-2024	24-07-2025	Active
180	ayurvedaguru.shop	GoDaddy_77860739	24-07-2024	24-07-2025	Active
181	ayurvedguru.fit	GoDaddy_77860739	02-08-2024	02-08-2025	Active
182	ayurvedguru.info	GoDaddy_77860739	02-08-2024	02-08-2025	Active

183	ayurvedguru.life	GoDaddy_77860739	16-07-2024	16-07-2025	Active
184	ayurvedguru.live	GoDaddy_77860739	02-08-2024	02-08-2025	Active
185	elemantra.co.in	GoDaddy_77860739	22-06-2024	22-06-2027	Active
186	herbiheal.in	GoDaddy_77860739	22-06-2024	22-06-2027	Active
187	191069.com	GoDaddy_77860739	09-11-2024	09-11-2025	Active
188	dhurandarpainoil.com	GoDaddy_77860739	09-12-2024	09-12-2025	Active
189	dhurandarpainoil.in	GoDaddy_77860739	09-12-2024	09-12-2025	Active
190	livmuztang.biz	GoDaddy_77860739	09-11-2024	09-11-2025	Active
191	livmuztang.digital	GoDaddy_77860739	09-11-2024	09-11-2025	Active
192	powerrootz.in	GoDaddy_77860739	04-10-2024	04-10-2027	Active
193	powerrootz.fit	GoDaddy_77860739	02-11-2024	02-11-2025	Active
194	powerrootz.life	GoDaddy_77860739	02-11-2024	02-11-2025	Active
195	powerrootz.org	GoDaddy_77860739	02-11-2024	02-11-2025	Active
196	powerrootz.shop	GoDaddy_77860739	02-11-2024	02-11-2025	Active
197	powerrootz.store	GoDaddy_77860739	02-11-2024	02-11-2025	Active
198	thelivmuztang.com	GoDaddy_77860739	09-11-2024	09-11-2025	Active
199	pleasurexpert.com	GoDaddy_190463793	25-06-2018	25-06-2026	Active
200	drashishkumar.in	GoDaddy_77860739	13-09-2024	13-09-2025	Active
201	drgeetapathak.com	GoDaddy_77860739	25-09-2024	25-09-2025	Active
202	drgunjan.com	GoDaddy_77860739	13-09-2024	13-09-2025	Active
203	drhindika.com	GoDaddy_77860739	13-09-2024	13-09-2025	Active
204	drmeghna.com	GoDaddy_77860739	25-09-2024	25-09-2025	Active
205	drnidhi.in	GoDaddy_77860739	13-09-2024	13-09-2025	Active
206	drpoojaverma.com	GoDaddy_77860739	13-09-2024	13-09-2025	Active
207	drvipin.in	GoDaddy_77860739	13-09-2024	13-09-2025	Active

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KEY REGULATIONS AND POLICIES

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

The statements below are based on 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.

RELATED TO OUR BUSINESS

- ***Drugs And Cosmetics Act, 1940 (“Dca”) And Rules Made Thereunder***

The DCA is the statute governing the import, manufacture, distribution and sale of drugs and cosmetics and prohibits the import, manufacture and sale of certain drugs and cosmetics which are, inter alia, misbranded, adulterated, spurious or harmful. The DCA supervises the importation of medications into India to prevent the entry of substandard or counterfeit drugs. It prohibits the domestic production of inferior or counterfeit pharmaceuticals. The DCA mandates that only qualified and competent personnel are permitted to sell and distribute medicines. The DCA requires regular inspections of licensed premises by drug inspectors. Additionally, the DCA ensures the monitoring of pharmaceutical and cosmetic standards by collecting samples and analyzing them in accredited laboratories. It establishes specific regulations for the manufacture, standardization, and storage of biological and special products, and prescribes labeling and packaging requirements for various types of drugs and cosmetics. Chapter IV-A of the DCA governs the manufacture and sale of Ayurvedic, Siddha and Unani drugs. It also lays out constitution of a Ayurvedic, Siddha and Unani Drugs Technical Advisory Board and a Ayurvedic, Siddha and Unani Drugs Consultative Committee. The DCA defines, prohibits and lays down the penalty for misbranded, spurious and adulterated drugs under this Chapter.

The Drugs and Cosmetics Rules, 1945 governs the manufacture, testing, labelling, packing and limit of alcohol in Ayurvedic, Siddha or Unani Drugs. The labelling and packing requirements may not be applicable to such containers which are meant for export and may be adapted to meet the specific requirements of the law of the country to which the drugs are exported. The rules also govern the advertisement of Ayurvedic, Siddha or Unani drugs.

Cosmetic Rules, 2020 introduced the concept of a ‘new cosmetic’ which was not provided for under the Drugs and Cosmetic Rules, 1945. A ‘new cosmetic’ contains a novel ingredient which has not been used anywhere in the world or is not recognized for use in cosmetics in any national and international literature. The new rules mandate importers/ manufacturers of a ‘new cosmetic’ to make an application and seek approval from the Central Licensing Authority (“CLA”) before such a ‘new cosmetic’ can be imported or manufactured in India. Such an application should be accompanied with requisite data on safety and effectiveness.

The Cosmetic Rules further prescribes the labelling and packaging requirements to be followed for sale or distribution of cosmetics of Indian origin. Additionally, before any cosmetics are imported, a declaration signed by or on behalf of the manufacturer or importer that the cosmetics comply with the provisions of Chapter III of the Drugs and Cosmetics Act, 1940, and the rules made thereunder, shall be supplied to the Commissioner of Customs. The new rules prohibit the import and/or manufacture of cosmetics which do not comply with the prescribed specifications and other standards of safety and quality.

- ***Drug & Magic Remedies (Objectionable Advertisements) Act, 1954***

The Drugs and Magical Remedies (Objectionable Advertisements) Act, 1954, is an Indian law designed to control the advertisement of drugs in a manner that can mislead the public. The Act prohibits advertisements of drugs and magical remedies for the treatment of certain diseases and disorders listed in its schedule, such as cancer, diabetes, and epilepsy. It also forbids advertisements that make false claims about the efficacy of drugs or magical remedies. Advertisements related to drugs must comply with the Act's provisions to prevent the exploitation of the public through exaggerated or deceitful claims. The Act prescribes penalties for violations, including imprisonment and fines, and applies to all forms of advertisements, including print, broadcast, and digital media. By regulating drug advertisements and prohibiting false claims, the Act aims to safeguard public health and ensure that individuals make informed decisions regarding medical treatments.

- ***Legal Metrology Act, 2009 (“Lm Act”) And The Legal Metrology (Packaged Commodities) Rules, 2011 (“Packaged Commodity 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 and rules framed thereunder regulate, inter alia, the labelling and packaging of commodities, appointment of government-approved test centers for verification of weights and measures used, and lists penalties for offences and compounding of offences under it. Any non-compliance or violation under the LM Act may result in, inter alia, a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases. The Packaged Commodity Rules define “pre-packaged commodity” as a commodity which without the purchaser being present is placed in a package of a pre-determined quantity. The Packaged Commodity Rules prescribes the regulations for imports, pre-packing and the sale of commodities in a packaged form intended for retail sale, whole sale and for export and import, certain rules to be adhered to by importers, wholesale and retail dealers, the declarations to be made on every package, the size of label and/or importers and the manner in which the declarations shall be made, etc. These declarations that are required to be made include, inter alia, the name and address of the manufacturer, the dimensions of the commodity, the maximum retail price, generic name of the product, the country of origin and the weight and measure of the commodity in the manner as set forth in the Packaged Commodity Rules. The Packaged Commodity Rules were amended in the year 2017 to increase protection granted to consumers especially relating to e-commerce entities. Pursuant to the amendments, the inventory e-commerce entity itself will be made liable and punishable for failure to make relevant declarations on its platform as required under the Act and the Rules.

- ***Sale of Goods Act, 1930 (The “Sale of Goods Act”)***

Sale of Goods Act governs contracts relating to sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts i.e. the Indian Contract Act, 1872. A contract for sale of goods has, however, certain peculiar features such as, transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract, conditions and warranties implied under a contract for sale of goods, etc. which are the subject matter of the provision of the Sale of Goods Act.

- ***Information Technology Act, 2000 And Information Technology (Reasonable Security Practices And Procedures And Sensitive Personal Data Or Information) Rules, 2011***

Since our Company is an online education platform that offers various courses and training programs for individuals, we interchange sensitive information, data, records, functions, security procedures and like and hence our working is governed by Information Technology Act, 2000. This act governs and provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as electronic commerce. It also gives legal recognition to Digital Signatures and facilitates

storage of data. The Act is applicable to any offence or contravention committed outside India as well. If the conduct of person constituting the offence involves a computer or a computerized system or network located in India, then irrespective of his/her nationality, the person is punishable under the Act.

- ***Digital Personal Data Protection Act, 2023***

This act was first introduced as a bill in 2019 as The Personal Data Protection Bill, 2019. The bill was introduced in Lok Sabha by the Minister of Electronics and Information Technology, Mr. Ravi Shankar Prasad, on December 11, 2019. The act received the assent of the President on the 11th of August 2023 and came into force.

The act aims to provide for protection of the privacy of individuals relating to their personal data, specify the flow and usage of personal data, create a relationship of trust between persons and entities processing the personal data, protect the fundamental rights of individuals whose personal data are processed, to create a framework for organizational and technical measures in processing of data, laying down norms for social media intermediary, cross-border transfer, accountability of entities processing personal data, remedies for unauthorized and harmful processing, and to establish a Data Protection Authority of India for the said purposes and for matters connected there with or incidental thereto

- ***Consumer Protection Act, 2019***

The Consumer Protection Act, 2019 was enacted by the Indian legislature to deal with matters relating to violation of consumer's rights, unfair trade practices, misleading advertisements, and all those circumstances which are prejudicial to the consumer's rights. The original Consumer Protection Act was passed in 1986 and came into effect in 1987. The Consumer Protection Act, 2019 replaced the 1986 Act to strengthen consumer protection in the digital age. The Act establishes consumer councils and other authorities to settle consumer disputes. Consumers can file complaints with the Consumer Forum by email, fax, or hard copy. They should include relevant bills or receipts, and describe their concerns clearly in their preferred language. There exist six rights of a consumer under the Consumer Protection Act, 2019. The rights of the consumers are mentioned under Section 2(9) of the Act, which are as follows:

1. The right of a consumer to be protected from the marketing of goods and services that are hazardous and detrimental to life and property.
2. The right of a consumer to be protected against unfair trade practices by being aware of the quality, quantity, potency, purity, standard and price of goods, products or services.
3. The right of a consumer to have access to a variety of goods, services and products at competitive prices.
4. The right to seek redressal at respective forums against unfair and restrictive trade practices.
5. The right to receive adequate compensation or consideration from respective consumer forums in case they have been wronged by the seller.
6. The right to receive consumer education.

- ***Consumer Protection (E-Commerce) Rules, 2020 ("E-Commerce Rules") And The Proposed Amendments To The E-Commerce Rules***

The Ministry of Consumer Affairs issued the E-Commerce Rules under the Consumer Protection Act, 2019 on July 23, 2020. The E-Commerce Rules provide a framework to regulate the marketing, sale and purchase of goods and services online. These rules apply to (a) good/services purchases or sold vide digital or electronic network, including digital products; (b) marketplace and inventory e-commerce entities; (c) all e-commerce retailing; and (d) forms of unfair trade practices across all ecommerce models. It specifies the Duties of E-commerce Entities, specific duties and liabilities of marketplace e-commerce entities and those of inventory e-commerce entities, and duties of sellers

on marketplace. The E-Commerce Rules further requires the e-commerce entity to appoint grievance officer and provide for a grievance redressal mechanism. Any violation of these rules attracts penal action under the Consumer Protection Act, 2019. The Ministry of Consumer Affairs, Food and Public Distribution has on June 21, 2021 released proposed amendments to the E-Commerce Rules, 2020, for comments, which, amongst others, imposes new registration requirements for online retailers, mandatory partnering with the National Consumer helpline, a ban on “specific” flash sales and mandating sharing of information with Government agencies. Specific flash sales or back-to-back sales, which limit customer choices, increase prices and prevent a level playing field, will not be allowed. Further, the proposed changes would require that e-commerce businesses should mention the name and details of any importer from whom it has purchased such goods or services alongside providing alternative suggestions to customers before they make a purchase to ensure fair opportunity for domestic goods. Additionally, the e-commerce entity shall not allow display or promotion of any misleading advertisement or engage in mis-selling of goods on the platform. The rules have also introduced the concept of “fallback liability”, which says that e-commerce businesses will be held liable in case a seller on their platform fails to deliver goods or services due to negligent conduct, which causes loss to the customer. Additionally, they would be required to share information within 72 hours with government agency which is lawfully authorised for investigative or protective or cyber security activities, for the purposes of verification of identity, or for the prevention, detection, investigation, or prosecution, of offences under any law for the time being in force, or for cyber security incidents.

- ***Foreign Exchange Management Act, 1999***

The Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (—FEMA Regulations) to prohibit, restrict or regulate, transfer or issue security by a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

- ***Foreign Trade (Development & Regulation) Act, 1992***

The Foreign Trade (Development & Regulation) Act, 1992, 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. Unless there are restrictions on the import and export of the product under the FTDR Act and its additional provisions, the import and export of the product are considered free. Section 7 of this Act mandates the presence of the Importer-Exporter Code (IEC) number for the import and export of goods.

- ***The Micro, Small And Medium Enterprises Development Act, 2006***

An Act to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises and for matters connected therewith or incidental thereto. The act defines enterprise. It states that enterprise means an industrial undertaking or a business concern or any other establishment, by whatever name called, engaged in the manufacture or production of goods, in any manner, pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 (55 of 1951) or engaged in providing or rendering of any service or services. It classifies the micro, small and medium enterprise based on investment in Plant and Machinery and enterprises which are engaged in providing services are classified base on

the investment in equipment. The Act provides for promotion, development and enhancement of competitiveness of micro, small and medium enterprises, credit facilities available, grant by the central government, rate of interest and liability of buyer in case of delayed payment to Micro, Small and medium Enterprises.

LABOUR LAWS

Whether it is a manufacturing company, a trading company, or a retail institution, labour laws are the ones that deal with employment laws. The labour laws primarily address labour-management interactions, collective bargaining, industrial relations, certification of unions, unfair labour practices, and—above all—the health, safety, and environmental conditions of the workplace. Additionally, the labour laws concentrate on working conditions, such as minimum wage, severance compensation, yearly leave, general holidays, working hours, and unfair dismissals, among many other matters pertaining to employers and employees. Certain laws and regulations that may be applicable to our company in India include the following which is an indicative list of labour laws applicable to the business and operations of Indian companies engaged in manufacturing activities:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Employee's Compensation Act, 1923;
- Workmen's Compensation Act, 1923;
- Employee's (Provident Fund and Miscellaneous Provisions) Act, 1952;
- Employee's State Insurance Act, 1948;
- Industrial Disputes Act, 1947;
- Industrial Employment (Standing orders) Act 1946;
- Child Labour (Prohibition and Regulation) Act, 1986
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Payment of Gratuity Act, 1972;
- Apprentices Act, 1961;
- Weekly Holidays Act, 1942
- Payment of Wages Act, 1936;
- Equal Remuneration Act, 1976;
- Public Liability Insurance Act, 1991;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; and
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

TAXATION LAWS

Apart from afore mentioned legislation, company is also subject to taxation laws. Details of the taxation laws that are applicable to the company are as follows:

1) Income Tax Act, 1961, the Income Tax Rules, 1962, as amended by Finance Act in respective years.

There are two types of taxes, one is direct tax and other is indirect tax. Now the Direct Tax is the tax where the burden to pay the tax shall be borne by the person who earns the income. Here the burden of the tax can not be shifted to other person and is progressive in nature. The income tax is the one that comes under the category of direct tax. Here the tax is paid by the person who earns the income and the rate and quantum of tax rises as its income rises. The Central Government levy and collects such tax. There are 298 sections and 23 chapters in the Income Tax Act.

2) *Goods and Service Tax Act, 2017.*

The Goods and Service tax (GST) is a indirect tax levied on supply of goods of services or both. It is a destination-based tax where the revenue shall go to the state where the consumption takes place. The taxable event in the GST Laws is “Supply”. The government has formed GST council that makes recommendation on the rates of tax, which goods or services are to be exempted or bring under the purview of tax, when tax are to be applied on 5 petroleum products etc. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 (“CGST”), relevant state’s Goods and Services Act, 2017 (“SGST”), Union Territory Goods and Services Act, 2017 (“UTGST”), Integrated Goods and Services Act, 2017 (“IGST”), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

INTELLECTUAL PROPERTY RIGHT ACTS

- ***The Trademarks Act, 1999 (“Trademarks Act”)***

A mark is something which helps us to identify the particular product, it distinguishes itself from all other marks which are currently floating in the market or may float in future. Thus, in order to protect the person i.e company, HUF, Partnership Firm, Proprietor the person gets their mark registered under THE TRADEMARKS ACT, 1999 (“TRADEMARKS ACT”). Trademark act defines "mark". It includes a device, brand, heading, label, ticket, name, signature, word, letter, numeral, shape of goods, packaging or combination of colours or any combination thereof. It extends to whole of India. For the purpose of this act a record called the Register of Trade Marks shall be kept at the head office of the Trade Marks Registry, wherein shall be entered all registered trademarks with the names, addresses and description of the proprietors, notifications of assignment and transmissions, the names, addresses and descriptions of registered users, conditions, limitations and such other matter relating to registered trademarks as may be prescribed. The register shall be kept under the control and management of the Registrar. Section 9 of the Trademark Act provides for absolute ground of refusal of registration.

(1) The trademarks -

- a. which are devoid of any distinctive character, that is to say, not capable of distinguishing the goods or services of one person from those of another person;
- b. which consist exclusively of marks or indications which may serve in trade to designate the kind, quality, quantity, intended purpose, values, geographical origin or the time of production of the goods or rendering of the service or other characteristics of the goods or service;
- c. which consist exclusively of marks or indications which have become customary in the current language or in the bona fide and established practices of the trade, shall not be registered.

Provided that a trade mark shall not be refused registration if before the date of application for registration it has acquired a distinctive character as a result of the use made of it or is a well-known trade mark.

- ***Copyrights Act, 1957***

The copyright in simple language is an intellectual property right law that gives exclusive right to and protects the interest of creator of the content having the widest possible reach and access to that content. It rather than defending ideas themselves, to protect manifestations of ideas. This, helps to protect and promote creativity and originality. Section 14 of Copyright Law defines the meaning of Copyright. Copyright will be given in the case of a literary, dramatic or musical work; computer programme; artistic work; cinematograph film; sound recording. It also provides for maintenance of register of copyright, that a register shall be maintained and kept at the copyright office to be called as Register of Copyright containing the names or titles of works and the names and addresses of authors, publishers and owners of copyright and such other particulars as may be prescribed. Such Register of Copyright shall be prima facie evidence of the particulars entered therein and documents purporting to be copies of any entries

therein, or extracts therefrom, certified by the Registrar of Copyrights and sealed with the seal of the Copyright Office shall be admissible in evidence in all courts without further proof or production of the original. Further Copyright Act also provides for the matters like registration, assignment, term, infringement of copyright, international copyright, civil remedies, offences etc. The act has been amended in 1983,1984,1992,1994,1999 and 2012.

- ***The Patents Act, 1970 (“Patents Act”)***

Among various intellectual property laws, one such act is Patent Act that gives protection to the creator of invention or involving any inventive/innovative step that has some sort of commercial applicability. The act defines inventive step” means a feature of an invention that involves technical advance as compared to the existing knowledge or having economic significance or both and that makes the invention not obvious to a person skilled in the art. Chapter II section 3 and section 4 of the act provides for inventions not patentable means will not be considered as inventions. The patent shall be granted for the period of 20 years from the date of filing of the application for the patent.

- ***The Information Technology (“IT”) Act, 2000***

In order to give electronic commerce and electronic data interchange legal status, India passed the Information Technology Act, 2000. Additionally, it outlines the protocols for digital signatures and cybercrime investigation. The act provides for punishment with tampering with computer source documents, computer related offences, sending offensive messages through communication service, identity theft, violation of privacy and more other offences. The Act has been amended several times to keep up with technological developments and address gaps. The major amendments were in 2008 and 2011.

The act has given recognition to electronic contract that where any such contract is formed or any communication, acceptance and revocation of proposal is made such contracts shall not be deemed to be unenforceable just because electronic mode is used.

Further no court shall have jurisdiction to entertain any suit or proceeding in respect of any matter in which adjudication officer appointed under this act or appellate tribunal constituted under this act is empowered by or under this act to determine.

- ***The Designs Act, 2000 (The “Designs Act”)***

The sale of product is influenced by the many factors such as price, quality, size and other factors. But one such factor that comes first in buying process is the design of the product. In most of the cases the customers purchase the product because of the design, appearance it throws on the its prospective buyer. The act define the term design which means only the features of shape, configuration, pattern, ornament or composition of lines or colours applied to any article whether in two dimensional or three dimensional or in both forms, by any industrial process or means, whether manual, mechanical or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye; but does not include any mode or principle of construction or anything which is in substance a mere mechanical device, and does not include any trade mark as defined in clause (v) of sub-section (1) of section 2 of the Trade and Merchandise Marks Act, 1958 (43 of 1958) or property mark as defined in section 479 of the Indian Penal Code (45 of 1860) or any artistic work as defined in clause (c) of section 2 of the Copyright Act, 1957 (14 of 1957). As per Design Act, The Controller may, on the application of any person claiming to be the proprietor of any new or original design not previously published in any country and which is not contrary to public order or morality, register the design under this Act and may be registered in not more than one class. The design registered shall be considered from the date of the filing of application.

IN GENERAL

- ***Companies Act, 2013***

The Companies Act, 2013 deals with incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The provisions of this act shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e. One Person Company. The provisions relating to formation and allied procedures are mentioned in the act.

- ***The Indian Contract Act, 1872***

The Indian Contract Act, 1872 (“Contract Act”) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act 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 Competition Act, 2002***

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

- ***The Indian Stamp Act, 1899***

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state.

- ***The Registration Act, 1908***

The purpose of the Registration Act, amongst other things, is to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud.

- ***Negotiable Instruments Act, 1881***

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881. 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 cheque not being honored by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence 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 year, or with fine which may extend to twice the amount of the cheque, or with both.

- ***Property Related Laws***

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882. In addition, regulations relating to classification of land may be applicable. Usually, land is broadly classified under one or more categories such as residential, commercial or agricultural. Land classified under a specified category is permitted to be used only for such specified purpose. Where the land is originally classified as agricultural land, in order to use the land for any other purpose the classification of the land is required to be converted into commercial or industrial purpose, by making an application to the relevant municipal or town and country planning authorities. In addition, some State Governments have imposed various restrictions, which vary from state to state, on the transfer of property within such states. Land use planning and its regulation including the formulation of regulations for building construction, form a vital part of the urban planning process. Various enactments, rules and regulations have been made by the Central Government, concerned State Governments and other authorized agencies and bodies such as the Ministry of Urban Development, State land development and/or planning boards, local municipal or village authorities, which deal with the acquisition, ownership, possession, development, zoning, planning of land and real estate. Each state and city has its own set of laws, which govern planned development and rules for construction (such as floor area ratio or floor space index limits). The various authorities that govern building activities in states are the town and country planning department, municipal corporations and the urban arts commission.

- ***Limitation Act, 1963***

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5th of October, 1963 and which came into force from 1st of January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, period of limitation 'means the period of limitation prescribed for any suit, appeal or application by the Schedule, and prescribed period 'means the period of limitation computed in accordance with the provisions of this Act.

LOCAL LAWS

- ***The Delhi Shops and Establishment Act of 1954***

The Act, which received the assent of the President on 19th June, 1954, came into force with effect from the 1st of February, 1955, vide Notification No. F.5/51-1 & L, dated 17th January, 1955. All commercial enterprises that sell goods or services are obliged to get a license from their municipality under the Shops and Establishments Act. The Delhi Shops and Establishments Act, 1954 was enacted in order to regulate the working conditions of people employed in such shops and establishments. The Delhi Shops and Establishment Act of 1954 should be enforced for a number of reasons, including improved working conditions for employees, peace and harmony between employers and employees, and improved operation of the shops and other commercial establishments.

The Act seeks to amend and consolidate the law relating to the regulation of hours of work, payment of wages, leave, holidays, terms of service and other conditions of work of persons employed in shops, commercial establishments, establishments for public entertainment or amusement and other establishments and to provide for certain matters connected therewith.

ENVIRONMENTAL REGULATIONS

- ***The Environment Protection Act, 1986 (“Environment Protection Act”)***

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

- ***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.

- ***National Environmental Policy, 2006***

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to 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 National Environmental Policy:

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OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

HISTORY OF OUR COMPANY

COMPANY OVERVIEW

Our Company was incorporated as a Private Limited Company with the name of "Sat Kartar Shopping Private Limited" under the Companies Act, 1956 vide certificate of incorporation dated June 29, 2012, issued by Registrar of Companies, Delhi, bearing CIN U52590DL2012PTC238241. Thereafter, our company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on May 15, 2021 & name of our Company changed from Sat Kartar Shopping Private Limited to Sat Kartar Shopping Limited & Registrar of Companies, Delhi has issued a new certificate of incorporation consequent upon conversion dated July 12, 2021, bearing CIN U52590DL2012PLC238241.

BUSINESS OVERVIEW

Our company is an Ayurveda healthcare company committed to providing natural wellness solutions relating to specific therapeutic areas and general lifestyle products, committed to promote a healthier lifestyle. We integrate traditional Ayurvedic knowledge with modern research to empower individuals to adopt healthier lifestyles. With a strong market presence and a diverse product portfolio, we focus on innovation and responsive product development. Initially, our company offered both Ayurveda and spiritual product lines. However, we have strategically refined our focus to specialize exclusively in Ayurveda, establishing ourselves as a dedicated player in this sector and emphasizing quality and effectiveness in our holistic wellness offerings.

There is a growing interest among consumers in natural and organic products, driven by a desire for effective alternatives to conventional medicine. Although the market remains diverse, with varying levels of product quality and standardization, we see a significant opportunity to strengthen our position in the Ayurveda healthcare sector by addressing the increasing demand for high-quality natural wellness products. In order to meet this demand, and with a mission to encourage and support a healthier lifestyle for customers, we cater directly to individual consumers, providing them with holistic, natural remedies and lifestyle products rooted in traditional Ayurveda practices. Our Company operates in D2C (Direct-to-Consumer) segment, selling Ayurveda products directly to consumer through our own D2C website and third-party e-commerce websites, TV marketing and Google and Meta Applications.

BACKGROUND OF PROMOTERS

We have 3 (Three) Individual Promoter "Mr. Manprit Singh Chadha, Mr. Pranav Singh Chadha, Ms. Simrati Kaur" and One Corporate Promoter "Ajooni Wellness Private Limited".

Mr. Manprit Singh Chadha is the Promoter of our Company. He is a Chartered Accountant by profession, with experience of more than 30 years in the corporate and entrepreneurial realms. He has been an alumnus of University of Delhi, completing his graduation in B.Com. (Hons) in 1990 and Chartered Accountancy from the Institute of Chartered Accountants of India in 1994. Mr. Chadha's career in diversified fields such as Biotechnology, Telecom, automobile, Customer Support Centre Operations etc is a testament to his experience and leadership. Before founding Sat Kartar Shopping Limited, He served as a Financial Controller at Daksh e-services, Business Support Head at Watson Towers, CFO at Bharti Telecom (Airtel) in Seychelles and Pan India Motors Private Limited.

Mr. Pranav Singh Chadha, aged 28, is the promoter and executive director of the company. A graduate of Sri Guru Gobind Singh College of Commerce. Pranav began his career at Sat Kartar Shopping in June 2017 as a Digital Marketing Associate. He quickly rose to Team Lead and then to Assistant Manager, playing a pivotal role in shaping and introducing the company's brands to the digital landscape. After four years, Pranav sought broader industry

exposure and joined ODN Digital Services as Sr. Manager Client Success from October 2021 to October 2023. At ODN, he worked on major marketing campaigns for brands such as Zydus Wellness, CRED, Flipkart, Reliance & more achieving significant growth by delivering successful campaigns. Returning to Sat Kartar Shopping, his 7 years of experience in digital marketing have enhanced customer retention by implementing AI-driven remarketing approaches, and improved operational efficiency. Pranav's leadership has driven growth, reduced costs, and ensured timely project completion, solidifying his role as a key player in the company's ongoing success.

Ms. Simrati Kaur, aged 29 years, is the Promoter and executive director of the company. She is a graduate from Indira Gandhi Institute of Technology and has 4 years of experience in digital marketing. She is involved in leading strategic end-to-end digital marketing campaigns. She is currently responsible for complete end-to-end marketing from product launches, product design and development to content creation and executing marketing campaigns at scale. She is responsible for formulating comprehensive marketing strategies, conducting in-depth data analysis, and presenting insightful metrics reports. Additionally, she leads the team to execute scaled up campaigns focusing on aligning strategies with key performance indicators (KPIs) to ensure measurable success.

M/s Ajooni Wellness Private Limited was incorporated on March 17, 2023, as a Private Limited Company under Companies Act, 2013 having CIN: U47912DL2023PTC411168. The Registered Office of the company situated at R-672, 2nd Floor, New Rajender Nagar, Delhi-110060, India. It is engaged in retail business through e-commerce by marketing and selling of products through television, electronic media, print media or any other mode.

CHANGES IN OUR REGISTERED OFFICE

The Registered Office of the Company is presently situated at 603, 6th Floor, Mercantile House, KG Marg, New Delhi - 110001. The details of change of Registered Office of the Company are as follows:

S. N.	Date of Change	Shifted from	Shifted to
1.	05-01-2021	R-672, New Rajendar Nagar, Central Delhi, Delhi - 110060	603, 6th Floor, Mercantile House, KG Marg, New Delhi-110001.

Note: The reason for shifting registered office is driven by its growth and expansion strategy. As the company scaled its operations, it required a larger space to accommodate its growing workforce and improve operational efficiency.

MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities. The main objects of our Company are:

1. To carry on the business in India & outside India, to marketing & selling Ayurveda products online through any website, electronic media, social media, print media, online store and physical shop, showroom, factory outlets on B2B and B2C methods & any other mode.
2. To provide customer care and customer support services to our clients through establishment of call centres.
3. To purchase, sell, manufacture, produce, grow, import, export, pack, repack, refine, acquire, process, store, distribute, exchange or otherwise deal in all types of Ayurveda medicines and other traditional systems of medicines like Unani, nutraceuticals etc, Preparations, formulations, derivatives, compounds, essences, extracts, herbal products, ointments, spirits, mixtures, powders, tablets, pills, capsules, injections, balms, oils, compounds, extracts, tincture, mouth washes, cosmetics, toiletries, soaps, detergents, shampoo, creams, scents, perfumes and perfumery products including deodorizers, perfumed bath salts, flavours, sprays, scalp lotions, hair oil, beauty aid or personal hygiene related products; juices, squash, sherbet, nourishment foods & concentrates and products connected with or required for any one or more of the above mentioned items and

products, in India & outside India.

4. To set up manufacturing unit or plant to manufacture, produce, process, design, develop, Ayurveda medicines and all the other kinds of healthcare, Ayurveda and dietary supplement products.
5. To carry on the business of organizing, establishing and managing Herbarium and medicinal gardens growing medicinal and aromatic plants and to procure, extract, process, prepare, purchase, export, import, sell and deal in Ayurveda Medicinal plants, roots, stems, leaves, flowers, seeds, nuts, and fruits of medicinal value.
6. To carry on the business of establishing, running and managing scientific, clinical and fundamental Research Centres for the advancement, progress and efficacy of the Ayurveda systems and other medical disciplines.
7. To establish, carry on and manage Training Centres, research centres & Educational Institutions for Ayurveda studies and research, Laboratory Courses and for conducting short term and long term courses in Ayurveda, Yoga and other systems of medicines.
8. To propagate and develop Ayurveda and other Traditional systems of medicines and to facilitate & promote AYUSH cover under Health Insurance Policies.
9. To acquire, establish, run, manage, administer, construct, build, take on hire or lease, maintain, organise, promote, provide, develop and to handle Ayurveda hospitals, Medicare, health care centre, natural cure centres and similar establishment.

AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION:

Since incorporation, there has been following amendment made to the MoA of our Company:

Date of Amendment	Particulars of Amendment
25-10-2012	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 1,00,000 /- to Rs. 25,00,000/-.
15-05-2021	Alteration in Memorandum of Association of the company due to change in Name Clause due to conversion of the company from Private limited to Public limited.
20-07-2021	Alteration in Memorandum of Association due to sub-division of Authorised Share Capital. The Authorized Share Capital was changed from existing Rs. 25,00,000/- consisting of 2,50,000 equity shares of face value Rs. 10/- to Rs. 25,00,000/- consisting of 25,00,000 equity shares of face value Rs.1/-.
19-10-2021	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 25,00,000 /- to Rs. 2,00,00,000/-.
09-01-2024	Alteration in Memorandum of Association due to consolidation in Authorized share capital. The Authorized Share Capital was changed from Rs. 2,00,00,000/- consisting of 2,00,00,000 equity shares of face value Rs. 1/- each to Rs. 2,00,00,000/- consisting of 20,00,000 equity shares of face Value Rs. 10/-.
09-01-2024	Alteration in Memorandum of Association due to increase in Authorized share capital. The Authorized Share Capital was increased from existing Rs. 2,00,00,000 /- to Rs. 18,00,00,000/-
09-04-2024	Change in object clause of the company

KEY EVENTS AND MILESTONES:

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

Year	Particulars
2012	Incorporation of Company where we started business with single product under the name and style “Addiction Killer “& few employees & initiated TV marketing.
2018	Initiated Digital Marketing from January, 2018
2022	Achieved an operational revenue of Rs. 50 crores.
2024	Achieved an operational revenue of Rs. 100 crores.

DETAILS OF BUSINESS OF OUR COMPANY

For details on the description of Our Company’s activity, business model, marketing strategy, strength, completion of business, please see “Our Business”, “Management Discussion and Analysis of Financial Conditions” and “Basis for Issue Price” on page 133, 266, 98 of this Red Herring Prospectus respectively.

HOLDING COMPANY OF OUR COMPANY

As on the date of this Red Herring Prospectus, Our Company does not have any Holding Company.

SUBSIDIARY COMPANY OF OUR COMPANY

Our Company does not have any subsidiary company as on the date of filing of this Red Herring Prospectus

ASSOCIATE COMPANY OR JOINT VENTURE OF OUR COMPANY

Our Company does not have any Associate Company or Joint Venture as on the date of filing of this Red Herring Prospectus

OTHER DECLARATIONS AND DISCLOSURES

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, Our Company has not made any Public Issue or Rights Issue (as defined in the SEBI ICDR Regulations) in the past. No action has been taken against Our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has it received a notice for striking off its name from the relevant Registrar of Companies.

FUND RAISING THROUGH EQUITY OR DEBT

For details in relation to our fund-raising activities through equity and debt, please refer to the chapters titled “*Capital Structure*” beginning on page number 62 respectively, of this Red Herring Prospectus.

REVALUATION OF ASSETS

Our Company has not re-valued its assets since its incorporation.

CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT

Other than as stated in this Red Herring Prospectus, there has been no change in the activities being carried out by our Company since incorporation till the date of this Red Herring Prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

INJUNCTIONS OR RESTRAINING ORDERS

Our Company is not operating under any injunction or restraining order.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS /BANKS

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks.

STRIKES AND LOCK-OUTS

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock-outs. As on the date of this Red Herring Prospectus, our employees are not unionized.

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

As on the date of this Red Herring Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

SHAREHOLDERS' AGREEMENT

Our Company does not have any subsisting shareholders' agreement as on the date of this Red Herring Prospectus.

OTHER AGREEMENTS

As on the date of this Red Herring Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than two years before the date of this Red Herring Prospectus.

STRATEGIC PARTNERS

Our Company does not have any strategic partner(s) as on the date of this Red Herring Prospectus.

FINANCIAL PARTNERS

As on the date of this Red Herring Prospectus, our Company does not have any financial partners.

ACQUISITION OF BUSINESS / UNDERTAKINGS

There is no Merger, Amalgamation, Acquisition of Business or Undertaking etc. with respect to our Company and we have not acquired a business undertaking since inception.

DIVESTMENT OF BUSINESS / UNDERTAKING BY COMPANY IN THE LAST TEN YEARS

The Company purchased 51 shares of M/s Flight Express Travel Inc, in the year 2017. Further, in the year 2018, the company sold the shares to M/s Faremart Inc, for the consideration of US \$ 61,200. The company has received all the amount as per the decided terms. The company made the investment for strategic purposes for entering into global market of USA. However, after some time, assessing its feasibility, the company determined that the venture was not viable and subsequently decided to disinvest.

NUMBER OF SHAREHOLDER OF OUR COMPANY

Our Company 29 shareholders as on the date of Benpos dated January 04, 2025. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled “Capital Structure” beginning on page 62 of this Red Herring Prospectus.

DETAILS OF PAST PERFORMANCE

For details of Change of management, please see chapter titled “Our Business” and “Our History and certain corporate matters” on page 133, 185 respectively of this Red Herring Prospectus.

DETAILS OF FINANCIAL PERFORMANCE

For details in relation to our financial performance in the previous five financial years, including details of non-recurring items of income, refer to section titled “Financial Statements” beginning on page 233 of this Red Herring Prospectus.

COLLABORATION AGREEMENT

For the details of the collaboration agreements, please refer to the chapter titled “Our Business” on the page no. 133 of this Red Herring Prospectus.

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OUR MANAGEMENT

BOARD OF DIRECTORS

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on our Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Red Herring Prospectus, our Board consists of Directors, Eight (8) out of which Four (4) are Executive Director, Four (4) are Non-Executive Director out of which Three (3) are Independent Directors. Mr. Ved Prakash is the Managing Director of our company.

S. No.	Name	DIN	Category	Designation
1.	Mr. Ved Prakash	08591808	Executive	Managing Director
2.	Mr. Sanjay Kumar	08218434	Executive	Director
3.	Mr. Pranav Singh Chadha	08218407	Executive	Director
4.	Ms. Simrati Kaur	10432136	Executive	Director
5.	Ms. Richa Takkar	09055080	Non-Executive	Non-Independent Director
6.	Mr. Manoj Kumar Verma	10472822	Non-Executive	Independent Director
7.	Mr. Sunil Kumar Mehdiratta	01963477	Non-Executive	Independent Director
8.	Mr. Steve Austin Pereira	08566688	Non-Executive	Independent Director

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Red Herring Prospectus:

S. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	No. of Equity Shares held & % of pre issue shareholding	Other Directorships/partner
1.	<p>Mr. Ved Prakash</p> <p><i>Designation:</i> Managing Director</p> <p><i>Address:</i> F-223, 3rd Floor, Rishi Nagar, Rani Bagh, Saraswati Vihar, Delhi - 110034</p> <p><i>Date of Birth:</i> October 25, 1986</p> <p><i>Qualification:</i> Bachelor of Commerce</p> <p><i>Occupation:</i> Service</p> <p><i>Nationality:</i> Indian</p> <p><i>Date of Original Appointment:</i> January 18, 2021</p> <p><i>Date of Appointment as MD:</i> May 01, 2024</p> <p><i>DIN:</i> 08591808</p>	38 Years	3,92,000 Equity Shares (3.39% of Pre issued paid up capital)	<p>Indian Private companies</p> <p>1) Ajooni Life Sciences Private Limited.</p> <p>2) Ajooni Naturals Private Limited.</p> <p>3) Sat Kartar Ayur Private Limited.</p> <p>4) Sat Kartar Herbal Private Limited.</p> <p>5) SK Health Courier Private Limited.</p> <p>Indian Public Companies Nil</p> <p>Section 8 Companies Nil</p> <p>Indian LLPs Nil</p>

<p>2.</p>	<p>Mr. Sanjay Kumar <i>Designation:</i> Director <i>Address:</i> C 1/10, Ground Floor, Bhagwati Garden Extension near Dwarka Mor, Uttam Nagar, Mohan Garden, Delhi-110059. <i>Date of Birth:</i> October 14, 1979 <i>Qualification:</i> Bachelor of Arts <i>Occupation:</i> Service <i>Nationality:</i> Indian <i>Date of Appointment:</i> January 12, 2021 <i>DIN:</i> 08218434</p>	<p>45 Years</p>	<p>11,200 Equity Shares (0.10% of Pre issued paid up capital)</p>	<p>Indian Private Companies 1. Ajooni Life Sciences Private Limited. 2. Ajooni Naturals Private Limited. 3. Sat Kartar Ayur Private Limited. 4. Sat Kartar Herbal Private Limited. 5. Ajooni Wellness Private Limited. 6. SK Health Courier Private Limited. Indian Public Companies Nil Section 8 Companies Nil Indian LLPs Nil</p>
<p>3.</p>	<p>Mr. Pranav Singh Chadha <i>Designation:</i> Executive Director <i>Address:</i> R-672, New Rajender Nagar, Central Delhi, Delhi – 110060 <i>Date of Birth:</i> September 03, 1996 <i>Qualification:</i> Bachelor of Commerce <i>Occupation:</i> Service <i>Nationality:</i> Indian <i>Date of original appointment:</i> August 01, 2024 <i>Date of appointment at Current Designation:</i> October 26, 2024 <i>DIN:</i> 08218407</p>	<p>28 Years</p>	<p>2,83,600 Equity Shares (2.45% of Pre issued paid up capital)</p>	<p>Indian Private Companies 1. Ajooni Wellness Private Limited Indian Public Companies Nil Section 8 Companies Nil Indian LLPs Nil</p>
<p>4.</p>	<p>Ms. Simrati Kaur <i>Designation:</i> Executive Director</p>	<p>29 Years</p>	<p>20,464 Equity Shares (0.18% of Pre issued paid up capital)</p>	<p>Indian Private Companies Nil Indian Public Companies</p>

	<p>Address: 261 Air Lines Apartament Plot 5, Central Delhi, Delhi – 110075.</p> <p>Date of Birth: September 27, 1994</p> <p>Qualification: Bachelor of Technology.</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Date of Appointment: August 01, 2024</p> <p>Date of appointment at Current Designation: October 26, 2024</p> <p>DIN: 10432136</p>			<p>Nil</p> <p>Section 8 Companies Nil</p> <p>Indian LLPs Nil</p>
5.	<p>Ms. Richa Takkar</p> <p>Designation: Non - Executive Director Non-Independent Director.</p> <p>Address: House No. 198/232, Opposite Satguru Dayal Mandir, Dhakka Village, Kingsway Camp, Delhi – 110009.</p> <p>Date of Birth: September 04, 1988</p> <p>Qualification: Bachelor of Arts</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Date of Original Appointment: March 02, 2023</p> <p>Date of Appointment as Non-Executive Director: January 01, 2024</p> <p>DIN: 09055080</p>	35 Years	Nil	<p>Indian Private Companies Nil</p> <p>Indian Public Companies Nil</p> <p>Section 8 Companies Nil</p> <p>Indian LLPs Nil</p>
6.	<p>Mr. Sunil Kumar Mehdiratta</p> <p>Designation: Independent Director</p>	63 Years	Nil	<p>Indian Private Companies</p> <p>1) Ksapha Alco Beverages Private Limited. 2) Metaocean Ventures Private</p>

	<p>Address: S-317, First Floor, Panchsheel Park, Malviya Nagar, Delhi- 110017</p> <p>Date of Birth: July 23, 1960</p> <p>Qualification: Chartered Accountant</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>Date of Original Appointment: January 20, 2024</p> <p>Date of Appointment as ID: April 09, 2024</p> <p>DIN: 01963477</p>			<p>Limited.</p> <p>3) Samudrika Beverages Private Limited.</p> <p>4) Sugene Beauty Clinic Private Limited.</p> <p>5) Highland Drinks Private Limited.</p> <p>6) KCA Capital IFSC Private Limited.</p> <p>7) Bevy World Spirits Private Limited</p> <p>Indian Public Companies 1) Seasons Textiles Limited</p> <p>Section 8 Companies Nil</p> <p>Indian LLPs Nil</p>
7.	<p>Mr. Manoj Kumar Verma</p> <p>Designation: Independent Director</p> <p>Address: D-591, Rohini Sector-1, Raja Pur Kalan, Delhi-110085, India.</p> <p>Date of Birth: November 18, 1967</p> <p>Qualification: Company Secretary.</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>Date of Original Appointment: January 20, 2024</p> <p>Date of Appointment as ID: April 09, 2024</p> <p>DIN: 10472822</p>	57 Years	Nil	<p>Indian Private Companies Nil</p> <p>Indian Public Companies Nil</p> <p>Section 8 Companies Nil</p> <p>Indian LLP Nil</p>
8.	<p>Mr. Steve Austin Pereira</p> <p>Designation: 1 Independent Director</p> <p>Address: 12 Rehoboht, Manjunath Nagar, Near</p>	46 Years	Nil	<p>Indian Private Companies 1. Z-Tech (India) Limited</p> <p>Indian Public Companies Nil</p> <p>Section 8 Companies</p>

	<p>Navajyothi Public School, Ramamurthynagar, Bangalore, Doorvaninagar, Karnataka 560016.</p> <p>Date of Birth: September 17, 1977</p> <p>Qualification: Bachelor of Hotel Management & Post Graduate Diploma in HR and Industrial Relations.</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Date of Appointment as ID: August 01, 2024</p> <p>Date of appointment at Current Designation: October 26, 2024</p> <p>DIN: 08566688</p>			<p>Nil</p> <p>Indian LLP</p> <p>1. Waymaker Enterprises LLP</p>
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BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY

Mr. Ved Prakash aged 37 Years, is the Managing director of the company w.e.f. May 01, 2024. He has done bachelor's degree in commerce from the University of Delhi. He has over 12 years of experience in multifaceted marketing of Ayurveda Products. Mr. Ved Prakash was an integral part of the Sat Kartar Shopping Limited at the time of the Company's incorporation. For the year 2013 to 2018 he pursued freelance opportunities & gained extensive experience in marketing and honed his entrepreneurial skills and deepened his understanding of the marketing. From 2018 onwards, Mr Ved Prakash again joined the Sat Kartar Shopping Limited and managed all marketing efforts, significantly enhancing the Company's brand presence and customer engagement. Due to his exceptional contribution and leadership in Marketing, Mr. Ved Prakash was appointed Whole- Time director and eventually Managing Director of the Company on 1st May 2024.

Pranav Singh Chadha, aged 28, is the promoter and executive director of the company. A graduate of Sri Guru Gobind Singh College of Commerce. Pranav began his career at Sat Kartar Shopping in June 2017 as a Digital Marketing Associate. He quickly rose to Team Lead and then to Assistant Manager, playing a pivotal role in shaping and introducing the company's brands to the digital landscape. After four years, Pranav sought broader industry exposure and joined ODN Digital Services as Sr. Manager Client Success from October 2021 to October 2023. At ODN, he worked on major marketing campaigns for brands such as Zydus Wellness, CRED, Flipkart, Reliance & more achieving significant growth by delivering successful campaigns. Returning to Sat Kartar Shopping, his 7 years of experience in digital marketing have enhanced customer retention by implementing AI-driven remarketing approaches, and improved operational efficiency. Pranav's leadership has driven growth, reduced costs, and ensured timely project completion, solidifying his role as a key player in the company's ongoing success.

Ms. Simrati Kaur, aged 29 years, is the Promoter and executive director of the company. She is a graduate from Indira Gandhi Institute of Technology and has 4 years of experience in digital marketing. She is involved in leading strategic end-to-end digital marketing campaigns. She is currently responsible for complete end-to-end marketing from product launches, product design and development to content creation and executing marketing campaigns at

scale. She is responsible for formulating comprehensive marketing strategies, conducting in-depth data analysis, and presenting insightful metrics reports. Additionally, she leads the team to execute scaled up campaigns focusing on aligning strategies with key performance indicators (KPIs) to ensure measurable success.

Mr. Sanjay Kumar aged 44 Years, is an Executive Director of the company w.e.f., January 12, 2021. He holds a bachelor's degree in arts from the University of Delhi. He has an experience of over 20 years in General Administration, Procurement, Transportation, liasoning, Vendor Development/Management, Logistics, Supply Chain Management and Compliance across various industry verticals such as Ayurvedic industry, Export-Import Businesses and Technology Sector. He served as an Administration-Executive at Agilent Technologies, Manager-Administration & Facility at Contentra Technologies (I) Private Limited and at Seven Colours Exim Private Limited.

Ms. Richa Takkar aged 35 Years, is the Non-Executive and Non-Independent director of the company. She has been appointed as a Non-Executive and Non-Independent director of the company w.e.f., March 02, 2023. She has done Graduation in Arts from University of Delhi. She has a plentiful and varied career in customer support, marked by progressive roles from team leader to director of the Company. Having 6 years of experience in customer support services is a testament of her dedication and expertise in enhancing customer support and operation efficiency.

Mr. Sunil Kumar Mehdiratta aged 63 Years, is an Independent Director of the company w.e.f., January 20, 2024. He has done Chartered Accountant from Institute of Chartered Accountants of India. He has also done Management of Business Administration at Manchester Business School. He has experience of over 40 years as professional, Corporate (Senior Management) and entrepreneurship in multi-disciplinary capacity and working across sectors. Currently, he is acting as an advisory for beverages alcohol companies for assisting in India entry strategy and route to market in a highly regulated environment in the industry. He has also undertaken the role of managing the industry body of spirits and wines companies in India for seeking market access of international beverage alcohol brands in India. He had worked with various state and central bodies like FSSAI, BIS and EU trade commission Professional details.

During his tenure of 40 years, he practiced as a Chartered Accountant in Delhi. He had also worked with Seagram India Private Limited (now Pernod Ricard Private Limited) as Chief Finance Officer, Head Management Systems and Audit and Director Corporate Affairs where he was responsible for treasury and finance functions of the company. He also acted as Secretary General of International Spirits and Wines Association of India and director of Bols Kyndal India Private Limited.

Mr. Manoj Kumar Verma aged 56 Years, is an Independent Director of our company w.e.f. January 20, 2024. He pursued Company Secretary from Institute of Company Secretaries of India. He has been practicing as Company Secretary from last 15 years under Manoj Verma & Associates. He has an experience of over 32 Years in Corporate Laws.

Mr. Steve Austin Pereira: Mr. Steve Austin Pereira serves as an Independent Director within the company. He brings a wealth of expertise, Post Graduate Diploma in HR and Industrial Relations, as well as a Bachelor's Degree in Hotel Management. With a professional journey spanning over 23 years across diverse sectors such as hospitality, aviation, healthcare, and business operations, he has successfully managed assets exceeding 100 crores. Moreover, Mr. Pereira is a Qualified Independent Director and holds certification as a Six Sigma Yellow Belt

Note:

As on the date of this Red Herring Prospectus:

- a) *None of our Directors is or was a director of any listed company during the last five years preceding the date of this Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.*
- b) *None of the Directors are on the RBI List of willful defaulters.*
- c) *None of our Directors are categorized as a willful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.*
- d) *None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.*
- e) *None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.*
- f) *None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.*

Family Relationship between Directors or director and key managerial personnel or senior management

Except as stated below, none of the Directors or Director and Key Managerial Personnel or Senior Management of the Company are related to each other as per Section 2(77) of the Companies Act, 2013:

S. No.	Name of the Director	Designation	Relationship with another Director
		NIL	

Details of current and past directorship(s) in listed companies whose shares have been / were suspended from being traded on the stock exchanges and reasons for suspension.

None of our Directors is / was a director in any listed company during the last five years before the date of filing of this Red Herring Prospectus, whose shares have been / were suspended from being traded on the any stock exchange.

Details of current and past directorship(s) in listed companies which have been/ were delisted from the stock exchange(s) and reasons for delisting.

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

Details of arrangement or understanding with major shareholders, consumers, suppliers or others, pursuant to which of the Directors were selected as a director or member of senior management.

There are no arrangements or understandings with major shareholders, consumers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a director or a member of the senior management as on date of this Red Herring Prospectus.

Details of service contracts

None of our directors have entered into any service contracts with our company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of or retirement from employment.

Borrowing power of the Board

In terms of the special resolution passed at an Extra- Ordinary General Meeting of our Company held on 5th February 2024 and pursuant to Section 180(1)(c) and any other applicable provisions, of the Companies Act, 2013 and the rules made thereunder, the consent of members of the Company has been accorded to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and free reserve, provided that the total outstanding amount so borrowed, shall not at any time exceed the limit of Rs 100.00 Crores (One Hundred Crores Only).

TERMS AND CONDITIONS FOR EMPLOYMENT OF THE DIRECTORS

Terms and conditions for Executive Directors

1. Mr. Ved Prakash

Our Board at its meeting held on April 30, 2024 and our Shareholders in the Extraordinary General Meeting May 01, 2024 approved the appointment of Ved Prakash as Managing director of the company for a period of 5 years from May 01, 2024.

The following table sets forth the terms of appointment of Ved Prakash which was approved by our Shareholders in the extraordinary general meeting dated May 01, 2024:

S. No.	Category	Remuneration per annum
1.	Cost to Company for financial year 24-25	Rs. 54,00,000/- per annum.
2.	Perquisites and allowances of expenses	Re-imbursement of travelling, lodging, boarding expenses, all cost and other charges incurred by him in the discharge and execution of his duties as Managing Director.

2. Mr. Sanjay Kumar

Our Board at its meeting held on January 12, 2021 and our Shareholders in the Extraordinary General Meeting January 12, 2021 approved the appointment of Sanjay Kumar.

The following table sets forth the terms of appointment of Sanjay Kumar which was approved by our Shareholders in the extraordinary general meeting dated 12th January 2021:

S. No.	Category	Remuneration per annum
1.	Cost to Company for financial year 24-25	Rs.15,00,000/- per annum.
2.	Perquisites and allowances of expenses	Re-imbursement of travelling, lodging, boarding expenses, all cost and other charges incurred by him in the discharge and execution of his duties as Executive Director.

3. Mr. Pranav Singh Chadha

Our Board at its meeting held on August 01, 2024, approved the appointment of Pranav Singh Chadha. The following table sets forth the terms of appointment of Pranav Singh Chadha.

S. No.	Category	Remuneration per annum
1.	Cost to Company for financial year 24-25	Rs. 21,00,000/- per annum
2.	Perquisites and allowances of expenses	Re-imbursement of travelling, lodging, boarding expenses, all cost and other charges incurred by him in the discharge and execution of his duties as Executive Director

4. Ms. Simrati Kaur

Our Board at its meeting held on August 01, 2024, approved the appointment of Simrati Kaur. The following table sets forth the terms of appointment of Simrati Kaur.

S. No.	Category	Remuneration per annum
1.	Cost to Company for financial year 24-25	Rs. 30,00,000/- per annum.
2.	Perquisites and allowances of expenses	Re-imbursement of travelling, lodging, boarding expenses, all cost and other charges incurred by him in the discharge and execution of his duties as Executive Director

Terms and conditions for Non-Executive Directors and Independent Directors

Our Company will not pay any remuneration to the Independent Directors of our company except the applicable sitting fee and reimbursement of expenses as per the Companies Act, 2013. The sitting fees shall be paid to the Non-Executive Directors and Independent Directors as per the terms and conditions mentioned in their letter of appointment.

Pursuant to the resolution passed by the Board of Directors of our Company on June 26, 2024, the independent directors of our Company would be entitled to a sitting fee of Rs. 10,000/- for attending every meeting of the Board and Rs. 10,000/- for attending every committee meeting.

Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.

SHAREHOLDING OF DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, our director is not required to hold any qualification shares. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Red Herring Prospectus:

S. No.	Name of the Directors	No. of Equity Shares held	% of pre-issue paid-up Equity share capital in our company
1.	Mr. Ved Prakash	3,92,000	3.39%
2.	Mr. Sanjay Kumar	11,200	0.10%
3.	Mr. Pranav Singh Chadha	2,83,600	2.45%
4.	Ms. Simrati Kaur	20,464	0.18%

INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances provided to anybody corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

Except as stated in the chapter “Our Management” and ‘Financial Information’ beginning on page 191 and 233 respectively and described herein to the extent of shareholding in our Company, if any, our directors do not have any other interest in our business.

Our directors are not interested in the appointment of or acting as Book Running Lead Manager, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

Interest in promotion of Our Company

None of our directors except Pranav Singh Chadha and Simrati Kaur have any interest in the promotion of our Company other than in ordinary course of business.

Interest in the property of Our Company

Our Directors have no interest in any property acquired by our Company neither in the preceding two years from the date of this Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Red Herring Prospectus. Our Directors also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

Interest in the business of Our Company

Save and except as stated otherwise in “Related Party Transaction” in the chapter titled “*Financial Information*” beginning on page number 233 of this Red Herring Prospectus, our directors do not have any other interests in our Company as on the date of this Red Herring Prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such other intermediaries registered with SEBI.

Details of service contracts

None of our directors have entered into any service contracts with our company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of or retirement from employment.

Bonus or profit-sharing plan for the directors

There is no bonus or profit-sharing plan for the Directors of our Company.

Contingent and deferred compensation payable to directors

No Director has received or is entitled to any contingent or deferred compensation.

Other indirect interest

Except as stated in chapter titled “*Financial Information*” beginning on page 233 of this Red Herring Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

CHANGES IN THE BOARD FOR THE LAST THREE YEARS

Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

Name of Director	Date of Event	Reason for Change
Mr. Rajesh Khati	05/10/2021	Appointed as an Additional Director.
Ms. Tabinda Shah	14/06/2022	Appointed as Additional Director.
Ms. Tabinda Shah	16/08/2022	Resigned from the Directorship due to to pre-existing professional commitments and pre-occupancy in other business or personal ventures.
Mr. Ravi Kumar	01/12/2022	Appointed as Additional Director.
Mr. Rajesh Khati	16/02/2023	Resigned from the Directorship due to to pre-existing professional commitments and pre-occupancy in other business or personal ventures.
Ms. Richa Takkar	02/03/2023	Appointed as Executive Director.
Mr. Manprit Singh Chadha	22/03/2023	Resigned from the Directorship due to to pre-existing professional commitments and pre-occupancy in other business or personal ventures.

Mr. Jaswinder Singh	04/10/2023	Resigned from the Directorship due to to pre-existing professional commitments and pre-occupancy in other business or personal ventures.
Mr. Ravi Kumar	13/11/2023	Resigned from the Directorship due to to pre-existing professional commitments and pre-occupancy in other business or personal ventures.
Mr. Manprit Singh Chadha	01/01/2024	Appointed as Managing Director.
Ms. Richa Takkar	01/01/2024	Change in Designation from Executive to Non-Executive Director.
Mr. Manoj KumarVerma	20/01/2024	Appointed as Additional Non-Executive Independent Director.
Mr. Sunil Kumar Mehdiratta	20/01/2024	Appointed as Additional Non-Executive Independent Director.
Mr. Ved Prakash	05/02/2024	Change in designation from Director to Whole Time Director.
Mr. Manprit Singh Chadha	28/02/2024	Resigned from the post of Managing Director due to pre-occupancy in other business or personal ventures.
Mr. Manoj KumarVerma	09/04/2024	Regularise as an Independent Director of the company for a term up to Five consecutive years.
Mr. Sunil Kumar Mehdiratta	09/04/2024	Regularise as an Independent Director of the company for a term up to Five consecutive years.
Mr. Ved Prakash	01/05/2024	Change in Designation from Whole Time Director to Managing Director.
Mr. Pranav Singh Chadha	01/08/2024	Appointed as Additional Executive Director.
Ms. Simrati Kaur	01/08/2024	Appointed as Additional Executive Director.
Mr. Steve A Pereira	01/08/2024	Appointed as Additional Non-Executive Independent Director.
Mr. Pranav Singh Chadha	26/10/2024	Regularise as Executive Director of the company.
Ms. Simrati Kaur	26/10/2024	Regularise as Executive Director of the company.
Mr. Steve A Pereira	26/10/2024	Regularise as an Independent Director of the company for a term up to Five consecutive years.

Management Organizational Structure

For Management Organizational Structure please refer chapter titled “Our Business” on page number 133 of this Red Herring Prospectus.

CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. As on date of this Red Herring Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, hence, the requirement specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship

Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Initial Public Offer Committee

1. AUDIT COMMITTEE

Our Company at its Board Meeting held on June 26, 2024 has constituted an Audit Committee (the “Committee”) in compliance with the provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The constituted Audit Committee comprises following members:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Sunil Kumar Mehdiratta	Chairperson	Independent Director
Mr. Manoj Kumar Verma	Member	Independent Director
Mr. Ved Prakash	Member	Managing Director

Our Company Secretary and Compliance Officer shall act as the secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of the Company to furnish clarifications to the shareholders on any matter relating to audit.

Meeting of the Audit Committee and relevant quorum.

1. The Audit Committee shall meet at least four times in a year and more than one hundred and twenty days shall elapse between two meetings.
2. The quorum shall be either two members or one third of the members of the audit committee, whichever is greater, with at least two (2) Independent directors shall be present.

Removal or Ceasing as a Member of the Committee

1. Any members of this Committee may be removed or replaced by the Board of Directors at any time, by giving reasons thereof.
2. Any member of this committee ceasing to be a director shall also be ceased to be a member of this Committee.

The scope of Audit Committee shall include but shall not be restricted to the following:

1. Oversight the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

- a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval
 6. 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/ Red Herring 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.
 7. Review and monitor the auditor's independence and performance and effectiveness of the audit process.
 8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
 9. Scrutiny of inter-corporate loans and investments.
 10. Valuation of undertakings or assets of the Company, wherever it is necessary.
 11. Evaluation of internal financial controls and risk management systems.
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 13. 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.
 14. Discussion with internal auditors on any significant findings and follow up thereon.
15. 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.
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
 18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 20. Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

The Audit Committee enjoys following powers:

- a) To investigate any activity within its terms of reference.
- b) To seek information from any employee.
- c) To obtain outside legal or other professional advice.
- d) To secure attendance of outsiders with relevant expertise if it considers necessary.
- e) The audit committee may invite such of the executives as it considers appropriate (and particularly head of

the finance function) to be present at the meetings of the committee, but on the occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of the internal audit committee.

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

2. NOMINATION AND REMUNERATION COMMITTEE

Our Company at its Board Meeting held on June 26, 2024 has constituted the Nomination and Remuneration Committee in compliance with the provisions of Section 178, Schedule V and all other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The constituted Nomination and Remuneration Committee comprises following members:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Manoj Kumar Verma	Chairperson	Independent Director
Mr. Sunil Kumar Mehdiratta	Member	Independent Director
Ms. Richa Takkar	Member	Non-Executive Non- Independent Director

Our Company Secretary and Compliance Officer Shall act as the secretary to the Nomination and Remuneration Committee.

Meetings and relevant quorum of the Nomination and Remuneration Committee

1. The committee shall meet as and when the need arises, subject to at least one meeting in a year.
2. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher, with at least One (1) Independent Director.

Removal or Ceasing as a Member of the Committee

1. Any members of this Committee may be removed or replaced by the Board of Directors at any time, by giving reasons thereof.
2. Any member of this committee ceasing to be a director shall also be ceased to be a member of this Committee.

Role of Nomination and Remuneration committee

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

1. Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of the Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, laid down, and recommend to the Board of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

3. STAKEHOLDERS RELATIONSHIP COMMITTEE

Our Company at its Board Meeting held on June 26, 2024 has approved the constitution of the Stakeholders Relationship Committee in compliance with the provisions of the Section 178(5) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Designation in the Committee	Nature of Directorship
Ms. Richa Takkar	Chairperson	Non-Executive Non-Independent Director
Mr. Manoj Kumar Verma	Member	Independent Director
Mr. Ved Prakash	Member	Managing Director

Our Company Secretary and Compliance officer shall act as the secretary to the Stakeholders Relationship Committee.

Meetings of the Committee and relevant quorum

1. The Stakeholder Relationship Committee shall meet at least once in a year, and shall report to the Board on a quarterly basis regarding the status of redressal of the complaints received from the shareholders of the Company.
2. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

Removal or Ceasing as a Member of the Committee

1. Any members of this Committee may be removed or replaced by the Board of Directors at any time, by giving reasons thereof.

- Any member of this committee ceasing to be a director shall also be ceased to be a member of this Committee.

Role of stakeholder and Relationship Committee

The role of the committee shall inter-alia include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

4. INITIAL PUBLIC OFFER COMMITTEE

The Initial Public Offer Committee has been formed by the Board of Directors, at the meeting held on June 26, 2024. As on the date of this Red Herring Prospectus the Initial Public Offer Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Ved Prakash	Chairman	Managing Director
Sanjay Kumar	Member	Executive Director
Richa Takkar	Member	Non-Executive Non-Independent Director

The Company Secretary and Compliance Officer shall act as the secretary of the IPO Committee.

The terms of reference of the IPO Committee include the following:

- Approving amendments to the memorandum of association and the articles of association of the Company;
- Approving all actions required to dematerialize the Equity Shares, including seeking the admission of the Equity Shares into the Central Depository Services (India) Limited (the “CDSL”) and the National Securities Depository Limited (the “NSDL”);
- Finalizing and arranging for the submission of this DRHP, the RHP, the Prospectus and any amendments, supplements, notices or corrigenda thereto, to appropriate government and regulatory authorities, institutions or bodies; Issuing advertisements as it may deem fit and proper in accordance with Applicable Laws;
- Approving suitable policies, including on insider trading, whistle blower/vigil mechanism, risk management and other corporate governance requirement that may be considered necessary by the Board or the IPO Committee or as may be required under Applicable Laws in connection with the Issue;
- Deciding on the size and all other terms and conditions of the Issue and/or the number of Equity Shares to be offered in the Issue.
- Opening bank accounts, share/securities accounts, escrow or custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with Applicable Laws;
- Seeking the listing of the Equity Shares on the Stock Exchanges, submitting listing application to the Stock Exchange and taking all such actions as may be necessary in connection with obtaining such listing, including,

- without limitation, entering into the listing agreement with the Stock Exchanges;
8. Submitting undertaking/certificates or providing clarifications to the Stock Exchanges;
 9. Determining the price band and minimum lot size for the purpose of bidding, any revision to the price band and the final Issue price after bid closure;
 10. Determining the Bid/Issue opening and closing dates;
 11. Executing and delivering any and all documents, papers or instruments and doing or causing to be done any and all acts, deeds, matters or things as the IPO Committee may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Issue; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing.

Compliance with SME Listing Regulations

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on Emerge Platform of NSE.

KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. A brief detail about the Key Managerial Personnel and senior management of our Company are as follows:

Name	:	Mr. Ved Prakash
Designation	:	Managing Director
Education Qualification	:	Bachelor's Degree In Commerce
Date of Appointment	:	May 01, 2024
Term of Office	:	5 years
Expiration of Term	:	April 30, 2029
Previous Employment	:	Director, Sat Kartar Shopping Limited and WTD, Sat Kartar Shopping Limited
Overall Experience	:	More than 12 years in the marketing
Current Remuneration	:	Rs. 54,00,000/- per annum
Remuneration paid in F.Y. 2023-2024	:	Mr. Ved Prakash was appointed as Whole Time Director on February 05, 2024, on a remuneration of Rs. 46,92,000/- per annum in financial year 2023-24 in the capacity of Director.
Name	:	Mr. Devender Kumar Arora
Designation	:	Chief Financial Officer
Education Qualification	:	Chartered Accountant
Date of Appointment	:	May 01, 2024
Expiration of Term	:	N.A.
Previous Employment	:	Executive Finance Manager -BT Global Services Private Limited- Gurugram, COO- Sat Kartar Group of Companies, Delhi
Overall Experience	:	More than 20 years in the finance
Current Remuneration	:	24,00,000/- per annum

Remuneration paid in F.Y. 2023-2024	:	Mr. Devender Kumar Arora was appointed as CFO on May 01, 2024. However, he has received a remuneration of Rs. 2,00,000/- per month in financial year 2023-24 in the capacity of head of the accounts department.
Name	:	Ms. Himanshu Malik
Designation	:	Company Secretary
Education Qualification	:	Company Secretary (CS), Post Graduate Diploma in Business Administration (PGDBA)
Date of Appointment	:	January 20, 2024
Expiration of Term	:	N.A.
Previous Employment	:	Practising Company Secretary at MNS & Associates, Raipur, Chhattisgarh
Overall Experience	:	More than 12 years in the corporate laws and secretarial practices.
Current Remuneration	:	14,40,000/- per annum
Remuneration paid in F.Y. 2023-2024	:	Ms. Himanshu Malik was appointed as Company Secretary on January 20, 2024, on a remuneration of Rs. 1,00,000/- per months in financial year 2023-24.

Notes:

- *All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.*
- *There is no agreement or understanding with major shareholders, consumers, suppliers or others pursuant to which any of the above-mentioned personnel was selected as a director or member of senior management.*
- *None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company. However, our Company has appointed certain Key Managerial Personnel for which our company has not executed any formal service contracts; although they abide by their terms of appointments.*

FAMILY RELATIONSHIP BETWEEN KMP

None of the KMP of the Company are related to each other as per section 2(77) of the Companies Act, 2013.

BONUS AND/ OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

Our Company does not have any bonus and / or profit-sharing plan for the 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.

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except the following, none of our Key Managerial Personnel is holding any Equity Shares in our Company as on the date of this Red Herring Prospectus:

S. No.	Name of the KMP	Designation	No. of Equity Shares	% of pre-issue paid up Share Capital
1.	Mr. Ved Prakash	Managing Director	3,92,000	3.39%

INTEREST OF KEY MANAGERIAL PERSONNEL

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL DURING THE LAST THREE YEARS

Following have been the changes in the Key Managerial Personnel (KMP) during the last three years:

Name of KMP	Date of Event	Reason for Change
Mr. Manprit Singh Chadha	01/01/2024	Appointed as Managing Director
Mr. Devender Kumar Arora	20/01/2024	Appointed as Chief Financial Officer
Ms. Himanshu Malik	20/01/2024	Appointed as Company Secretary
Mr. Ved Prakash	05/02/2024	Change in designation from Director to Whole Time Director
Mr. Manprit Singh Chadha	28/02/2024	Resigned from the post of Managing Director
Mr. Devender Kumar Arora	31/03/2024	Resigned from the post of Chief Financial Officer
Mr. Devender Kumar Arora	01/05/2024	Appointed as Chief Financial Officer
Mr. Ved Prakash	01/05/2024	Change in Designation from Whole Time Director to Managing Director

Note: Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

SCHEME OF EMPLOYEE STOCK OPTIONS OR EMPLOYEE STOCK PURCHASE

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

LOANS TO KEY MANAGERIAL PERSONNEL

Except as provided in restated financial statement in the chapter “*Financial Information*” beginning on page 233 of the Red Herring Prospectus, there are no loans outstanding against the key managerial personnel as on the date of this Red Herring Prospectus.

PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled “*Financial Information*” and the chapter titled “*Our Business*” beginning on pages 233 and 133 respectively of this Red Herring Prospectus, we have not paid/given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Red Herring Prospectus.

RETIREMENT BENEFITS

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.

OUR PROMOTERS

The Promoters of our Company are:

S. No.	Name	Category	No. of Shares
1.	Mr. Manprit Singh Chadha	Individual Promoter	32,97,120
2.	Mr. Pranav Singh Chadha	Individual Promoter	2,83,600
3.	Ms. Simrati Kaur	Individual Promoter	20,464
4.	Ajoooni Wellness Private Limited	Corporate Promoter	57,12,000

For details of the build-up of our promoter's shareholding in our Company, see section titled "Capital Structure" beginning on page 62 of this Red Herring Prospectus.

Brief Profile of Our Individual Promoters is as under:

	<p>Mr. Manprit Singh Chadha is the Promoter of our Company. He is a Chartered Accountant by profession, with experience of more than 30 years in the corporate and entrepreneurial realms. He has been an alumnus of University of Delhi, completing his graduation in B.Com. (Hons) in 1990 and Chartered Accountancy from the Institute of Chartered Accountants of India in 1994. Mr. Chadha's career in diversified fields such as Biotechnology, Telecom, automobile, Customer Support Centre Operations etc is a testament to his experience and leadership. Before founding Sat Kartar Shopping Limited, He served as a Financial Controller at Daksh e-services, Business Support Head at Watson Towers, CFO at Bharti Telecom (Airtel) in Seychelles and Pan India Motors Private Limited.</p>
Particulars	Details
Qualification	Chartered Accountant
Age	55 Years
PAN:	ABTPC1448C
Date of Birth	October 19, 1969
Address	House No. R-672, New Rajinder Nagar, Delhi – 110060.
Experience	Over 30 Years in the biotechnology, automobile, telecom industry
Occupation	Business
No. of Equity Shares & % Of Shareholding (Pre-Offer)	32,97,120 (28.49% of the pre-issue paid up capital)
Directorship & Other Ventures	<p>Indian Private Companies 1. Ajoooni Wellness Private Limited</p> <p>Indian Public Companies Nil</p> <p>Section 8 companies Nil</p> <p>Indian LLPs Nil</p>



Pranav Singh Chadha, aged 28, is the promoter and executive director of the company. A graduate of Sri Guru Gobind Singh College of Commerce. Pranav began his career at Sat Kartar Shopping in June 2017 as a Digital Marketing Associate. He quickly rose to Team Lead and then to Assistant Manager, playing a pivotal role in shaping and introducing the company's brands to the digital landscape. After four years, Pranav sought broader industry exposure and joined ODN Digital Services as Sr. Manager Client Success from October 2021 to October 2023. At ODN, he worked on major marketing campaigns for brands such as Zydus Wellness, CRED, Flipkart, Reliance & more achieving significant growth by delivering successful campaigns. Returning to Sat Kartar Shopping, his 7 years of experience in digital marketing have enhanced customer retention by implementing AI-driven remarketing approaches, and improved operational efficiency. Pranav's leadership has driven growth, reduced costs, and ensured timely project completion, solidifying his role as a key player in the company's ongoing success.

Particulars	Details
Qualification	Bachelor's in commerce
Age	28 years
PAN:	BDOPC3261M
Date of Birth	September 03, 1996
Address	R-672, New Rajender Nagar, Central Delhi, Delhi – 110060
Experience	8 Years
Occupation	Service
No. of Equity Shares & % Of Shareholding (Pre-Offer)	2,83,600 Equity Shares (2.45% of Pre issued paid up capital)
Directorship & Other Ventures	<p>Indian Private Companies 1. Ajooni Wellness Private Limited</p> <p>Indian Public Companies Nil</p> <p>Section 8 companies Nil</p> <p>Indian LLPs Nil</p>



Ms. Simrati Kaur, aged 30 years, is the Promoter and executive director of the company. She is a graduate from Indira Gandhi Institute of Technology and has 4 years of experience in digital marketing. She is involved in leading strategic end-to-end digital marketing campaigns. She is currently responsible for complete end-to-end marketing from new product launches, product design and development to content creation and executing marketing campaigns at scale. She is responsible for formulating comprehensive marketing strategies, conducting in-depth data analysis, and presenting insightful metrics reports. Additionally, she leads the team to execute scaled up campaigns focusing on aligning strategies with key performance indicators (KPIs) to ensure measurable success.

Particulars	Details
Qualification	B. Tech in Computer Science
Age	30 years

PAN:	JESPK3055Q
Date of Birth	September 27, 1994
Address	261 Air Lines Apartament Plot 5, Central Delhi, Delhi – 110075.
Experience	4 Years.
Occupation	Service
No. of Equity Shares & % Of Shareholding (Pre-Offer)	20,464 Equity Shares (0.18% of Pre issued paid up capital)
Directorship & Other Ventures	<p>Indian Private Companies Nil</p> <p>Indian Public Companies Nil</p> <p>Section 8 companies Nil</p> <p>Indian LLPs Nil</p>

Brief Profile of Our Corporate Promoters is as under:

AJOONI WELLNESS PRIVATE LIMITED

Corporate Information

Ajoooni Wellness Private Limited was incorporated on March 17, 2023, as a private limited company under Companies Act, 2013 having PAN: AAYCA3608F, bearing CIN: U47912DL2023PTC411168. The Registered Office of the company situated at R-672, 2nd Floor, New Rajender Nagar, Delhi-110060, India. As on the date of this Red Herring Prospectus, it holds 57,12,000 equity shares of our company which constitutes 49.36% of total share capital of our Company.

Main object of the company

The object to be pursued by the company on its incorporation are:

Retail sale via e-commerce

1. To marketing and selling of products through Television, Electronic Media, Print Media or any other mode.
2. To carry on the business in India and abroad online sale and also offers deals, promotions, discount as traders, buyers, sellers, importers, exporters, distributors agents, brokers, factor, stockiest, commission agents and dealers of the following to establish international marketing and agency network.
 - a) All kinds of machinery, Food stuffs, Handicrafts, Garments and allied products. All kinds of machinery parts, plants, tools, jigs & fixtures, agricultural machinery, seeds trawlers and vessels of all kinds.
 - b) All kinds of fabrics, textiles including decorative hand and machine-made readymade garments, carpets, durries, mats, rugs, namdas, blankets, shawls, tweeds, lines, flannels, beds, spreads, quilts, scarfs, belts, tapestry and all other articles of silk, cotton, woolen and worsted materials and all sorts of apparels, dressing materials, mixed, blended products, nylon, polyester, fibres, yarn, hosiery and mixed fabrics, natural silk fabrics, and leather garments of all kinds including all kinds of commodities.
 - c) Engineering goods, machine tools, hand tools, small tools, metals, alloys, iron pipe fittings, nuts and bolts, bicycles and accessories, automobile parts, steel and stainless steel and iron products, cores and scraps, metallurgical residues, hides, skins, leather goods, furs, bristles, tobacco(raw and manufactured) hemp,

seeds, oils and cakes, vanaspati and waste, coir and jute and products thereof, wood and timber, bones crushed and uncrushed, industrial diamonds, coal and charcoal, glue gums and resins, ivory, lac, shellac, manures, pulp, wood, regs, rubber, tanning substances, wax, quartz, crystal, chemicals and chemical preparations, plastic and linoleum articles, glass and glass ware, handicrafts, handloom, toys, liquid gold, precious stones, ornaments jewelries, pearls, drugs and medicines, soaps and paints including fertilizers.

- d) All kinds of instruments, apparatus and appliances, machinery and mill work and parts thereof, paper and stationery, sports goods, druggets in dressing materials, cosmetics, wigs, belting, cinematograph films exposed, gramophone records, rubber and plastic goods, starch, umbrellas, crown corks, batteries, surgical and musical instruments, marble, granite and hardware items and traditional calendars.
 - e) All kinds of books and manuscripts, electrics and electronic items of all kinds, sanitary ware and fittings, woven textiles, natural fiber products, celluloid products mixed blended products, fish and fish products, fodder bran, fruits, nuts, cashew nuts, kevels, grains, rice, pulses, flours, confectionery, provision., alcohol beverages, perfumed spirits, spices and tea, coffee, sugar and molasses, vegetables and vegetable products, processed foods and packed food products.
 - f) Goods made of brass, silver and gold electroplating, nickel, silver and aluminum, tobacco and liquor, traditional and non-traditional goods, antiques, brassware industrial mineral and agricultural commodities, handicrafts and household goods, building material, consumer goods, building material, consumer goods of all kind, electrical and electronic machines, spares and accessories, telecom products, engineering products and all types of software and computers.
3. To carry on the business of network marketing of all types of products and all types of services.
 4. To carry on the business as agents and to buy, exchange purchase and interest in any immovable property such as houses, building, market, cinema halls, multiplexes, shopping malls, shops, townships, housing projects, industrial sheds & lands.

Board of Directors

The Directors of Ajooni Wellness Private Limited as on date of this Red Herring Prospectus are as follows:

S. No.	Name of Directors	Designation
1.	Manprit Singh Chadha	Director
2.	Sanjay Kumar	Director
3.	Pranav Singh Chadha	Director

Capital Structure and Shareholding Pattern

As on the date of this Red Herring Prospectus, the authorized share capital of Ajooni Wellness Private Limited is Rs 10,00,000/- (1,00,000 Equity shares of Rs.10/- each). The paid-up share capital Rs. 1,00,000/- (10,000 Equity shares of Rs.10/- each).

As on the date of this Red Herring Prospectus, the shareholding pattern of Ajooni Wellness Private Limited is as follows:

S No.	Name of Shareholder	Number of Shares	% of holding
1	Manprit Singh Chaddha	9,997	100.00%
2	Pranav Singh Chadha	01	Negligible
3	Paramjit Singh Chadha	01	Negligible
4	Amarjit Chadha	01	Negligible
Total		10,000	100.0%

Financial Performance on the basis of standalone financial statements:
(Amount in Thousands)

Particulars	FY 23-24
Total Income	785.08
Profit after Tax	334.50
Equity Capital	100.00
Reserves & Surplus (excluding revaluation reserve)	314.95
Net worth	414.95
NAV per share (in Rupees)	41.49
Earnings per share (EPS) (Basic & Diluted)	33.45
No. of Equity Shares of Rs. 10/- each (In numbers)	10,000

Financial Performance on the basis of Consolidated financial statements:
(Amount in Thousands)

Particulars	FY 23-24
Total Income	12,82,511
Profit after Tax	62,411
Equity Capital	100
Reserves & Surplus (excluding revaluation reserve)	46,184
Net worth	46,284
NAV per share (in Rupees)	4,628.40
Earnings per share (EPS) (Basic & Diluted)	6.24
No. of Equity Shares of Rs. 10/- each (In numbers)	10,000

Other Disclosures

The equity share of the company are not listed on any exchange. No action has been taken against the company by any stock Exchange or SEBI.

In relation to our Corporate Promoter, our company confirm that the PAN, Bank Account Number, the CIN (Corporate Identification Number) and address of the registrar of companies where our Corporate Promoter are registered, shall be submitted to the NSE at the time of filing of this Red Herring Prospectus.

For details pertaining to other ventures of our Promoters, refer chapter titled “Our Group Entities” beginning on page no. 221 of this Red Herring Prospectus.

Relationship of Promoters with our Directors

Except as mentioned below none of our Promoter(s) are related to any of our Company’s Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

S No.	Name of Promoter	Name of Director	Relation
1.	Manprit Singh Chadha	Pranav Singh Chadha	Promoter is the father of the Director

OTHER UNDERTAKINGS AND CONFIRMATIONS

- Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhar and Passport Number of the Promoters will be submitted to the Emerge Platform of NSE, where the securities of our Company are proposed to be listed at the time of submission of Red Herring Prospectus.
- Our Promoters have confirmed that they have not been identified as willful defaulters.
- No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

INTEREST OF PROMOTERS

Interest in promotion of Our Company

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder and director as a part of the management of our Company and having significant control over the management and influencing policy decisions of our Company.

Interest in the property of Our Company

Our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Red Herring Prospectus or proposed to be acquired by us as on date of this Red Herring Prospectus. For further details of property please refer to Chapter titled “Our Business” beginning on page 133 of this Red Herring Prospectus.

Interest as member of Our Company

Our Promoters hold 93,13,184 Equity Shares aggregating to 80.48% of pre-issue Equity Share Capital in our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company. Except to the extent of their respective shareholding in our Company and benefits provided to them, our Promoters hold no other interest in our Company.

Interest as Director of our Company

Except as stated in the “*Related Party Transactions*” under the chapter financial information as restated beginning on page number 233 of the Red Herring Prospectus, our Promoters / Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of our AOA.

Other Ventures of our Promoters

Save and except as disclosed in the chapters titled “*Our Group Entities*” beginning on page 221 of the Red Herring Prospectus, there are no other ventures of our Promoters in which they have business interests/other interests.

Change in the control of Our Company

Our current promoter Mr. Manprit Singh Chadha is the original promoter of our company.

However, Mr. Pranav Singh Chadha and Ms. Simrati Kaur became promoter w.e.f. August 01, 2024 and M/s. Ajooni Wellness Private Limited became the promoter w.e.f. March 31, 2023.

For details regarding the shareholding of our promoters, please refer to chapter titled “Our Promoters” on page no. 211 of this Red Herring Prospectus.

Litigation involving our Promoters.

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 280 of this Red Herring Prospectus.

Payment of benefits to our Promoters and Promoter Group during the last two years

Save and except as disclosed under “*Statement of Related Party Transactions*”, under section titled “*Financial Information*” beginning on page number 233 of the Red Herring Prospectus, there has been no Payment or benefit to promoters during the two (2) years preceding the date of filing of this Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Red Herring Prospectus.

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

None of our promoters have disassociated themselves from the any entities/firms during the preceding three years except following:

S No.	Name of Promoter	Name of the entity	Reason of Disassociation
1.	Manprit Singh Chadha	Manprit Singh & Associates	Dissolution of Partnership Firm
2.	Manprit Singh Chadha	Sat Kartar Fahrenheit Private Limited	Resignation from Directorship
3.	Manprit Singh Chadha	Skinrange Vision Foundation	Resignation from Directorship
4.	Manprit Singh Chadha	SKRAV Nidhi Limited	Resignation from Directorship
5.	Manprit Singh Chadha	Skinrange Addiction Killer Foundation	Resignation from Directorship
6.	Pranav Singh Chadha	SKRAV Nidhi Limited	Resignation from Directorship
7.	Pranav Singh Chadha	Skinrange Addiction Killer Foundation	Resignation from Directorship

Other Confirmations

As on the date of this Red Herring Prospectus, our Promoters and members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our Promoters were not and are not promoters or persons in control of any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority. There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority against our Promoters during the last five (5) years preceding the date of this Red Herring Prospectus, except as disclosed under chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 280 of this Red Herring Prospectus.



Our Promoters and members of our Promoter Group have neither been declared as a wilful defaulter nor as a fugitive economic offender as defined under the SEBI (ICDR) Regulations, and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against our Promoters.

Guarantees

Except as stated in the section titled "*Financial Statements*" beginning on page 233 of this Red Herring Prospectus, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Red Herring Prospectus.

Related Party Transactions

For details of related party transactions entered into by our Company, please refer to "*Statement of Related Party Transactions*", under the section titled "*Financial Information*" beginning on page number 233 of the Red Herring Prospectus.

Information of our group companies

For details related to our group companies please refer "Our Group Entities" on page no. 221 of this Red Herring Prospectus.

This space has been left blank intentionally.

OUR PROMOTER GROUP

Our Promoters and Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations is as under

A. Natural Persons who form part of our Promoter Group:

The following natural persons being the immediate relatives of our Promoters in terms of the SEBI (ICDR) Regulations 2018 form part of our Promoter Group:

Promoters	Manprit Singh Chadha	Pranav Singh Chadha	Simrati Kaur
Father	Mr. Paramjit Singh Chadha	Mr. Manprit Singh Chadha	Mr. Gurmeet Singh
Mother	Mrs. Amarjit Chadha	Mrs. Archana Chadha	Mr. Jasjeet Kaur
Spouse	Mrs. Archana Chadha	N.A.	Mr. Rounak Singh Bhamra
Brother	N.A.	Mr. Aryaman Singh Chadha	Mr. Japnidh Singh
Sister	Ms. Jasjeet Kaur	Ms. Ajooni Kaur	N.A.
Son	Mr. Pranav Singh Chadha and Mr. Aryaman Singh Chadha	N.A.	N.A.
Daughter	Ms. Ajooni Kaur	N.A.	N.A.
Spouse's Father	Late Surjit Singh Majethia	N.A.	Mr. Jagjit Singh
Spouse's Mother	Ms. Kawaljit Kaur Majethia	N.A.	Mrs. Neelam Raj
Spouse's Brother	Mr. Kuljit Singh and Mr. Jaswinder Singh	N.A.	Mr. Simran Singh Bhamra
Spouse's Sister	N.A.	N.A.	Ms. Ginni Bhardwaj

B. Companies, partnership and proprietorship firms forming part of our Promoter Group are as follows:

Nature of Relationship	Name of Entities
Subsidiary of our Promoter Company i.e. Ajooni Wellness Private Limited	1. Ajooni Life Sciences Private Limited 2. Ajooni Naturals Private Limited
Holding company of our Promoter Company i.e. Ajooni Wellness Private Limited	Nil
Any body corporate in which the promoter holds twenty per cent. or more of the equity share capital; and/or any body corporate which holds twenty per cent. or more of the equity share capital of the promoter	Nil

C. Companies, partnership and proprietorship firms forming part of our Promoter Group are as follows:

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

Nature of Relationship	Name of Entities
Any body corporate in which 20% or more of the share capital is held by the promoters or an immediate relative of the promoters or a firm	1. Sat Kartar Shopping Limited 2. Sat Kartar Ayur Private Limited 3. Sat Kartar Herbal Private Limited 4. SKRAV Nidhi Limited

<p>or HUF in which the promoters or any one or more of his immediate relative is a member.</p>	<ol style="list-style-type: none"> 5. SK Health Courier Private Limited 6. Sat Kartar Electromech Cables Private Limited 7. Zaisch India Inc (<i>Partnership Firm</i>) 8. Zemtech Technologies (<i>Proprietor</i>) 9. Zaisch Calibrata Asia Technologies LLP 10. Zaisch Technologies India Private Limited 11. Super Diesels Hitech Engineering Private Limited 12. Super Diesels Hitech Engineering (<i>Partnership Firm</i>) 13. Skinrange Addiction Killer Foundation
<p>Any body corporate in which a body corporate as mentioned above holds 20% or more of the total share capital</p>	<p>Nil</p>
<p>Any HUF or firm in which the aggregate share of the promoters and his relatives is equal to or more than 20% of the total capital</p>	<ol style="list-style-type: none"> 1. *Manprit Singh & Associates 2. Manprit Singh Chadha HUF 3. Paramjit Singh Chadha HUF

**Manprit Singh & Associates, a Partnership Firm. The firm has been dissolved vide dissolution deed dated January 16, 2024.*

COMMON PURSUITS OF OUR PROMOTERS

The promoter Group entities are having business objects similar to our business. Further, currently we have entered into a non-compete agreement/arrangement with our corporate promoter dated April 02, 2024. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

This space has been left blank intentionally.

OUR GROUP ENTITIES

As per the Regulation 2 (t) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and on the basis of Accounting Standard (AS) 21 (Consolidated Financial Statements) below mention are the details of Companies / Entities are the part of our group entities. No equity shares of our group entities are listed on any of the stock exchange, and they have not made any public or rights issue of securities in the preceding three years.

A. The Group Companies of our Company are as follows:

1. I.T.S. Euroswiss Travels Private Limited
2. SK Sarthi Private Limited
3. Ajooni Life Sciences Private Limited

B. Other Group Entities of our Company:

1. Manprit Singh & Associates
2. Manprit Singh Chadha HUF
3. Affiance Advertising (Partnership Firm)
4. Ved Prakash & Sons HUF

Details of Group Companies

1. I.T.S. Euroswiss Travels Private Limited

Corporate Information

I.T.S. Euroswiss Travels Private Limited was incorporated on January 04, 2007, under the Companies Act, 1956 having CIN: U63090DL2007PTC157414. The registered office of the company is situated at 603, 6th Floor, Mercantil KG Marg, Connaught Place, Delhi-110001, India.

Main Object of the Company

1. To provide services of travel agency bookings for including travel advisory, ticketing, hotel inbound tourists visiting India and outbound Indian tourists.
2. To sell, manage and execute international tour packages.
3. To set up a website to provide information related to travel and leisure to inbound tourists visiting India and outbound Indian tourists.
4. To provide back office, call center and other support services to international travel agencies, hotels, airlines, transport companies and tour operators.
5. To carry out all other activities that may be incidental to accomplish the above objects.
6. To provide information on services viz., transit facilities, rail and road transfers, theme evenings and theme packages, shopping facilities, packaged/conducted tours for business, religious, educational, leisure and sight seeing purpose, booking and reservation on ships, cruises, aeroplanes, buses, hotels, collective bargaining and reverse auctions, time share and frequent user programs to provide any of the aforesaid services solely or through strategic alliances, to generally engage in the business of development and promotion of tourism industry and, to provide such facilities to national and international tourists as may be incidental or necessary for the accomplishment of above objects.

Board of Directors

The Directors of I.T.S. Euroswiss Travels Private Limited as on the date of this Red Herring Prospectus are given as follows:

Name	Designation
Kantharao jalumuru	Director
Geetanjali	Director

Shareholding Pattern

The Shareholding Pattern of I.T.S. Euroswiss Travels Private Limited as on the date of this Red Herring Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Kantharao Jalumuru	9,500	95.00
Ved Prakash	500	5.00
Total	10,000	100.00

Financial Performance on the basis of standalone financial statements:

(Amount in Thousands)

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Total Income	41,294.11	11,217.64	4,610.00
Profit after Tax	574.54	(153.75)	6.52
Equity Capital	100.00	100.00	100.00
Reserves & Surplus (excluding revaluation reserve)	662.43	87.89	241.64
Net worth	762.43	187.89	341.64
NAV per share (in Rupees)	76.24	18.79	34.16
Earnings per share (EPS) (<i>Basic & Diluted</i>)	57.45	(15.37)	0.69
No. of Equity Shares of Rs. 10/- each (In numbers)	10,000.00	10,000	10,000

2. SK Sarthi Private Limited

Corporate Information

SK Sarthi Private Limited (formerly known as Monica Infratech Private Limited) was incorporated on July 01, 2013, under the Companies Act, 1956 having CIN: U70102DL2013PTC254687. The registered office of the company is situated at Flat No. 109, Mercantile House 1st Floor 15 KG Marg, New Delhi- 110001, India

Main Object of the Company

1. To engage in Real Estate Promoters, Development & Project Management Association including civil, mechanical, electrical, and all other types erection, commissioning projects, projects trading as well as consultant for execution of projects on turnkey basis.
2. To carry on the business as builders, consultants, civil engineers, surveyors, designers, town planners, estimators, interior & exteriors decorators, general and government civil contractors of immovable properties, all types of structural and pilling engineering work. interior designing , land scaping and graphic.
3. To buy, exchange purchase, or interest in any immovable property such as house, building, market, shops, industrial sheds lands within or outside the limits of Municipal Corporation or such other local bodies and to provide roads, drains, water supply, electricity and lights. With in these areas, to divide the same into suitable plots and rent or sell the plots to the people for building, houses, bungalows, farmhouse & colonies for workmen according to schemes approved by improvement trusts, development boards and municipal boards there on and to rent or sell the same to the public and realize cost on lump sum or on installments or by hire purchase system; or otherwise to start housing scheme in India or abroad.

4. To construct, maintain, erect and lay out roads, highway sewers, drains, electric lines, cables, and gas lines, in over and under the estate of any other company or person or body-corporate.
5. To construct, execute, carry out, equip, maintain, improve, develop civil and constructional work relating to roads, electric, power, heat and light supply work, hotels, buildings, godowns, pleasure grounds, parks, gardens, docks, jitrries, embankments, bunds, bridges, wharves, canals, irrigations reclamation improvement, sewage, sanitary telegraphic, telephone works, warehouses, market, public buildings and all other such civil and related constructional works.
6. To provide educational activities like providing mentorship programs for all age group for the betterment of the society and establish, setup, and run in any part of coaching institutes, Study centre, oral coaching classes, where in professional; technical, vocational education.

Board of Directors

The Directors of SK Sarthi Private Limited as on the date of this Red Herring Prospectus are given as follows:

Name	Designation
Kantharao Jalumuru	Director
Ravi Kumar	Director

Shareholding Pattern

The Shareholding Pattern of SK Sarthi Private Limited as on the date of this Red Herring Prospectus are as follows:

Shareholders name	No. of shares	% of total holding
Manprit Singh Chadha	1,900	19.00%
Sanjay Kumar	1,900	19.00%
Ved Prakash	1,900	21.50%
Jalumuru Kantharao	2,150	21.50%
Ravi Kumar	2,150	21.50%
Total	10,000	100.00

Financial Performance

(Amount in Thousands)

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Total Income	1,68,363.50	97,570.70	41,953.30
Profit after Tax	2,275.50	770.70	13.80
Equity Capital	100.00	100.00	100.00
Reserves & Surplus (excluding revaluation reserve)	3,070.30	794.80	24.10
Net worth	3,170.30	894.80	124.10
NAV per share (in Rupees)	317.03	89.48	12.41
Earnings per share (EPS) (Basic & Diluted)	227.55	77.07	1.38
No. of Equity Shares of Rs. 10/- each (In numbers)	10,000	10,000	10,000

3. Ajooni Life Science Private Limited

Corporate Information

Ajooni Life Sciences Private Limited was incorporated on June 26, 2023, under the Companies Act, 2013 having CIN: U47912DL2023PTC416161. The registered office of the company is situated at 603, 6th Floor, Mercantile KG Marg, Connaught Place, Delhi-110001, India.

Main Object of the Company

Retail sale via e-commerce:

1. To marketing and selling of products through Television, Electronic Media, Print Media or any other mode.
2. To carry on the business in India and abroad online sale and also offers deals, promotions, discount as traders, buyers, sellers, importers, exporters, distributors agents, brokers, factor, stockiest, commission agents and dealers of the following to establish international marketing and agency network.
 - a) All kinds of machinery, Food stuffs, Handicrafts, Garments and allied products. All kinds of machinery parts, plants, tools, jigs & fixtures, agricultural machinery, seeds trawlers and vessels of all kinds.
 - b) All kinds of fabrics, textiles including decorative hand and machine-made readymade garments, carpets, durries, mats, rugs, namdas, blankets, shawls, tweeds, lines, flannels, beds, spreads, quilts, scarfs, belts, tapestry and all other articles of silk, cotton, woolen and worsted materials and all sorts of apparels, dressing materials, mixed, blended products, nylon, polyester, fibres, yarn, hosiery and mixed fabrics, natural silk fabrics, and leather garments of all kinds including all kinds of commodities.
 - c) Engineering goods, machine tools, hand tools, small tools, metals, alloys, iron pipe fittings, nuts and bolts, bicycles and accessories, automobile parts, steel and stainless steel and iron products, cores and scraps, metallurgical residues, hides, skins, leather goods, furs, bristles, tobacco(raw and manufactured) hemp, seeds, oils and cakes, vanaspati and waste, coir and jute and products thereof, wood and timber, bones crushed and uncrushed, industrial diamonds, coal and charcoal, glue gums and resins, ivory, lac, shellac, manures, pulp, wood, regs, rubber, tanning substances, wax, quartz, crystal, chemicals and chemical preparations, plastic and linoleum articles, glass and glass ware, handicrafts, handloom, toys, liquid gold, precious stones, ornaments jewelries, pearls, drugs and medicines, soaps and paints including fertilizers.
 - d) All kinds of instruments, apparatus and appliances, machinery and mill work and parts thereof, paper and stationery, sports goods, druggets in dressing materials, cosmetics, wigs, belting, cinematograph films exposed, gramophone records, rubber and plastic goods, starch, umbrellas, crown corks, batteries, surgical and musical instruments, marble, granite and hardware items and traditional calendars.
 - e) All kinds of books and manuscripts, electrics and electronic items of all kinds, sanitary ware and fittings, woken textiles, natural fiber products, celluloid products mixed blended products, fish and fish products, fodder bran, fruits, nuts, cashew nuts, kevels, grains, rice, pulses, flours, confectionery, provision., alcohol beverages, perfumed spirits, spices and tea, coffee, sugar and molasses, vegetables and vegetable products, processed foods and packed food products.
 - f) Goods made of brass, silver and gold electroplating, nickel, silver and aluminum, tobacco and liquor, traditional and non-traditional goods, antiques, brassware industrial mineral and agricultural commodities, handicrafts and household goods, building material, consumer goods, building material, consumer goods of all kind, electrical and electronic machines, spares and accessories, telecom products, engineering products and all types of software and computers.
3. To carry on the business as agents and to buy, exchange purchase and interest in any immovable property such as houses, building, market, cinema halls, multiplexes, shopping malls, shops, townships, housing projects, industrial sheds & lands.

Board of Directors

The Directors of Ajooni Life Sciences Private Limited as on the date of this Red Herring Prospectus are given as follows:

Name	Designation
Sanjay Kumar	Director
Ved Prakash	Director

Shareholding Pattern

The Shareholding Pattern of Ajooni Life Sciences Private Limited as on the date of this Red Herring Prospectus are as follows:

S No.	Name of Shareholder	Number of Shares	% of holding
1	Ajoooni Wellness Pvt Ltd	9,997	100.00%
2	Sanjay Kumar	1	Negligible
3	Ved Prakash	1	Negligible
4	Pranav Singh Chadha	1	Negligible
Total		10,000.00	100.0%

Financial Performance

(Amount in thousands)

Particulars	FY 2023-24
Total Income	1,504.76
Profit after Tax	-193.01
Equity Capital	100.00
Reserves & Surplus (excluding revaluation reserve)	-193.01
Net worth	-93.01
NAV per share (in Rupees)	-9.30
Earnings per share (EPS) (Basic & Diluted)	20
No. of Equity Shares of Rs. 10/- each (In numbers)	10,000.00

Other Group Entities

1. Manprit Singh & Associates (Partnership Firm)

About the Firm

Name of the Firm	Manprit Singh & Associates
Status	Partnership Firm
Nature of Business	Consultancy Service
Operational Since	May 30, 2013 (dissolved on January 16, 2024)
Work Address	R-672, New Rajinder Nagar, Rajender Nagar, Delhi-110060

Partners of the Firm

Partners name	Profit Ratio
Manprit Singh Chadha	50.00%
Varun Khetarpal	50.00%
Total	100.00%

Financial Performance

Certain details of the audited financials of Manprit Singh & Associates (Partnership Firm) are set forth below:

(Amount in thousands)

Particulars	F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
Income from business and profession	90.00	192.00	490.00
Income from other sources	2.23	500.54	3.96
Total Income	7.01	31.43	0.73
Tax Paid/ (Refund)	2.19	9.81	0.23

2. Manprit Singh Chadha HUF

Name of the HUF	Manprit Singh Chadha HUF
Nature of Business	Consultancy Service
Karta	Manprit Singh chadha
Address	R-672, New Rajinder Nagar, Rajender Nagar, Delhi-110060

Financial Performance

Certain details of the financials of Manprit Singh Chadha HUF are set forth below:

(Amount in thousands)

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Income from business and profession	294.97	310.25	235.36
Total Income	294.97	310.25	235.36
Tax Paid/ (Refund)	0.00	3.13	-

3. Affiance Advertising (Partnership Firm)

About the Firm

Name of the Firm	Affiance Advertising
Status	Partnership Firm
Nature of Business	Media Agency
Work Address	F-233, 3 rd Floor, Rishi Nagar, Rani Bagh, Saraswati Vihar, Delhi-110034

Partners of the Firm

Partners name	Profit Ratio
Ved Prakash	50%
Sanjay Kumar	50%
Total	100%

Financial Performance

Certain details of the audited financials of Affiance Advertising (Partnership Firm) are set forth below:

(Amount in Thousands)

Particulars	F.Y. 2023-24	F.Y. 2022-23
Total sales/Professional receipt	385.86	1,273.89
Total Expense	384.43	1,251.38
Total Profit	1.98	22.52

4. Ved Prakash & Sons HUF

Name of the HUF	Ved Prakash & Sons HUF
Nature of Business	Marketing and promotion services
Karta	Mr. Ved Prakash

Financial Performance

Certain details of the financials of Ved Prakash & Sons HUF are set forth below:

(Amount in Thousands)

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Income from business and profession	980.00	980.00	-
Income from other sources	11.32	0.09	-
Total Income	991.32	980.09	-
Tax Paid/ (Refund)	63.61	78.15	-

DECLARATIONS

- None of the entities in the Group Companies is restrained by any SEBI Order or have ever become defunct.
- None of the entities in the Group Companies is listed at any Stock Exchange nor have such entities made any public issue or right issue in the preceding three years.
- None of the entities in the Group Companies has become a sick company under the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up or liquidation.

LITIGATIONS

For details on litigations and disputes pending against our Group Companies please refer to the section titled “Outstanding Litigations and Material Developments” on page 280 of the Red Herring Prospectus.

DEFUNCT GROUP COMPANIES

There are no defunct Group Companies of our Company as on the date of this Red Herring Prospectus.

UNDERTAKING / CONFIRMATIONS

Our Promoters and Group Companies confirm that they have not been declared as a willful defaulter by the RBI or any other governmental authority and there have been no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings pertaining to such penalties are pending against them.

None of the Promoters or Promoter Group Companies or persons in control of the Promoters has been:

- Prohibited from accessing the capital market 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. None of the Promoters is or has ever been a promoter, director or person in control of any other company, which is debarred from accessing the capital markets under any order or direction passed by the SEBI.

OTHER DETAILS OF GROUP COMPANIES/ENTITIES:

1. There are no defaults in meeting any statutory/ bank/ institutional dues.
2. No proceedings have been initiated for economic offences against our Group Companies/Entities.

NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES

(a) In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company or any business interest or other interests in our Company, except to the extent identified chapter titled “Financial Information” and Note 25, “Related Party Transaction” beginning on page 233 of this Red Herring Prospectus.

(b) In the properties acquired or proposed to be acquired by our Company in the past 2 years before filing the Red Herring Prospectus with Stock Exchange

Our Group Companies do not have any interest in the properties acquired or proposed to be acquired by our Company in the past 2 years before filing this Red Herring Prospectus with Stock Exchange.

(c) In transactions for acquisition of land, construction of building and supply of machinery

Except as disclosed in the financial information, none of our Group Companies is interested in any transactions for the acquisition of land, construction of buildings or supply of machinery.

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RELATED PARTY TRANSACTION

For details on related party transactions of our Company, please refer to Note 25 of Restated Financial Statements beginning on page 233 of this Red Herring Prospectus.

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DIVIDEND DISTRIBUTION POLICY

1. Background

The Dividend Distribution Policy (“Policy”) is formulated by Sat Kartar Shopping Limited (“the Company”), approved by the board on 26th June 2024 in accordance with Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and shall acts as a guidance to the Board/Company during recommendation/declaration of Dividends.

2. Objective

To establish the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company. The objective of this Policy is to lay down the criteria and parameters that are to be considered by the Board of Directors of the Company while deciding on the declaration/recommendation of Dividend from time to time. This Policy is applicable to dividend declared/recommended on the equity shares of the Company, including interim dividend and final dividend.

3. Dividend

Dividend is the amount paid by the Company out of profits, to its shareholders in proportion to the amount paid up on the shares held by the shareholders. As per the provisions of the Companies Act, 2013, the dividend can be paid as interim or final.

Interim Dividend

- a) The Board of Directors of the Company shall declare the interim dividend during the financial year, as and when they consider it fit to so declare.
- b) The interim dividend can be declared by the Board of Directors one or more times in a financial year and normally, the Board may consider the declaration of interim dividend after the finalization of the quarterly/half yearly financial statements of the Company.
- c) The interim dividend, if declared, shall be paid to the eligible shareholders, as per provisions of the Companies Act, 2013, SEBI Regulations and other laws, to the extent applicable.
- d) In case no final dividend is declared by the Company, interim dividend paid during the financial year, if any, shall be considered as final dividend at the Annual General Meeting of the Company.
- e) Details of payment of Interim Dividend for the previous three financial years is as follows:

S No.	Particular	FY 23-24	FY 22-23	FY 21-22
1.	Number of shares	28,00,000	-	-
2.	Face value (in Rupees per share)	10.00	-	-
3.	Interim dividend (in Rupees per share)	0.525	-	-
4.	Aggregate dividend (in Rupees in Thousands)	1,470.00	-	-
5.	Rate of dividend (in Percentage)	5.25%	-	-
6.	Status of payment of Dividend	Paid in respective account of shareholders who were identified as on cut-off date	-	-

Note: The dividend distribution tax has been abolished vide finance act 2020 from financial year 2021.

Final Dividend

- The final dividend, if any, is paid once in a financial year after the preparation of the annual financial statements.
- The Board of Directors shall recommend the final dividend to the Shareholders for their approval in the Annual General Meeting of the Company. The declaration of final dividend, if any, shall be included in the ordinary business items to be transacted at the Annual General Meeting of the Company.
- The final dividend shall be paid to the eligible shareholders subject as per provisions of the Companies Act, 2013, SEBI Regulations and other laws, to the extent applicable.
- Details of payment of Interim Dividend for the previous three financial years is as follows:

S No.	Particular	FY 23-24	FY 22-23	FY 21-22
1.	Number of shares	28,00,000	-	-
2.	Face value (in Rupees per share)	10.00	-	-
3.	Final dividend (in Rupees per share)	0.175	-	-
4.	Aggregate dividend (in Rupees in Thousands)	490.00	-	-
5.	Rate of dividend (in Percentage)	1.75%	-	-
6.	Status of payment of Dividend	Paid in respective account of shareholders who were identified as on cut-off date		

Note: The dividend distribution tax has been abolished vide Finance Act 2020 from Financial Year 2020-2021.

4. Parameters for Dividend Distribution

The Board while considering payment of dividend for a financial year may, inter alia, consider the following factors:

Financial Parameters / Internal Factors:

- Standalone / net operating profit after tax;
- Operating cash flow of the Company for the year.
- Liquidity position, aggregate Debt of the Company, debt service coverage position, etc.
- Loan repayment and Working capital requirements;
- Capital expenditure requirements;
- Resources required for funding acquisitions, mergers and / or new businesses;
- Cash flow required for meeting tax demands and other contingencies;
- Regulatory (and growth requirement of) Capital Adequacy;
- Regulatory (and growth requirement of) Solvency;
- Trend of dividends paid in the past years;
- Dividend receipt from subsidiaries;
- Any windfall, extra-ordinary or abnormal gains made by the Company and
- Any other factor not explicitly covered above but which is likely to have a significant impact on the Company.

External Factors:

- Prevailing legal requirements, regulatory restrictions laid down under the applicable laws including tax laws and changes made in accounting standards;
- Dividend pay-out ratios of companies in the same industry.

3. Any other factor that has a significant influence / impact on the Company's working / financial position of the Company.

5. Circumstances under which the shareholders may not expect Dividend

The shareholders of the Company may not expect Dividend under the following circumstances :

- 5.1 In the event of inadequacy of profits or whenever the Company has incurred losses;
- 5.2 Significant cash flow requirements towards higher working capital requirements /tax demands / or others, adversely impacting free cash flows;
- 5.3 An impending / ongoing Capital expenditure program or any acquisitions or investment in joint ventures requiring significant allocation of capital;
- 5.4 Allocation of cash required for buy-back of securities and
- 5.5 Any of the above referred internal or external factors restraining the Company from considering dividend.
- 5.6 In any other circumstances where the Board, in its judgment, determines the declaration of dividends to not be in the best interests of the Company and the Shareholders.

6. Utilization of retained earnings

The Company may declare Dividend out of the profits of the Company for the year or out of the profits of any previous year or years or out of the free reserves available for distribution of Dividend, after having due regard to the parameters laid down in this policy. Profits retained in the business will be invested in the business / operations of the Company and may be used for augmenting working capital, repayment of borrowings, funding capital expenditure / acquisition(s) and for all other corporate purposes.

7. Parameters to be adopted with regard to various classes of shares

At present, the authorized, issued, subscribed and paid-up share capital of the Company comprises only of equity shares.

Currently, the Company has issued one class of equity shares with equal voting rights. As and when the Company issues different class of shares, the Board of Directors may suitably amend this policy.

8. Procedure

- The dividend proposal placed before the Board for consideration shall be in terms of this policy.
- The Company shall ensure compliance of provisions of applicable Laws and this policy in relation to Dividend declared by the Company.

9. Disclosure

The Company shall make appropriate disclosures as required under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time.

10. Mode of Payment of Dividend

The Company will pay the dividend in cash only by directly crediting the dividend amount to the shareholders' bank account through electronic payment mode.

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SECTION VI – FINANCIAL INFORMATION

FINANCIAL STATEMENT AS RESTATED

Independent Auditor’s Examination report on Restated Financial Information of SAT KARTAR SHOPPING LIMITED

To,
The Board of Directors
SAT KARTAR SHOPPING LIMITED

1. We have examined the attached restated financial information of “**SAT KARTAR SHOPPING LIMITED**” (Formerly Known as **SAT KARTAR SHOPPING PRIVATE LIMITED**) (hereinafter referred to as “the Company” or “the Issuer”) comprising the restated statement of assets and liabilities as at December 15, 2024, 31st March 2024, 31 March 2023, and 31 March 2022 restated statement of profit and loss and restated cash flow statement for the financial year ended at December 15, 2024, 31st March 2024, 31 March 2023, and 31 March 2022 and the summary statement of significant accounting policies and other explanatory information (collectively referred to as the “**restated financial information**” or “**restated financial statements**”) annexed to this report and initialed by us for identification purposes. These Restated Standalone Financial Statements have been prepared by the management of the Company and approved by the board of directors at the meeting in connection with the proposed Initial Public Offer in SME Platform (“**IPO**” or “**SME IPO**”) of NSE Limited (“**NSE**”) of the company.
2. The restated summary statements have been prepared in accordance with the requirements of:
 - (i) Section 26 of Part – I of Chapter III of Companies Act, 2013 (the “**Act**”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“**ICDR Regulations**”) and related amendments/clarifications from time to time issued by the Securities and Exchange Board of India (“**SEBI**”);
 - (iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“**Guidance Note**”)
3. The Company’s Board of Directors is responsible for the preparation of the Restated Financial Statements for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus to be filed with Securities and Exchange Board of India (“**SEBI**”), SME platform of NSE Limited (“**NSE**”) and Registrar of Companies (Ahmadabad, Delhi) in connection with the proposed IPO. The Restated Standalone Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Standalone Financial Statements. The responsibility of the board of directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Statements. The boards of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
4. We have examined such Restated Standalone Financial Statements taking into consideration:
 - (i) The terms of reference and terms of our engagement letter request in gusto carry out the assignment ,in connection with the proposed SME IPO;
 - (ii) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

- (iii) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements;
- (iv) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5. The Restated Financial Statements of the Company have been compiled by the management from:

- (i) Audit for the financial period/year ended on December 15, 2024, 31st March 2024, 31 March 2023, and 31 March 2022 was conducted by M/s Nidhi Bansal & Company , Chartered Accountants, Statutory and peer reviewed Auditor. There are no audit qualifications in the audit reports issued by the statutory and tax auditors for the financial period/ year ended on December 15, 2024, 31st March 2024, 31 March 2023, and 31 March 2022 which would require adjustments in the Restated Financial Statements of the Company. The financial report included for these period/years is based solely on the report submitted by them.
- (ii) We have Re-audited the Financial statements of the company in accordance with applicable standard as required under the SEBI ICDR regulations for the financial period/year ended on December 15, 2024, 31st March 2024, 31 March 2023, and 31 March 2022 prepared in accordance with the Indian Accounting Standards (Indian GAAP) which have been approved by the Board of Directors.
- (iii) Based on our examination and according to information and explanations given to us, we are of the opinion that the Restated Financial Statements:
 - a) We have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the financial period/year ended on December 15, 2024, 31st March 2024, 31 March 2023, and 31 March 2022.
 - b) do not require any adjustment for modification as there is no modification in the underlying audit reports;
 - c) there are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
 - d) have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.
 - e) Adequate disclosure has been made in the financial statements as required to be made by the issuer as per schedule III of the Companies Act, 2013.
 - f) The accounting standards prescribed under the Companies act, 2013 have been followed.
 - g) The financial statements present a true and fair view of the company's accounts.
- (iv) In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:
 - a) The “**Restated Summary Statement of Assets and Liabilities**” as set out in **Annexure I** to this report, of the Company as on December 15, 2024, 31st March 2024, 31 March 2023, and 31 March 2022 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully

described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.

- b) The “**Restated Summary Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for the period ended on December 15, 2024, 31st March 2024, 31 March 2023, and 31 March 2022 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
- c) The “**Restated Summary Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for the period ended on December 15, 2024, 31st March 2024, 31 March 2023, and 31 March 2022 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
- (v) We have also examined the following other financial information relating to the Company prepared by the management and as approved by the board of directors of the Company and annexed to this report relating to the Company for the period ended December 15, 2024, and for the financial year ended on 31st March 2024, 31 March 2023, and 31 March 2022 proposed to be included in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus(“**Offer Document**”).

Annexure No.	Particulars
I	Restated Statement of Assets & Liabilities
I.1	Restated Statement of Notes to Accounts
I.2	Restated Statement of Share Capital
I.3	Restated Statement of Reserves & Surpluses
I.4	Restated Statement of Long-Term Borrowings
I.5	Restated Statement of Short-Term Borrowings
I.6	Restated Statement of Trade Payable
I.7	Restated Statement of Other Current Liabilities
I.8	Restated Statement of Short-Term Provisions
I.9	Restated Statement of Fixed Assets & Depreciations
I.10	Restated Statement of Non-Current Investment
I.11	Restated Statement of Long-Term Loans and Advances
I.12	Restated Statement of Deferred Tax Liabilities/Assets
I.13	Restated Statement of current investments investment in cryptocurrency
I.14	Restated Statement of Trade Receivable
I.15	Restated Statement of Cash & Cash Equivalent
I.16	Restated Statement of Short-Term Loans and Advances
I.17	Restated Statement of Other Current Assets
I.20	Restated Statement of Inventories
II	Restated Statement of Profit & Loss
II.18	Restated Statement of Revenue from operations
II.19	Restated Statement of Other Income
II.20	Restated Statement of Cost of Material Consumed

II.21	Restated Statement of Employees Benefit Expenses
II.22	Restated Statement of Financial Charges
II.23	Restated Statement of Other Expenses
Other Annexures	
III	Statement of Cash Flow, As Restated
IV	Statement of Accounting and Other ratios, As Restated
V	Reconciliation between audited profit and restated profit
VI	Contingent Liabilities
VII	Statement of Capitalisation, As Restated
IX	Statement of Tax Shelter, As Restated
Note 24	Statement of Earnings Per Share
Note 25	Statement of Related Parties and transaction
Note 26	Statement of Dividend
Note 27	Note on Crypto Currency

- (vi) We, M/s. Nidhi Bansal & Company , Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
- (vii) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by any other firm of chartered accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
- (viii) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- (ix) Our report is intended solely for use of the Board of Directors for inclusion in the Offer Document in connection with the proposed SME IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For Nidhi Bansal & Co.,
Chartered Accountants
Firm Reg No: 022073N**

**Sd/-
Membership Number: 503070**

**Date: 03.01.2024
Place: Delhi**

UDIN- 25503070BMHBQO2795

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RESTATED STATEMENT OF ASSETS AND LIABILITIES
(Amount in Thousands)

	Particulars	Note No.	As at 15-Dec-24	As at March 31, 2024	As at 31st March, 2023	As at 31st March, 2022
I.	<u>EQUITY AND LIABILITIES :-</u>					
	Shareholder's Funds					
	Share Capital	2	1,15,720.76	28,000.00	7,000.00	7,000.00
	Reserves and Surplus	3	57,093.19	66,333.44	25,748.49	687.12
	Non-Current Liabilities					
	Long Term Borrowings	4	1,407.87	5,206.54	24,223.36	63,600.67
	Current Liabilities					
	Short Term Borrowings	5	38,855.09	12,592.28	13,300.33	17,873.93
	Trade Payables	6				
	Total outstanding dues of Micro & Small Enterprises		10,064.79	2,555.65	2,403.47	1,528.98
	Total outstanding dues other than Micro & Small Enterprises		49,933.41	56,144.47	28,280.62	18,196.24
	Other Current Liabilities	7	24,124.10	46,710.55	41,902.97	13,733.89
	Short Term Provisions	8	14,507.66	-	4,260.43	1,312.11
	TOTAL		3,11,706.88	2,17,542.93	1,47,119.66	1,23,932.94
II	<u>ASSETS :-</u>					
	Non-Current Assets					
	Fixed Assets (Tangible)	9	27,935.08	26,902.99	39,738.22	29,823.60
	Non-Current Investment	10	5,244.50	10,489.00	-	16,340.66
	Long Term Loans and Advances	11	12,735.41	55,464.21	38,731.36	7,101.49
	Deferred Tax Assets	12	5,408.69	5,188.50	4,302.57	3,733.71
	Current Assets					
	Current Investment	13	-	209.59	209.59	1,720.06
	Trade Receivables	14	66,849.59	23,102.35	883.84	938.83
	Inventories	20	19,163.40	5,624.83	3,360.46	3,715.48
	Cash and Cash Equivalents	15	52,218.54	25,187.68	6,544.28	10,793.80
	Short Term Loans and Advances	16	79,815.91	38,455.80	39,356.73	28,728.84
	Other Current Assets	17	42,335.76	26,917.97	13,992.60	21,036.47
	TOTAL		3,11,706.88	2,17,542.93	1,47,119.66	1,23,932.94

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STATEMENT OF PROFIT & LOSS AS RESTATED

(Amount in Thousands)

	Particulars	Note No.	Period Ended December 15, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
I.	Revenue from Operations	18	10,92,832.84	12,79,093.27	8,29,695.53	5,19,189.18
	Less: Excise Duty		-	-	-	-
			10,92,832.84	12,79,093.27	8,29,695.53	5,19,189.18
II.	Other Incomes	19	2,693.54	2,002.85	78.27	3,885.32
III	Total Revenue (I + II)		10,95,526.38	12,81,096.11	8,29,773.80	5,23,074.50
IV	Expenses:					
	Cost of Material Sold	20	60,559.26	90,306.02	49,576.12	43,515.91
	Employee Benefit Expenses	21	1,94,775.82	2,93,121.92	2,08,073.90	1,01,354.94
	Finance Costs	22	3,531.69	5,178.94	4,784.82	4,601.30
	Other Expenses	23	7,49,669.46	7,93,272.34	5,19,742.99	3,51,311.09
	Depreciation and Amortization Expenses	9	7,732.29	13,271.13	13,160.61	7,241.18
	Total		10,16,268.51	11,95,150.34	7,95,338.45	5,08,024.43
V.	Profit before Exceptional and Extraordinary Items and Tax (III - IV)		79,257.87	85,945.77	34,435.35	15,050.07
VI	Exceptional Items - Prior Period Items		-	-	-	-
VI	Profit before Extraordinary Items and Tax (V - VI)		79,257.87	85,945.77	34,435.35	15,050.07
VI	Extra Ordinary Items- Change in Depreciation Policy		-	-	-	-
IX	Profit before Tax (VII - VIII)		79,257.87	85,945.77	34,435.35	15,050.07
X.	Tax Expense:					
	(1) Current tax		20,506.64	23,279.27	9,942.83	1,749.38
	(2) Deferred Tax Asset		(220.19)	(885.93)	(568.85)	(568.12)
	(3) Mat Cerdit		-	-	-	-
	(4) Tax Adjustment for earlier years		-	497.47	-	-
XI	Profit/ (Loss) for the period from Continuing Operations (IX - X)		58,971.42	63,054.96	25,061.37	13,868.81
XI	Profit/ (Loss) for the Period (XI + XIV)		58,971.42	63,054.96	25,061.37	13,868.81
XI	Earnings Per Equity Share	24				
	(1) Basic		5.10	22.52	3.58	1.98
	(2) Diluted		5.10	22.52	3.58	1.98

STATEMENT OF CASH FLOW AS RESTATED

(Amount in Thousands)

Particulars	15-12-2024	31-03-2024	31-03-2023	31-03-2022
Operating Activity: -				
Net Profit Before Tax	79,257.87	85,945.77	34,435.35	15,050.07
<i>Adjustment For:</i>				
Amount Written off	209.59	2,725.85	12.98	-
Finance cost	3,531.69	5,178.94	4,784.82	4,601.30
Depreciation	7,732.29	13,271.13	13,160.61	7,241.18
Profit / Loss on sale of Fixed Assets	16.80	-	-	3,955.32
Profit / Loss on sale of Investment	(758.61)	(1,541.63)	296.70	(3,448.35)
Interest received	-	-	(42.00)	(221.59)
Operating Profit Before Working Capital Change	89,989.64	1,05,580.05	52,648.47	27,177.94
Changes in working capital: -	(1,09,089.26)	(5,603.24)	34,088.20	(4,015.59)
(Increase)/Decrease in Inventories	(13,538.57)	(2,264.37)	355.02	(1,203.03)
(Increase)/Decrease in Trade receivables	(43,747.24)	(24,944.36)	42.01	33.92
(Increase)/Decrease in Current Investment	-	-	1,510.47	58.54
(Increase)/Decrease in Short Term Loans and Advances	(41,360.11)	900.93	(6,710.74)	1,028.87
(Increase)/Decrease in other Current Assets	(15,417.79)	(11,411.00)	7,043.84	1089.61
Increase/(Decrease) in Trade Payable	1,298.09	28,016.03	10,958.87	1,501.37
Increase/(Decrease) in short Term Borrowings	26,262.81	(708.05)	(4,573.60)	2,512.90
Increase/(Decrease) in Other Current Liabilities	(22,586.45)	4,807.58	25,462.33	(9,037.76)
Cash generated from Operation	(19,099.62)	99,976.81	86,736.70	23,162.35
Income Tax Paid / (Refund)	5,998.98	29,551.54	6,994.52	437.28
Net Cash from Operating Activity	(25,098.60)	70,425.27	79,742.17	22,725.07
Investing activity: -				
(Increase) / Decrease in Fixed Assets	(9,051.17)	(5,096.37)	(44,571.96)	(28,882.69)
Sale of Fixed Assets	270.00	6,202.11	21,200.00	21,893.52
Purchase of Investments	6,003.11	(25,506.40)	(8,430.62)	-
Interest received	-	-	42.00	221.59
Cash advances and loans made to other parties	42,728.79	(1,715.45)	(3,317.92)	(828.20)
Net Cash from Investing Activity	39,950.73	(26,116.11)	(35,078.51)	(7,595.78)
Financing Activities: -				
Finance cost	(3,531.69)	(5,178.94)	(4,784.82)	(4,601.30)
Long Term Borrowings	(3,798.67)	(19,016.82)	(44,128.37)	(7,488.80)
Other Inflows / (Outflows) of cash	(490.00)	(1,470.00)	-	-
Proceeds from Issue of share capital	19,999.09	-	-	-
Net Cash from Financing Activity	12,178.73	(25,665.76)	(48,913.19)	(12,090.09)
Net (Increase)/(Decrease) in A, B & C) in Cash & Cash equivalents	27,030.86	18,643.40	(4,249.52)	3,039.20
Opening Cash & Cash Equivalent	25,187.68	6,544.28	10,793.80	7,754.60
Closing Cash & Cash Equivalent*	52,218.54	25,187.68	6,544.28	10,793.80
* Comprises				
Cash in hand	1,614.43	1,028.23	3,569.36	1,179.46
Cheques in hand	-	-	-	-
Balance with Banks	50,604.11	24,159.45	2,974.92	2,114.34
Fixed Deposit	-	-	-	7,500.00

Notes 1

Significant Accounting Policies and Notes on Accounts As On 31-3-2024:

1. Significant Accounting Policies: -

A) GENERAL

The financial statements have been prepared in accordance with accounting standards specified by the Institute of Chartered Accountants of India. Accounting policies not specifically referred to otherwise are consistent and in accordance with generally accepted accounting principles.

Basis of preparation

These standalone financial statements have been prepared on historical cost basis except for certain financial instruments and defined benefit plans which are measured at fair value or amortized cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realization in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

The statement of cash flows has been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value to be cash equivalents.

These standalone financial statements have been prepared in Indian Rupee (₹) which is the functional currency of the Company. Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction.

Foreign currency denominated monetary assets and liabilities are retranslated at the exchange rate prevailing on the balance sheet dates and exchange gains and losses arising on settlement and restatement are recognized in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated. The material accounting policy information related to preparation of the standalone financial statements have been discussed in the respective notes.

Use of estimates and judgments

The preparation of standalone financial statements in conformity with the recognition and measurement principles of Accounting Standards requires management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of standalone financial statements and the reported amounts of income and expenses for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected

The Company uses the following critical accounting judgments, estimates and assumptions in preparation of its standalone financial statements:

(i) Revenue recognition

Revenue for fixed-price contracts is recognized using percentage-of-completion method. The Company estimates the future cost-to-completion of the contracts which is used to determine degree of completion of the performance obligation.

The Company exercises judgment for identification of performance obligations, determination of transaction price, ascribing the transaction price to each distinct performance obligation and in determining whether the performance obligation is satisfied at a point in time or over a period of time. These judgments have been explained in detail under the revenue

(ii) Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods

(iii) Impairment of financial assets (other than at fair value)

Measurement of impairment of financial assets require use of estimates, which have been explained in the note on financial assets, financial liabilities and equity instruments, under impairment of financial assets (other than at fair value)

(iv) Provision for income tax and deferred tax assets

The Company uses judgments based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Accordingly, the Company exercises its judgment to reassess the carrying amount of deferred tax assets at the end of each reporting period.

(v) Provisions and contingent liabilities

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

The Company uses significant judgments to assess contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the standalone financial statements.

(vi) Employee benefits

The accounting of employee benefit plans in the nature of defined benefit requires the Company to use assumptions. These assumptions have been explained under employee benefits note

(vii) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Accounting Standard 19. Identification of a lease requires significant judgement. The Company uses significant judgment in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

(viii) Earning Per Share:-

Basic Earnings Per share are calculated by dividing the Net Profit or Loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year

For Calculating Diluted earnings per share , The Net Profit or Loss for the Year attributable to equity shareholders and the weighted average number of Equity Shares outstanding during the year are adjusted for the effects of all dilutive potential Equity Shares.

ix) Provisions, Contingent Liabilities and Assets

A provision is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. A Contingent Liability is recognized for: -

- (i) A present obligation that arises from past events but is not recognized as a provision because either the possibility that an outflow of resources embodying economic benefit will be required to settle the obligation is remote or reliable estimate of the amount of the obligation cannot be made
- (ii) A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within control of the company
- (iii) Contingent assets are neither accounted for nor disclosed in the financial statements

B) Fixed Assets: -

Fixed assets are stated at written down value.

C) Depreciation: -

Consequent to enforcement of Companies Act, 2013, the Depreciation on fixed assets has been provided as per Schedule II of the said Act taking into account the useful life of the assets as given in the schedule.

D) Inventories: -

Inventories are carried at lower of cost and net realizable value. Cost is Computed on First in First Out (FIFO) basis

E) Taxes on Income:-

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax for timing difference between the book profits and tax profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the Balance Sheet date. Deferred tax assets arising from the timing differences are recognized to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

- a) Keeping in view the taxable income of the company provision for tax has been made for Rs (220.19) thousands.
(Amount in thousands)

Particulars	Deferred Tax asset/ (liability) as at 31.3.2024	Tax effect of timing differences during the year	Deferred Tax asset/(liability) as at 15.12.2024
<u>Deferred Tax Asset:</u>			
Excess of block of fixed assets as per Income Tax Act as compared to Companies Act	5188.50	(220.19)	5,408.69
Total	5188.50	(220.19)	5,408.69
<u>Deferred Tax Liability:</u>			
Excess of block of fixed assets as per Companies Act as compared to Income Tax Act	-	-	-
Net deferred Tax Asset/ (Liability)	5188.50	(220.19)	5,408.69

- b) The company has followed the deferred tax accounting method Consequently, the company has accounted for a Deferred Tax assets arising out of timing difference during the year of Rs. (220.19) thousand.

f) Revenue Recognition:-

All the term of costs/expenditure and revenue/ Income have been accounted for an accrual Basis

1. Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.
2. Trade Receivables, Trade Payables, Loans & Advances, Security Deposits and Unsecured Loans have been taken at their book value subject to confirmation and Realization
3. Contingent Liabilities not provided for Rs NIL (previous Year Rs NIL)
4. As the company's business activity falls within a single primary business segment viz Herbal Products , the disclosure requirements of Accounting Standards (AS-17) Segment Reporting issued by the Institute of Chartered Accountants of India are not applicable
5. Details of Dues to Micro and Small Enterprises as per MSMED Act 2006 :-

(Amount in thousands)

Particulars	December 15, 2025	2023-24
The Principal amount and the Interest due thereon (to be shown Separately) remaining unpaid to any supplier at the end of each accounting Year	10,064.79	2555.65
The amount of Interest paid by the buyer in term of the section 16 of the Micro, Small and Medium Enterprises Development Act 2006 along with the amount of payment made to the Suppliers beyond the appointed day during the each accounting year	0.00	0.00
The amount of Interest due and payable in making payment (which have been paid but beyond the appointed day during the Year) but without adding Interest specified under The Micro , Small and Medium Enterprises Development Act 2006	0.00	0.00
The amount of Interest accrued and remaining unpaid at the end of each accounting Year	0.00	0.00
The amount of further interest remaining due and payable even in the succeeding years , until such date when the interest dues as above are actually paid to small enterprises for the purpose of disallowance as deductible expenditure under section 23 of Micro , Small and Medium Enterprises Development Act 2006	0.00	0.00

1. Previous year's figures have been regrouped and rearranged wherever considered necessary.
2. All other information required to be given is either Nil or not applicable.

II. NOTES FORMING PART OF TAX AUDIT UNDER SECTION 44AB OF THE INCOME TAX ACT 1961

ICDS No. I: Accounting Policies

Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended and as applicable from time to time) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention on Going Concern basis. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

ICDS No. II Valuation of Inventories

As there are no Inventories, This Point is not applicable.

ICDS No. III Construction Contracts

This clause is not applicable as no business of Construction Contracts is being carried out during the year under review.

ICDS No. IV Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the amount can be reliably measured.

Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Sale is net of trade discount and sales tax.

Interest

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

ICDS No. V Tangible Fixed Asset :-

Fixed assets are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

ICDS No. VII Government Grants

This is not applicable to the this concern.

ICDS No. IX Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

ICDS No. X Provisions, Contingent Liabilities & Contingent Assets

A provision is recognized when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. A contingent liability is recognized for:

(i) a present obligation that arises from past events but is not recognized as a provision because either the possibility that an outflow of resources embodying economic benefits will be required to settle the obligation is remote or a reliable estimate of the amount of the obligation cannot be made.

(ii) a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company.

Contingent assets are neither accounted for nor disclosed in the financial statements. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Contingent assets are neither accounted for nor disclosed in the financial statements. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

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Note No. 2

Statement of Equity Share Capital

(Amount in Thousands)

Particulars	December 15, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Authorised Capital				
1,80,00,000 Equity Share of Rs. 10/- Each (P.Y. 1,80,00,000 Equity Share of Rs. 10/- Each)	180,000.00	180,000.00	20,000.00	20,000.00
Issued, Subscribed and Paid up Capital				
1,15,72,076 Equity Shares of Rs. 10/- Each, Fully Paid up (P. Y. 28,00,000 Equity Shares of Rs. 10/- Each, Fully Paid up)	1,15,720.76	28,000.00	7,000.00	7,000.00

(d) Reconciliation of the number of shares: -

(Amount in Thousands)

Particulars	December 15, 2024		31st March, 2024		31st March, 2023		31st March, 2022	
	No.	Amount	No.	Amount	No.	Amount	No.	Amount
Equity shares at the beginning of the year	28,00,000	28,000.00	70,00,000	7,000.00	70,00,000	7,000.00	1,00,000	1,000.00
Share Split From Rs.10/- to Rs. 1/-	-	-	-	-	-	-	10,00,000	1,000.00
Share Consolidate From Rs.1/- to Rs. 10/-	-	-	7,00,000	7,000.00	-	-	-	-
Issue of Equity Shares	93,019	930.19	-	-	-	-	-	-
Bonus Issue	86,79,057	86,790.57	2,100,000	21,000.00	-	-	6,000,000	6,000.00
Equity shares at the end of the year	1,15,72,076	1,15,720.76	28,00,000	28,000.00	70,00,000	7,000.00	70,00,000	7,000.00

(d) Terms/Rights attached to equity shares:-

The company has only one class of Equity Shares having par value of Rs. 10/- per Share. Each holder of equity is entitled to one vote per share.

(e) Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Rs. 10/- each. Each shareholder is eligible for one vote per share held and carry a right to dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

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(f) Details of shareholders holding :-

(Amount in Thousands)

Particulars	Dec 15, 2024			31st March, 2024			31st March, 2023			31st March, 2022		
	No.	Amount	% of Holding	No.	Amount	% of Holding	No.	Amount	% of Holding	No.	Amount	% of Holding
Equity shares of Rs. 10/- each												
Ajoni Wellness Private Limited	57,12,000	57,120.00	49.36%	14,28,000	14,280.00	51.00%	35,70,000	3,570.00	51.00%			-
Manprit Singh Chadha	32,97,120	32,971.20	28.49%	6,40,000	6,400.00	22.86%	18,20,000	1,820.00	26.00%	18,20,000	1,820.00	26.00%
Amarjit Chadha	30,044	300.44	0.26%	1,00,000	1,000.00	3.57%	3,50,000	350.00	5.00%	14,70,000	1,470.00	21.00%
Paramjit Singh Chadha	28,924	289.24	0.25%	72,000	720.00	2.57%	2,80,000	280.00	4.00%	14,70,000	1,470.00	21.00%
Ved Prakash	3,92,000	3,920.00	3.39%	1,12,000	1,120.00	4.00%	2,80,000	280.00	4.00%	4,20,000	420.00	6.00%
Pranav Singh Chadha	2,83,600	2,836.00	2.45%	1,12,000	1,120.00	4.00%	2,80,000	280.00	4.00%	4,90,000	490.00	7.00%
Aryaman Singh Chadha	2,83,600	2,836.00	2.45%	1,00,800	1,008.00	3.60%	2,80,000	280.00	4.00%	4,90,000	490.00	7.00%
Yogesh Gaur	-	-	0.00%	-	-	-	70,000	70.00	1.00%	70,000	70.00	1.00%
Sanjay Kumar	11,200	112.00	0.10%	2,800	28.00	0.10%	70,000	70.00	1.00%	70,000	70.00	1.00%
Rajendra Nalam	2,24,000	2,240.00	1.94%	56,000	560.00	2.00%	-	-	-	-	-	-
Manjiv Singh	1,45,600	1,456.00	1.26%	36,400	364.00	1.30%	-	-	-	-	-	-
Shreya Jain	5,60,000	5,600.00	4.84%	1,40,000	1,400.00	5.00%	-	-	-	-	-	-
Jasjeet Kaur	-	-	-	-	-	-	-	-	-	5,60,000	560.00	8.00%
Gurmeet singh	-	-	-	-	-	-	-	-	-	70,000	70.00	1.00%
Rajesh Khati	-	-	-	-	-	-	-	-	-	70,000	70.00	1.00%
Manprit singh HUF	-	-	-	-	-	-	-	-	-	-	-	-
Vansha Comtrade LLP	37,208	372.08	0.32%	-	-	-	-	-	-	-	-	-
Haryana Refractories Pvt Ltd	37,208	372.08	0.32%	-	-	-	-	-	-	-	-	-
Vinod Somani	18,604	186.04	0.16%	-	-	-	-	-	-	-	-	-
Utsav Pramodkumar Shrivastav HUF	37,208	372.08	0.32%	-	-	-	-	-	-	-	-	-
Jignesh Amrutlal Thobhani	18,604	186.04	0.16%	-	-	-	-	-	-	-	-	-
Sanjay Popatlal Jain	1,860	18.60	0.02%	-	-	-	-	-	-	-	-	-
Balveer Singh Sankhla	18,604	186.04	0.16%	-	-	-	-	-	-	-	-	-
Ajay Chamanlal Sareen	9,300	93.00	0.08%	-	-	-	-	-	-	-	-	-
Adheesh Kabra	46,516	465.16	0.40%	-	-	-	-	-	-	-	-	-
Utkarsh Parasar	3,720	37.20	0.03%	-	-	-	-	-	-	-	-	-
Uma Agarwal	3,720	37.20	0.03%	-	-	-	-	-	-	-	-	-
Shinohub Growth Ventures LLP	21,400	214.00	0.18%	-	-	-	-	-	-	-	-	-
Ruchika Panda	4,648	46.48	0.04%	-	-	-	-	-	-	-	-	-
Gurmeet Singh	18,604	186.04	0.16%	-	-	-	-	-	-	-	-	-
Simrati Kaur	20,464	204.64	0.18%	-	-	-	-	-	-	-	-	-
Varun Suri	3,720	37.20	0.03%	-	-	-	-	-	-	-	-	-



Archana Chadha	2,84,000	2,840.00	2.45%	-	-	-	-	-	-	-	-	-
Sandipan Das	18,600	186.00	0.16%	-	-	-	-	-	-	-	-	-
	1,15,72,076	1,15,721	100.00%	28,00,000	28,000.00	100.00%	70,00,000	7,000	100.00%	70,00,000	7,000	100.00%

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Note No. 3

STATEMENT OF RESERVES AND SURPLUS AS RESTATED

(Amount in Thousands)

Particulars	December 15, 2024	March 31, 2024	31st March, 2023	31st March, 2022
Reserve and Surplus:-				
(a)Securities Premium				
As per last Balance Sheet	30.00	30.00	30.00	6,030.00
Add :- Premium recd on issue of shares	19,068.90	-	-	-
Less:-Bonus Shares Issued during the year	(19,098.90)	-	-	6,000.00
Closing Balance	-	30.00	30.00	30.00
(b)Surplus i.e. Balance in the Statement of Profit & Loss				
As per last Balance Sheet	66,303.45	25,718.49	657.12	(13,211.69)
Addition during the year	58,971.42	63,054.96	25,061.37	13,868.81
Less:- Bonus Issue	(67,691.68)	(21,000.00)	-	-
Less:- Dividend issued	(490.00)	(1,470.00)	-	-
	57,093.19	66,303.44	25,718.49	657.12
Total Reserve and Surplus	57,093.19	66,333.44	25,748.49	687.12

Note No. 4

STATEMENT OF LONG-TERM BORROWINGS AS RESTATED

(Amount in Thousands)

Long Term Borrowings: -	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
From Others (Unsecured):				
(Payable on Demand)				
Amarjit Chadha	-	-	-	(918.70)
Paramjit Singh Chaddha	-	-	-	4,061.06
Archana Chadha	-	-	-	6,013.97
SK Sarthi Private limited (Monica InfraTech Private Limited)	-	-	-	169.02
Manprit Singh Chadha	-	-	1,631.97	9,542.17
Manprit singh & Associates	-	-	329.30	329.30
Manprit Singh Chadha (HUF)	-	-	-	1,900.00
Pranav Singh Chadha	-	-	-	7,354.20
Purbanchal Trade & Industries Limited	-	-	500.00	-
ICICI Bank Personal loan	-	1,301.01	3,039.61	-
Rajesh Arora	-	-	1,527.00	1,527.00
Sat Kartar Consulting Services Pvt Ltd	-	-	174.00	174.00
From Bank (Secured against relevant Asset):				
Car Loans from Various Banks	-	3,905.53	17,021.48	12,760.29
Home Loan- Deutsche Bank	-	-	-	20,688.36
Loan From NBFC bank	1,407.87	-	-	-
Business Loan- Bank	-	-	-	-
Total	1,407.87	5,206.54	24,223.36	63,600.67

Note No. 5

STATEMENT OF SHORT-TERM BORROWINGS AS RESTATED

(Amount in Thousands)

Particulars	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Short Term Borrowings:-				
From Bank:-				
Bank OD from NBFC	28,351.73	0.20	0.20	6,278.48
ICICI personal loan	1,758.60	1,738.61	1,512.70	-
Home Loan- Deutsche Bank	-	-	-	3,393.73
Car Loans from Various Banks	8,744.76	10,853.47	11,787.43	6,751.72

Nirmal	-	-	-	1,450.00
Total	38,855.09	12,592.28	13,300.33	17,873.93

Note No. 6

STATEMENT OF TRADE PAYABLES AS RESTATED

(Amount in Thousands)

Particulars	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Trade Payables:-				
Sundry Creditors Outstanding				
MSME	10064.79	2555.65	2403.47	1528.98
0-6 Months	10064.79	2555.65	2353.00	1528.69
6-12 Months	0.00	0.00	50.46	0.29
1-2 Years	0.00	0.00	0.00	0.00
2-3 Years	0.00	0.00	0.00	0.00
Above 3 Years	0.00	0.00	0.00	0.00
Others	49933.41	56144.47	28280.62	18196.24
0-6 Months	45395.07	51458.19	22554.98	15260.29
6-12 Months	196.78	147.58	227.42	32.29
1-2 Years	3439.67	4125.97	3074.50	126.74
2-3 Years	489.18	0.00	43.25	2338.52
Above 3 Years	412.72	412.72	2380.46	438.40
Total	59,998.21	58,700.12	30,684.08	19,725.21

Note No. 7

STATEMENT OF OTHER CURRENT LIABILITIES AS RESTATED

(Amount in Thousands)

Particulars	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Other Current Liabilities & Provisions:-				
Duties & Taxes:				
EPF Payable	342.00	352.49	52.50	44.14
ESI Payable	85.81	64.96	17.20	21.12
Sales Tax Receivable	(25.86)	(25.86)	(25.86)	(25.86)
TDS Payable	4,471.29	4,103.77	2,541.78	2,347.75
GST (Input)/ Payable	3,672.86	1,061.53	(13,633.81)	(18,457.46)
Advance from Others	339.86	-	-	-
	8,885.96	5,556.89	(11,048.19)	(16,070.30)
Advance from Customer:-	3,628.38	9,869.23	17,163.54	14,719.69
	3,628.38	9,869.23	17,163.54	14,719.69
Expenses Payable				
Staff Salary Payable	8,288.70	17,869.37	18,012.60	9,773.36
Bonus/ Incentives payable	775.24	2,841.91	227.33	298.58
Other Payable	767.95	8,218.19	16,926.06	4,000.00
Audit Fees Payable	108.00	135.00	90.00	100.00
Professional Fees Payable	-	-	-	-
Dividend Payable	-	1,323.00	-	-
Google Wallet payable	-	-	-	596.55
Postage & courier payable	1,669.87	896.97	531.63	316.02
	11,609.76	31,284.44	35,787.63	15,084.50
Total	24,124.10	46,710.55	41,902.97	13,733.89

Note No. 8

STATEMENT OF SHORT-TERM PROVISIONS AS RESTATED

(Amount in Thousands)

Short Term Provisions:-	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Provision for Income Tax (Net of TDS and advance tax)	14,507.66	-	4,260.43	1,312.11
Total	14,507.66	-	4,260.43	1,312.11

Note No. 10

STATEMENT OF NON CURRENT INVESTMENTS INVESTMENT IN PROPERTIES:-

(Amount in Thousands)

Non Current Investments Investment in Properties :-	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Property at Old Rajender Nagar Delhi	5,244.50	10,489.00	-	-
Flat at Rohini	-	-	-	-
Flat Kolkata	-	-	-	16,340.66
Total	5,244.50	10,489.00	-	16,340.66

Note No. 11

STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Amount in Thousands)

Long Term Loans and Advances:-	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
DLF Urban Private Limited	-	35,133.10	20,115.71	-
Sobha Limited	-	8,196.24	8,196.24	-
Security Deposit	12,735.41	12,134.86	10,419.41	7,101.49
Total	12,735.41	55,464.21	38,731.36	7,101.49

Note No. 12

STATEMENT OF NET DEFERRED TAX ASSETS / (LIABILITY)

(Amount in Thousands)

Deferred tax assets on :-	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Fixed Assets				
WDV as per companies act	27,935.08	26,902.99	39,738.22	29,823.60
WDV as per income tax act	49,423.71	47,517.39	58,444.98	46,057.37
Gross deferred tax asset (A)	(5,408.69)	(5,188.50)	(4,302.57)	(3,733.71)
Deferred tax liability on:-				
Opening Deferred Tax Assets	(5,188.50)	(4,302.57)	(3,733.71)	(3,165.59)
Net deferred tax assets/(liability) (A-B)	220.18	885.93	568.87	568.12

Note No. 13

STATEMENT OF CURRENT INVESTMENTS INVESTMENT IN CRYPTOCURRENCY: -

(Amount in Thousands)

Particulars	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Crypto Currency (BTC)	-	209.59	209.59	1,720.06
Total	-	209.59	209.59	1,720.06

Note No. 14

STATEMENT OF TRADE RECEIVABLE

(Amount in Thousands)

Trade Receivable :-	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Sundry Debtors Outstanding		23,102.35	883.84	938.83
0-6 Months	66,849.59	22,405.87	464.05	358.74
6-12 Months	66,436.24	276.68	-	-
1-2 Years	7.35	-	13.80	42.20
2-3 Years	-	13.80	-	131.86
Above 3 Years	406.00	406.00	406.00	406.00
Total	66,849.59	23,102.35	883.84	938.83

Note No. 15

STATEMENT OF CASH AND BANK BALANCES:

(Amount in Thousands)

Cash and Bank Balances:-	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Cash & Cash Equivalents				
Cash in Hand	1,210.28	855.38	2,451.79	1,179.46
Imprest Account	404.15	172.85	1,117.57	-
Balance with Banks-ICICI Current A/c 164205000033	50.24	115.84	112.94	223.44
ICICI Bank Current Account 164205000041	49.14	-	102.50	124.42
HDFC Bank-13867630000091	112.25	795.99	108.21	108.79
ICICI Bank Current Account 1642050000410	46,437.96	9,560.59	1,838.08	1,406.86
ICICI Bank Current Account 796	-	-	-	0.50
ICICI Bank(Dividend Account)	-	1,470.00	-	-
Deutsche Bank	-	191.21	499.37	-
State bank Of India - 205	979.39	12,025.82	313.83	250.33
ICICI Bank 13520501011	616.43	-	-	7,500.00
State bank Of India - 79742	2,356.86	-	-	-
Balance with NBFC OD Account	1.84	-	-	-
Fixed Deposit	-	-	-	7,500.00
Total	52,218.54	25,187.68	6,544.28	10,793.80

Note No. 16

STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Amount in Thousands)

Particulars	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Short Term advances to Parties	37,522.05	30,922.49	31,943.37	27,405.09
Short Term advances to Related Parties	31,085.93	2,550.07	2,482.87	-
Advance to staff	11,207.93	4,983.24	4,930.49	1,323.75
Total	79,815.91	38,455.80	39,356.73	28,728.84

Note No. 17

STATEMENT OF OTHER CURRENT ASSETS:

(Amount in Thousands)

Particulars	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Pre-paid expenses	21,172.29	951.65	918.20	906.11

Income tax refund - Earlier Years	-	1,514.37	-	1,173.89
Advance Tax	-	-	-	-
TDS Receivable	-	197.47	29.74	-
Accrued Interest on FDR	-	-	-	102.73
Other receivable	269.74	-	35.00	-
Advance to Vendors	20,893.73	24,254.49	13,009.66	18,853.74
Total	42,335.76	26,917.98	13,992.60	21,036.47

Note No. 18

STATEMENT OF REVENUE FROM OPERATIONS

(Amount in Thousands)

Particulars	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Sale of Goods	10,92,772.84	12,76,246.68	8,23,631.91	5,02,725.94
Sale of Slot	60.00	2,846.59	6,063.62	16,463.24
Total	10,92,832.84	12,79,093.27	8,29,695.53	5,19,189.18

Note No. 19

STATEMENT OF OTHER INCOME

(Amount in Thousands)

Particulars	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Discount Received	43.67	35.89	16.88	3.44
Interest Received	3.77	-	114.52	221.59
Profit on sale of Fixed Assets	(16.80)	1,541.63	(296.70)	3,448.35
Misc. Income	1906.71	419.61	304.13	266.46
Short & Excess	(2.41)	5.72	(60.55)	(54.52)
Profit on Sale of Investment	758.61	-	-	-
Total	2,693.54	2,002.85	78.27	3,885.32

Note No. 20

STATEMENT OF COST OF MATERIAL SOLD

(Amount in Thousands)

Particulars	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Opening Stock	5,624.83	3,360.46	3,715.48	2,512.45
Add: Purchases	74,097.83	92,570.39	49,221.10	44,718.94
Less: Closing Stock	19,163.40	5,624.83	3,360.46	3,715.48
Cost Of Purchases	60,559.26	90,306.02	49,576.12	43,515.91

Note No. 21

STATEMENT OF EMPLOYEE BENEFIT EXPENSES

(Amount in Thousands)

Particulars	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Salary	1,61,592.06	2,51,933.01	1,66,145.93	81,055.18
Director Remuneration	6,137.24	9,933.83	7,000.00	3,277.41
Director Remuneration Sitting fee	190.00	90.00	-	-
Staff Welfare Expense	7,176.37	9,118.88	8,766.65	4,460.11
Bonus and Freelance charges	775.24	5,059.33	6,824.60	298.58
Incentives to Employee	18,074.22	16,986.87	17,390.15	8,404.14
Other Expenses	830.68	-	1,946.58	3,859.53
Total	1,94,775.82	2,93,121.92	2,08,073.90	1,01,354.94

Note No. 22

STATEMENT OF FINANCE COST

(Amount in Thousands)

Particulars	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Bank Charges	163.29	69.61	70.37	42.46
Interest on Loan	1,925.30	2,595.17	1,083.91	2,599.79
Interest on Car Loan	900.89	2,197.09	2,874.91	1,442.96
Loan Processing Fees	453.92	317.07	736.38	75.74
Other Charges	88.30	-	19.25	440.35
Total	3,531.69	5,178.94	4,784.82	4,601.30

Note No. 23

STATEMENT OF OTHER EXPENSES

(Amount in Thousands)

Particulars	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Audit Fee	165.00	250.00	100.00	100.00
Business Promotion	2,446.96	4,916.69	6,832.30	3,139.97
Advertisement Charges	4,85,600.68	5,45,373.13	3,51,140.70	2,49,791.42
Conveyance Exp	13,219.62	5,168.56	1,197.29	1,105.53
Courier Charges	47,752.70	63,994.17	39,936.44	20,457.51
Commision & Brokerage	6,006.45	6,951.73	11,769.97	13,715.72
ROC Filling Fees	37.30	1,459.50	20.36	226.25
Freight & Cartage	50.52	134.00	235.01	91.72
Membership Fee	-	-	111.29	351.26
Electricity Charges	14,860.67	13,151.89	8,607.67	5,137.61
Employer's Contribution to EPF	2,026.33	2,135.07	326.05	143.61
Employers Cont. to ESI	639.67	595.80	154.35	181.19
Fees & Taxes	652.66	1,092.97	1,206.73	91.58
Insurance Expenses	1,070.66	870.50	629.52	570.86
Bad Debts Written off	209.59	2,725.85	12.98	2,775.86
House Keeping Expenses	6,654.29	6,499.03	2,813.18	941.72
Internet Expenses	2,303.95	1,909.51	5,881.35	3,532.22
Communication Expenses	8,708.73	9,661.46	1,332.87	566.01
Packing Material	5,811.60	6,681.20	4,324.06	4,444.11
Printing & Stationery Exp	3,870.52	5,224.63	4,732.04	2,400.54
Office Expenses	4,395.90	5,357.98	4,615.16	4,039.71
Other Exp	4,248.01	2,838.43	3,056.11	601.86
Donation	-	-	815.00	191.00
Legal Professional Charges	5,120.45	8,337.39	6,848.84	7,314.45
Rental Exp	61,814.80	68,210.80	46,789.40	20,656.24
Retainership Charges	55,857.19	15,309.91	-	-
Repair & Maintenance	8,367.69	8,990.33	11,054.55	2,409.72
Software Exp	951.43	219.80	221.55	178.73
Travelling Expenses	4,114.58	3,944.52	2,847.67	1,819.48

Loss/ Profit on sale of Crypto Currency	-	-	1,300.47	-
Loss / Profit on sale of Fixed assets	-	-	-	3,955.32
Water Charges	1,371.65	1,267.49	830.10	379.90
CSR	1,339.86			
Total	7,49,669.46	7,93,272.34	5,19,742.99	3,51,311.09

Note No. 24

STATEMENT OF EARNING PER SHARE (AS PER AS-20)

(Amount in Thousands)

Particulars	December 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Profit After Tax	58,971.42	63,054.96	25,061.37	13,868.81
Profit after tax attributable to ordinary shareholders	58,971.42	63,054.96	25,061.37	13,868.81
No. of ordinary Shares (in Numbers)	1,15,72,076	28,00,000	70,00,000	70,00,000
Nominal Value of ordinary Shares	10.00	10.00	1.00	1.00
Basic Earning Per Share	5.10	22.52	3.58	1.98
Diluted Earning Per Share	5.10	22.52	3.58	1.98
<u>Audited Vs Restated Profit</u>				
Profit as per audited Balance Sheet	58,971.42	63,054.96	25,061.37	13,868.81
Profit as per Restated Balance Sheet	58,971.42	63,054.96	25,061.37	13,868.81
Difference	0.00	0.00	0.00	0.00

Note 25

Related Party disclosures as identified by the company and relied upon by the auditors

The details of Related Party Transactions are as Follows:

A	Related Parties and their Relationship
(i)	<u>Key Management Personnel</u>
1	Ved Prakash
2	Sanjay Kumar
3	Richa Takkar
4	Amit Kumar Sharma
5	Rajesh Khati
6	Ravi Kumar
7	Archana Chadha
8	Simrati Kaur
(ii)	<u>Relative of Key Management Personnel (having transactions with the company)</u>
1	Paramjit Singh Chadha
2	Manprit Singh Chadha
3	Archana Chadha
4	Pranav Singh Chadha
5	Amarjit Chadha
6	Aryaman Singh Chadha
7	Ajoooni Kaur
8	Sunita Prakash Gola
9	Abhishek Prakash

10	Anita
11	Jyoti Takkar
12	Kanika Takkar
13	Jasjeet Kaur
(iii)	Enterprises owned or significantly influenced by Key Management personnel or their relatives
1	Manprit Singh & Associates
2	Manprit Singh Chadha HUF
3	SK Sarthi Pvt Ltd
4	I.T.S. Euroswiss Travels Private limited
5	Affiance Advertisement
6	Ajoooni Wellness Private Limited
7	Ved Prakash & Sons HUF
8	Ajoooni Life Sciences Pvt Ltd
9	Paramjit Singh Chadha HUF

(IV) Transactions with Related parties

(Amount in Thousands)

Particulars	For the period ending 15 th Dec 2024	For the Year ending 31 st March 2024	For the Year ending 31 st March 2023	For the Year ending 31 st March 2022
Key Management Personnel				
Director Fees				
Ved Prakash	3654.08	4692.00	2977.22	1140.00
Sanjay Kumar	1038.95	1163.40	1080.00	990.00
Manprit Singh Chadha	0.00	12296.70	7000.00	3277.42
Richa Takkar	0.00	845.13	94.82	0.00
Amit Kumar Sharma	0.00	0.00	0.00	0.00
Rajesh Khati	0.00	0.00	1925.00	800.00
Ravi Kumar	0.00	817.20	220.00	0.00
Archana Chadha	0.00	0.00	0.00	0.00
Simrati Kaur	988.96	0.00	0.00	0.00
Pranav Singh Chadha	969.17	0.00	0.00	0.00
Loan Taken				
Manprit Singh Chadha	1745.77	9650.70	21388.86	12919.55
Ved Prakash	0.00	0.00	3750.00	0.00
Loan Repaid	0.00			
Manprit Singh Chadha	1745.77	11282.67	29299.06	13102.21
Ved Prakash	0.00	0.00	3750.00	0.00
Advance Given				
Ved Prakash	0.00	3950.00	630.00	0.00
Richa Takkar	0.00	0.00	0.00	200.00
Advance Returned				
Ved Prakash	0.00	4087.55	492.45	0.00
Richa Takkar	0.00	86.00	120.00	30.00
Other Related Parties				
255dvertisement Exp	-			
Manprit Singh Chadha HUF	0.00	0.00	1900.00	0.00
Affiance Advertisement	486.42	455.32	1502.00	0.00
I.T.S. Euroswiss Travels Private limited	0.00	40769.00	6136.00	3563.60

SK Sarthi Pvt Ltd	580.00	49324.00	12390.00	4838.00
Ved Praksh & Sons HUF	0.00	980.00	980.00	0.00
Paramjit Singh Chadha HUF	0.00	0.00	1900.00	0.00
<u>Rent</u>				
Paramjit Singh Chadha	320.00	0.00	0.00	0.00
Archana Chadha	200.00	0.00	0.00	0.00
<u>Sales</u>	-			
Ajooni Life Sciences Pvt Ltd	478.81	125.44	0.00	0.00
I.T.S. Euroswiss Travels Private limited	0.00	565.38	44.97	0.00
<u>Purchase</u>	-			
Ajooni Life Sciences Pvt Ltd	1337.81	0.00	0.00	0.00
Relative of Key Management Personnel				
Salary				
Archana Chadha	0.00	2565.60	1500.00	1309.86
Pranav Singh Chadha	513.92	893.08	0.00	394.23
Aryaman Singh Chadha	0.00	2185.60	600.00	542.74
Ajooni Kaur	0.00	340.00	360.00	300.00
Sunita Prakash Gola	0.00	865.60	1020.00	492.74
Abhishek Prakash	796.54	1150.60	733.40	311.37
Anita	0.00	420.00	600.00	50.00
Jyoti Takkar	0.00	776.45	292.52	0.00
Kanika Takkar	0.00	550.70	446.14	276.91
Jasjeet Kaur	0.00	450.00	100.00	0.00
Manprit Singh Chadha	10866.38	0.00	0.00	0.00
<u>Loan Taken</u>				
Paramjit Singh Chadha	0.00	631.01	40.00	1800.00
Archana Chadha	0.00	900.00	0.00	0.00
Amarjit Kaur	0.00	148.03	938.62	0.00
Pranav Singh Chadha	0.00	14.52	0.00	0.00
SK Sarthi Pvt Ltd	14695.00	19831.06	42710.00	7554.02
Aryaman Singh Chadha	0.00	2241.56	0.00	0.00
Ajooni Life Sciences Pvt Ltd	0.00	91.48	0.00	0.00
Ajooni Wellness Pvt Ltd	2000.00	6.65	0.00	0.00
<u>Loan Repayment</u>				
Paramjit Singh Chadha	0.00	614.83	4117.25	2623.77
Amarjit Chadha	0.00	148.03	19.92	1855.91
Archana Chadha	0.00	0.00	6913.97	114.43
Pranav Singh Chadha	0.00	14.52	7354.20	0.41
Manprit Singh & Associates	0.00	329.30	0.00	50.00
SK Sarthi Pvt Ltd	45780.93	15080.00	47630.08	7385.00
Manprit Singh Chadha HUF	0.00	0.00	1900.00	0.00
Aryaman Singh Chadha	0.00	2241.56	0.00	0.00
Ajooni Life Sciences Pvt Ltd	91.48	0.00	0.00	0.00
Ajooni Wellness Pvt Ltd	2004.65	0.00	0.00	0.00
Advance Given				
Kanika Takkar	0.00	0.00	0.00	170.00
Advance Recovered				
Kanika Takkar	0.00	400.00	100.00	30.00

(V) Outstanding Balances

(Amount in Thousands)

Particulars	For the period ending 15th Dec 2024	For the Year ending 31st March 2024	For the Year ending 31st March 2023	For the Year ending 31st March 2022
Key Management Personnel				
Manprit Singh Chadha	0.00	0.00	1631.97	9542.18
Ved Prakash	0.00	0.00	137.55	0.00
Richa Takkar	0.00	0.00	86.00	206.00
Other Related Parties				
Paramjit Singh Chadha	0.00	0.00	-16.18	4061.06
Amarjit Chadha	0.00	0.00	-900.00	-918.70
Archana Chadha	0.00	0.00	0.00	6013.97
Pranav Singh Chadha	0.00	0.00	0.00	7354.20
Manprit Singh & Associates	0.00	0.00	329.30	329.30
Manprit Singh Chadha HUF	0.00	0.00	0.00	1900.00
SK Sarthi Pvt Ltd	-31085.93	0.00	-4751.06	169.02
Aryaman Singh Chadha	0.00	0.00	0.00	0.00
Kanika Takkar	0.00	0.00	400.00	140.00

Note 26

Final Dividend Proposed by Director: -

"The Board has declared & paid interim dividend of Rs. 0.525/- on each fully paid-up equity share of Rs. 10/- of the Company amounting to Rs.14,70,000/-

The Board also recommending a final dividend of Rs.0.175/- per equity share at the face value of Rs. 10/- amounting to Rs. 4,90,000/- for the financial year ended 31st March 2024. This will be paid subject to the same being approved by the shareholders in the forthcoming Annual General Meeting of the Company."

Note 27

Cryptocurrency: -

During the year company has not deal with the Cryptocurrency, hence further reporting is not required.

Ratios

Additional Regulatory Information

Disclosure of Ratios	December 15, 2024	31st March, 2024	31st March, 2023	31st March, 2022
a) Current ratio	1.89	1.01	0.71	1.27
b) Debt-Equity ratio	0.23	0.19	1.15	10.60
c) Debt service coverage ratio	1.89	3.97	0.93	0.23
d) Return on equity ratio	0.34	0.67	0.77	1.80
e) Inventory turnover ratio	3.16	16.05	14.75	11.71
f) Trade receivables turnover ratio	16.35	55.37	938.74	553.02
g) Trade payables turnover ratio	1.24	1.58	1.60	2.27
h) Net capital turnover ratio	6.32	13.56	25.34	67.54
i) Net profit ratio	0.05	0.05	0.03	0.03
j) Return on capital employed	0.48	0.92	0.69	0.28
k) Return on investment	NA	NA	NA	NA

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Note: 9

STATEMENT OF FIXED ASSETS AND DEPRECIATION AS RESTATED

(Amount in thousands)

Particulars	Office Equipments	Furniture & Fixtures	Computers & Softwares	Electric Installation	Motor Cars, Vehicles	Total
Gross block						-
As at 31 March 2020	2,681.74	3,374.73	6,306.35	1,516.45	28,790.66	42,669.93
Additions	537.00	137.00	617.00	856.00	21,430.00	23,577.00
Disposals / Adjustments					10,859.00	10,859.00
As at 31 March 2021	3,218.74	3,511.73	6,923.35	2,372.45	39,361.66	55,387.93
Additions	902.13	138.90	1,425.47	15.16	26,400.45	28,882.11
Disposals / Adjustments	32.86	3,268.05	1.00	1,399.43	27,644.24	32,345.58
As at 31 March 2022	4,088.01	382.58	8,347.82	988.18	38,117.87	51,924.46
Additions	687.03	178.03	4,054.50	401.30	39,251.00	44,571.86
Disposals / Adjustments	-	-	-	-	24,201.62	24,201.62
As at 31 March 2023	4,775.04	560.61	12,402.32	1,389.48	53,167.25	72,294.70
Additions	936.14	97.78	2,445.75	70.75	1,546.16	5,096.57
Disposals / Adjustments					6,194.00	6,194.00
As at 31 March 2024	5,711.17	658.39	14,848.07	1,460.23	48,519.41	71,197.27
Additions	686.12	293.20	3,870.53	79.96	4,121.38	9,051.19
Disposals / Adjustments	-	-	-	-	710.90	710.90
As at 15th December 2024	6,397.30	951.59	18,718.59	1,540.19	51,929.89	79,537.56

(Amount in thousands)

Depreciation & Amortisation:	Office Equipments	Furniture & Fixtures	Computers & Software's	Electric Installation	Motor Cars, Vehicles	Total
As at 31 March 2020	2,333.00	2,139.00	4,622.00	903.00	18,385.00	28,382.00
Charge for the year*	165.44	263.38	1,082.20	176.28	5,017.38	6,704.68
Impairments						-
Disposals / Adjustments **					8,780.00	8,780.00
As at 31 March 2021	2,498.44	2,402.38	5,704.20	1,079.28	14,622.38	26,306.68
Charge for the year*	427.91	227.90	951.09	314.20	5,320.09	7,241.18
Impairments						-
Disposals / Adjustments **	16.00	2,508.00		1,056.00	7,867.00	11,447.00
As at 31 March 2022	2,910.35	122.28	6,655.29	337.48	12,075.47	22,100.86
Charge for the year*	621.26	85.47	1,843.39	207.95	10,402.54	13,160.61
Impairments						-
Disposals / Adjustments **	-	-	-	-	2,705.00	2,705.00
As at 31 March 2023	3,531.61	207.74	8,498.68	545.43	19,773.01	32,556.47
Charge for the year the year*	660.80	101.85	3,235.84	234.50	9,038.14	13,271.13

Impairments- assets write-downs							-
Disposals / Adjustments **						1,533.32	1,533.32
As at 31 March 2024	4,192.41	309.59	11,734.52	779.94	27,277.83	44,294.28	
Charge for the year the year*	540.14	109.27	2,180.38	136.45	4,766.05	7,732.29	
Impairments- assets write-downs	-	-	-	-	-	-	-
Disposals / Adjustments **	-	-	-	-	424.09	424.09	
As at 15th December 2024	4,732.55	418.86	13,914.90	916.39	31,619.79	51,602.48	

(Amount in thousands)

Net block	Office Equipments	Furniture & Fixtures	Computers & Software's	Electric Installation	Motor Cars, Vehicles	Total
As at 31 March 2021	720.30	1,109.35	1,219.15	1,293.17	24,739.28	29,080.92
As at 31 March 2022	1,177.66	260.30	1,692.54	650.70	26,042.40	29,823.60
As at 31 March 2023	1,243.43	352.87	3,903.64	844.05	33,394.24	39,738.22
As at 31 March 2024	1,518.77	348.80	3,113.54	680.30	21,241.59	26,902.99
As at 15th December 2024	1,664.75	532.73	4,803.69	623.81	20,310.11	27,935.08

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PART A

V.1 Reconciliation between audited profit and restated profit

(Amount in thousands)

Particulars	As at December 15, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
A. Profit after tax (as per audited financial statements)	58,971.42	63,054.96	25,061.37	13,868.81
B. Add/(Less) : Adjustments on account of -	-	-	-	-
1. Provision for Income Years for Prior Period	-	-	-	-
2. Change in Provision of Gratuity Estimates	-	-	-	-
3. Professional Expenses related to Years	-	-	-	-
4. Deferred Tax	-	-	-	-
5. Provision for Taxation and MAT Credit	-	-	-	-
C. Restated profit after tax (A+B)	58,971.42	63,054.96	25,061.37	13,868.81

V.2 Reconciliation of the Opening Balance of Surplus of Profit and Loss under Reserves and Surplus for the FY 2021-22:

(Amount in thousands)

Particulars	As on April 1, 2021
(A) Opening Balance of surplus	(13211.69)
Add/(Less) : Adjustments on account of -	-
1. Provision for Income Years for Prior Period	-
2. Change in Provision of Gratuity Estimates	-
3. Professional Expenses related to Previous Years	-
4. Deferred Tax	-
5. Provision for Taxation and MAT Credit	-
Total Adjustments (B)	-
Restated Opening Balance of surplus (A+B)	(13211.69)

V.3 Reconciliation between total audited equity and total restated equity

(Amount in thousands)

Particulars	As at December 15, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
A. Total Equity as per audited financial statements	1,15,720.76	28,000.00	7,000.00	7,000.00
B. Restatement Adjustments				
(i) Audit Qualifications	-	-	-	-
(ii) Other material adjustments	-	-	-	-
Income Tax Provisions and Mat Credit	-	-	-	-
Deferred Tax Provisions	-	-	-	-
Change in Provision of Gratuity Estimates	-	-	-	-
Prior Period Expenses	-	-	-	-
C. Total Equity as Restated Statement of Assets and Liabilities(A+B)	1,15,720.76	28,000.00	7,000.00	7,000.00

Note: (here total equity means Equity Share Capital and Reserves and Surplus)

Appropriate regroupings have been made in the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss and Restated Statement of Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per AS financial information of the Company for the period ended December 31, 2023 prepared in accordance with Schedule III of Companies Act, 2013 and other applicable AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2018, as amended.

Part C Non-Adjusting items

There are no non adjusting items.

Part B

EMPLOYEE BENEFIT PLAN

(A) Defined benefit Plan

The defined benefit plan operated by the Company is as below:

"Retiring gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company does not make any contributions to gratuity funds and the plan is unfunded. The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation."

The defined benefit plans expose the Company to a number of actuarial risks as below:

- (a) **Investment risk:** The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government Bonds Yield. If plan liability is funded and return on plan assets is below this rate, it will create a plan deficit.
- (b) **Interest risk:** A decrease in the bond interstate (discount rate) will increase the plan liability.
- (c) **Mortality risk:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2012-14) ultimate table.
- (d) **Salary risk:** The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

The following table sets out the amounts recognised in the financial statements in respect of retiring gratuity plan:

(i) Change in Defined Benefit Obligation (DBO)

Particulars	As at December 15, 2024	As at 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Present value of DBO at the beginning of the year	-	-	-	-
Current service cost	-	-	-	-
Interest cost	-	-	-	-
Actuarial (gain) / loss	-	-	-	-
Benefits paid	-	-	-	-
Present value of DBO at the end of the year	-	-	-	-

(ii) Change in fair value of plant assets

Particulars	As at December 15, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2023	For the year ended 31 March, 2022
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Fair value of plan assets at the beginning of the year	-	-	-	-
Interest income	-	-	-	-
Employer contributions	-	-	-	-
Benefits paid	-	-	-	-
Fair value of plan assets at the end of the year	-	-	-	-

(iii) Amounts recognised in the Balance Sheet

Particulars	As at December 15, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
Present value of DBO at the end of the year	-	-	-	-
Fair value of plan assets at the end of the year	-	-	-	-
Net Liability recognised in the Balance Sheet	-	-	-	-

(iv) Components of employer expense

Particulars	As at December 15, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Current service cost	-	-	-	-
Interest cost	-	-	-	-
Actuarial (gain) / loss	-	-	-	-
Expense recognised in Statement of Profit and Loss	-	-	-	-

(v) Other comprehensive income

Particulars	As at December 15, 2024	As at 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Experience adjustments on plan liabilities	-	-	-	-
Actuarial loss/(gain) due to change in financial assumptions	-	-	-	-
Actuarial loss/ (gain) due to change in demographic assumption	-	-	-	-
Remeasurements recognised in other comprehensive income	-	-	-	-

(vi) Nature and extent of investment details of the plan assets

Particulars	As at December 15, 2024	As at 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
State and Central Securities	-	-	-	-
Bonds	-	-	-	-
Special deposits	-	-	-	-
Insurer managed funds	-	-	-	-

(vii) Assumptions

Particulars	As at December 15, 2024	As at 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Discount Rate	-	-	-	-
Salary Increase Rate	-	-	-	-
Rate of Return on Plan Assets	-	-	-	-
Mortality Table	-	-	-	-
Retirement Age	-	-	-	-
Withdrawal rates	-	-	-	-

(B) Defined Contribution Plan

"Provident fund and pension

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the employee provident fund organization (EPFO).

ANNEXURE -VII: RESTATED STATEMENT OF CONTINGENT LIABILITIES

Particulars	As at December 15, 2024	As at 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
1. Bank Guarantee/LC Discounting for which FDR margin money has been given to the bank as Security	Nil	Nil	Nil	Nil
2. Entry Tax matters pending in various courts	Nil	Nil	Nil	Nil
3. Income Tax Demand	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

ANNEXURE -X: RESTATED STATEMENT OF CAPITALISATION

(All amounts in Indian Rupees in thousand, unless otherwise stated)

(Amount in thousands)

Particulars	Pre Issue 15.12.2024	Pre Issue 31.03.2024	Post Issue
Debt			
Short Term Debt	38,855.09	12,592.28	[•]
Long Term Debt	1,407.87	5,206.54	[•]
Total Debt	40,262.96	17,798.82	[•]
Shareholders' Fund (Equity)			
Share Capital	1,15,720.76	28,000.00	[•]
Reserves & Surplus	57,093.19	66,333.44	[•]
Total Shareholders' Fund (Equity)	1,72,813.95	94,333.44	[•]
Long Term Debt/Equity	0.01	0.06	[•]
Total Debt/Equity	0.23	0.19	[•]

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months.
2. Long term Debts represent debts other than short term Debts as defined above.

3.The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.03.2024.

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OTHER FINANCIAL INFORMATION

For Details on other financial information please refer to “Ratios” on page under the chapter titled Financial Statements as Restated beginning on page 233 of this Red Herring Prospectus.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the period ended December 15, 2024 and for the financial year ended March 31, 2024 and financial year ended March 31, 2023, and for the financial year ended March 31, 2022. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "Financial Information" on page 233 of the Red Herring Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 27 of this Red Herring Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 17 of this Red Herring Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Sat Kartar Shopping Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for period ended December 15, 2024 and for the Financial Years 2024, 2023 & 2022 included in this Red Herring Prospectus beginning on page 233 of this Red Herring Prospectus.

BUSINESS OVERVIEW

Our company is an Ayurveda healthcare company committed to providing natural wellness solutions relating to specific therapeutic areas and general lifestyle products, committed to promote a healthier lifestyle. We integrate traditional Ayurvedic knowledge with modern research to empower individuals to adopt healthier lifestyles. With a strong market presence and a diverse product portfolio, we focus on innovation and responsive product development. Initially, our company offered both Ayurveda and spiritual product lines. However, we have strategically refined our focus to specialize exclusively in Ayurveda, establishing ourselves as a dedicated player in this sector and emphasizing quality and effectiveness in our holistic wellness offerings.

There is a growing interest among consumers in natural and organic products, driven by a desire for effective alternatives to conventional medicine. Although the market remains diverse, with varying levels of product quality and standardization, we see a significant opportunity to strengthen our position in the Ayurveda healthcare sector by addressing the increasing demand for high-quality natural wellness products. In order to meet this demand, and with a mission to encourage and support a healthier lifestyle for customers, we cater directly to individual consumers, providing them with holistic, natural remedies and lifestyle products rooted in traditional Ayurveda practices. Our Company operates in D2C (Direct-to-Consumer) segment, selling Ayurveda products directly to consumer through our own D2C website, Google and Meta Applications.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR I.E., MARCH 31, 2024

As per mutual discussion between the Board of the Company and BRLM, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in the Red Herring Prospectus and which materially and adversely affect or is likely to affect within the next twelve months except as follows:

- The Board of Directors of our Company has approved and passed resolution on June 26, 2024 to authorize the Board of Directors to raise the funds by way of Initial Public Offering.
- The Shareholders of our company appointed Mr. Ved Prakash as Managing Director, in the Extra Ordinary General Meeting held on May 01, 2024.
- The Board of our Company appointed Mr. Sunil Kumar Mehdiratta and Mr. Manoj Kumar Verma as Independent Directors in the Board Meeting held on January 20, 2024.
- The shareholders of our Company appointed Ms. Richa Takkar as Non-Executive and Non- Independent Director in the Extra-Ordinary General Meeting held on January 01, 2024.
- The board of directors in its meeting held on January 20, 2024 appointed Ms. Himanshu Malik as Company Secretary & Compliance officer of the Company w.e.f. January 20, 2024
- The board of directors in its meeting held on May 01, 2024 appointed Mr. Devender Kumar Arora as Chief Financial Officer of the Company.
- The Board of our Company appointed Mr. Pranav Singh Chadha and Mr. Simrati Kaur as Additional Executive Directors in the Board Meeting held on August 01, 2024.
- The Board of our Company appointed Mr. Steve Austin Pereira as Additional Independent Directors in the Board Meeting held on August 01, 2024.
- The shareholders of our Company regularized the appointment of Mr. Pranav Singh Chadha and Mr. Simrati Kaur from Additional Executive Directors to Executive Directors in extra Ordinary General Meeting dated October 26, 2024.
- The shareholders of our Company regularized the appointment of Mr. Steve Austin Pereira from Additional Independent Directors to Independent Director in extra Ordinary General Meeting dated October 26, 2024.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factor*” beginning on page 27 of this Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance.
- Company’s results of operations and financial performance;
- Performance of Company’s competitors;
- Significant developments in India’s economic and fiscal policies;
- Failure to adapt to the changing needs of ayurvedic industry and in particular government policies and regulations may adversely affect our business and financial condition;
- Volatility in the Indian and global capital market.

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DISCUSSION ON RESULT OF OPERATION

(Amount in thousands)

S. No.	Particulars	For the Period ending 15 December, 2024	% of total income	For the Period ending 31 March, 2024	% of total income	For the Period ending 31st March 2023	% of total income	For the Period ending 31st March 2022	% of total income
I	Revenue from operations	10,92,832.84	99.75%	12,79,093.27	99.84%	8,29,695.53	99.99%	5,19,189.18	99.26%
II	Other Income	2,693.54	0.25%	2,002.85	0.16%	78.27	0.01%	3,885.32	0.74%
III	Total Income (I+II)	10,95,526.38	100.00%	12,81,096.11	100.00%	8,29,773.80	100.00%	5,23,074.50	100.00%
IV	Expenses:								
	Cost of Material Consumed	60,559.26	5.53%	90,306.02	7.05%	49,576.12	5.97%	43,515.91	8.32%
	Employee benefit expense	1,94,775.82	17.78%	2,93,121.92	22.88%	2,08,073.90	25.08%	1,01,354.94	19.38%
	Financial costs	3,531.69	0.32%	5,178.94	0.40%	4,784.82	0.58%	4,601.30	0.88%
	Depreciation and amortization expense	7,732.29	0.71%	13,271.13	1.04%	13,160.61	1.59%	7,241.18	1.38%
	Other expenses	7,49,669.46	68.43%	7,93,272.34	61.92%	5,19,742.99	62.64%	3,51,311.09	67.16%
	Total Expenses	10,16,268.51	92.77%	11,95,150.34	93.29	7,95,338.45	95.85%	5,08,024.43	97.12%
VI	Exceptional Items	-	-	-	-	-	-	-	-
VII	Profit before extraordinary items and tax	79,257.87	7.23%	85,945.77	6.71%	34,435.35	4.15%	15,050.07	2.88%
VIII	Extraordinary Items	-	-	-	-	-	-	-	-
IX.	Profit before tax (VII-VIII)	79,257.87	7.23%	85,945.77	6.71%	34,435.35	4.15%	15,050.07	2.88%
X.	Tax expense:								
	(I) Current tax	20,506.64	1.87%	23,279.27	1.82%	9,942.83	1.20%	1,749.38	0.33%
	(II) Deferred tax	(220.19)	(0.02)%	(885.93)	(0.07)%	(568.85)	(0.07)%	(568.12)	(0.11)%
	(III) MAT credit	-	-	-	-	-	-	-	-

	(IV) Last year excess provision Written Back	-	-	497.47	0.04%	-	-	-	-
XI	PROFIT/(LOSS)FROM THE PERIOD FROM CONTINUING OPERATIONS	58,971.42	5.38%	63,054.96	4.92%	25,061.37	3.02%	13,868.81	2.65%
XII	Profit/ (Loss) from discontinuing operations	-	-	-	-	-	-	-	-
XIII	Tax expense of discounting operations	-	-	-	-	-	-	-	-
XIV	Profit/ (Loss) for the period (XI + XIII)	58,971.42	5.38%	63,054.96	4.92%	25,061.37	3.02%	13,868.81	2.65%

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Items for Restated Financial Statements

Our Significant Accounting Policies

For Significant accounting policies please refer “Significant Accounting Policies”, under Chapter titled Restated Financial Statements beginning on page 233 of the Red Herring Prospectus.

Overview of Revenue & Expenditure

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the period ended on December 15, 2024 and Financial Year 2024, 2023 & 2022.

Our revenue and expenses are reported in the following manner:

Revenues

- **Revenue from operations**

Our company’s source of revenue is primarily generated from selling ayurveda products to end consumers. However, it also consists of sale of TV slots for advertising which are initially bought by our company but could not carry out the same.

- **Other Income**

Other income includes profit arising from sale of fixed assets, interest received is from fixed deposits and refund due from income authorities, and other non-operating income.

Expenditure

Our total expenditure primarily consists of cost of goods sold, employee benefit expenses, finance costs, depreciation, and other expenses.

- **Cost of Goods Sold**

The cost of goods sold includes final products received from the manufacturer which are ready to be sold to end consumer.

- **Employment Benefit Expenses**

Our employee benefits expense primarily comprises of salaries, remuneration to directors, sitting fees to directors, bonus and staff welfare expenses, incentives to employee.

- **Finance Cost**

Our Finance Cost includes loan processing fees, interest on loan (Overdraft facility availed and used), interest on car Loan, loan processing fees and other charges.

- **Depreciation and Amortization Expenses**

depreciation and amortization expenses on fixed assets majorly includes depreciation on motor car and computer.

- **Other Expenses**

Other Expenses majorly includes expenses on advertisement, courier charges, legal and professional charges and rental charges etc.

STUB PERIOD ENDED DECEMBER 15, 2024 (BASED ON RESTATED FINANCIAL STATEMENTS)

Revenues

◆ Total Income

Total Income for the period ended December 15, 2024 stood at Rs. 10,95,526.38 thousand.

◆ Revenue from operations

Revenue from operation for the period ended December 15, 2024 stood at Rs. 10,92,832.84 thousand which is 99.75% of the Total Income.

◆ Other Income

Other Income for the period ended December 15, 2024 stood at Rs. 2,693.54 thousand which is 0.25% of the Total Income.

Expenditure

◆ Total Expenses

Total Expenses for the period ended December 15, 2024 stood at Rs. 10,16,268.51 thousand which is 92.77% of the Total Income which includes Cost of Goods Sold, Employment Benefit Expenses, Finance Cost, Depreciation and Amortization expenses and Other Expenses.

◆ Cost of Goods Sold

Cost of Goods Sold for the period ended December 15, 2024, stood at Rs. 60,559.26 thousand which is 5.53% of the Total income which includes opening, purchases and less closing stock.

◆ Employment Benefit Expenses

Employment Benefit Expenses for the period ended December 15, 2024 stood at Rs. 1,94,775.82 thousand which is 17.78% of the Total Income which includes Salaries and wages, Staff welfare expenses, Director Remuneration, Bonus, Incentives and other expenses.

◆ Finance Cost

Finance Cost for the period ended December 15, 2024 stood at Rs. 3,531.69 thousand which is 0.32% of the Total Income which includes Bank Charges and Interest on Loan.

◆ Depreciation and Amortization Expenses

Depreciation and Amortization Expenses for the period ended December 15, 2024 stood at Rs. 7,732.29 thousand which is 0.71% of the Total Income which include Depreciation on Property Plant & Equipment .

◆ Other Expenses

Other Expenses for the period ended December 15, 2024 stood at Rs. 7,49,669.46 thousand which is 68.43% of the Total Income which interalia, includes Advertisement Exp, Courier Charges, Electricity Charges, Rental Exp, Retainership Charges which is 64.78%, 6.37%, 1.98%, 8.25% & 7.45% respectively of the Total other expenses.

◆ Restated Profit before Tax

Restated profit before tax for the period ended December 15, 2024, stood at Rs. 79,257.87 thousand which is 7.23% of the Total Income.

◆ Tax Expense

Tax Expense for the period ended December 15, 2024, stood at Rs. 20,286.45 thousand out of which Current Tax being Rs. 20,506.64 thousand and Deferred Tax being Rs. (220.19) thousand which is 1.87% and (0.02)% respectively of the Total Income.

◆ **Restated Profit after Tax**

Restated profit after tax for the period ended December 15, 2024 stood at Rs. 58,971.42 thousand which is 5.38% of the Total Income.

FISCAL YEAR ENDED MARCH 31, 2024, COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023 (BASED ON RESTATED FINANCIAL STATEMENTS)

Revenues

• **Total Income**

Total income for the financial year 2023-24 stood at Rs. 12,81,096.11 thousand whereas in the financial year 2022-23 it stood at Rs. 8,29,773.80 thousand representing an increase of 54.39%.

• **Revenue from operations**

Net revenue from operations for the financial year 2023-2024 stood at Rs. 12,79,093.27 thousand whereas for the financial year 2022-23, it stood at 8,29,695.53 thousand representing an increase of 54.16%.

Reason: The increase in revenue from operations is primarily due to heightened consumer demand for natural and holistic health products (Ayurvedic), driven by rising health consciousness and favorable cultural trends. Effective marketing strategies and improved product innovation also played a significant role in capturing this growing market interest.

• **Other Income**

Other income for the financial year 2023-2024 stood at Rs. 2,002.85 thousand whereas for the financial year 2022-23, it stood at Rs. 78.27 thousand representing an increase of 2458.76%.

Reason: There is an increase in 'other income' majorly because of sale in fixed asset owned by the company, other reasons include newfound efficiencies such as discount received from use of credit card on the business trip made by the business officials.

Expenditure

• **Total Expenses**

Total expenses for the financial year 2023-2024 stood at Rs. 11,95,150.34 thousand whereas for the financial year 2022-23, it stood at Rs. 7,95,338.45 thousand representing an increase of 50.27%.

• **Cost of Goods Sold**

Cost of Goods Sold for the Financial Year 2023-2024, stood at Rs. 90,306.02 thousand. Whereas in Financial Year 2022-23 it stood at Rs. 49,576.12 thousand representing an increase of 82.16%.

Reason: The increase in Cost of goods sold is primarily due to the significant rise in sales, which required a higher volume of raw materials to meet growing demand. This aligns with the market trends of increased consumer interest in natural health products, driving the need for more extensive production and supply chain activities.

- **Employment Benefit Expenses**

Employee benefit expenses for the financial year 2023-2024 stood at Rs. 2,93,121.92 thousand whereas for the financial year 2022-23, it stood at Rs. 2,08,073.90 thousand representing an increase of 40.87%.

Reason: The increase in employee benefit expenses reflects the significant growth in the workforce required to meet the rising demand for our products. We expanded our team to ensure efficient operations, enhanced customer service, and continued innovation, leading to higher overall employee costs.

- **Finance Cost**

Finance costs for the financial year 2023-2024 stood at Rs. 5,178.94 thousand whereas for the financial year 2022-23, it stood at Rs. 4,784.82 thousand representing an increase of 8.24%.

Reason: This was primarily due to an increase in interest on loan (overdraft facility received and availed).

- **Depreciation and Amortization Expenses**

The depreciation and amortization expenses for the financial year 2023-2024 stood at Rs. 13,271.13 thousand whereas for the financial year 2022-23, it stood at Rs. 13,160.61 thousand representing an increase of 0.84%.

Reason: The increase in depreciation and amortization expenses reflects the company's continued investment in new equipment and technology to improve production efficiency and product innovation. While the increase is modest, it aligns with our strategy to maintain and gradually upgrade our assets to support long-term growth in the market.

- **Other Expenses**

The other expenses for the financial year 2023-2024 stood at Rs. 7,93,272.34 thousand whereas for the financial year 2022-23, it stood at Rs. 5,19,742.99 representing an increase of 52.63% %.

Reason: There is an increase in 'Other expenses' because it includes variable costs also which increases with increase in turnover. The same is in line with increase in turnover which increase by 54.16% in 2023-24 to 2023-23.

- **Restated Profit before Tax**

The restated profit before tax for the financial year 2023-2024 stood at Rs. 85,945.77 thousand whereas for the financial year 2023-24, it stood at Rs. 34,435.35 thousand representing an increase of 149.59%.

- **Restated Profit after Tax**

The restated profit after tax for the financial year 2023-2024 stood at Rs. 63,054.96 thousand whereas for the financial year 2022-23, it stood at Rs. 25,061.37 thousand representing an increase of 151.60%.

Reason for change in the Revenue from operation and Profit after tax

(Amount in Thousands)

Particulars	For the period March 31, 2024	For the period March 31, 2023
Revenue from Operation	12,79,093.27	8,29,695.53
Change in %	54.16%	
Profit after tax	63,054.96	25,061.37
Pat Margin in %	4.93%	3.02%

The increase in revenue from operations is primarily due to heightened consumer demand for natural and holistic health products (Ayurvedic), driven by rising health consciousness and favorable cultural trends. Effective marketing strategies and improved product innovation also played a significant role in capturing this growing market interest, thereby increase in sales of our products.

Reason of Increase in PAT margin is that Profit before tax increased because of increase in sale of goods and some expenses are of fixed nature and that do not increase in proportion to increase in revenue. Due to efficient supply chain management which ensures product availability and reduces stockouts, thereby reduce the cost and increase the profit margin.

FISCAL YEAR ENDED MARCH 31, 2023, COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022 (BASED ON RESTATED FINANCIAL STATEMENTS)

Revenues

- **Total Income**

Total income for the financial year 2022-2023 stood at Rs. 8,29,773.80 thousand whereas in financial year 2021-22 stood at Rs. 5,23,074.50 thousand representing an increase of 58.63%.

- **Revenue of operations**

Net revenue from operations for the financial year 2022-2023 stood at Rs. 8,29,695.53 thousand whereas for the financial year 2021-2022, it stood at Rs. 5,19,189.18 thousand representing an increase of 59.81%.

Reason: The 59.81% increase in revenue from operations is that we have introduced new products and improved our existing products, which increases the demand for our products and successful execution of targeted marketing campaign. Further, increase in the consumers demand for natural and holistic health products (Ayurvedic), driven by rising health consciousness and favorable cultural trends also contribute to higher revenue.

- **Other Income**

Other Income for the financial year 2022-2023 stood at Rs. 78.27 thousand whereas for the financial year 2021-22, it stood at Rs. 3,885.32 thousand representing a decrease of (97.99%).

Reason: The decrease in 'other income' is majorly because there was loss on sale of fixed asset. Further, the interest received on fixed deposits and interest on refund to be received from income tax authorities also reduced by 48.32%. In the year 2021-22, there was a profit on sale of assets which is a specific event.

Expenditure

- **Total Expenses**

Total expenses for the financial year 2022-2023 stood at Rs. 7,95,338.45 thousand whereas for the financial year 2021 - 2022, it stood at Rs. 5,08,024.43 thousand representing an increase of 56.56%.

- **Cost of Goods Sold**

Cost of goods sold for the financial year 2022-2023, stood at Rs. 49,576.12 thousand whereas in financial year 2021-2022 it stood at Rs. 43,515.91 thousand representing an increase of 13.93%.

Reason: The 13.93% increase in COGS is primarily due to the significant rise in sales, which required a higher volume of raw materials to meet growing demand. This aligns with the market trends of increased consumer interest in natural health products, driving the need for more production and supply chain activities.

- **Employment Benefit Expenses**

Employee benefit expenses for the financial year 2022-2023 stood at Rs. 2,08,073.90 thousand whereas for the financial year 2021- 2022, it stood at Rs. 1,01,354.94 thousand representing an increase of 105.29%.

Reason: There was an increase in ‘Employee benefit expenses’ because we expanded our team to ensure efficient operations, enhanced customer service, and continued innovation, leading to higher overall employee costs.

- **Finance Cost**

Finance Cost for the financial year 2022-2023 stood at Rs. 4,784.82 thousand whereas for the financial year 2021-2022, it stood at Rs. 4,601.30 thousand representing an increase of 3.99%.

Reason: This was primarily due to an increase in bank charges, an increase in interest on car loan and loan processing fees.

- **Depreciation and Amortization Expenses**

The depreciation and amortization expenses for the financial year 2022-2023 stood at Rs. 13,160.61 thousand whereas for the financial year 2021-2022, it stood at Rs. 7,241.18 thousand representing an increase of 81.75%.

Reason: This increase was due to the purchase of fixed of assets in the financial year 2022-23.

- **Other Expenses**

The other expenses for the financial year 2022-2023 stood at Rs. 5,19,742.99 thousand whereas for the financial year 2021-2022, it stood at Rs. 3,51,311.09 thousand representing an increase of 47.94%.

Reason: There is an increase in ‘Other expenses’ because it includes variable cost also which increase with increase in turnover. The same is in line with increase in turnover which increase by 59.81% in 2022-23 to 2021-22.

- **Restated Profit before Tax**

The restated profit before tax for the financial year 2022-2023 stood at Rs. 34,435.35 thousand whereas for the financial year 2021- 2022, it stood at Rs. 15,050.07 thousand representing an increase of 128.81%.

- **Restated Profit after Tax**

The restated profit after tax for the financial year 2022-2023 stood at Rs. 25,061.37 thousand whereas for the financial year 2021-2022, it stood at Rs. 13,868.81 thousand representing a increase of 80.70%.

Reason for change in the Revenue from operation and Profit after tax

(Amount in Thousands)

Particulars	For the period March 31, 2023	For the period March 31, 2022
Revenue from Operation	8,29,695.53	5,19,189.18
Change in %	59.81%	
Profit after tax	25,061.37	13,868.81
Pat Margin in %	3.02%	2.67%

Reason of increase in revenue is that we have introduced new products and improved our existing products, which increases the demand for our products and successful execution of targeted marketing campaign. Further, increase

in the consumers demand for natural and holistic health products (Ayurvedic), driven by rising health consciousness and favorable cultural trends also contribute to higher revenue.

The reason for increase in the PAT in the year 2022-23 from 2021-2022 because there the company has effectively utilise its resources such as marketing and improved customer services. This growth was further supported by efficient cost management and economies of scale achieved through expanding our operations to meet rising demand.

INFORMATION REQUIRED AS PER ITEM (II) (C) (IV) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:

1. Unusual or infrequent events or transactions:

Except as described in this Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations:

Other than as described in the section titled Risk Factors beginning on page 27 of this Red Herring Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations:

Other than as described in this Red Herring Prospectus, particularly in the sections Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations on pages 27 and 266, respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

4. Income and Sales on account of major product/main activities:

Income and sales of our Company on account of major activities derives from the business of sale of ayurveda products to end consumers.

5. Future changes in relationship between costs and revenues, in case of events such as future increase in marketing or advertisement costs or prices that will cause a material change are known:

Our Company's future costs and revenues can be indirectly impacted by an increase in marketing and advertising costs as the company is required to continuously advertise and market on various platforms to promote its products with a view to increase its sale.

6. Future relationship between Costs and Income

Our Company's future costs and revenues will be determined by competition, demand/supply situation, Indian Government Policies, and interest rates quoted by banks & others.

7. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.

Increases in our revenues are by and large linked to increases in the volume of business.

8. Total turnover of each major industry segment in which the issuer company operates

The Company operates in the Ayurvedic Industry. Relevant industry data, as available, has been included in the chapter titled "Our Industry" beginning on page 110 of this Red Herring Prospectus.

9. Status of any publicly announced new products or business segments:

Our Company has not announced any new services and product and segment / scheme, other than disclosure in this Red Herring Prospectus.

10. The extent to which the business is seasonal:

Our business does not depend to a certain extent on the seasonal, environmental and climate changes.

11. Competitive Conditions

We face competition from existing and potential competitors, which is common for any business. Over a period of time, we have developed certain competitive strengths which have been discussed in section titled Our Business on page 133 of this Red Herring Prospectus.

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FINANCIAL INDEBTEDNESS

In terms of the Articles of Association of the Company, the Board is authorized to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or upto such amount as may be approved by the shareholders from time to time.

Our Company has obtained the necessary consents required under the relevant loan documentation with banks and financial institutions for undertaking activities, such as change in its capital structure, change in its shareholding pattern and change in promoter's shareholding which has a possible change in the management control of our Company.

As on December 15, 2024 our Company has total outstanding secured borrowings from banks and financial institutions aggregating to Rs 10,152.62 Thousands and the Company has total outstanding unsecured borrowings from banks and financial institutions aggregating to Rs 30,110.34 Thousands, as per the certificate issued by M/s Nidhi Bansal & Co., Chartered Accountants, dated January 03, 2025.

Set forth below is a brief summary of our aggregate borrowings from banks and financial institutions on a Standalone basis:

Secured Loans

(Amount in Thousands)

Name of persons/companies	Loan Amounts	Rate of Interest (per annum)	Nature of Loan	Nature of Tenure	Outstanding as on Dec 15, 2024
PNB Bank	1,300.00	8.80%	Car Loan	36 Months	1,300.00
ICICI Bank	3,000.00	11.01%	Car Loan	36 Months	1,021.14
IDFC First Bank	25,000.00	10.50%	Car Loan	36 Months	4,729.44
ICICI Bank	1,350.00	9.15%	Car Loan	36 Months	867.04
PNB Bank	2,300.00	8.80%	Car Loan	36 Months	2,235.00
TOTAL	32,950.00				10,152.62

Unsecured Loans

(Amount in Thousands)

Name of persons/companies	Loan Amounts	Rate of Interest (per annum)	Nature of Loan	Nature of Tenure	Outstanding as on Dec 15, 2024
Aditya Birla Finance Limited	7,500.00	16.90%	Overdraft	36 months	7,170.00
Bajaj Finance Limited	4,492.38	16.00%	Overdraft	36 months	4,292.38
ICICI Bank	5,000.00	14.00%	Personal Loan	36 months	1,758.60
Bajaj Finance Limited	2,506.00	16.00%	Overdraft	48 months	0.1
L & T Finance Limited	7,500.00	16.00%	Overdraft	36 months	7,363.59
IDFC First Bank	7,650.00	16.00%	Overdraft	36 months	2,500.67
Tata Capital Finance Limited	7,525.00	16.00%	Overdraft	36 months	7,025.00
TOTAL	42,173.38				30,110.34

Our Promoters and Directors have provided personal guarantees to loan facility availed by us. Further, we have mentioned risk factor no. 20 with respect to the same under the chapter ‘Risk factor’.

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SECTION VII - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except, as stated in this section and mentioned elsewhere in this Red Herring Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Group Companies or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.

Pursuant to the SEBI ICDR Regulations and the Materiality Policy adopted by our Board of Directors on June 26, 2024 for the purposes of disclosure, any pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, including outstanding action, and tax matters, would be considered 'material' where:

- i. the claim/dispute amount, to the extent quantifiable, is equal to or in excess of 10% of the consolidated revenue of the Company or 25% of the profits before tax of the Company (whichever is lower), as per the last restated financial statements of the Company for a complete Financial Year would be considered 'material' for disclosure in this Red Herring Prospectus; and*
- ii. the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but an outcome in any such litigation would materially and adversely affect the Company's business, operations, cash flows, financial position or reputation of the Company.*

Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having monetary value which exceeds 10% of the total consolidated trade payables of the Company as per the latest restated financial statements of the Company shall be considered as 'material'. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("MSME"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditor.

It is clarified that pre-litigation notices (other than those issued by governmental, statutory or regulatory authorities) received by our Company, our Directors shall not be considered as litigation until such time that any of our Company, our Directors, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority or any judicial authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

All terms defined in a particular litigation disclosure pertain to that litigation only.

1. LITIGATION INVOLVING OUR COMPANY

(a) *Litigation proceedings against our Company*

1 *Criminal Proceedings:*

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated *against* our Company.

2 *Civil Proceedings:*

Set out herein below are details of civil proceedings involving our Company:

1. **Three N Products Pvt Ltd v/s Sat Kartar Shopping Ltd and Ors.**

The present suit has been filed against our Company & its directors, having case no. CS (COMM) No. 445/24 vide CNR; DLND010045312024, Three N Products Pvt Ltd v/s Sat Kartar Shopping Ltd and Ors. pending before District and Sessions Judge, New Delhi, Patiala House Court. The suit has been filed before the court for trademark infringement, passing off, delivery up, rendition of accounts, etc. The first hearing was on 24th May 2024.. The Case has been settled between the parties and has been disposed off by the Hon'ble Court.

Brief of the case:

The Plaintiff alleges that the Defendant infringes the trademark 'Ayur'. Plaintiff claims ownership of the domain name www.ayurherbals.com, registered since 25th March 1998, which comprises the trademark 'Ayur'. The Plaintiff alleges that the Defendant is using the impugned trademark on <https://www.indiamart.com>, an online platform for purchasing products.

The Hon'ble Court has passed an order requiring the submission of a written statement within the stipulated time. Additionally, the Defendant is restrained from using the mark 'AYUR SLEEP' for products or allied goods, as it is identical or deceptively similar to the Plaintiff's trademark 'Ayur'.

A Local Commissioner was appointed to examine, seize, and take charge of the offending goods, records, accounts, or materials related to the products bearing the impugned mark/label 'AYUR SLEEP'. The Local Commissioner also created an inventory of the seized materials and hand them over. At the last hearing, the Defendant submitted that they are not directly or indirectly dealing in respect of any goods/services under the trademark/domain name 'AYUR SLEEP' or any other trademark which is identical or deceptively similar with the trademark of the Plaintiffs.

Further, the last order dated 21st September 2024 records that a settlement agreement dated 20th September 2024 has been entered between the Plaintiff and the Defendants and the case has been disposed off.

3 *Actions taken by Statutory/Regulatory Authorities*

As on the date of this Red Herring Prospectus, there are no outstanding action by statutory or regulatory authorities initiated *against* our Company.

4 Tax Proceedings

Set out herein below are details of pending tax cases involving our Company:

Under Section 154 of the Income Tax Act, 1961, a rectification order has been issued against the Company for the Assessment Year 2022-23 having Demand Reference No. 2023202237159159190C, involving an amount of Rs. 2,06,260 (Rupees Two Lakhs Six Thousand Two Hundred and Sixty Only) and interest as may be calculated by the department as on the date. The said rectification order was issued due to difference in income arising from profits and gains from business or profession as calculated by the taxpayer and as calculated by the Assessing Officer. Such difference in income also led to difference in interest under section 234B (Interest for defaults in payment of advance tax) and Section 234C (Interest for deferment of advance tax) of the Income Tax Act, 1961. Further, a difference in tax paid as calculated by the taxpayer and as calculated by the assessing officer due to mismatch between tax credits claimed and allowed has arisen. A response was filed by the Company on November 3, 2023 stating that the mismatch between tax credits claimed and allowed was due to an inadvertent error in stating the TAN of the Deductor. As on the date of the report, the demand is pending.

- Under Section 154 of the Income Tax Act, 1961, a rectification order has been issued against the Company for the Assessment Year 2018-19 having Demand Reference No. 2023201837194938791C, involving an amount of Rs. 4,91,530 (Rupees Four Lakhs Ninety-One Thousand Five Hundred and Thirty Only) and interest as may be calculated by the department as on the date. The said rectification order was issued due to difference in income arising from profits and gains from business or profession as calculated by the taxpayer and as calculated by the Assessing Officer. Such difference in income also led to difference in interest under section 234B (Interest for defaults in payment of advance tax) and Section 234C (Interest for deferment of advance tax) of the Income Tax Act, 1961. Further, a difference in tax paid as calculated by the taxpayer and as calculated by the assessing officer due to mismatch between tax deducted at source has arisen. A response was filed by the Company on November 3, 2023 stating that the mismatch between tax deducted at source was due to an inadvertent error in stating the TAN of the Deductor. As on the date of the report, the demand is pending.

- **GST Proceedings**

A Show Cause Notice dated 26th November 2024 bearing reference no. ZD071124031559G has been received under Section 73 of the Central Goods and Services Act, 2017 pertaining to Tax Period- April 2020-March 2021. It is alleged by the department that the Company has under declared its tax liability pertaining to April 2020-March 2021. It is averred in the Show Cause Notice upon reconciliation of turnovers in GSTR-09, it was observed that the tax on outward supplies is under declared, the input tax on inward supplies is not correctly availed due to under declaration of ineligible ITC and claiming of Input tax Credit from tax payers who have not paid tax on their outward supplies to the Company. The Summary of tax payable after accounting for such deficiencies is as follows:

(Amount in thousands)

S.No	Act	Total tax due in (Under declaration of output tax) + (Excess claim of ITC) above	Interest	Penalty	Total (3+4+5)
1	2	3	4	5	6
1	SGST	1799.31	1346.08	179.93	3325.33
2	CGST	1800.62	1347.06	180.06	3327.73
3	IGST	78.20	58.50	20.00	156.70
4	CESS	0.00	0.00	0.00	0.00
5	Total	3678.13	2751.64	379.99	6809.76

A total amount of Rs. 68,09,760 (Rupees Sixty-Eight Lakhs Nine Thousand Seven Hundred and Sixty) has been demanded under the show cause notice. The Show Cause Notice states that the last date for filing reply was 26th December 2024. However, as on date of the report, the reply has not been filed by the Company

5 *Disciplinary action taken by SEBI or Stock Exchanges*

As on the date of this Red Herring Prospectus, no disciplinary action by the SEBI or Stock Exchanges has been initiated *against* our Company.

6 *Other Material Litigations*

As on the date of this Red Herring Prospectus, there are no other material litigations initiated *against* our Company.

(b) *Litigation by our Company*

1. *Criminal Proceedings*

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated *by* our Company.

2. *Civil and other Material Litigations*

As on the date of this Red Herring Prospectus, there are no civil and other material litigation initiated *by* our Company.

3. *Actions taken by Statutory/Regulatory Authorities*

As on the date of this Red Herring Prospectus, there are no outstanding action initiated by our Company *against* statutory or regulatory authorities.

4. *Tax Proceedings*

As on the date of this Red Herring Prospectus, there are no outstanding action initiated by our company against Tax Authorities.

5. *Disciplinary action taken by SEBI or Stock Exchanges*

As on the date of this Red Herring Prospectus, there are no disciplinary action initiated by the company against SEBI or Stock Exchanges.

6. *Other Material Litigations*

As on the date of this Red Herring Prospectus, there are no other material litigations initiated by our company.

2. LITIGATION INVOLVING OUR PROMOTERS

Cases filed against our Promoters

1. *Criminal Proceedings*

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated *against* our Promoters.

2. *Civil Proceedings*

Set out herein below are details of pending tax cases involving our promoter Mr. Manprit Singh Chadha:

- The present petition has been filed against our Promoter, having case No. Arb. P. 1738/2024, Oppl Lighting India Private Limited v. Archana Chadha & Anr. pending before the Hon'ble High Court of Delhi. The present petition has been filed seeking appointment of a sole arbitrator under Section 11 (6) of the Arbitration and Conciliation Act, 1996, to adjudicate disputes arising from a lease deed dated 02.05.2018 executed between the Petitioner and the Respondents, Archana Chadha and Manprit Singh Chadha. The first date of hearing was 06th November 2024 and the next date of hearing is 12th February 2025. Presently, the case is at the stage of filing of Written Statement by the Respondents.

Brief Facts of the Case

A lease deed was executed between the Petitioner, Oppl Lighting India Private Limited and the Respondents, Archana Chadha and Manprit Singh Chadha for the lease of property at an agreed monthly rent wherein the Respondents were the lessors and the Petitioner was the lessee. Invoices were raised by the Respondents and the same was cleared and paid by the Petitioner, from May to December 2018, including GST. The total amount paid by the Petitioner towards GST was to be deposited by the Respondents to the tax authorities in compliance of Section 39 of Central Goods and Services Act, 2017.

The Petitioner was entitled to avail Input Tax Credit (ITC) of the same amount, against the deposition of the said tax amount in terms of Section 16 of the Central Goods and Services Act, 2017, and so was the same availed by the Petitioner. In 2023, during a GST investigation, the Petitioner learned that the Respondents had not deposited the collected GST with the authorities. This failure led to penalties and the reversal of the Input Tax Credit (ITC) claimed by the Petitioner.

The Petitioner demanded an amount of Rs. 6,66,400.60 (Rupees Six Lakhs Sixty-Six Thousand and Four Hundred) towards reversal of ITC due to non-deposition of the GST amount, inclusive of 15% penalty imposed by the concerned GST Authorities and assessment cost along with interest at the rate of 18% per annum on the GST amount towards illegal retention of money, from the date of receipt of GST amount till the date of actual payment. Subsequently, the Petitioner invoked arbitration under Clause 20.1 of the lease deed on 17.09.2024, referring the dispute to the Delhi International Arbitration Centre (DIAC) and filed the present petition under Section 11(6) of the Arbitration and Conciliation Act, 1996 seeking appointment of an independent sole arbitrator to resolve the dispute as per the terms of the lease deed between the Petitioner and the Respondents. The Respondents have sought time to file a reply to the present Petition and have been granted last opportunity by the Hon'ble High Court to file the reply.

3. *Actions taken by Statutory/Regulatory Authorities*

As on the date of this Red Herring Prospectus, there are no outstanding action by statutory or regulatory authorities initiated *against* our promoters.

4. *Tax Proceedings*

Set out herein below are details of pending tax cases involving our promoters:

Manprit Singh Chadha:

- An Income Tax demand amount of Rs. 7,22,390 (Rupees Seven Lakh Twenty-Two Thousand Three Hundred Ninety Only) and interest as may be calculated by the department as on the date, has been created against our

Promoter, Mr. Manprit Singh Chadha for the Assessment Year 2017-18 having Reference No: 2021201737004137176T.

Brief Facts of the Case

The assessing officer selected the return filed by our Promoter for the Assessment Year 2017-2018 for scrutiny and directed filing of revised return stating reason that income has escaped assessment thereby falling under the ambit of Section 148 of the Income Tax Act, 1961. Our Promoter duly filed the revised return stating revised income from salary and income from other sources and paid. Our Promoter contended that a bona-fide error was made in declaring income from salary and income from other sources and to rectify such error, the revised return was filed stating the correct income and an amount of Rs. 3,10,480 (Rupees Three Lakh Ten Thousand Four Hundred and Eighty Only) was paid. Our Promoter also responded to notices issued by the Assessing Officer in this regard. However, the Assessing Officer, without granting an opportunity of being heard and without considering reasons for condonation of delay, issued an outstanding demand of Rs. 7,22,390 (Rupees Seven Lakh Twenty-Two Thousand Three Hundred Ninety Only) and interest as may be calculated by the department as on the date under Section 147 of the Income Tax Act, 1961.

A First Appeal was preferred by our Promoter against such demand and is currently pending. As on such date of the report, differential amount of Rs. 3,79,375 (Rupees Three Lakh Seventy Nine Thousand Three Hundred and Seventy Five) is unpaid

- Under Section 245 of Income Tax Act, 1961, a Proposed Adjustment has been pending against our Director, Mr. Manprit Singh Chadha, having Document Identification Number (DIN) CPC/2223/G8a/278209984. The department has proposed adjustment of a refund against the outstanding demand pertaining to Assessment Year 2017-2018. As on date of this report, no response has been submitted regarding the said adjustment notice and the prescribed time limit u/s 143(1)(a) for submission of response has lapsed. As on date of the report, no penalty has been ascertained regarding the said adjustment notice.
- Under Section 272A(1)(d) of Income Tax Act, 1961, an Income Tax demand amount of Rs. 10,000 (Rupees Ten Thousand Only) and interest as may be calculated by the department as on the date, has been created against our Director, Mr. Manprit Singh Chadha for the Assessment Year 2016-17 having Reference No: 2022201740411418185T. This demand is a penalty imposed by the Assessing Officer under Section 272A(1)(d) of Income Tax Act, 1961 for non-payment of outstanding demand pertaining to Assessment Year 2017-18 as stated above. However, on such date of this report, the payment is pending.

5. Disciplinary action against our Promoters by SEBI or any stock exchange in the last five (05) fiscals

As on date of this Red Herring Prospectus, no disciplinary action including penalty imposed by SEBI or stock exchanges has been initiated against our promoters in the last five Fiscals including any outstanding action.

6. Other Material Litigations

As on the date of this Red Herring Prospectus, there are no other material litigations initiated *against* our Promoters.

Cases filed by our Promoters

1. Criminal Proceedings

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated *by* our Promoters.

2. *Civil and Other Material Litigations*

As on the date of this Red Herring Prospectus, there are no outstanding material litigation initiated *by* our Promoters.

3. *Actions taken by Statutory/Regulatory Authorities*

As on the date of this Red Herring Prospectus, there are no outstanding action initiated by our promoters *against* statutory or regulatory authorities.

4. *Tax Proceedings*

As on the date of this Red Herring Prospectus, there are no outstanding action initiated by our promoters against Tax Authorities.

5. *Disciplinary action taken by SEBI or Stock Exchanges*

As on the date of this Red Herring Prospectus, there are no disciplinary action initiated by the promoters against SEBI or Stock Exchanges.

6. *Other Material Litigations*

As on the date of this Red Herring Prospectus, there are no other material litigations initiated by our promoters.

3. LITIGATION INVOLVING OUR DIRECTORS OTHER THAN PROMOTER

Cases filed against our directors other than promoter

1. Criminal Proceedings

Set herein below are details of criminal proceedings involving our director other than promoters:

a. Against Ved Prakash

The present case has been filed against our director, Mr. Ved Prakash having case no. Cr. Case 5328/2017 vide CNR: DLNW020201122017, State v. Ved Prakash pending before the Judicial Magistrate First Class (Mahila Court), Rohini District and Sessions Court. The Case has been filed under Section 354 of the Indian Penal Code, 1860 alleging assault of criminal force to woman with intent to outrage her modesty and under Section 509 of the Indian Penal Code, 1860 alleging utterance of any word, gesture or act intended to insult the modesty of a woman. The first hearing was on 26th September 2017 and the next date of hearing is 19th February 2025. Presently the case is at Petitioner's evidence stage.

Brief Facts of the case:

The Complainant alleged that Mr. Ved, a self-employed individual, committed offences under Section 354 of the Indian Penal Code, 1860 which states the punishment for assault of criminal force to woman with intent to outrage her modesty and under Section 509 of the Indian Penal Code, 1860 which states the punishment for utterance of any word, gesture or act intended to insult the modesty of a woman. Our director states that the allegations are made by a female-ex employee after he refused to pay her salary due to integrity issues. Summons was issued by the Judicial Magistrate First Class (Mahila Court), Rohini District and Sessions Court and the records available on the

court's website states that the case is at evidentiary stage. This case is pending before the Judicial Magistrate First Class (Mahila Court), Rohini District and Sessions Court.

b. Against Sunil Kumar Mehdiratta

The present case was filed against our director, Mr. Sunil Kumar Mehdiratta having Cr. Case No. 39927/2016 vide CNR: DLND020000242000, Department of Revenue Intelligence v. Pernod Richard India Pvt. Ltd. (previously M/s Seagram Manufacturing Limited) under Section 132 and 135 of Customs Act 1962 before the Chief Metropolitan Magistrate, Patiala House Court, District and Sessions Court, New Delhi, alleging fraud, misdeclaration and misbranding of alcoholic beverages during import. The first hearing of this case was on 14th February 2005 and the next hearing is on 19th July 2025. Presently the case is at Arguments stage.

Brief Facts of the case

The Department of Revenue Intelligence has made a complaint alleging that the company, M/s Seagram Manufacturing Limited ('SML') which was subsequently amalgamated with Pernod Richard India Pvt. Ltd. has been grossly undervaluing imported goods to evade customs duties and it was further alleged that the company was misclassifying the imported goods as "concentrating of alcoholic beverages" instead of scotch whiskey, hence importing different whiskeys at a lower price than other importers resulting in evasion of the import policy in force. The Complaint was filed against SML and its executives, accusing them of evading customs duty and misdeclaring the value of imported goods. With respect to our Director, it has been alleged that he was the person who was actively involved and assisted in the execution of the said conspiracy. It has been alleged that he carefully planned the under invoicing, worked out the details and created artificial documentary evidences to cover up the fraud. He was the person present in the meetings in which the strategy to create artificial paper trail as well as creating non-existent records were discussed. The charges were framed under Section 132 and 135 of the Customs Act, 1962 by the Ld. Trial Court. The accused persons filed a criminal revision petition wherein it was held that there is an error apparent on the face of the order of the Ld. Trial Court and the impugned order has not been passed considering the pre-charge evidence so led before the Ld. Trial Court and the impugned order has been passed as if the case instituted before the Ld. Trial Court was not the complaint case but the case instituted on police report. Thereafter, the case was remanded to the Ld. Trial Court on March 28th, 2024 for passing a fresh order with respect to charge.

2. Civil Proceedings

As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated *against* our directors.

3. Actions taken by Statutory/Regulatory Authorities

As on the date of this Red Herring Prospectus, there are no outstanding action by statutory or regulatory authorities initiated *against* our directors.

4. Tax Proceedings

As on the date of this Red Herring Prospectus, there are no tax proceedings initiated *against* our promoters.

5. Disciplinary action taken by SEBI or stock exchanges

As on the date of this Red Herring Prospectus, no disciplinary action by the SEBI or Stock Exchanges initiated *against* our directors.

6. *Other Material Litigations*

As on the date of this Red Herring Prospectus, there are no other material litigations initiated *against* our director.

Cases filed by our directors

1. *Criminal Proceedings*

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated *by* our directors.

2. *Other Material Litigations*

As on the date of this Red Herring Prospectus, there are no other material litigations initiated *by* our directors.

3. *Actions taken by Statutory/Regulatory Authorities*

As on the date of this Red Herring Prospectus, there are no outstanding action initiated by our directors *against* statutory or regulatory authorities.

4. *Tax Proceedings*

As on the date of this Red Herring Prospectus, there are no outstanding action initiated by our directors against Tax Authorities.

5. *Disciplinary action taken by SEBI or Stock Exchanges*

As on the date of this Red Herring Prospectus, there are no disciplinary action initiated by our directors against SEBI or Stock Exchanges.

6. *Other Material Litigations*

As on the date of this Red Herring Prospectus, there are no other material litigations initiated by our directors.

4. LITIGATION INVOLVING OUR SUBSIDIARY

As on date of this Red Herring Prospectus, our Company does not have any subsidiary company.

5. LITIGATION INVOLVING OUR GROUP COMPANIES

As on the date of this Red Herring Prospectus, there are no litigations involving our group entities.

6. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As per the materiality policy of our Company, a creditor of our Company, shall be considered material (“**Material Creditor**”) for disclosure in this Red Herring Prospectus, if an amount due to such creditor exceeds 10% of the total consolidated trade payables.

As on December 15, 2024, our company as per the Micro, Small, Medium Enterprises Development Act, 2006 with aggregating payable or outstanding amounting to 10,064.79 thousands. Details of amounts outstanding to MSME and other creditors is as follows:

(Amount in thousands)

PARTICULARS	As at 15th December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Micro, Small and Medium Enterprises	10,064.79	2,555.65	2,403.47	1,528.98
Other Creditors	49,933.41	56,144.47	28,280.62	18,196.24
Total	59,998.21	58,700.12	30,684.08	19,725.21

Complete details of outstanding dues to our creditors as on December 15, 2024 is available at the website of our Company i.e., info@satkartar.in. It is clarified that information provided on the website of our Company is not a part of this Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, info@satkartar.in, would be doing so at their own risk. For further details, please refer to the section titled "Financial Information" on page 233 of this Red Herring Prospectus.

7. MATERIAL DEVELOPMENT OCCURRING AFTER LAST BALANCE SHEET DATE I.E., March 31, 2024

Except as disclosed in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company" beginning on page number 266 of this Red Herring Prospectus, in the opinion of our Board, there have not arisen, since the date of the last financial statements disclosed in this Red Herring Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of its assets or its ability to pay its material liabilities within the next 12 months.

8. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

We certify that except as stated herein above:

- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters, group entities, companies promoted by the promoters during the past three years.
- There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- There are no pending litigation against the Promoters/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
- There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.

- e. There are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- f. The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
- g. There is no material regulatory or disciplinary action by SEBI, stock exchange or regulatory authority in the past five year in respect of our promoters, group company's entities, entities promoted by the promoters of our company.
- h. There are no status of criminal cases filed or any investigation being undertaken with regard to alleged commission of any offence by any of our Directors. Further, none of our Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.
- i. The issue is in compliance with applicable provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018.
- j. Neither the Company nor any of its promoters or directors is a willful defaulter.

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GOVERNMENT AND OTHER APPROVALS

In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively “Authorisations”) listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Red Herring Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled “Key Industry Regulation and Policies” beginning on page 175 of the Red Herring Prospectus.

CORPORATE APPROVALS FOR THIS ISSUE

1. The Board of Directors have, pursuant to resolutions passed at its meeting held on June 26, 2024, has approved the Issue, subject to the approval by the shareholders of the Company under Section 62 (1) (c) of the Companies Act 2013.
2. The Shareholders have, pursuant to the resolution dated July 01, 2024, under section 62 (1) (c) of the Companies Act 2013, authorized the Issue.

IN-PRINCIPLEs APPROVAL

The Company has obtained approval from NSE vide its letter dated December 24, 2024 to use the name of NSE in this Offer document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

AGREEMENTS WITH NSDL AND CDSL

1. The Company has entered into an agreement dated July 31, 2024, with the Central Depository Services (India) Limited (CDSL), and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited for the dematerialization of its shares.
2. The Company has entered into an agreement dated July 31, 2024, with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited for the dematerialization of its shares.
3. The Company’s International Securities Identification Number (ISIN) is INE0NB801022.

INCORPORATION DETAILS OF OUR COMPANY

S.N.	Authorization granted	Issuing Authority	CIN	Date of Issue	Valid upto
1.	Certificate of Incorporation in the name of “Sat Kartar Shopping Private Limited”	ROC, Delhi	U52590DL2012PTC238241	29/06/2012	12/07/2021*

2.	Certificate of Incorporation for conversion from Private to Public company in the name of “Sat Kartar Shopping Limited”	ROC, Delhi	U52590DL2012PLC238241	12/07/2021	Perpetual
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* CIN of the Company has been changed pursuant to conversion of being private company to public company.

TAX RELATED AUTHORISATIONS OF COMPANY

S.N.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1.	Permanent Account Number	Income Tax Department, GoI	AARCS6542F	29/06/2012	Perpetual
2.	Tax Deduction Account Number	Income Tax Department, GoI	DELS47942G	26/08/2021	Perpetual
3.	GST Registration Certificate (Delhi)	Central Goods and Services Tax Act, 2017	07AARCS6542F1Z0	31/05/2023	Valid until cancellation

*Note: The company previously held a GST certificate for Tamil Nadu also. However, all the billings are done from the registered office situated in Delhi, therefore, the company has initiated the surrender of the GST certificate for Tamil Nadu and has passed the resolution in this regard.

BUSINESS RELATED CERTIFICATIONS

Our Company has received the following significant government and other approvals pertaining to our business:

S.N.	Authorization granted	Issuing Authority	Registration No./Reference No./License No./Membership No.	Date of Issue/Date of Renewal	Valid upto
1.	Udyam Registration Certificate	Ministry of Micro, Small and Medium Enterprise, GOI	UDYAM-DL-01-0007245	04/06/2021	Valid until cancellation
2.	Employees’ Provident Funds and Miscellaneous Provisions Act, 1952	Office of the Regional Provident Fund Commissioner, New Delhi	DLCPM0044373000	02/01/2016	Valid until cancellation
3.	Employees State Insurance Act, 1948	Sub-Regional Officer, ESIC	11001178130000999	23/02/2013	Valid until cancellation
4.	Employees State Insurance Act, 1948	Sub-Regional Officer, ESIC	67111178130010999	21/05/2023	Valid until cancellation
5.	Import Export Code	Directorate General of Foreign Trade	0512085617	22/02/2013	Perpetual
6.	Shop and Establishments	Department of Labour, National Capital Territory of Delhi	2023006411	16/01/2023	15/01/ 2044

7.	The Advertising Standards Council of India	Chief Administrative Officer	A0292/2013-14	19/04/2023	31/03/2025
8.	ISO 9001:2015	Director of Magnitude Management Services Private Limited	23EQMQ63	17/07/2023	16/07/2026
9.	Loan License for manufacturing and sale of Ayurvedic/ Unani/ Siddha Medicines	State Licensing Authority, Directorate of Ayush, Haryana	1476-ISM (HR)	10/07/2024	Valid until cancellation
10.	FSSAI License	Food Safety and Standards Authority of India	13322999001052	10/08/2024	12/09/2026
11.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161457	14/8/2024	13/08/2045
12.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161490	14/8/2024	13/08/2045
13.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161514	14/8/2024	13/08/2045
14.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161563	14/8/2024	13/08/2045
15.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161533	14/8/2024	13/08/2045
16.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161568	14/8/2024	13/08/2045
17.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161599	14/8/2024	13/08/2045

18.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161566	14/8/2024	13/08/2045
19.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161617	14/8/2024	13/08/2045
20.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161600	14/8/2024	13/08/2045
21.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161591	14/8/2024	13/08/2045
22.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161620	14/8/2024	13/08/2045
23.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161624	14/8/2024	13/08/2045
24.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161553	14/8/2024	13/08/2045
25.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161662	14/8/2024	13/08/2045
26.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161578	14/8/2024	13/08/2045
27.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161607	14/8/2024	13/08/2045

28.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161918	16/8/2024	15/08/2045
29.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161920	16/8/2024	15/08/2045
30.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161923	16/8/2024	15/08/2045
31.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161927	16/8/2024	15/08/2045
32.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161914	16/8/2024	15/08/2045
33.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161889	16/8/2024	15/08/2045
34.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161873	16/8/2024	15/08/2045
35.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024161634	14/8/2024	13/08/2045
36.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024180313	18/9/2024	17/9/2045
37.	Registration Certificate of Establishment	Department of Labour Government of National Capital Territory of Delhi	2024180502	18/9/2024	17/9/2045

38.	Registration Certificate of Shop or Commercial Establishment	Uttar Pradesh Shops and Commercial Establishment Act, 1962	UPSA10732629	02/02/2024	Perpetual
39.	Registration Certificate of Shop or Commercial Establishment	Uttar Pradesh Shops and Commercial Establishment Act, 1962	UPSA10734525	27/08/2024	Perpetual
40.	Registration Certificate of Shop or Commercial Establishment	Uttar Pradesh Shops and Commercial Establishment Act, 1962	UPSA10734524	27/08/2024	Perpetual
41.	Registration Certificate of Shop or Commercial Establishment	Uttar Pradesh Shops and Commercial Establishment Act, 1962	UPSA10734523	27/08/2024	Perpetual

Intellectual Property Rights

For details regarding our Intellectual Property Rights, please refer heading “Intellectual Property Rights” to chapter titled “Our Business” on page 133 of the Red Herring Prospectus.

Domain

For details regarding domain, please refer chapter titled “Our Business” under the heading “Domain” on page 133 of the Red Herring Prospectus.

Material licenses/approvals for which our Company is yet to apply / Statutory Approvals/ Licenses required for the proposed expansion.

Our Company do not have any pending licenses, permissions, and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies which applied for but not yet received.

Note: Some of the approvals are in the name of Sat Kartar Shopping Private Limited and the Company is in the process of taking all the approval in the new name of the Company i.e. Sat Kartar Shopping Limited.

IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE-MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.

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OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

1. This Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on June 26, 2024.
2. The Shareholders of our Company have authorized this Issue by their Special Resolution passed pursuant to Section 62 (1) (c) of the Companies Act, 2013, at its Extra Ordinary General Meeting held on July 01, 2024, and authorized the Board to take decisions in relation to this Issue.
3. The Company has obtained approval from NSE vide its letter dated December 24, 2024 to use the name of NSE in this Offer document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.
4. Our Board has approved the Draft Red Herring Prospectus through its resolution dated September 19, 2024.
5. Our Board has approved this Red Herring Prospectus through its resolution dated January 04, 2025.
6. We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled “*Government and Other Approvals*” beginning on page number 291 of this Red Herring Prospectus.

Prohibition by SEBI

Our Company, Directors, Promoters, members of the Promoter Group and Group Entities or the Director and Promoter of our Promoter Companies, have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which Promoters, Directors or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Prohibition by RBI or Governmental authority

Our Company, our Promoters or their relatives (as defined under the Companies Act) and our Group Entities have confirmed that they have not been declared as wilful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by them in the past or no proceeding thereof are pending against them.

Our directors have not been declared as wilful defaulter by RBI or any other government authority and there have been no violation of securities laws committed by them in the past or no proceedings thereof are pending against them.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

In view of the General Circular No. 07/2018 dated September 6, 2018 and General Circular No. 8/ 2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India, our Company, and our Promoter Group will ensure compliance with the Companies (Significant Beneficial Ownerships) Rules, 2018 as per the applicability.

Directors associated with the Securities Market

We confirm that none of our directors are associated with the securities market in any manner and no action has been initiated against these entities by SEBI in the past five (5) years preceding the date of this Red Herring Prospectus.

ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as the post Offer face value capital is More than Rs.1,000 Lakh, But upto 2,500 Lakh. Our Company also complies with the eligibility conditions laid by the Emerge Platform of NSE Limited for listing of our Equity Shares.

We confirm that:

- a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue ***will be hundred percent underwritten and that the BRLM to the Offer will underwrite at least 15% of the Total Issue Size.*** For further details pertaining to said underwriting please refer to “General Information” Underwriting on page 54 of this Red Herring Prospectus.
- b) In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of four (4) days, be liable to repay such application money with interest as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
- c) In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the BRLM shall ensure that the Issuer shall file a copy of the Red Herring Prospectus/ Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/ Prospectus with the Registrar of Companies.
- d) In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the BRLM will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled “*General Information*”, “*Details of the Market Making Arrangements for this Issue*” on page 54 of this Red Herring Prospectus.
- e) In accordance with Regulation 228 (a) of the SEBI (ICDR) Regulations, Neither the issuer, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.
- f) In accordance with Regulation 228 (b) of the SEBI (ICDR) Regulations, none of the promoters or directors of

the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board.

- g) In accordance with Regulation 228 (c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a willful defaulter or fraudulent borrower.
- h) In accordance with Regulation 228 (d) of the SEBI (ICDR) Regulations, None of the Issuer's promoters or directors is a fugitive economic offender.
- i) In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, Application is being made to NSE Limited and NSE Limited is the Designated Stock Exchange.
- j) In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialization of specified securities already issued and proposed to be issued.
- k) In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.
- l) In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialized form.

NSE ELIGIBILITY NORMS:

1. The Company has been incorporated under the Companies Act, 1956 in India.
2. The post issue paid up capital of the Company (face value) will not be more than Rs. 2,500.00 Lakh.
3. **Track Record:**

a. The Company should have a track record of at least 3 (three) years.

Our Company was incorporated on 29/06/2012 under the provisions of Companies Act, 1956, and we satisfy the criteria of Track Record:

On the basis of financial statements:

(Amount in thousands)

Particulars	31-03-24	31-03-23	31-03-22
Net Profit as per Restated Financial Statement	63,054.96	25,061.37	13,868.81

- b. The Company should have operating profit (earnings before interest, depreciation and tax) from operations for at least 2 financial years preceding the application and that the Company has track record of 3 years & the net-worth of the Company should be positive.**

On the basis of financial statements:

(Amount in thousands)

Particulars	31-03-24	31-03-23	31-03-22
Operating profit (earnings before interest, depreciation and tax)	102,392.99	52,302.51	23,007.24

Net-worth	94,333.44	32,748.49	7,687.12
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4. The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent. The Company's shares bear an ISIN: INE0NB801022.

5. The company shall mandatorily have a website.

Our Company has a live and operational website is www.satkartar.in.

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:

(Amount in Thousands)

Particulars	As at March 31, 2024	As at 31st March, 2023	As at 31st March, 2022
Net Cash flow from Operations	70,425.28	79,669.63	22,725.07
Less- Purchase of Fixed Assets (net of sale proceeds of Fixed Assets)	1,105.73	(23,371.94)	(6,989.17)
Add- Net Total Borrowings (net of repayment)	(19,016.82)	(44,128.37)	(7,488.79)
Less- Interest expense x (1-T)	(3,799.58)	(3,482.30)	(4,240.15)
Free cash flow to Equity (FCFE)	48,714.61	8,687.02	4,006.96

Other Listing Requirements

- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- There is no winding up petition against the company that has been admitted by the Court and accepted by a court or Liquidator has not been appointed.
- There has been no change in the promoter/s of the Company in preceding one year from the date of filing application to NSE India for listing on Emerge Platform of NSE India.
- No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
- Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 016.
- None of the Directors of our Company have been categorized as a Willful Defaulter or fraudulent borrowers.
- The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the NSE Emerge.

OTHER DISCLOSURES

- The issuer company is in compliance with The Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Drat Red Herring Prospectus.
- There are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the

- ones which have already disclosed in the offer document.
- iii. If there are any conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and subsidiaries / Group Company and its directors, the same should be disclosed at all the relevant sections of the offer document.
 - iv. If there are any conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and the company, Promoter, Promoter Group, Key should be disclosed at all the relevant sections of the offer document.
 - v. No material clause of Article of Association have been left out from disclosure having bearing on the IPO/disclosure.

COMPLIANCE UNDER REGULATION 300 OF SEBI(ICDR) REGULATIONS

No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations with respect to the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, NARNOLIA FINANCIAL SERVICES LIMITED AS CERTIFIED THAT THE DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, NARNOLIA FINANCIAL SERVICES LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, NARNOLIA FINANCIAL SERVICES LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED JANUARY 04, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE RED HERRING PROSPECTUS.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company, its Directors and the BRLM accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.satkartar.in & www.narnolia.com would be doing so at his or her own risk.

There are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the Offer Document.

Caution

The BRLM accepts no responsibility, save to the limited extent as provided in the Agreement for Issuemanagement, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the BRLM shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, *etc.* The BRLM and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company and the BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such an investor is eligible to acquire Equity Shares.

Disclaimer in Respect of Jurisdiction

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakh, pension funds with minimum corpus of Rs.2,500 Lakh and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The 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 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 the jurisdiction of appropriate court(s) in Delhi only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Red Herring Prospectus had been filed with NSE Emerge for its observations and NSE Emerge gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this 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 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 since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Red Herring Prospectus in each jurisdiction, including India.

Disclaimer Clause of the Emerge Platform of NSE

NSE Limited (NSE) has given vide its letter dated December 24, 2024 permission to this Company to use its name in this offer document as one of the stock exchange on which this company's securities are proposed to be listed on the Emerge Platform. NSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. NSE Limited does not in any manner:-

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Offer or will continue to be listed on NSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;
- iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by NSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE, whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. NSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

- vi. The Company has chosen the Emerge platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by NSE / other regulatory authority. Any use of the Emerge platform and the related services are subject to Indian Laws and Courts exclusively situated in Mumbai.

DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. Securities Act) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S Persons (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the price information and the track record of the past Issues handled by the BRLM to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to Annexure A to the Red Herring Prospectus and the website of the BRLM at www.narnolia.com.

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PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

ANNEXURE-A

Disclosure of Price Information of Past Issues Handled by Merchant Banker

TABLE 1

S. No.	Issuer Name	Issue Size (Rs. in Cr.)	Issue Price (Rs.)	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
Initial Public Offering - Main Board								
N.A.								
Initial Public Offering – SME Exchange								
1.	Drone Destination Limited	44.20	65	21 July 2023	107.45	15.91% (1.78%)	16.15% (0.61%)	43.04% 9.25%
2.	Yudiz Solutions Limited	44.84	165	17 August 2023	185.00	(5.59%) 4.48%	(19.16%) 1.81%	(19.30%) 12.51%
3.	Cellecor Gadgets Limited	50.77	92	28 September 2023	96.00	131.85% (2.44) %	214.35% 10.92%	123.10% 12.71%
4.	Inspire Films Limited	21.23	59	05 October 2023	67.85	(3.28%) (1.61) %	(6.57%) 10.09%	(53.43%) 14.88%
5.	Womancart Limited	9.56	86	27 October 2023	122.85	43.85% 3.92%	16.24% 12.10%	3.42% 17.61%
6.	Supreme Power Equipments Limited	46.67	65	29 December 2023	102.90	81.17% (1.74%)	18.42% 2.74%	225.46% 9.84%
7.	Akanksha Power and Infrastructure Limited	27.49	55	03 January 2024	65.10	93.79% 1.56%	29.03% 4.35%	124.19% 12.20%
8.	Addictive Learning Technology Limited	60.16	140	30 January 2024	294.50	(6.84%) 1.00%	(4.87%) 5.03%	(7.31%) 15.40%
9.	Radiowalla Network Limited	14.25	76	05 April 2024	120.15	4.45% (0.40%)	5.78% 7.94%	(2.50%) 12.15%
10.	Z-Tech (India) Limited	37.30	110	05 June 2024	100.00	185.90% 7.53%	254.60% 11.76%	298.95% 7.32%
11.	Aesthetik Engineers Limited	26.47	58	16 August 2024	110.20	(31.13%) 3.43%	(30.76%) (4.11%)	N.A.
12.	Share Samadhan Limited	24.06	74	16 September 2024	73.05	(20.30%) (1.62%)	(17.92%) (2.42%)	N.A.
13.	Divyadhan Recycling Industries Limited	24.17	64	04 October 2024	84.00	0.00% (2.84%)	(14.23%) (3.30%)	N.A.
14.	Pranik Logistics Limited	22.47	77	17 October 2024	79.00	0.06% (4.92%)	N.A.	N.A.
15.	Usha Financial Services Limited	98.44	168	31 October 2024	164.00	(28.63%) (0.31%)	N.A.	N.A.

TABLE 2

Summary Statement of Disclosure

Financial Year	Total no. of IPOs	Total Amount of Funds raised. (Rs. Cr.)	No. of IPOs trading at discount-30th calendar days from listing			No. of IPOs trading at premium-30th calendar days from listing			No. of IPOs trading at discount-180th calendar days from listing			No. of IPOs trading at premium-180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	8	304.92	-	-	3	3	1	1	1	-	2	3	1	1
2024-25	7	247.16	-	2	1	1	-	2	-	-	1	1	-	-

Note: Listing date is considered for calculation of total number of IPO's in the respective financial year.

Note: One of the company's IPO to whom Narnolia Financials Services Limited was acting as Merchant Banker has not completed 30 days from the date of Listing of its equity shares.

LISTING

Application will be made to the NSE Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The Emerge Platform of NSE Limited has given its in-principle approval for using its name in our Offer documents vide its letter no. NSE/LIST/4580 dated December 24, 2024.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of NSE Limited, our Company will forthwith repay, without interest, all moneys received from the Applicant in pursuance of the Red Herring Prospectus. If such money is not repaid within 4 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 4 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE Limited mentioned above are taken within six Working Days from the Offer Closing Date.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of 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.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. Securities Act) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S Persons (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

CONSENTS

Consents in writing of:(a) the Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company and (b) BRLM, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been/or will be obtained (before filing Red Herring prospectus to ROC) and will be filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC.

Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus and such consent and report is not withdrawn up to the time of delivery of the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with NSE.

EXPERT OPINION

Except the report of the Peer Review Auditor on (a) the restated financial statements; (b) statement of tax benefits, Audit reports by Peer Review Auditors for the year ended on December 15, 2024, and year ended on 31st March 2024, 31st March 2023, 31st March 2022 and our Company has not obtained any other expert opinion. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE INCORPORATION

We have not made any previous rights and/or public issues since incorporation and are an Unlisted Issuer in terms of the SEBI (ICDR) Regulations and this Issue is an Initial Public Offering in terms of the SEBI (ICDR) Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Other than as detailed under chapter titled “Capital Structure” beginning on page 62 of the 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 IPO of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of this Red Herring Prospectus.

PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY

None of our Group Companies and Associates are listed and have undertaken any public or rights issue in the three (3) years preceding the date of this Red Herring Prospectus. Further, as on the date of this Red Herring Prospectus our company has no Listed Subsidiary.

PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding performance vis-à-vis objects is not applicable to us. Further, as on date of this Red Herring Prospectus our Company has no listed corporate promoters and no listed subsidiary company.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of the Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

OPTION TO SUBSCRIBE

Equity Shares being offered through this Red Herring Prospectus can be applied for in dematerialized form only.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an Unlisted Issuer in terms of the SEBI (ICDR) Regulations, and this Offer is an Initial Public Offering in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances.

All grievances relating to this Offer may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid-cum-Application Form was submitted by the ASBA Applicant.

Further, none of our subsidiary companies or Group Companies are listed on any stock exchange, so disclosure regarding mechanism for redressal of investor grievances for our subsidiary companies are not applicable.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Offer or the SCSB in case of ASBA Applicant shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Offer for the redressal of routine investor grievances will be 12 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Himanshu Malik as the Company Secretary and Compliance Officer and may be contacted at the following address:

Sat Kartar Shopping Limited

603, 6th Floor, Mercantile House, KG Marg, New Delhi - 110001.

Tel.: +91-9319888634

Fax: N.A.

E-mail: info@satkartar.in

Website: www.satkartar.in

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-offer or post-offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, *etc.*

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SECTION VIII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of the Draft Red- Herring Prospectus, Red Herring Prospectus, Prospectus, Abridged Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the 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) facility for making payment. Further, further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular 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, 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+3 days. 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.

The SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023, has introduced reduction of timeline for listing of shares in public issue from existing T+6 days to T+3 days. This circular shall be applicable on voluntary basis for public issues opening on or after September 1, 2023, and Mandatory for public issues opening on or after December 1, 2023.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

The Offer

The Offer consists of a Fresh Issue by our Company. Expenses for the Offer shall be Borne by our Company in the manner specified in “Objects of the Issue” on page 79 of this Red Herring Prospectus.

Ranking of Equity Shares

The Equity Shares being Offered/Alloted in the Issue shall be subject to the provisions of the Companies Act,

2013 and the Memorandum & Articles of Association, SEBI ICDR Regulations and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends, Voting Power and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

Authority for the Issue

This Issue has been authorized by a resolution of the Board passed at their meeting held on June 26, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on July 01, 2024.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. Dividends, if any, declared by our Company after the date of Allotment will be payable to the transferee who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, please refer to the chapter titled Dividend Distribution Policy beginning on pages 230 of this Red Herring Prospectus.

Face Value and Issue Price

The face value of each Equity Share is Rs. 10/- and the Offer Price at the lower end of the Price Band is Rs. 77/- per Equity Share and at the higher end of the Price Band is Rs. 81/- per Equity Share. The Anchor Investor Offer Price is Rs. [●]/- per Equity Share.

The Price Band and the Bid Lot will be decided by our Company, in consultation with the BRLM, and published by our Company in [●] edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Hindi national daily newspaper and Hindi being regional language of the Delhi, where our Registered Office is located) at least two Working Days prior to the Bid/Offer Opening Date, and shall be made available to the Stock Exchange for the purpose of uploading the same on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchange. The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with the disclosure and accounting norms

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;

- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see “Main Provisions of Articles of Association” on page 357 of this Red Herring Prospectus.

Allotment only in Dematerialized form

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialized form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Red Herring Prospectus:

- The Company has entered into an agreement dated July 31, 2024, with the Central Depository Services (India) Limited (CDSL), and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited for the dematerialization of its shares.
- The Company has entered into an agreement dated July 31, 2024, with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited for the dematerialization of its shares.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of a body corporate shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of 1600 Equity Shares and the same may be modified by the NSE 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 1600 Equity Shares subject to a minimum allotment of 1600 Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Application value, Market Lot and Trading Lot

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than Rs. 1,00,000/- (Rupees One Lakh) per application.

The trading of the Equity Shares will happen in the minimum contract size of 1600 Equity Shares and the same may be modified by the EMERGE Platform of NSE from time to time by giving prior notice to investors at large. For further details, see “Issue Procedure” on page 318 of this Red Herring Prospectus.

Minimum Number of Allottees

Further in accordance with Regulation 268(1) of SEBI ICDR Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity 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 or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination Facility to the Investor

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the equity shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Issue capital of our Company, Promoters' minimum contribution as provided in "Capital Structure" on page 62 of this Red Herring Prospectus and except as provided in the Articles of Association

there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer “Main Provisions of Articles of Association” on page 357 of this 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 BRLM do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the BRLM are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the 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.

Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of 1600 shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the EMERGE platform of NSE.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company. Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs. It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA applicant within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

Minimum Subscription

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Offer, the Issuer shall forthwith refund the entire subscription amount received within the time limit as prescribed under the SEBI (ICDR) Regulations and Companies Act, 2013.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the issuer fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, it shall refund through verifiable means the entire monies received within two (2) days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within two (2) days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default

shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent. per annum.

In terms of Regulation 260 of the SEBI ICDR Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “General Information” on page 54 of this Red Herring Prospectus.

Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Period of Subscription List of the Public Issue

Event	Indicative Date
Offer Opening Date	January 10, 2025
Offer Closing Date	January 14, 2025
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before January 15, 2025
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account*	On or before January 16, 2025
Credit of Equity Shares to Demat Accounts of Allottees	On or before January 16, 2025
Commencement of trading of the Equity Shares on the Stock Exchange	On or before January 17, 2025

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/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

The above timetable is indicative and does not constitute any obligation on our Company and the BRLM Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

**In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated in accordance with applicable law by the intermediary responsible for causing such delay in unblocking, for which period shall start from the day following the receipt of a complaint from the Bidder. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 shall be deemed to be incorporated in the deemed agreement of the Bank with the SCSBs to the extent applicable, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation 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 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- i. A standard cut-off time of 3.00 p.m. for acceptance of bids.
- ii. A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- iii. A standard cut-off time of 5.00 p.m. for uploading of bids 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 bids received up to the closure of timings and reported by BRLM to National Stock Exchange of India Limited within half an hour of such closure.

It is clarified that Bids not uploaded in the book, 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 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 any public holiday).

Migration to Main Board

In accordance with the National Stock Exchange of India Limited Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the Emerge Platform of the NSE for a minimum period of 2 (Two) years from the date of listing and only after that it can migrate to the Main Board of National Stock Exchange of India Limited as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations. Our company may migrate to the main board of NSE Limited at a later date subject to the following:

- a. *If the Paid-up Capital of our Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in- principal approval from the main board), our Company shall apply to NSE Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

- b. *If the paid-up Capital of our company is more than Rs. 10 Crores but below Rs. 25Crores, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

Market Making

The shares issued and transferred through this Offer are proposed to be listed on the Emerge Platform of NSE Limited with compulsory market making through the registered Market Maker of the Emerge Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of

listing on the Emerge Platform of NSE Limited. For further details of the market making arrangement please refer to chapter titled General Information beginning on page 54 of this Red Herring Prospectus.

Option to receive securities in Dematerialized Form

In accordance with the SEBI 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 StockExchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

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ISSUE PROCEDURE

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the BRLM would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus.

All Applicants shall review the “General Information Document for Investing in Public Issues” prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars (“General Information Document”), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations. The General Information Document will also be available on the websites of the Stock Exchange and the BRLM, before opening of the Issue. 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 Offer; (ii) maximum and minimum Bid size; (iii) Allocation of shares; (iii) Payment Instructions for ASBA Applicants; (iv) Issuance of CAN and Allotment in the Offer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii) interest in case of delay in Allotment or refund.

The SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 01, 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, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Accordingly, the Offer has been undertaken under UPI Phase II, till any further notice issued by SEBI.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc. shall be applicable to Public Issue opening on or after January 1, 2022 and October 1, 2021 respectively and the provisions of this circular, as amended, are deemed to form part of this Red Herring Prospectus. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 has reduced the time period for refund of application monies from 15 days to four days. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders in initial public offerings (opening on or after May 01, 2022) whose application sizes are up to Rs. 5,00,000/- 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.

REDUCTION OF TIMELINE FOR LISTING OF SHARES IN PUBLIC ISSUE FROM EXISTING T+6 DAYS TO T+3 DAYS

The SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023, has introduced reduction of timeline for listing of shares in public issue from existing t+6 days to t+3 days. This circular shall be applicable on voluntary basis for public issues opening on or after September 1, 2023 and Mandatory for public issues opening on or after December 1, 2023.

Consequent to extensive consultation with the market participants and considering the public comments received pursuant to consultation paper on the aforesaid subject matter, it has been decided to reduce the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the requirement of 6 working days (T+6 days); 'T' being issue closing date.

The T+3 timeline for listing shall be appropriately disclosed in the Offer Documents of public issues.

Notwithstanding anything contained in Schedule VI of the ICDR Regulations, the provisions of this circular shall be applicable:

- On voluntary basis for public issues opening on or after September 1, 2023, and
- Mandatory for public issues opening on or after December 1, 2023.

The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022, shall stand modified to the extent stated in this Circular.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, 322 of 385

Web portal to CUG etc. shall be applicable to Public Issue opening on or after January 1, 2022 and October 1, 2021 respectively and the provisions of this circular, as amended, are deemed to form part of this Red Herring Prospectus. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 has reduced the time period for refund of application monies from 15 days to four days. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders in initial public offerings (opening on or after May 01, 2022) whose application sizes are up to Rs. 5,00,000/- shall use the UPI Mechanism.

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 Stock Brokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by NSE to act as intermediaries for submitting Application Forms are provided on www.nseindia.com. For details on their designated branches for submitting Application Forms, please see the above mentioned website of NSE.

ASBA Applicants are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs, Designated Bank Branches of SCSBs. 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 <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link. The list of Stock Brokers, Depository Participants (“DP”), Registrar to an Issue and Share Transfer Agent (“RTA”) that have been notified by NSE to act as intermediaries for submitting Application Forms are provided on <http://www.nseindia.com>. For details on their designated branches for submitting Application Forms, please refer the above mentioned NSE website.

Our Company, the Promoter and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus.

BOOK BUILT PROCEDURE

The Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the BRLM, allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being

received at or above the Offer Price. Further, not less than 15.00% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spillover from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges. However, investors may get the specified securities rematerialized subsequent to allotment.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Draft Red Herring Prospectus/ Red Herring Prospectus/ Abridged Prospectus/ Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the BRLM to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of NSE i.e. 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.

PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

- a. Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Retail Individual applicant, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.
- b. Phase II: This phase commenced on completion of Phase I i.e. with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.
- c. Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023, and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

All SCSBs offering the facility of making applications in public issues are required to provide a facility to make applications using the UPI Mechanism. Further, in accordance with the UPI Circulars, our Company has appointed ICICI Bank Limited as the Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Investors into the UPI mechanism.

Pursuant to the UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to Rs. 5,00,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than Rs. 200,000 and up to Rs. 5,00,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

For further details, refer to the “General Information Document” available on the websites of the Stock Exchange and the BRLM.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the office of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The Retail Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

A Retail Individual Investor making applications using the UPI Mechanism shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in the Issue. The SCSBs, upon receipt of the Application Form will upload the Bid details along with the UPI ID in the bidding platform of the Stock Exchange. Applications made by the Retail Individual Investors using third party bank accounts or using UPI IDs linked to the bank accounts of any third parties are liable for rejection. The Bankers to the Issue shall provide the investors’ UPI linked bank account details to the RTA for the purpose of reconciliation. Post uploading of the Bid details on the bidding platform, the Stock Exchanges will validate the PAN and demat account details of Retail Individual Investors with the Depositories.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB’s authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Red Herring Prospectus.

The prescribed color of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FVCIs, FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors	White

**Excluding electronic Bid cum Application Form*

Note:

- ◆ Details of depository account are mandatory and applications without depository account shall be treated as incomplete and rejected. Investors will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities re-materialised subsequent to allotment.
- ◆ The shares of the Company, on allotment, shall be traded on stock exchanges in demat mode only.
- ◆ Single bid from any investor shall not exceed the investment limit/maximum number of specified securities that can be held by such investor under the relevant regulations/statutory guidelines.
- ◆ The correct procedure for applications by Hindu Undivided Families and applications by Hindu Undivided Families would be treated as on par with applications by individuals;

ELECTRONIC REGISTRATION OF BIDS

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.
- b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange and as disclosed in the Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchange Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- a. An SCSB, with whom the bank account to be blocked, is maintained;
- b. A syndicate member (or sub-syndicate member);
- c. A stockbroker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (broker);
- d. A depository participant (DP) (Whose name is mentioned on the website of the stock exchange as eligible for this activity);

e. A registrar to an issuer and share transfer agent (RTA) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)

The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the 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.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Applicants.

WHO CAN APPLY?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines: -

- Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- Companies, Corporate Bodies and Societies registered under the applicable laws in India and 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);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
 - Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
 - Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional applicants category;
 - Venture Capital Funds registered with SEBI;
 - Foreign Venture Capital Investors registered with SEBI;
 - State Industrial Development Corporations;
 - Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
 - Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
 - Insurance Companies registered with Insurance Regulatory and Development Authority, India;
 - Provident Funds with minimum corpus of Rs.2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;
 - Pension Funds with minimum corpus of Rs.2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;
 - Multilateral and Bilateral Development Financial Institutions;
 - National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
 - Insurance funds set up and managed by army, navy or air force of the Union of India
 - Any other person eligible to applying in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

As per the existing regulations, OCBs cannot participate in this Issue.

PARTICIPATION BY ASSOCIATES OF BRLM

The BRLM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the BRLM may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. All categories of Applicants, including associates and affiliates of the BRLM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum Form 2A 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, BRLM to the Issue and The Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE Limited i.e <https://www.nseindia.com>.

OPTION TO SUBSCRIBE IN THE ISSUE

- a) As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.
- b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.

- c) In a single Application Form any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIs

Application must be made only in the names of individuals, limited companies or Statutory Corporations/institutions and not in the names of minors, foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families, partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

APPLICATION BY MUTUAL FUNDS

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to reject any application without assigning any reason thereof. Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. As per the current regulations, the following restrictions are applicable for investments by mutual funds.

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single Company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATIONS BY ELIGIBLE NRI

Eligible NRIs may obtain copies of Application Form from the members of the Syndicate, the sub- Syndicate, if applicable, the SCSBs, the Registered Brokers, RTAs and CDPs. 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") 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 Application Form.

Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than Rs. 2,00,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding Rs. 2,00,000 would be considered under the Non-Institutional Category for allocation in the Offer.

In case of Eligible NRIs bidding under the Retail Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated May 03, 2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis. Allotment of Equity shares to non-residents Indians shall be subject to the prevailing Reserve Bank of India guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with an income thereon subject to permission of the RBI and subject to the Indian Tax Laws and Regulations and any other applicable laws. The company does not require approvals from FIPB or RBI for the issue of equity shares to eligible NRIs, FIIs, Foreign Venture Capital Investors registered with SEBI and multi-lateral and Bi-lateral development financial institutions.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in color). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for non-Residents (blue in color). For details of restrictions on investment by NRIs, please refer to the chapter titled “Restrictions on Foreign Ownership of Indian Securities” beginning on page 352 of this Red Herring Prospectus.

APPLICATIONS BY ELIGIBLE FIIs/FPIs

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations.

An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

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 investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client' norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in color). FPIs are required to apply through the ASBA process to participate in the Offer.

APPLICATIONS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURECAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the "SEBI VCF Regulations") and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, among other things prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the "SEBI AIF Regulations") prescribe, amongst others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. Limited Liability Partnerships can participate in the issue only through the ASBA Process.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the IRDA Investment Regulations), are broadly set forth below:

1. 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;
2. 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
3. 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 (a), (b) and (c) above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of Rs. 2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of Rs. 500,000.00 million or more but less than Rs. 2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

APPLICATIONS BY BANKING COMPANIES

Applications by Banking Companies: In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. The investment limit for banking companies in non-

financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee Company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Applications by SCSBs: SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

BIDS BY ANCHOR INVESTORS

Our Company in consultation with the BRLM, 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 Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
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 BRLM, 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 upto2500.00 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 BRLM 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 90 days on fifty per cent of the shares allotted to the anchor investors from the date of allotment, and a lock-in of 30 days on the remaining fifty per cent of the shares allotted to the anchor investors from the date of allotment.
 11. The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection byes.
 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.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

- (b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (c) With respect to applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the BRLM may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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.

MAXIMUM AND MINIMUM APPLICATION SIZE

a) For Retail Individual Applicants

The Application must be for a minimum of 1600 Equity Shares and in multiples of 1600 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

b) For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of 1600 Equity Shares thereafter. An Application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the

Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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.

INFORMATION FOR THE APPLICANTS:

- a) Our Company will file a copy of Red Herring Prospectus with the Registrar of Companies, Delhi, atleast 3 (three) days before the Issue Opening Date.
- b) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Draft Red Herring Prospectus/ Red Herring Prospectus and/or the Application Form can obtain the same from our Registered Office or from the office of the BRLM.
- c) Applicants who are interested in subscribing for the Equity Shares should approach the BRLM or their authorized agent(s) to register their applications.
- d) Applications made in the name of minors and/ or their nominees shall not be accepted.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Bids should be submitted on the prescribed Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid cum application form. Bids not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand payable at Mumbai.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of NSE Limited i.e. www.nseindia.com.

BIDDER'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details in the space provided in the Bid cum application form is mandatory and Bids that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid cum Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders' bank account details, MICR code and occupation (hereinafter referred to as Demographic Details'). Bidders should

carefully fill in their Depository Account details in the Bid cum Application Form.

These Demographic Details would be used for all correspondence with the Bidders including mailing of the CANs / Allocation 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 Bidders 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 BIDS

- I. During the Bid/ Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- II. In case of Bidders (excluding NIIs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- III. For Details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Bidders are requested to 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 RHP. 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 BRLM(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 NSE. 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 1600 equity shares the allotment will be made as follows:
 1. Each successful applicant shall be allotted 1600 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 1600 equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 1600 equity shares subject to a minimum allotment of 1600 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 1600 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 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 Rs. 2,00,000/. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE – the Designated Stock Exchange in addition to BRLM 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.

INFORMATION FOR BIDDERS

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchange to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the BRLM are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- All Bidders should submit their Bids through the ASBA process only

- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre
- In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Application Form;
- Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);
- Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Application Form;
- RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
- RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the Bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
- RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the Offer;
- RIBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
- RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
- RIBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Bidder in case of joint Bids, is included in the Application Forms
- QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, RII shall submit their bid by using UPI mechanism for payment;
- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
- Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

- Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
- Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Red Herring Prospectus;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
- 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 Offer;
- 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;
- Ensure that you have correctly signed the authorization/undertaking box in the 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 Application Form at the time of submission of the Bid;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Application Form;
- RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank before 5:00 p.m. before the Bid / Offer Closing Date;

- RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
- RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
- Bids by Eligible NRIs and HUFs for a Bid Amount of less than Rs. 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding Rs. 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Offer.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, is liable to be rejected.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest
- RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> ;
- RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> ;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer.
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant;
- All Investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 & SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021;
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI

in case of Bids submitted by RIB Bidders using the UPI Mechanism;
The Applications should be submitted on the prescribed Application Form is liable to be rejected if the above instructions, as applicable, are not complied with

OTHER INSTRUCTIONS

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- (i) All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.
- (ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- (iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client' norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the BRLM reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Bid submitted without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUND FOR REJECTIONS

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, the bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
- Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form
- Bids submitted on a plain paper
- Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI
- ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary
- Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
- Bids submitted without the signature of the First Bidder or sole Bidder
- The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
- Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

- GIR number furnished instead of PAN;
- Bids by RIBs with Bid Amount of a value of more than Rs. 2,00,000;
- Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals
- Bids accompanied by stock invest, money order, postal order or cash; and
- Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchange
- Applications by OCBs;

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:

- 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 a fictitious name,

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

SIGNING OF UNDERWRITING AGREEMENT

Vide an Underwriting agreement dated December 31, 2024 this issue is 100% Underwritten.

FILING OF THE RED HERRING PROSPECTUS WITH THE ROC

The Company will file a copy of the Red Herring Prospectus with the Registrar of Companies, Delhi and in terms of Section 26 of Companies Act, 2013.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL/CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- The Company has entered into an agreement dated July 31, 2024, with the Central Depository Services (India) Limited (CDSL), and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited for the dematerialization of its shares.
- The Company has entered into an agreement dated July 31, 2024, with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited for the dematerialization of its shares.

The Company's Equity shares bear an ISIN INE0NB801022.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

TERMS OF PAYMENT

The entire Issue price of Rs. [●] /- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs or Sponsor Bank to unblock the excess amount paid on Application to the Bidders.

SCSBs or Sponsor Bank will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs or Sponsor Bank.

The applicants should note that the arrangement with Banker to the Issue or the Registrar or Sponsor Bank is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

PAYMENT MECHANISM FOR APPLICANTS

The Bidders shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form sent by the Sponsor Bank. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid or for unsuccessful Bids, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to Rs. 5,00,000, may use UPI.

PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 05, 2003; the option to use the stock invest instrument in lieu of cheques or banks for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

PAYMENT INTO ESCROW ACCOUNT(S) FOR ANCHOR INVESTORS

Our Company, in consultation with the BRLM, 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 favor of:

- (a) In case of resident Anchor Investors: “Sat Kartar Shopping Limited Anchor R Account”; and
- (b) In case of Non-Resident Anchor Investors: “Sat Kartar Shopping Limited Anchor NR Account”.

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company and the Syndicate, if any the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI (ICDR) Regulations, 2018, the company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. In the pre-issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI (ICDR) Regulations, 2018, shall be in the format prescribed in Part A of Schedule VI of the SEBI Regulations.

ISSUANCE OF ALLOTMENT ADVICE

On the Designated date, the SCSBs shall transfer the funds represented by allocation of equity shares into public issue account with the banker to the issue. Upon approval of the basis of the allotment by the Designated Stock Exchange, the Registrar to the Issue shall upload the same on its website. On the basis of approved basis of

allotment, the issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their respective depository participants to accept the equity shares that may be allotted to them pursuant to the issue. Pursuant to confirmation of such corporate actions the Registrar to the Issue will dispatch allotment advice to the applicants who have been allotted equity shares in the issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer

DESIGNATED 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 4 working days of the 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.

NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorised employees of the Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME

Our Company will not make any allotment in excess of the Equity Shares offered through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. The allotment of Equity Shares to applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size.

DISPOSAL OF APPLICATION AND APPLICATION MONIES AND INTEREST IN CASE OF DELAY

The company shall ensure the dispatch of allotment advice, instruction to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the allotment to the stock exchange within one (1) working day of the date of allotment of equity shares.

The company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge platform of NSE, where the equity shares are proposed to be listed are taken with Three (3) working days of the closure of the issue.

MODE OF REFUNDS

- a) In case of ASBA Applicants: Within 3 (Three) Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application, for any excess amount blocked on Application, for any ASBA application withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer
- b) In the case of Applications from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the applicant on account of conversion of foreign currency.
- c) In case of Other Investors: Within Three Working Days of the Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Offer may obtain from the depositories, the Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

MODE OF MAKING REFUNDS FOR APPLICANTS OTHER THAN ASBA APPLICANTS

The payment of refund, if any, may be done through various modes as mentioned below:

- (i) NECS - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the applicant as obtained from the Depository
- (ii) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants' through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- (iii) Direct Credit – Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- (iv) RTGS – Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the applicant, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the

Depository the demographic details including address, Investors' account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the BRLM or the Registrar to the Issue or the Escrow Collection Bank nor the Company shall have any responsibility and undertake any liability for the same;

(v) Please note that refunds, on account of our Company not receiving the minimum subscription, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank. For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Investors may refer to Red Herring Prospectus.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer shall make the Allotment within the period prescribed by SEBI. The Issuer shall pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within such times as maybe specified by SEBI.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds

UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

1. that if our Company do not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice in the newspapers to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers in which the Pre- Issue advertisement was published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;
3. That the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
4. That all steps shall be taken to ensure that listing and commencement of trading of the Equity Shares at the Stock Exchange where the Equity Shares are proposed to be listed are taken within Three Working Days of Issue Closing Date or such time as prescribed;
5. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
6. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within Three Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

7. That no further Issue of Equity Shares shall be made till the Equity Shares issued through this Red Herring Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.
8. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
9. That if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the ICDR Regulations and applicable law for the delayed period;
10. That the letter of allotment/ unblocking of funds to the non-resident Indians shall be dispatched within specified time; and

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6. Our Company undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the BRLM, reserves the right not to proceed with the Issue, in whole or any part thereof at any time after the Issue Opening Date but before the Allotment, with assigning reason thereof. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared within Two days of Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for such decision and. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and
2. The final RoC approval of the Prospectus after it is filed with the concerned RoC.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an initial public offering of Equity Shares, our Company shall file a fresh Draft Red Herring prospectus with stock exchange.

COMMUNICATIONS

All future communications in connection with the Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated intermediary to the Issue where the Application 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.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the BRLM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the BRLM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

ASBA PROCESS

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (ASBA Account) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

Who can apply?

Please note that, in accordance with the 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) facility for making payment. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB. Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted. After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date. On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue. The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the Public Issue Account as per the provisions of section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

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RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidated FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. The Equity Shares offered in the Issue have not been and will not be registered under the Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be “qualified institutional investors” (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulations under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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.

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ISSUE STRUCTURE

This Issue has been made in terms of Regulation 229(2) of Chapter IX of SEBI ICDR Regulations whereby, our post-issue face value capital is more than ten crore rupees and upto twenty-five crore rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the Emerge Platform of NSE Limited). For further details regarding the salient features and terms of this Offer, please refer to the chapter titled "Terms of the Issue" and "Issue Procedure" beginning on page 310 and 318 of this Red Herring Prospectus.

Present Issue Structure

Initial Public Offer of 41,72,800 Equity Shares of Rs. 10/- each ("Equity Shares") of Sat Kartar Shopping Limited ("SKSL" or the "Company") for cash at a price of Rs. [●]/- per equity share (the "Issue Price"), aggregating to Rs. [●] Thousands ("The Offer"). Out of the Issue, 2,33,600 equity shares aggregating to Rs. [●] Thousands will be reserved for subscription by Market Maker ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e., Issue of 39,39,200 equity shares of face value of Rs. 10.00/- each at an issue price of Rs. [●]/- per equity share aggregating to Rs. [●] Thousands is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 26.50% and 25.02%, respectively of the Post Issue paid up equity share capital of our company.

Particulars of the Issue	Market Maker Reservation Portion	QIBs	Non – Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation	2,33,600 Equity shares	19,86,000 Equity shares	5,92,000 Equity shares	13,79,000 Equity shares
Percentage of Issue Size available for allocation	5.93% of the issue size	Not more than 50.00% of the Net offer size shall be available for allocation to QIBs. However, up to 5.00% of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion shall be available for allocation to domestic mutual funds only.	Not less than 15.00% of the Offer shall be available for allocation.	Not less than 35.00% shall be available for allocation.

Basis of Allotment	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion: (a) up to 38,400 Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and; (b) 11,79,200 Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above 3,92,000 Equity Shares may be allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled “Issue Procedure” beginning on page 318.	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, “Issue Procedure” on page 318.
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA).			
Minimum Bid Size	1600 Equity Shares in multiple of 1600 Equity shares	Such number of Equity Shares and in multiples of 1600 Equity Shares that the Bid Amount exceeds Rs. 200,000.	Such number of Equity Shares and in multiples of 1600 Equity Shares that the Bid Amount exceeds Rs. 200,000.	1600 Equity Shares in multiple of 1600 Equity shares so that the Bid Amount does not exceed Rs. 2,00,000.
Maximum Application Size	1600 Equity Shares	Such number of Equity Shares in multiples of 1600 Equity Shares not exceeding the size of the Net Issue, subject to applicable limits.	Such number of Equity Shares in multiples of 1600 Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder.	Such number of Equity Shares in multiples of 1600 Equity Shares so that the Bid Amount does not exceed Rs. 2,00,000.
Mode of Allotment	Dematerialized Form			
Trading Lot	1600 Equity Shares, however, the Market Maker may accept odd lots if any	1600 Equity Shares and in multiples thereof	1600 Equity Shares and in multiples thereof	1600 Equity Shares and in multiples thereof

	in the market as required under the SEBI ICDR Regulations			
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder 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.			

Note:

1. *In case of joint application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.*
2. *Applicants will be required to confirm and will be deemed to have represented to our Company, the BRLM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.*
3. *SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.*

Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the Circular) standardized the lot size for Initial Public Offer proposing to list on Emerge exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price (in Rs.)	Lot Size (No. of shares)
Upto 14	10000
More than 14 upto 18	8000
More than 18 upto 25	6000
More than 25 upto 35	4000
More than 35 upto 50	3000
More than 50 upto 70	2000
More than 70 upto 90	1600
More than 90 upto 120	1200
More than 120 upto 150	1000
More than 150 upto 180	800
More than 180 upto 250	600
More than 250 upto 350	400
More than 350 upto 500	300
More than 500 upto 600	240
More than 600 upto 750	200
More than 750 upto 1000	160
Above 1000	100

Further to the Circular, at the initial public offer stage the Registrar to Issue in consultation with BRLM, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the initial public offer lot size at the application/allotment stage, facilitating secondary market trading. *50% of the shares offered are reserved for applications below Rs.2.00 lakh and the balance for higher amount applications.

WITHDRAWAL OF THE ISSUE

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right to not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof. In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper, where the Registered office of the Company is situated.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approval of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Draft Red Herring Prospectus/ Red Herring Prospectus with RoC.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Delhi.

ISSUE PROGRAMME

ISSUE OPENING DATE	January 10, 2025
ISSUE CLOSING DATE	January 14, 2025

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue closing date when applications will be accepted only between 10.00 a.m. to 2.00 p.m.

In case of discrepancy in the data entered in the electronic book vis a vis the data contained in the physical bidform, for a particular bidder, the detail as per physical application form of that bidder may be taken as the final data for the purpose of allotment.

Standardization of cut-off time for uploading of applications on the issue closing date:

- (a) A standard cut-off time of 3.00 PM for acceptance of applications.
- (b) A standard cut-off time of 4.00 PM for uploading of applications received from non-retail applicants i.e. QIBs, HNIs and employees (if any).

A standard cut-off time of 5.00 PM for uploading of applications received from only retail applicants, which may be extended up to such time as deemed fit by Stock Exchanges after taking into account the total number of applications received upto the closure of timings and reported by BRLM to the Exchange within half an hour of such closure.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

SECTION IX - MAIN PROVISION OF ARTICLE OF ASSOCIATION

The Companies Act, 2013

(Company Limited by Shares)

ARTICLES OF ASSOCIATION

OF

SAT KARTAR SHOPPING LIMITED

PRELIMINERY

1. The Regulations contained in Table F in Schedule I to the Companies Act, 2013 shall apply to the Company and the Regulations herein contained shall be the regulations for the management of the Company and for the observance of its members and their representatives. They shall be binding on the Company and its members as if they are the terms of an agreement between them.

INTERPRETATION

2. (i) In these Regulations:-
 - (a) "**Company**" means **SAT KARTAR SHOPPING LIMITED**
 - (b) "**Office**" means the Registered Office of the Company.
 - (c) the Act" means the "Companies Act, 2013 and every statutory modification or re-enactment thereof and references to Sections of the Act shall be deemed to mean and include references to sections enacted in modification or replacement thereof.
 - (d) "these Regulations" means these Articles of Associations as originally framed or as altered, from time to time.
 - (e) "the office" means the Registered Office for the time being of the Company.
 - (f) "the Seal" means the common seal and stamp of the Company.
 - (g) Words imparting the singular shall include the plural and vice versa, words imparting the masculine gender shall include the feminine gender and words imparting persons shall includes bodies corporate and all other persons recognized by law as such.
 - (h) "month" means a calendar month and "year" means financial year respectively.
 - (i) Expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
 - (j) Unless the context otherwise requires, the words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof, in force at the date at which these regulations become binding on the Company.

(k) The Company is a “**Public Company**” within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly means a company which-

- a) is not a private company;
- b) has minimum paid up share capital, as may be prescribed.

Title of Article	No.	Content
CAPITAL AND INCREASE AND REDUCTION OF CAPITAL		
Share Capital	3	The Authorised Share Capital of the Company shall be such amount; divided into such class(es) denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association of the Company; with power to increase or reduce such Capital from time to time and power to divide the shares in the Capital for the time being into other classes and to attach thereto respectively such preferential , convertible, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the regulations of the Company or the provisions of the Company or the provisions of the law for the time being in force.
Increase of Capital by the Company and how carried into effect	4	The Company may in General Meeting, subject to the provision of Section 62 of the Companies Act 2013, 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 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 Companies Act, 2013. Whenever the capital of the Company has been increased under the provisions of this Articles the Directors shall comply with the provisions of Section 64 of the Companies Act, 2013.
New Capital same as existing capital	5	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.
Non Voting Shares	6	The Board shall have the power to issue a part of authorised capital by way of non- voting Shares at price(s) premium, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, in the event it is permitted by law to issue shares without voting rights attached to the subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.
Redeemable Preference Shares	7	Subject to the provisions of Section 55 of the Companies Act, 2013, the Company shall have the power to issue preference shares which are or at the option of the Company, liable to be redeemed and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption.
Voting rights of preference shares	8	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares and in

		circumstances provided under Section 47(2).
Provisions to apply on issue of Redeemable Preference Shares	9	<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) The premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account before the Shares are redeemed.</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Companies Act, 2013 apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.</p> <p>(e) Subject to the provisions of Section 55 of the Companies Act, 2013, the redemption of preference shares hereunder may be affected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit.</p>
Reduction of capital	10	<p>The Company may (subject to the provisions of section 52, 55(1) & (2) of the Companies Act, 2013 and Section 80 of the Companies Act, 1956, to the extent applicable, and Section 100 to 105 of the Companies Act, 1956, 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>
Purchase of own Shares	11	<p>The Company shall have power, subject to and in accordance with all applicable provisions of the Act, to purchase any of its own fully paid Shares whether or not they are redeemable and may make a payment out of capital in respect of such purchase.</p>
Sub-division consolidation and cancellation of Shares	12	<p>Subject to the provisions of Section 61 of the Companies Act, 2013 and other applicable provisions of the Act, the Company in General Meeting may, from time to time, sub-divide or consolidate its Shares, or any of them and the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-divisions, one or more of such Shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other(s). Subject as aforesaid, the Company in General Meeting may also cancel shares which have not been</p>

		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.
MODIFICATION OF RIGHTS		
Modification of rights	13	<p>Whenever the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of Shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 48 of the Companies Act, 2013 be modified, commuted, affected, abrogated, dealt with or varied with the consent in writing of the holders of not less than three-fourth of the issued capital of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of Shares of that class, and all the provisions hereafter contained as to General Meeting shall mutatis mutandis apply to every such Meeting. This Article is not to derogate from any power the Company would have if this Article was omitted.</p> <p>The rights conferred upon the holders of the Shares (including preference shares, 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, dealt with or varied by the creation or issue of further Shares ranking pari passu therewith.</p>
SHARES, CERTIFICATES AND DEMATERIALISATION		
Restriction on allotment and return of allotment	14	The Board of Directors shall observe the restrictions on allotment of Shares to the public contained in Section 39 of the Companies Act, 2013, and shall cause to be made the returns as to allotment provided for in Section 39 of the Companies Act, 2013.
Further issue of shares	15	<p>1) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered-</p> <p>a. to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:—</p> <p>(i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;</p> <p>(ii) the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;</p> <p>(iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the company;</p> <p>b. to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be</p>

		<p>prescribed; or</p> <p>c. to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.</p> <p>2) The notice referred to in sub-clause (a)(i) of Clause (1) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.</p> <p>3) Nothing aforesaid shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:</p> <p>Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.</p>
Shares at the disposal of the Directors	16	<p>Subject to the provisions of Section 62 of the Companies Act, 2013 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 person, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 53 of the Companies Act, 2013) at a discount and at such time as they may from time to time think fit and with 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. Provided that option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.</p>

<p>Power to offer Shares/options to acquire Shares</p>	<p>16A</p>	<p>1) Without prejudice to the generality of the powers of the Board under Article 16 or in any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.</p> <p>2) In addition to the powers of the Board under Article 16A (1), the Board may also allot the Shares referred to in Article 16A (1) to any trust, whose principal objects would inter alia include further transferring such Shares to the Company's employees [including by way of options, as referred to in Article 16A (1)] in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.</p> <p>3) The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 16A (1) and (2) above.</p>
<p>Application of premium received on Shares</p>	<p>17</p>	<p>1) Where the Company issues Shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on these Shares shall be transferred to an account, to be called "the securities premium account" and the provisions of the Act relating to the reduction of the share capital of the Company shall except as provided in this Article, apply as if the securities premium account were paid up share capital of the Company.</p> <p>2) The securities premium account may, notwithstanding anything in clause (1) thereof be applied by the Company:</p> <ol style="list-style-type: none"> a. In paying up unissued Shares of the Company, to be issued to the Members of the Company as fully paid bonus shares; b. In writing off the preliminary expenses of the Company; c. In writing off the expenses of or the commission paid or discount allowed or any issue of Shares or debentures of the Company ;or d. In providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company. e. For the purchase of its own shares or other securities under Section 68 of the Companies Act, 2013.
<p>Power to Company in General Meeting to issue Shares</p>	<p>18</p>	<p>In addition to and without derogating from the powers for that purpose conferred on the Board under these Articles, the Company in General Meeting may, subject to the provisions of Section 62 of the Companies Act, 2013, determine that any Shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether Members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a</p>

		premium or at par or at a discount as such General Meeting shall determine and with full power to give any person (whether a Member or not) the option or right to call for or buy allotted Shares of any class of the Company either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount, such option being exercisable at such times and for such consideration as may be directed by such General Meeting or the Company in General Meeting may make any other provision whatsoever for the issue, allotment, or disposal of any Shares.
Power of General Meeting to authorize Board to offer Shares/ Options to employees	18A	Without prejudice to the generality of the powers of the General Meeting under Article 18 or in any other Article of these Articles of Association, the General Meeting may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, determine, or give the right to the Board or any Committee thereof to determine, that any existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) be allotted/granted to its employees, including Directors (whether whole-time or not), whether at par, at discount or a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force. The General Meeting may also approve any Scheme/Plan/ other writing, as may be set out before it, for the aforesaid purpose. In addition to the powers contained in Article 18A (1), the General Meeting may authorize the Board or any Committee thereof to exercise all such powers and do all such things as may be necessary or expedient to achieve the objectives of any Scheme/Plan/other writing approved under the aforesaid Article.
Shares at a discount	19	The Company shall not issue Shares at a discount except the issue of Sweat Equity Shares of a class already issued, if the following conditions are fulfilled, namely: <ul style="list-style-type: none"> (a) the issue is authorized by a special resolution passed by the company; (b) the resolution specifies the number of shares, the current market price, consideration, if any, and the class or classes of directors or employees to whom such equity shares are to be issued; (c) not less than one year has, at the date of such issue, elapsed since the date on which the company had commenced business; and (d) where the equity shares of the company are listed on a recognized stock exchange, the sweat equity shares are issued in accordance with the regulations made by the Securities and Exchange Board in this behalf and if they are not so listed, the sweat equity shares are issued in accordance with the prescribed rules.
Installments of Shares to be duly paid	20	If by the conditions of any allotment of any Shares the whole or any part of the amount or issued price thereof shall, be payable by installments, every such installment shall when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the Shares or his legal representatives, and shall for the purposes of these Articles be deemed to be payable on the date fixed for payment and in case of non-payment the provisions of these Articles as to payment of interest and expenses forfeiture and like and all the other relevant provisions of the Articles shall apply as if such

		installments were a call duly made notified as hereby provided.
The Board may issue Shares as fully paid-up	21	Subject to the provisions of the Act and these Articles, the Board may allot and issue Shares in the Capital of the Company as payment for any property purchased or acquired or for services rendered to the Company in the conduct of its business or in satisfaction of any other lawful consideration. Shares which may be so issued may be issued as fully paid-up or partly paid up Shares.
Acceptance of Shares	22	Any application signed by or on behalf of an applicant for Share(s) in the Company, followed by an allotment of any Share therein, shall be an acceptance of Share(s) within the meaning of these Articles, and every person who thus or otherwise accepts any Shares and whose name is therefore placed on the Register of Members shall for the purpose of this Article, be a Member.
Deposit and call etc., to be debt payable	23	The money, if any which the Board of Directors 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 immediately on the inscription of the name of the allottee in the Register of Members as the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
Liability of Members	24	Every Member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his Share which may, for the time being, remain unpaid thereon in such amounts at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's requirements require or fix for the payment thereof.
Dematerialization of securities	25A	<p>Definitions:</p> <p>Beneficial Owner "Beneficial Owner" means a person whose name is recorded as such with a Depository.</p> <p>SEBI "SEBI" means the Securities and Exchange Board of India.</p> <p>Bye-Laws "Bye-Laws" mean bye-laws made by a depository under Section 26 of the Depositories Act, 1996;</p> <p>Depositories Act "Depositories Act" means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force;</p> <p>Depository "Depository" means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992;</p> <p>Record "Record" includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the regulations made by SEBI;</p> <p>Regulations "Regulations" mean the regulations made by SEBI;</p> <p>Security "Security" means such security as may be specified by SEBI.</p>
Dematerialization of securities	25B	Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialized form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.
Options to receive	25C	Every person subscribing to securities offered by the Company shall have the

security certificates or hold securities with depository		<p>option to receive the Security certificates or hold securities with a depository.</p> <p>Where a person opts to hold a Security with a depository, the Company shall intimate such depository the details of allotment of the Security, and on receipt of such information the depository shall enter in its record the name of the allotted as the Beneficial Owner of that Security.</p>
Securities in depositories to be in fungible form	25D	All Securities held by a Depository shall be dematerialized and shall be in a fungible form;
Rights of depositories and beneficial owners	25E	<ol style="list-style-type: none"> 1) Notwithstanding anything to the contrary contained in the Articles, a Depository shall be deemed to be a registered owner for the purposes of effecting transfer of ownership of Security on behalf of the Beneficial Owner; 2) Save as otherwise provided in (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it; 3) Every person holding equity share capital of the Company and whose name is entered as Beneficial Owner in the Records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner shall be titled to all the rights and benefits and be subjected to all the liabilities in respect of the Securities held by a Depository.
Depository To Furnish Information	25F	Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.
Service of documents	25G	Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
Option to opt out in respect of any security	25H	If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, the Beneficial Owner shall inform the Depository accordingly. The Depository shall on receipt of information as above make appropriate entries in its Records and shall inform the Company. The Company shall, within thirty (30) days of the receipt of intimation from the depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.
Sections 45 and 56 of the Companies Act, 2013 not to apply	25I	<p>Notwithstanding anything to the contrary contained in the Articles:</p> <ol style="list-style-type: none"> 1) Section 45 of the Companies Act, 2013 shall not apply to the Shares held with a Depository; 2) Section 56 of the Companies Act, 2013 shall not apply to transfer of Security affected by the transferor and the transferee both of whom are entered as Beneficial Owners in the Records of a Depository.
Share certificate	26	<ol style="list-style-type: none"> (a) Every Member or allottee of Shares is entitled, without payment, to receive one certificate for all the Shares of the same class registered in his name. (b) Any two or more joint allottees or holders of Shares shall, for the purpose of this Article, be treated as a single Member and the certificate of any Share which may be the subject of joint ownership may be delivered to anyone of such joint owners, on behalf of all of them.

Limitation of time for issue of certificates	26A	<p>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 the Directors so time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of 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 and 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 or several joint holders shall be a sufficient delivery to all such holder.</p>
Renewal of share certificates	27	<p>No certificate of any Share or Shares shall be issued either in exchange for those, which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn-out, or where the pages on the reverse for recording transfer have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company.</p> <p>PROVIDED THAT no fee shall be charged for issue of new certificate in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized.</p>
Issue of new certificate in place of one defaced, lost or destroyed	28	<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.2/- 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 regulations or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.</p> <p>The provision of this Article shall mutatis mutandis apply to Debentures of the Company.</p>
The first named of joint holders deemed sole holder	29	<p>If any Share(s) stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and all or any other matters connected with Company except voting at Meetings and the transfer of the Shares be deemed the sole holder thereof but the joint holders of a Share shall severally as well as jointly be liable</p>

		for the payment of all incidents thereof according to the Company's Articles.
Issue of Shares without Voting Rights	30	In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.
Buy-Back of Shares and Securities	31	Notwithstanding anything contained in these articles, in the event it is permitted by law for a company to purchase its own shares or securities, the Board of Directors may, when and if thought fit, buy back, such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, provision of section 67 and SEBI (Buy Back of Shares) Regulations as may be permitted by law.
Employees Stock Options Scheme/Plan	32	The Directors shall have the power to offer , issue and allot Equity Shares in or Debentures (Whether fully/ partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as "the Employees") as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust, plan or proposal that may be formulated , created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.
Sweat Equity	33	Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.
Postal Ballot	34	The Company may pass such resolution by postal ballot in the manner prescribed by Section 110 of the Companies Act, 2013 and such other applicable provisions of the Act and any future amendments or re-enactment thereof and as may be required by any other law including Listing Regulations as amended from time to time. Notwithstanding anything contained in the provisions of the Act, the Company shall in the case of a resolution relating to such business, as the Central Government may, by notification, declare to be conducted only by postal ballot, get such resolution passed by means of postal ballot instead of transacting such business in a general meeting of the Company.
Company not bound to recognize any interest in Shares other than of registered holder	35	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof 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 holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.
Trust recognized	36	(a) Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice

		<p>thereof, 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 holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.</p> <p>(b) Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.</p>
Declaration by person not holding beneficial interest in any Shares	37	<p>1) Notwithstanding anything herein contained a person whose name is at any time entered in Register of Member of the Company as the holder of a Share in the Company, but who does not hold the beneficial interest in such Shares, shall, if so required by the Act within such time and in such forms as may be prescribed, make declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such Share in the manner provided in the Act.</p> <p>2) A person who holds a beneficial interest in a Share or a class of Shares of the Company, shall if so required by the Act, within the time prescribed, after his becoming such beneficial owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the Shares stand in the Register of Members of the Company and such other particulars as may be prescribed as provided in the Act.</p> <p>3) Whenever there is a change in the beneficial interest in a Share referred to above, the beneficial owner shall, if so required by the Act, within the time prescribed, from the date of such change, make a declaration to the Company in such form and containing such particulars as may be prescribed in the Act</p> <p>4) Notwithstanding anything contained in the Act and Articles 35 and 36 hereof, where any declaration referred to above is made to the Company, the Company shall, if so required by the Act, make a note of such declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Registrar with regard to such declaration.</p>
Funds of Company not to be applied in purchase of Shares of the Company	38	No funds of the Company shall except as provided by Section 67 of the Companies Act, 2013 be employed in the purchase of its own Shares, unless the consequent reduction of capital is effected and sanction in pursuance of Sections 52, 55 (to the extent applicable) of Companies Act, 2013 and Sections 80 and 100 to 105 of the Companies Act, 1956 and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.
UNDERWRITING AND BROKERAGE		
Commission may be paid	39	Subject to the provisions of Section 40 of the Companies Act, 2013, the Company may at anytime pay commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares in

		or debentures of the Company.
Brokerage	40	The Company may on any issue of Shares or Debentures or on deposits pay such brokerage as may be reasonable and lawful.
Commission to be included in the annual return	41	Where the Company has paid any sum by way of commission in respect of any Shares or Debentures or allowed any sums by way of discount in respect to any Shares or Debentures, such statement thereof shall be made in the annual return as required by Section 92 to the Companies Act, 2013.
DEBENTURES		
Debentures with voting rights not to be issued	42	<p>(a) The Company shall not issue any debentures carrying voting rights at any Meeting of the Company whether generally or in respect of particular classes of business.</p> <p>(b) Payments of certain debts out of assets subject to floating charge in priority to claims under the charge may be made in accordance with the provisions of Section 327 of the Companies Act, 2013.</p> <p>(c) Certain charges (which expression includes mortgage) mentioned in Section 77 of the Companies Act, 2013 shall be void against the Liquidator or creditor unless registered as provided in Section 77 of the Companies Act, 2013.</p> <p>(d) A contract with the Company to take up and pay debentures of the Company may be enforced by a decree for specific performance.</p> <p>(e) Unless the conditions of issue thereof otherwise provide, the Company shall (subject to the provisions of Section 56 of the Companies Act, 2013) within six months after the allotment of its debentures or debenture-stock and within one month after the application for the registration of the transfer of any such debentures or debentures-stock have completed and ready for delivery the certificate of all debenture- stock allotted or transferred.</p> <p>(f) The Company shall comply with the provisions of Section 71 of the Companies Act, 2013 as regards supply of copies of Debenture Trust Deed and inspection thereof.</p> <p>(g) The Company shall comply with the provisions of Section 2(16), 77 to 87 (inclusive) of the Companies Act, 2013 as regards registration of charges.</p>
CALLS		
Directors may make calls	43	<p>(a) Subject to the provisions of Section 49 of the Companies Act, 2013 the Board of Directors may from time to time by a resolution passed at a meeting of a Board (and not by a circular resolution) make such calls as it thinks fit upon the Members in respect of all moneys unpaid on the Shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed time and each Member shall pay the amount of every call so made on him to person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine. No call shall be made payable within less than one month from the date fixed for the payment of the last preceding call.</p> <p>(b) The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.</p>
Notice of call when to be given	44	Not less than fourteen 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.
Call deemed to have been made	45	A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the Members of such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.
Directors may extend time	46	The Directors may, from time to time, at their 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 from residence at a distance or other cause, the Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension, save as a matter of grace and favour.
Amount payable at fixed time or by installments to be treated as calls	47	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.
When interest on call or installment payable	48	If the sum payable in respect of any call or installment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the Share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at such rate not exceeding ten percent per annum as Directors shall fix from the day appointed for the payment thereof up to the time of actual payment but the Directors may waive payment of such interest wholly or in part.
Evidence in action by Company any againstshare holder	49	On the trial of hearing of any action or suit brought by the Company against any Member or his Legal Representatives for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the Member in respect of whose Shares the money is sought to be recovered is entered on the Register of Members as the holder or as one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the Shares in respect of which the money is sought to be recovered, that the resolution making the call is duly recorded in the minute book and the notice of such call was duly given to the Member or his legal representatives sued in pursuance of these Articles and it shall not be necessary to prove the appointment of Directors who made such call, nor that a quorum of Directors was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.
Payment in anticipation of calls may carry interest	50	The Directors may, if they think fit, subject to the provisions of Section 50 of the Companies Act, 2013, agree to and receive from any Member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay

		<p>the amount so advanced.</p> <p>The Members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.</p> <p>The provisions of these Articles shall mutatis mutandis apply to the calls on Debentures of the Company.</p>
LIEN		
Partial payment not to preclude forfeiture	51	Neither the receipt by the Company of a portion of any money which shall, from time to time be due from any Member to the Company in respect of his Shares, either by way of principal or interest, or any indulgence granted by the Company in respect of the payment of such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided.
Company's lien on Shares/ Debentures	52	The Company shall have first and paramount lien upon all 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 exempt from the provisions of this Article.
As to enforcing lien by sale	53	<p>The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has lien for the purpose of enforcing the same.</p> <p>PROVIDED THAT no sale shall be made:-</p> <p>(a) Unless a sum in respect of which the lien exists is presently payable; or</p> <p>(b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is /presently payable has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or insolvency.</p> <p>For the purpose of such sale the Board may cause to be issued a duplicate certificate in respect of such Shares and may authorize one of their members to execute a transfer there from on behalf of and in the name of such Members.</p> <p>The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the Shares be affected by any irregularity, or invalidity in the proceedings in reference to the sale.</p>
Application of proceeds of sale	54	<p>(a) The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable, and</p> <p>(b) The residue if any, after adjusting costs and expenses if any incurred shall be paid to the person entitled to the Shares at the date of the sale (subject to a</p>

		like lien for sums not presently payable as existed on the Shares before the sale).
FORFEITURE OF SHARES		
If money payable on Shares not paid notice to be given	55	If any Member fails to pay the whole or any part of any call or any installments of a call on or before the day appointed for the payment of the same or any such extension thereof, the Board of Directors may, at any time thereafter, during such time as the call for installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
Sum payable on allotment to be deemed a call	56	For the purposes of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.
Form of notice	57	The notice shall name a day, (not being less than fourteen days from the day of the notice) and a place or places on and at which such call in installment and such interest thereon at such rate not exceeding eighteen percent per annum as the Directors may determine 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 appointed, Shares in respect of which the call was made or installment is payable will be liable to be forfeited.
In default of payment Shares to be forfeited	58	If the requirements of any such notice as aforesaid are not complied with, any Share or Shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interests and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited Shares and not actually paid before the forfeiture.
Notice of forfeiture to a Member	59	When any Share shall have been so 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, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
Forfeited Shares to be the property of the Company and may be sold etc.	60	Any Share 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 or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.
Member still liable for money owing at the time of forfeiture and interest	61	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 not exceeding eighteen percent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if it thinks fit, but shall not be under any obligation to do so.
Effects of forfeiture	62	The forfeiture of a Share shall involve the extinction at the time of the forfeiture, of all interest in and 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.
Power to annul forfeiture	63	The Board of Directors may at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.
Declaration of forfeiture	64	<p>(a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or the Secretary of the Company, and that Share in the Company has 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 Share.</p> <p>(b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.</p> <p>(c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.</p> <p>(d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.</p> <p>(e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the Shares.</p>
Provisions of these articles as to forfeiture to apply in case of non-payment of any sum	65	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes payable at a fixed time, whether on account of the nominal value of Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
Cancellation of shares certificates in respect of forfeited Shares	66	Upon sale, re-allotment or other disposal under the provisions of these Articles, the certificate or certificates originally issued in respect of the said 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 new certificate or certificates in respect of the said Shares to the person or persons entitled thereto.
Evidence of forfeiture	67	The declaration as mentioned in Article 64(a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.
Validity of sale	68	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.
Surrender of Shares	69	The Directors may subject to the provisions of the Act, accept surrender of any share from any Member desirous of surrendering on such terms and conditions as they think fit.
TRANSFER AND TRANSMISSION OF SHARES		
No transfers to minors etc.	70	No Share which is partly paid-up or on which any sum of money is due shall in any circumstances be transferred to any minor, insolvent or person of unsound mind.
Instrument of transfer	71	The instrument of transfer shall be in writing and a common form of transfer shall be used and all provisions of Section 56 of the Companies Act, 2013 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.
Application for transfer	72	<p>(a) An application for registration of a transfer of the Shares in the Company may be made either by the transferor or the transferee.</p> <p>(b) Where the application is made by the transferor and relates to partly paid Shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.</p> <p>(c) For the purposes of clause (b) above notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post 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.</p>
Execution of transfer	73	The instrument of transfer of any Share shall be duly stamped and executed by or on behalf of both the transferor and the transferee and shall be witnessed. The transferor shall be deemed to remain the holder of such Share until the name of the transferee shall have been entered in the Register of Members in respect thereof. The requirements of provisions of Section 56 of the Companies Act, 2013 and any statutory modification thereof for the time being shall be duly complied with.
Transfer by legal representatives	74	A transfer of Share in the Company of a deceased Member thereof made by his legal representative shall, although the legal representative is not himself a Member be as valid as if he had been a Member at the time of the execution of the instrument of transfer.
Register of Members etc when closed	75	The Board of Directors shall have power on giving not less than seven days previous notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situated to close the Register of Members and/or the Register of debentures holders , in accordance with Section 91 of the Companies Act, 2013 and rules made thereunder, 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 in each year as it may seem expedient to the Board.
Directors may refuse to register transfer	76	Subject to the provisions of Section 58 & 59 of the Companies Act, 2013, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the

		company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a 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 except where the Company has a lien on Shares.
Death of one or more joint holders of Shares	77	In case of the death of any one or more of the persons named in the Register of Members as the joint holders of any Share, the survivor or survivors shall be the only persons recognized by the Company as having any title or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Shares held by him with any other person.
Titles of Shares of deceased Member	78	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 it, 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 and 56 of the Companies Act, 2013.
Notice of application when to be given	79	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 Companies Act, 2013.
Registration of persons entitled to Shares otherwise than by transfer (Transmission Clause)	80	Subject to the provisions of the Act and Article 77 hereto, any person becoming entitled to Share in consequence of the death, lunacy, bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which it 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 such title as the Board thinks sufficient, either be registered himself as the holder of the Share or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nominee registered as a holder, he shall execute an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the Shares. This clause is hereinafter

		referred to as the “Transmission Clause”.
Refusal to register nominee	81	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.
Person entitled may receive dividend without being registered as a Member	82	A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.
No fee on transfer or transmissions	83	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate & Letters of Administration, Certificate of Death or Marriage, Power of Attorney or other similar document.
Transfer to be presented with evidence of title	84	Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the Shares and generally under and subject to such conditions and regulations as the Board may, from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.
Company not liable for disregard of a notice prohibiting registration of transfer	85	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 of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said 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 to be required to regard or attend to give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.
CONVERSION OF SHARES INTO STOCK AND RECONVERSION		
Share may be converted into stock	86	The Company may, by Ordinary Resolution convert any fully paid up Share into stock, and reconvert any stock into fully paid-up Shares.
Transfer of stock	87	The several holders of such stock may transfer their respective interest therein or any part thereof in the same manner and subject to the same regulations under 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 stock arose.
Right of stockholders	88	The holders of stock shall, according to the amount of stock held by them, have the same right, privileges and advantages as regards dividends, voting at meeting

		of the Company, and other matters, as if they held them in Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred those privileges or advantages.
Regulation applicable to stock and share warrant	89	Such of the regulations of the Company as are applicable to the paid up Shares shall apply to stock and the words "Share" and "Shareholder" in these regulations shall include "stock" and "stock holder" respectively.
BORROWING POWERS		
Power to borrow	90	<p>Subject to the provisions of Sections 73, 74 and 179 of the Companies Act, 2013 and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow, accept deposits from Members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any such sum or sums of money for the purposes of the Company from any source.</p> <p>PROVIDED THAT, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such money without the sanction of the Company in General Meeting. No debts incurred by the Company in excess of the limit imposed by this Article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.</p>
The payment or repayment of moneys borrowed	91	The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
Bonds, Debentures, etc. to be subject to control of Directors	92	Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider being for the benefit of the Company.
Terms of issue of Debentures	93	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. However, 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.

Mortgage of uncalled capital	94	If any uncalled capital of the Company is included in or charged by mortgage or other security, the Directors may, 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 has been executed.
Indemnity may be given	95	Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or about to incur any liability 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.
RELATED PARTY TRANSACTIONS		
Related Party Transactions	96	<p>A. Subject to the provisions of the Act, the Company may enter into contracts with the Related Party which are at arm's length and are in ordinary course of business of the company with approval of the Audit Committee.</p> <p>B. Subject to the provisions of the Act, the Company may enter into contracts with the related parties which are of such nature wherein it requires consent of shareholders in terms of Act or Listing Regulations or any other law for the time being in force, with approval of the shareholders in the general meeting.</p>
MEETING OF MEMBERS		
Annual General Meeting	97	<p>i. An Annual General Meeting of the Company shall be held within six months after the expiry of each financial year, provided that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of next.</p> <p>ii. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time with which any Annual General Meeting may be held.</p> <p>iii. Every Annual General Meeting shall be called at a time during business hours i.e. 9 a.m. to 6 p.m., on a day that is not a National holiday, and shall be held at the office of the Company or at some other place within the city in which the Registered Office of the Company is situated as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.</p> <p>iv. The company may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting.</p> <p>v. Every Member of the Company shall be entitled to attend, either in person or by proxy and the Auditors of the Company shall have the right to attend and be heard at any General Meeting which he attends on any part of the business which concerns him as an Auditor.</p> <p>vi. At every Annual General Meeting of the Company, there shall be laid on the table the Director's Report and Audited statement of accounts, the Proxy Register with proxies and the Register of Director's Shareholding, which Registers shall remain open and accessible during the continuance of the Meeting.</p> <p>vii. The Board shall cause to be prepared the annual list of Members, summary of share capital, balance sheet and profit and loss account and forward the same</p>

		to the Registrar in accordance with Sections 92 and 137 of the Act.
Report statement and registers to be laid before the Annual General Meeting	98	The Company shall in every Annual General Meeting in addition to any other Report or Statement lay on the table the Director's Report and audited statement of accounts, Auditor's Report (if not already incorporated in the audited statement of accounts), the Proxy Register with proxies and the Register of Director's Shareholdings, which Registers shall remain open and accessible during the continuance of the Meeting.
Extra-Ordinary General Meeting	99	All General Meeting other than Annual General Meeting shall be called Extra-Ordinary General Meeting.
Requisitionists' Meeting	100	<p>1) Subject to the provisions of Section 111 of the Companies Act, 2013, the Directors shall on the requisition in writing of such number of Members as is herein after specified:-</p> <p>a. Give to the Members of the Company entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting.</p> <p>b. Circulate to the Members entitled to have notice of any General Meeting sent to them, any statement with respect to the matter referred to in any proposed resolution or any business to be dealt with at that Meeting.</p> <p>2) The number of Members necessary for a requisition under clause (1) hereof shall be such number of Members as represent not less than one-tenth of the total voting power of all the Members having at the date of the resolution a right to vote on the resolution or business to which the requisition relates; or</p> <p>3) Notice of any such resolution shall be given and any such statement shall be circulated, to Members of the Company entitled to have notice of the Meeting sent to them by serving a copy of the resolution or statement to each Member in any manner permitted by the Act for service of notice of the Meeting and notice of any such resolution shall be given to any other Member of the Company by giving notice of the general effect of the resolution in any manner permitted by the Act for giving him notice of meeting of the Company. The copy of the resolution shall be served, or notice of the effect of the resolution shall be given, as the case may be in the same manner, and so far as practicable, at the same time as notice of the Meeting and where it is not practicable for it to be served or given at the time it shall be served or given as soon as practicable thereafter.</p> <p>4) The Company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless:</p> <p>a. A copy of the requisition signed by the requisitionists (or two or more copies which between them contain the signature of all the requisitionists) is deposited at the Registered Office of the Company.</p> <p>i. In the case of a requisition, requiring notice of resolution, not less than six weeks before the Meeting;</p> <p>ii. In the case of any other requisition, not less than two weeks before the Meeting, and</p> <p>b. There is deposited or tendered with the requisition sum reasonably sufficient to meet the Company's expenses in giving effect thereto.</p> <p>PROVIDED THAT if, after a copy of the requisition requiring notice of a</p>

		<p>resolution has been deposited at the Registered Office of the Company, an Annual General Meeting is called for a date six weeks or less after such copy has been deposited, the copy although not deposited within the time required by this clause, shall be deemed to have been properly deposited for the purposes thereof.</p> <p>5) The Company shall also not be bound under this Article to circulate any statement, if on the application either of the Company or of any other person who claims to be aggrieved, the Company Law Board is satisfied that the rights conferred by this Article are being abused to secure needless publicity for defamatory matter.</p> <p>6) Notwithstanding anything in these Articles, the business which may be dealt with at Annual General Meeting shall include any resolution for which notice is given in accordance with this Article, and for the purposes of this clause, notice shall be deemed to have been so given, notwithstanding the accidental omission in giving it to one or more Members.</p>
<p>Extra-Ordinary General Meeting by Board and by requisition When a Director or any two Members may call an Extra-Ordinary General Meeting</p>	<p>101</p>	<p>(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of the Members as herein provided, forthwith proceed to convene Extra-Ordinary General Meeting of the Company.</p> <p>(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.</p>
<p>Contents of requisition, and number of requisitionists required and the conduct of Meeting</p>	<p>102</p>	<p>1) In case of requisition the following provisions shall have effect:</p> <p>(a) The requisition shall set out the matter for the purpose of which the Meeting is to be called and shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company.</p> <p>(b) The requisition may consist of several documents in like form each signed by one or more requisitionists.</p> <p>(c) The number of Members entitled to requisition a Meeting in regard to any matter shall be such number as hold at the date of the deposit of the requisition, not less than one-tenth of such of the paid-up share capital of the Company as that date carried the right of voting in regard to that matter.</p> <p>(d) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (c) shall apply separately in regard to each such matter and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause are fulfilled.</p> <p>(e) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a Meeting for the consideration of those matters on a day not later than forty-five days from the date of the deposit of the requisition, the Meeting may be called:</p>

		<p>i. by the requisitionists themselves; or</p> <p>ii. by such of the requisitionists as represent either a majority in value of the paid up share capital held by all of them or not less than one tenth of the paid-up share capital of the Company as is referred to in sub clauses (c) of clause (I) whichever is less.</p> <p>PROVIDED THAT for the purpose of this sub-clause, the Board shall, in the case of a Meeting at which a resolution is to be proposed as a Special Resolution, be deemed not to have duly convened the Meeting if they do not give such notice thereof as is required by sub-section (2) of Section 114 of the Companies Act, 2013.</p> <p>2) A meeting called under sub-clause (c) of clause (1) by requisitionists or any of them:</p> <p>(a) shall be called in the same manner as, nearly as possible, as that in which meeting is to be called by the Board; but</p> <p>(b) shall not be held after the expiration of three months from the date of deposit of the requisition.</p> <p>PROVIDED THAT nothing in sub-clause (b) shall be deemed to prevent a Meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some days after the expiry of that period.</p> <p>3) Where two or more Persons hold any Shares in the Company jointly; a requisition or a notice calling a Meeting signed by one or some only of them shall, for the purpose of this Article, have the same force and effect as if it has been signed by all of them.</p> <p>Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly to call a Meeting shall be repaid to the requisitionists by the Company; and any sum repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.</p>
Length of notice of Meeting	103	<p>1) A General Meeting of the Company may be called by giving not less than twenty-one days notice in writing.</p> <p>2) A General Meeting may be called after giving shorter notice than that specified in clause (1) hereof, if consent is accorded thereto:</p> <p>i. In the case of Annual General Meeting by all the Members entitled to vote thereat; and</p> <p>ii. In the case of any other Meeting, by Members of the Company holding not less than ninety-five percent of such part of the paid up share capital of the Company as gives a right to vote at the Meeting.</p> <p>PROVIDED THAT where any Members of the Company are entitled to vote only on some resolution, or resolutions to be moved at a Meeting and not on the others, those Members shall be taken into account for the purposes of this clause in respect of the former resolutions and not in respect of the later.</p>
Contents and	104	<p>1) Every notice of a Meeting of the Company shall specify the place and the day</p>

<p>manner of service of notice and persons on whom it is to be served</p>		<p>and hour of the Meeting and shall contain a statement of the business to be transacted thereat.</p> <p>2) Subject to the provisions of the Act notice of every General Meeting shall be given;</p> <p>(a) to every Member of the Company, in any manner authorized by Section 20 of the Companies Act, 2013</p> <p>(b) to the persons entitled to a Share in consequence of the death or insolvency of a Member, by sending it through post in a prepaid letter addressed to them by name or by the title of representative of the deceased, or assignees of the insolvent, or by like description, at the address, if any in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and</p> <p>(c) to the Auditor or Auditors for the time being of the Company</p> <p>3) Every notice convening a Meeting of the Company shall state with reasonable prominence that a Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that a proxy need not be a Member of the Company.</p>
<p>Special and ordinary business and explanatory statement</p>	<p>105</p>	<p>1) (a) In the case of an Annual General Meeting all business to be transacted at the Meeting shall be deemed special, with the exception of business relating to</p> <ol style="list-style-type: none"> i. the consideration of the accounts, balance sheet, the reports of the Board of Directors and Auditors; ii. the declaration of dividend; iii. the appointment of Directors in the place of those retiring; and iv. the appointment of, and the fixing of the remuneration of the Auditors, and <p>(c) In the case of any other meeting, all business shall be deemed special.</p> <p>2) Where any items of business to be transacted at the Meeting of the Company are deemed to be special as aforesaid, there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein of every Director.</p> <p>PROVIDED THAT where any such item of special business at the Meeting of the Company relates to or affects, any other company, the extent of shareholding interest in that other company of every Director of the Company shall also be set out in the statement, if the extent of such shareholding interest is not less than twenty percent of the paid up- share capital of the other company.</p> <p>3) Where any item of business consists of the according of approval to any document by the Meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.</p>
<p>Omission to give notice not to</p>	<p>106</p>	<p>The accidental omission to give such notice as aforesaid to or non-receipt thereof by any Member or other person to whom it should be given, shall not invalidate</p>

invalidate Proceedings		the proceedings of any such Meeting.
Notice of business to be given	107	No General Meeting, Annual or Extra-Ordinary shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convening the Meeting.
Quorum	108	<p>The quorum for General Meetings shall be as under:-</p> <ul style="list-style-type: none"> i. five members personally present if the number of members as on the date of meeting is not more than one thousand; ii. fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; iii. thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; <p>No business shall be transacted at the General Meeting unless the quorum requisite is present at the commencement of the Meeting. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Companies Act, 2013. The President of India or the Governor of a State being a Member of the Company shall be deemed to be personally present if it is presented in accordance with Section 113 of the Companies Act,2013.</p>
If quorum not present when Meeting to be dissolved and when to be adjourned	109	If within half an hour from the time appointed for holding a Meeting of the Company, a quorum is not present, the Meeting, if called by or upon the requisition of the Members shall stand dissolved and in any other case the Meeting shall stand, adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday, at the same time and place or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall be a quorum and may transact the business for which the Meeting was called.
Resolution passed at adjourned Meeting	110	Where a resolution is passed at an adjourned Meeting of the Company, the resolution for all purposes is treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
Chairman of General Meeting.	111	At every General Meeting the Chair shall be taken by the Chairman of the Board of Directors. If at any Meeting, the Chairman of the Board of Directors is not present within ten minutes after the time appointed for holding the Meeting or though present, is unwilling to act as Chairman, the Vice Chairman of the Board of Directors would act as Chairman of the Meeting and if Vice Chairman of the Board of Directors is not present or, though present, is unwilling to act as Chairman, the Directors present may choose one of themselves to be a Chairman, and in default or their doing so or if no Directors shall be present and willing to take the Chair, then the Members present shall choose one of themselves, being a Member entitled to vote, to be Chairman.
Act for resolution sufficiently done or passed by	112	Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently done so or passed if effected by an Ordinary Resolution

Ordinary Resolution unless otherwise required		unless either the Act or the Articles specifically require such act to be done or resolution be passed by a Special Resolution.
Business confined to election of Chairman whilst the Chair is vacant	113	No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant.
Chairman with consent may adjourn Meeting	114	(a) The Chairman may with the consent of 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, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned Meeting.
How questions are decided at Meetings	115	Every question submitted to a General Meeting shall be decided in the first instance by a show of hands unless the poll is demanded as provided in these Articles.
Chairman's declaration of result of voting on show of hands shall be conclusive	116	A declaration by the Chairman of the Meeting that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of the proceeding of the Company's General Meeting shall be conclusive evidence of the fact, without proof of the number or proportion of votes cast in favour of or against such resolution.
Demand for poll	117	Before or on the declaration of the result of the voting on any resolution on a show of hands a poll may be ordered to be taken by the Chairman of the Meeting on his own motion or shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present in person or by proxy and holding Shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid up. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.
Time of taking poll	118	A poll demanded on a question of adjournment or election of a Chairman shall be taken forthwith. A poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made and, in such manner, and place as the Chairman of the Meeting may direct and the result of the poll shall be deemed to be the decision of the Meeting on the resolution on which the poll was taken.
Chairman's casting vote	119	In the case of equality of votes, the Chairman shall both on a show of hands and on a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a Member.
Appointment of scrutinizers	120	Where a poll is to be taken, the Chairman of the Meeting shall appoint two scrutinizers to scrutinise the vote given on the poll and to report thereon to him.

		One of the scrutinizers so appointed shall always be a Member (not being an officer or employee of the Company) present at the Meeting, provided such a Member is available and willing to be appointed. The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of the scrutineer arising from such removal or from any other cause.
Demand for poll not to prevent transaction of other business	121	The demand for a poll shall not prevent transaction of other business (except on the question of the election of the Chairman and of an adjournment) other than the question on which the poll has been demanded.
Special notice	122	Where by any provision contained in the Act or in these Articles, special notice is required for any resolution, the notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the Meeting at which it is to be moved, exclusive of the day which the notice is served or deemed to be served on the day of the Meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its Members notice of the resolution in the same manner as it gives notice of the Meeting, or if that is not practicable shall give them notice thereof, either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the Meeting.
VOTES OF MEMBERS		
Member paying money in advance not to be entitled to vote in respect thereof	123	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 moneys so paid by him until the same would but for such payment become presently payable.
Restriction on exercise of voting rights of Members who have not paid calls	124	No Member shall exercise any voting rights 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 of lien.
Number of votes to which Member entitled	125	<p>Subject to the provisions of Article 123, every Member of the Company holding any equity share capital and otherwise entitled to vote shall, on a show of hands when present in person (or being a body corporate present by a representative duly authorized) have one vote and on a poll, when present in person (including a body corporate by a duly authorized representative), or by an agent duly authorized under a Power of Attorney or by proxy, his voting right shall be in proportion to his share of the paid-up equity share capital of the Company.</p> <p>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 Companies Act, 2013) he shall have a right to vote only on resolutions before the Meeting which directly affect the rights attached to his preference shares.</p> <p>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 is taken.</p>

Votes of Members of unsound mind	126	A Member of unsound mind, or in respect of whom order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by proxy.
Votes of joint Members	127	If there be joint registered holders of any Shares, one of such persons may vote at any Meeting personally or by an agent duly authorized under a Power of Attorney or by proxy in respect of such Shares, as if he were solely entitled there to but the proxy so appointed shall not have any right to speak at the Meeting, and if more than one of such joint holders be present at any Meeting either personally or by agent or by proxy, that one of the said persons so present whose name appears higher on the Register of Members shall alone be entitled to speak and to vote in respect of such Shares, but the other holder(s) shall be entitled to vote in preference to a person present by an agent duly authorized under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register of Members in respect of such Shares. Several executors or administrators of a deceased Member in whose name Shares stand shall for the purpose of these Articles be deemed joint holders thereof.
Representation of body corporate	128	<p>(a) A body corporate (whether a company within the meaning of the Act or not) may, if it is a Member or creditor of the Company (including a holder of Debentures) authorize such person as it thinks fit by a resolution of its Board of Directors or other governing body, to act as its representative at any Meeting of the Company or any class of shareholders of the Company or at any meeting of the creditors of the Company or Debenture-holders of the Company. A person authorized by resolutions aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual Member, shareholder, creditor or holder of Debentures of the Company. The production of a copy of the resolution referred to above certified by a Director or the Secretary of such body corporate before the commencement of the Meeting shall be accepted by the Company as sufficient evidence of the validity of the said representatives' appointment and his right to vote thereat.</p> <p>(b) Where the President of India or the Governor of a State is a Member of the Company, the President or as the case may be the Governor may appoint such person as he thinks fit to act as his representative at any Meeting of the Company or at any meeting of any class of shareholders of the Company and such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President, or as the case may be, the Governor could exercise as a Member of the Company.</p>
Votes in respects of deceased or insolvent Members	129	Any person entitled under the Transmission Article to transfer any Shares may vote at any General Meeting in respect thereof in the same manner as if he was 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 the right to transfer such Shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such Meeting in

		respect thereof.
Voting in person or by proxy	130	Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a Member may vote either by a proxy or by a representative duly authorized in accordance with Section 105 of the Companies Act, 2013.
Rights of Members to use votes differently	131	On a poll taken at a Meeting of the Company a member entitled to more than one vote or his proxy, or other persons 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
Proxies	132	Any Member of the Company entitled to attend and vote at a Meeting of the Company, shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself. PROVIDED that a proxy so appointed shall not have any right whatsoever to speak at the Meeting. Every notice convening a Meeting of the Company shall state that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself, and that a proxy need not be a Member of the Company.
Proxy either for specified meeting or for a period	133	An instrument of proxy may appoint a proxy either for the purposes of a particular Meeting specified in the instrument and any adjournment thereof or it may appoint a proxy for the purpose of every Meeting to be held before a date specified in the instrument and every adjournment of any such Meeting.
No proxy to vote on a show of hands	134	No proxy shall be entitled to vote by a show of hands.
Deposit of instrument of appointment of proxy	135	The instrument appointing a proxy and the Power of Attorney or authority (if any) under which it is signed or a notarially certified copy of that Power of Attorney or authority, shall be deposited at the Registered Office of the Company atleast forty-eight hours before the time for holding the Meeting at which the person named in the instrument purposes to vote and in default the instrument of proxy shall not be treated as valid.
Form of Proxy	136	Every instrument of proxy whether for a specified Meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms as prescribed in the Companies Act, 2013, and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by any officer or attorney duly authorized by it.
Validity of votes given by proxy notwithstanding revocation of authority	137	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of any Power of Attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by the Company at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used provided nevertheless that the Chairman of any Meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and of the same not having been revoked.
Time for objection to vote	138	No objection shall be made to the qualification of any voter or to the validity of a vote except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not

		disallowed at such Meeting, shall be valid for all proposes and such objection made in due time shall be referred to the Chairman of the Meeting.
Chairman of any Meeting to be the judge of Validity of any value	139	The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. The decision of the Chairman shall be final and conclusive.
Custody of Instrument	140	If any such instrument of appointment is confined to the object of appointing an attorney or proxy for voting at Meetings of the Company, it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If such instrument embraces other objects, a copy thereof examined with the original shall be delivered to the Company to remain in the custody of the Company.
DIRECTORS		
Number of Directors	141	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Companies Act, 2013, the number of Directors shall not be less than three and not more than fifteen.
	141A	First Directors of the Company were: i. Mrs. Archana Chadha ii. Mr. Manprit Singh Chadha
Appointment of Directors	142	The appointment of Directors of the Company shall be in accordance with the provisions of the Act and these Articles, to the extent applicable.
Debenture Directors	143	Any Trust Deed for securing Debentures may if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of Debentures, of some person to be a Director of the Company and may empower such Trustees or holder of Debentures, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be agreed between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions contained herein.
Nominee Director or Corporation Director	144	(a) Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any Finance Corporation or Credit Corporation or to any Financing company or body, (which corporation or body is hereinafter in this Article referred to as "the corporation") out of any loans granted or to be granted by them to the Company or so long as the corporation continues to hold Debentures in the Company by direct subscription or private placement, or so long as the Corporation holds Shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director, whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any persons so appointed and to appoint any person or persons in his/their places.

		<p>(b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director(s). Such Nominee Director(s) shall not be required to hold any Share qualification in the Company. Further Nominee Director shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Directors(s) shall be entitled to the same rights and privileges and be subject to the obligations as any other Director of the Company.</p> <p>(c) The Nominee Director(s) so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation and the Nominee Director/s so appointed in exercise of the said power, shall ipso facto vacate such office immediately on the moneys owing by the Company to the Corporation being paid off.</p> <p>(d) The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and all the Meetings of the Committee of which the Nominee Director(s) is/are Member(s) as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.</p> <p>(e) The sitting fees in relation to such Nominee Director(s) shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any other fees, commission, moneys or remuneration in any form is payable to the Nominee Director of the Company, such fees, commission, moneys and remuneration in relation to such Nominee Director(s) shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(s), in connection with their appointment or Directorship, shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/s provided that if any such Nominee Director/s is/are an officer(s) of the Corporation.</p> <p>PROVIDED ALSO THAT in the event of the Nominee Director(s) being appointed as Whole-time Director(s); such Nominee Director/s shall exercise such power and duties as may be approved by the lenders and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of Company. Such Nominee Director shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Corporation(s) nominated by him.</p>
Special Director	145	<p>(a) In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as “collaboration” to appoint from time to time any person as director of the company (hereinafter referred to as “special director”) and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any</p>

		<p>time thereafter.</p> <p>(b) The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.</p> <p>(c) It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more than one collaborator is so entitled there may be at any time as many special directors as the collaborators eligible to make the appointment.</p>
Limit on number of non-retiring Directors	146	The provisions of Articles 143, 144 and 145 are subject to the provisions of Section 152 of the Companies Act, 2013 and number of such Directors appointed shall not exceed in the aggregate one third of the total number of Directors for the time being in office.
Alternate Director	147	The Board may appoint, an Alternate Director recommended for such appointment by the Director (hereinafter in this Article called "the Original Director") to act for him during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meetings of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such Meetings to have and exercise all the powers and duties and authorities of the Original Director. The Alternate Director appointed under this Article shall vacate office as and when the Original Director returns to the State in which the meetings of the Board are ordinarily held and if the term of office of the Original Director is determined before he returns to as aforesaid, any provisions in the Act or in these Articles for automatic reappointment of retiring Director in default of another appointment shall apply to the Original Director and not the Alternate Director.
Directors may fill in vacancies	148	The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid. However, he shall then be eligible for re-election.
Additional Directors	149	Subject to the provisions of Section 161 of the Companies Act, 2013 the Directors shall have the power at any time and from time to time to appoint any other person to be a Director as an addition to the Board ("Additional Director") so that the total number of Directors shall not at any time exceed the maximum fixed by these Articles. Any person so appointed as an Additional Director to the Board shall hold his office only up to the date of the next Annual General Meeting and shall be eligible for election at such Meeting.
Qualification shares	150	A Director need not hold any qualification shares.
Remuneration of	151	(i) The remuneration of the directors shall, in so far as it consists of a monthly

Directors		<p>payment, be deemed to accrue from day-to-day.</p> <p>(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—</p> <ol style="list-style-type: none"> a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or b. in connection with the business of the company.
Directors' sitting fees	152	<p>The fees payable to a Director for attending each Board meeting shall be such sum as may be fixed by the Board of Directors not exceeding such sum as may be prescribed by the Central Government for each of the meetings of the Board or a Committee thereof and adjournments thereto attended by him. The Directors, subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.</p>
Extra remuneration to Directors for special work	153	<p>Subject to the provisions of Sections 188 and 197 of the Companies Act, 2013, if any Director, being willing, shall be called upon to perform extra services (which expression shall include work done by a Director as a Member of any Committee formed by the Directors or in relation to signing share certificate) or to make special exertions in going or residing or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director, and such remuneration may be either in addition to or in substitution for his share in the remuneration herein provided.</p> <p>Subject to the provisions of the Act, a Director who is neither in the whole time employment nor a Managing Director may be paid remuneration either:</p> <ol style="list-style-type: none"> i. by way of monthly, quarterly or annual payment with the approval of the Central Government; or ii. by way of commission if the Company by a Special Resolution authorized such payment.
Traveling expenses incurred by Directors on Company's business	154	<p>The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting of the Board of Directors or any Committee thereof or General Meeting of the Company or in connection with the business of the Company 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 traveling, hotel, and other incidental expenses properly incurred by him in addition to his fees for attending such Meeting as above specified.</p>
Director may act notwithstanding vacancy	155	<p>The continuing Director or Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board, the Director or Directors may act for the purpose of increasing the number of Directors or that fixed for the quorum or for summoning a General Meeting of the Company but for no other purposes.</p>
Board resolution necessary for certain contracts	156	<p>(a) Subject to the provisions of Section 188 of the Companies Act, 2013, except with the consent of the Board of Directors of the Company, a Director of the Company or his relative, a firm in which such a Director or relative is partner, any other partner in such a firm or a private company of which the Director is a member or director, shall not enter into any contract with the Company:</p>

		<p>(a) For the sale, purchase or supply of goods, materials or services; or</p> <p>(b) for underwriting the subscription of any Share in or debentures of the Company;</p> <p>(c) nothing contained in clause (a) of sub-clause (1) shall affect:-</p> <p>i. the purchase of goods and materials from the Company, or the sale of goods and materials to the Company by any Director, relative, firm, partner or private company as aforesaid for cash at prevailing market prices; or</p> <p>ii. any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private company on the other for sale, purchase or supply of any goods, materials and services in which either the Company, or the Director, relative, firm, partner or private company, as the case may be regularly trades or does business.</p> <p>PROVIDED THAT such contract or contracts do not relate to goods and materials the value of which, or services the cost of which, exceeds five thousand rupees in the aggregate in any year comprised in the period of the contract or contracts.</p> <p>(b) Notwithstanding any contained in sub-clause (1) hereof, a Director, relative, firm partner or private company as aforesaid may, in circumstances of urgent necessity, enter without obtaining the consent of the Board, into any contract with the Company for the sale, purchase or supply of any goods, materials or services even if the value of such goods or cost of such services exceeds rupees five thousand in the aggregate in any year comprised in the period of the contract; but in such a case the consent of the Board shall be obtained at a Meeting within three months of the date on which the contract was entered into.</p> <p>(c) Every consent of the Board required under this Article shall be accorded by are solution passed at a meeting of the Board required under clause and the same shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the data on which was entered into.</p> <p>(d) If consent is not accorded to any contract under this Article, anything done in pursuance of the contract will be voidable at the option of the Board.</p> <p>The Directors, so contracting or being so interested shall not be liable to the Company for any profit realized by any such contract or the fiduciary relation there by established.</p>
<p>Disclosure to the Members of Directors' interest in contract appointing Managers, Managing Director or</p>	<p>157</p>	<p>When the Company:-</p> <p>(a) enters into a contract for the appointment of a Managing Director or Whole-time Director in which contract any Director of the Company is whether directly or indirectly, concerned or interested; or</p> <p>(b) varies any such contract already in existence and in which a Director is concerned or interested as aforesaid, the provisions of Section 190 of the Companies Act, 2013 shall be complied with.</p>

Whole-time Director		
Directors of interest General notice of disclosure	158	<p>(a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Companies Act, 2013.</p> <p>(b) A general notice, given to the Board by the Director to the effect that he is a director or is a member of a specified body corporate or is a member of a specified firm under Sections 184 of the Companies Act, 2013 shall expire at the end of the financial year in which it shall be given but may be renewed for a further period of one financial year at a time by fresh notice given in the last month of the financial year in which it would have otherwise expired. No such general notice and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that is brought up and read at the first meeting of the Board after it is given.</p>
Directors and Managing Director may contract with Company	159	<p>Subject to the provisions of the Act the Directors (including a Managing Director and Whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or otherwise, nor shall any such contract or any contracts or arrangement entered into by or on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as provided by Section 184 of the Companies Act, 2013 and in this respect all the provisions of Section 184 and 189 of the Companies Act, 2013 shall be duly observed and complied with.</p>
Disqualification of the Director	160	<p>A person shall not be capable of being appointed as a Director of the Company if:-</p> <p>(a) he has been found to be of unsound mind by a Court of competent jurisdiction and the finding is in force;</p> <p>(b) he is an un-discharged insolvent;</p> <p>(c) he has applied to be adjudged an insolvent and his application is pending;</p> <p>(d) he has been convicted by a Court of any offence involving moral turpitude sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed form the date of expiry of the sentence;</p> <p>(e) he has not paid any call in respect of Shares of the Company held by him whether alone or jointly with others and six months have lapsed from the last day fixed for the payment of the call; or</p> <p>(f) an order disqualifying him for appointment as Director has been passed by a Court, unless the leave of the Court has been obtained for his appointment.</p>
Vacation of office by Directors	161	<p>The office of Director shall become vacant if:-</p> <p>(a) he is found to be of unsound mind by a Court of competent jurisdiction; or</p>

		<p>(b) he applies to be adjudged an insolvent; or</p> <p>(c) he is adjudged an insolvent; or</p> <p>(d) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for less than six months; or</p> <p>(e) he fails to pay any call in respect of Shares of the Company held by him, whether alone or jointly with others within six months from the last date fixed for the payment of the call unless the Central Government, by a notification in the Official Gazette removes the disqualification incurred by such failure; or</p> <p>(f) absents himself from three consecutive meetings of the Board of Directors, or from all meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board; or</p> <p>(g) he (whether by himself or by any person for his benefit or on his account or any firm in which he is a partner or any private company of which he is a director), accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 185 of the Companies Act, 2013; or</p> <p>(h) he being in any way whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement, entered into or to be entered into by or on behalf of the Company fails to disclose the nature of his concern or interest at a meeting of the Board of Directors as required by Section 184 of the Companies Act, 2013; or</p> <p>(i) he is removed by an Ordinary Resolution of the Company before the expiry of his period of notice; or</p> <p>(j) if by notice in writing to the Company, he resigns his office, or</p> <p>(k) having been appointed as a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company.</p>
Vacation of office by Directors (contd.)	162	<p>Notwithstanding anything contained in sub-clauses (c), (d) and (i) of Article 161 hereof, the disqualification referred to in these clauses shall not take effect:</p> <p>(a) for thirty days from the date of the adjudication, sentence or order;</p> <p>(b) where any appeal or petition is preferred within thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed of; or</p> <p>(c) where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.</p>
Removal of Directors	163	<p>(a) The Company may subject to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and these Articles by Ordinary Resolution remove any Director not being a Director appointed by the Central Government in pursuance of Section 242 of the Companies Act, 2013 before the expiry of his period of office.</p> <p>(b) Special Notice as provided by these Articles or Section 115 of the Companies Act, 2013 shall be required of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the Meeting at which he is removed.</p>

		<p>(c) On receipt of notice of a resolution to remove a Director under this Article; the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a Member of a Company) shall be entitled to be heard on the resolution at the Meeting.</p> <p>(d) where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding reasonable length) and requests their notification to Members of the Company, the Company shall, unless the representations are, received by it too late for it to do so:</p> <ol style="list-style-type: none"> i. in the notice of the resolution given to the Members of the Company state the fact of the representations having been made, and ii. send a copy of the representations to every Member of the Company to whom notice of the Meeting is sent (before or after the representations by the Company) and if a copy of the representations is not sent as aforesaid because they were received too late\or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representation shall be read out at the Meeting: <p>Provided that copies of the representation need not be sent or read out at the Meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights concerned by this sub-clause are being abused to secure needless publicity for defamatory matter.</p> <p>(e) A vacancy created by the removal of the Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board, in pursuance of Article 155 or Section 161 of the Companies Act, 2013 be filled by the appointment of another Director in his place by the Meeting at which he is removed, provided special notice of the intended appointment has been given under clause (b) hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid.</p> <p>(f) If the vacancy is not filled under sub-clause (e) hereof, it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable of Article 148 or Section 161 of the Companies Act, 2013 and all the provisions of that Article and Section shall apply accordingly</p> <p>PROVIDED THAT the Director who was removed from office under this Article shall not be re-appointed as a Director by the Board of Directors.\</p> <p>(g) Nothing contained in this Article shall be taken:-</p> <ol style="list-style-type: none"> i. as depriving a person removed hereunder of any compensation of damages payable to him in respect of the termination of his appointment as Director, or ii. as derogating from any power to remove a Director which may exist apart from this Article.
Interested Directors not to participate or vote in Board's	164	No Director shall as a Director take part in the discussion of or vote on any contract arrangement or proceedings entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement, not shall his presence

proceedings		<p>count for the purpose of forming a quorum at the time of any such discussion or voting, and if he does vote, his vote shall be void.</p> <p>Provided however, that nothing herein contained shall apply to:-</p> <p>(a) any contract of indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company;</p> <p>(b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely;</p> <p>i. in his being:</p> <p>(a) a director of such company; and</p> <p>(b) the holder of not more than shares of such number of value therein as is requisite to qualify him for appointment as a director, thereof, he having been nominated as director by the company, or</p> <p>ii. in his being a member holding not more than two percent of its paid-up share capital.</p>
Director may be director of companies promoted by the Company	165	A Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or shareholder of such company except in so far Section 197 or Section 188 of the Companies Act, 2013 may be applicable.
ROTATION AND APPOINTMENT OF DIRECTORS		
Rotation of Directors	166	<p>Not less than two third of the total number of Directors shall:</p> <p>(a) Be persons whose period of the office is liable to termination by retirement by rotation and</p> <p>(b) Save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.</p>
Retirement of Directors	167	Subject to the provisions of Articles 145 and 147, the non-retiring Directors should be appointed by the Board for such period or periods as it may in its discretion deem appropriate.
Retiring Directors	168	Subject to the provisions of Section 152 of the Companies Act, 2013 and Articles 143 to 155, at every Annual General Meeting of the Company, one- third or such of the Directors for the time being as are liable to retire by rotation; or if their number is not three or a multiple of three the number nearest to one-third shall retire from office. The Debenture Directors, Nominee Directors, Corporation Directors, Managing Directors if any, subject to Article 180, shall not be taken into account in determining the number of Directors to retire by rotation. In these Articles a "Retiring Director" means a director retiring by rotation.
Appointment of Technical or Executive Directors	169	<p>(a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors.</p> <p>(b) Subject to the provisions of Section 161 of the Companies Act, 2013 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</p>

		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.
Ascertainment of Directors retiring by rotation and filling of vacancies	170	Subject to Section 152 of the Companies Act, 2013 the Directors retiring by rotation under Article 168 at every Annual General Meeting shall be those, who have been longest in office since their last appointment, but as between those who became Directors on the same day, those who are to retire shall in default of and subject to any agreement amongst themselves be determined by the lot.
Eligibility for re-election	171	A retiring Director shall be eligible for re-election and shall act as a Director throughout and till the conclusion of the Meeting at which he retires.
Company to fill vacancies	172	At the General Meeting, at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.
Provision in default of appointment	173	<p>(a) If the place of retiring Director is not so filled up and the Meeting has not expressly resolved not to fill the vacancy, the Meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place.</p> <p>(b) If at the adjourned Meeting also, the place of the retiring Director is not filled up and the Meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned Meeting, unless:</p> <ol style="list-style-type: none"> i. at that Meeting or the previous Meeting a resolution for the re- appointment of such Director has been put to the Meeting and lost. ii. the retiring Director has by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be re-appointed. iii. he is not qualified or is disqualified for appointment. iv. a resolution, whether Special or Ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act, or v. section 162 of the Companies Act, 2013 is applicable to the case.
Company may increase or reduce the number of Directors or remove any Director	174	Subject to the provisions of Section 149 and 152 of the Companies Act, 2013 the Company may by Ordinary Resolution from time to time, increase or reduce the number of Directors and may alter qualifications.
Appointment of Directors to be voted individually	175	<p>(a) No motion, at any General Meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has been first agreed to by the Meeting without any vote being given against it.</p> <p>(b) A resolution moved in contravention of clause (a) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided where a resolution so moved has passed no provisions or the automatic re-appointment of retiring Directors in default of another appointment as therein before provided shall apply.</p>

		(c) For the purposes of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment.
Notice of candidature for office of Directors except in certain cases	176	<p>1) No person not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless he or some other Member intending to propose him has given at least fourteen days' notice in writing under his hand signifying his candidature for the office of a Director or the intention of such person to propose him as Director for that office as the case may be, along with a deposit of one lakh rupees or such higher amount as may be prescribed which shall be refunded to such person or, as the case may be, to such Member, if the person succeeds in getting elected as a Director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.</p> <p>2) The Company shall inform its Members of the candidature of the person for the office of Director or the intention, of a Member to propose such person as candidate for that office in such manner as may be prescribed.</p> <p>3) Every person (other than Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Companies Act, 2013 signifying his candidature for the office of a Director) proposed as a candidate for the office a Director shall sign and file with the Company his consent in writing to act as a Director, if appointed.</p> <p>4) A person other than:</p> <p>(a) a Director appointed after retirement by rotation or immediately on the expiry of his term of office, or</p> <p>(b) an Additional or Alternate Director or a person filling a casual vacancy in the office of a Director under Section 161 of the Companies Act, 2013 appointed as a Director or re-appointed as an additional or alternate Director, immediately on the expiry of his term of office</p> <p>shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filled with the Registrar his consent in writing to act as such Director.</p>
Disclosure by Directors of their holdings of their Shares and debentures of the Company	177	Every Director and every person deemed to be Director of the Company by virtue of Section 170 of the Companies Act, 2013 shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given.
Votes of Body Corporate	177	A body corporate, whether a company within the meaning of the Act or not, which is a member of the Company, may by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the company or at any meeting of any class of members of the company and the persons so authorized shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise as if it were an individual member of the company and the production of a copy of the Minutes of such resolution certified by a director or the copy of the Minutes of such resolution certified by a Director or the Secretary of such body corporate as being a true copy of the Minutes of such

		resolution shall be accepted as sufficient evidence of the validity of the said representative's appointment and of his right to vote.
CHAIRMAN		
Chairman	178	The Board shall have the right to appoint one of the Directors of the Company to be the Chairman of the Board. On a vacancy occurring in such office from any cause whether by death, removal, retirement or otherwise the Board will have the rights to appoint any other Director in the vacancy and the Director so appointed shall then be the Chairman. The Chairman shall preside over all meetings of the Board and, by virtue thereof, at all General Meetings of the Company. The Chairman shall have a casting vote in case of equality of votes. If the Chairman is unable to preside over any particular meeting of the Board, the Managing Director shall preside over the Meeting and failing this, the Directors present at that meeting may appoint a person from amongst them to preside over that meeting.
MANAGING DIRECTOR		
Powers to appoint Managing Director	179	Subject to the provisions of Section 196 and 203 of the Companies Act, 2013 the Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors of the Company, for a fixed term not exceeding five years as to the period for which he is or they are to hold such office, 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. The Managing Director shall perform such functions and exercise such powers as are delegated to him by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and Companies Act, 1956, to the extent applicable subject to the provisions of Section 152 of the Companies Act, 2013 the Managing Director shall not be, while he continues to hold that office, subject to retirement by rotation.
Remuneration of Managing Director	180	Subject to the provisions of Sections 196 and 197 of the Companies Act, 2013 a Managing Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company.
Special position of Managing Director	181	Subject to any contract between him and the Company, a Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.
Powers of Managing Director	182	The Director may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these provisions by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions, as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and from time to time,

		revoke, withdraw, alter, or vary all or any of such powers.
	183	The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors of the Company and may exercise all the powers referred to in these Articles.
	184	Receipts signed by the Managing Director for any moneys, goods or property received in the usual course of business of the Company or for any money, goods, or property lent to or belonging to the Company shall be an official discharge on behalf of and against the Company for the money, funds or property which in such receipts shall be acknowledged to be received and the persons paying such moneys shall not be bound to see to the application or be answerable for any misapplication thereof. The Managing Director shall also have the power to sign, accept and endorse cheques on behalf of the Company.
	185	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.
	186	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.
MANAGER		
Appointment and powers of Manager	187	The Board may, from time to time, appoint any person as Manager (under Section 2(53) of the Companies Act, 2013) to manage the affairs of the Company. The Board may from time to time entrust to and confer upon a Manager such of the powers exercisable under these Articles by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient.
WHOLE TIME DIRECTOR		
Power to appoint Whole-Time Director and/or Whole-time Directors	188	Subject to the provisions of the Act and of these Articles, the Board may from time to time with such sanction of the Central Government as may be required by law appoint one or more of its Director/s or other person/s as Whole-Time Director or Whole-Time Directors of the Company out of the Directors/persons nominated under Article only either for a fixed term that the Board may determine or permanently for life time upon such terms and conditions as the Board may determine and thinks fit. The Board may by ordinary resolution and/or an agreement/s vest in such Whole-Time Director or Whole Time Directors such of the powers, authorities and functions hereby vested in the Board generally as it thinks fit and such powers may be made exercisable and for such period or periods and upon such conditions and subject to such restrictions as it may be determined or specified by the Board and the Board has the power to revoke, withdraw, alter or vary all or any of such powers and/or remove or dismiss him or them and appoint another or others in his or their place or places again out of the Directors/persons nominated under Article 188 only.

Remuneration of Whole Time Director	189	The remuneration of the Whole-time Directors shall, subject to the provisions under Sections 197 of the Companies Act, 2013 and of the contract with the Company in that behalf, be from time to time entitle for remuneration fixed by the Board of Directors and may be by way of fixed salary or commission, and/or in any other mode.
Applicability of provisions on Whole Time Director	190	Subject to the provisions of Section 152 of the Companies Act, 2013 and these Articles, a Whole Time Director or Whole Time Directors shall not, while he/they continue to hold that office, be liable to retirement by rotation but (subject to the provisions of any contract between him/they and the Company) he/they shall be subject to the same provision as to resignation and removal as the other Directors and he/they shall ipso facto and immediately ceases or otherwise cease to hold the office of Director/s for any reason whatsoever save that if he/they shall vacate office whether by retirement, by rotation or otherwise under the provisions of the Act in any Annual General Meeting and shall be re-appointed as a Director or Directors at the same meeting he/they shall not by reason only of such vacation, cease to be a Whole Time Director or Whole Time Directors.
Seniority of Whole Time Director and Managing Director	191	If at any time the total number of Managing Directors and Whole Time Directors is more than one-third who shall retire shall be determined by and in accordance with their respective seniorities. For the purpose of this Article, the seniorities of the Whole Time Directors and Managing Directors shall be determined by the date of their respective appointments as Whole Time Directors and Managing Directors of the Company.
BOARD MEETINGS		
Meeting of Directors	192	The Directors may meet together as a Board for the dispatch of business from time to time, and unless the Central Government by virtue of the provisions of Section 173 of the Companies Act, 2013 allow otherwise, Directors shall so meet at least once in every three months and at least four such Meetings shall be held in every year. The Directors may adjourn and otherwise regulate their Meetings as they think fit. The provisions of this Article shall not be deemed to have been contravened merely by reason of the fact that the meeting of the Board which had been called in compliance with the terms of this Article could not be held for want of a quorum.
Notice of the Meeting	193	Not less than 7 days' notice of meeting of the Board of Directors shall be given to all the directors of the company, either by hand delivery or speed post or registered post or email or facsimile or any other electronic mode at their last postal address or e -mail address registered with the company. In case absence or change of such information, notice will be sent to any such address Mentioned in Director Identification Number registration. PROVIDED THAT if the director has informed any specific mode of delivery of notice it shall be served in the same manner as informed. PROVIDED FURTHER THAT if the meeting is called at shorter notice the Board of Directors of the company shall at their discretion select expedient mode of sending.

Quorum	194	<p>(a) Subject to Section 174 of the Companies Act, 2013 the quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose place may be vacant at the time and any fraction contained in that one third being rounded off as one) or two Directors whichever is higher.</p> <p>PROVIDED THAT where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the Total Strength, the number of the remaining Directors that is to say, the number of directors who are not interested present at the Meeting being not less than two shall be, the quorum during such time.</p> <p>(b) For the purpose of clause(a)</p> <p>i. "Total Strength" means total strength of the Board of Directors of the Company determined in pursuance of the Act after deducting there from number of the Directors if any, whose places may be vacant at the time, and</p> <p>ii. "Interested Directors" mean any Directors whose presence cannot by reason of any provisions in the Act count for the purpose of forming a quorum at a meeting of the Board at the time of the discussion or vote on any matter.</p>
Adjournment of meeting, for want of quorum	195	<p>If a meeting of the Board could not be held for want of quorum then, the Meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday at the same time and place, unless otherwise adjourned to a specific date, time and place.</p>
Chairman of Meeting	196	<p>The Chairman of the Board of Directors shall be the Chairman of the meetings of Directors, provided that if the Chairman of the Board of Directors is not present within five minutes after the appointed time for holding the same, meeting of the Director shall choose one of their members to be Chairman of such Meeting.</p>
Question at Board meeting	197	<p>Subject to the provisions of Section 203 of the Companies Act, 2013 questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of any equality of votes, the Chairman shall have a second or casting vote.</p>
Powers of Board meeting	198	<p>A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act, or the Articles for the time being of the Company which are vested in or exercisable by the Board of Directors generally.</p>
Directors may appoint Committee	199	<p>The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Companies Act, 2013 and of these Articles delegate any of the powers other than the powers to make calls and to issue debentures to such Committee or Committees and may from time to time revoke and discharge any such Committee of the Board, either wholly or in part and either as to the persons or purposes, but every Committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation(s) that may from time to time be imposed on it by the Board of Directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointments, but not otherwise, shall have the like force and effect, as if done by the Board.</p>

		The proceedings of meeting of such committee shall be placed before the Board of Directors at its next meeting.
Meeting of the Committee- how to be governed	200	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. Quorum for the Committee meetings shall be two.
Resolution By circulation	201	<p>(a) A resolution passed by circulation without a meeting of the Board or a Committee of the Board appointed under Article 200 shall subject to the provisions of sub-clause (b) hereof and the Act, be as valid and effectual as the resolution duly passed at a meeting of Directors or of a Committee duly called and held.</p> <p>(b) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation if the resolution has been circulated in draft together with necessary papers if any to all the Directors, or to all the members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors or members of the Committee at their usual addresses in India or to such other addresses outside India specified by any such Directors or members of the Committee and has been approved by such of the Directors or members of the Committee, as are then in India, or by a majority of such of them as are entitled to vote on the resolution.</p>
Acts of Board or Committee valid notwithstanding defect in appointment	202	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 one or more of such Directors or any person acting as aforesaid; or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provision 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; provided nothing in the Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.
POWERS OF THE BOARD		
Power of Board of Directors- Restriction	203	<p>The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid Articles, as may be prescribed by the Company in General Meeting but 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.</p> <p>Provided that the Board shall not, except with the consent of the Company in General Meeting :-</p> <p>(a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one</p>

		<p>undertaking of the whole, or substantially the whole, of any such undertaking;</p> <p>(b) remit, or give time for the repayment of, any debt due by a Director,</p> <p>(c) invest otherwise than in trust securities the amount of compensation received by the Company in respect of the compulsory acquisition or any such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time;</p> <p>(d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose;</p> <p>(e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five per cent of its average net profits as determined in accordance with the provisions of Section 349 and 350 of the Act during the three financial years immediately preceding whichever is greater, provided that the Company in the General Meeting or the Board of Directors shall not contribute any amount to any political party or for any political purposes to any individual or body;</p> <p>i. Provided that in respect of the matter referred to in clause (d) and clause (e) such consent shall be obtained by a resolution of the Company which shall specify the total amount upto which moneys may be borrowed by the Board under clause (d) of as the case may be total amount which may be contributed to charitable or other funds in a financial year under clause(e)</p> <p>ii. Provided further that the expression “temporary loans” in clause (d) above shall mean loans repayable on demand or within six months from the date of the loan such as short term cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financing expenditure of a capital nature.</p>
<p>Certain powers to be exercised by the Board only at Meetings</p>	<p>204</p>	<p>Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at the meeting of the Board;</p> <p>(a) the power to make calls, on shareholders in respect of money unpaid on their Shares,</p> <p>(b) the power to issue Debentures,</p> <p>(c) the power to borrow moneys otherwise than on Debentures,</p> <p>(d) the power to invest the funds of the Company, and</p> <p>(e) the power to make loans</p> <p>Provided that the Board may, by resolution passed at a Meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company, the powers specified in sub- clause (c),(d) and (e) to the extent specified below.</p>

		<ol style="list-style-type: none"> 1) Every resolution delegating the power referred to in sub-clause (1)(c) above shall specify the total amount outstanding at any one time, upto which moneys may be borrowed by the delegate. 2) Every resolution delegating the power referred to in sub-clause (1)(d) above shall specify the total amount upto which the funds of the Company may be invested, and the nature of the investments which may be made by the delegate. 3) Every resolution delegating the power referred to in sub-clause (1)(e) above shall specify the total amount upto which loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.
Powers of the Board	205	<p>Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Directors shall have the following powers, that is to say, power:</p> <ol style="list-style-type: none"> 1) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. 2) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 76 and 208 of the Act. 3) Subject to Section 292 and 297 and other provisions applicable of the Act to purchase or otherwise acquire for the Company any property, right or privileges which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory. 4) At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash or in share, bonds, debentures, mortgages, or other securities of the Company, and any such Shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such bonds, debentures, mortgages 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. 5) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit. 6) To accept from any Member, as far as may be permissible by law to a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed. 7) To appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purpose and to execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees.

	<ol style="list-style-type: none">8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demands by or against the Company and to refer any differences to arbitration and observe and perform any awards made thereon either according to Indian law or according to foreign law and either in India or abroad and to observe and perform or challenge any award made there on.9) To act on behalf of the Company in all matters relating to bankruptcy and insolvency, winding up and liquidation of companies.10) To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company.11) Subject to the provisions of Sections 291, 292, 295, 370, 372 and all other applicable provisions of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they may think fit and from time to time vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name.12) 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 surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.13) To open bank account and to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose.14) To distribute by way of bonus amongst the staff of the Company a Share or Shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of the working expenses of the Company.15) 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 293(1)(e) 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
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	<p>of operation, or of the public and general utility or otherwise.</p> <p>16) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to depreciation fund, or to an insurance fund, or as reserve fund or any special fund to meet contingencies or to repay redeemable preference shares or debentures or debenture stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purpose referred to in the preceding clause), as the Board may in their absolute discretion, think conducive to the interest of the Company and subject to Section 292 of the Act, to invest several sums so set aside or so much thereof as required to be invested, upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any such part thereof for the benefit of the Company, in such a manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the general reserve or reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of reserve fund or division of a reserve fund and with full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the Company or in the purchase or repayment of redeemable preference shares or debentures or debenture stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however, 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>17) To appoint, and at their discretion, remove or suspend, such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisors, research workers, laborers, 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 fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as 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 and the provisions contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause.</p> <p>18) To appoint or authorize appointment of officers, clerks and servants for permanent or temporary or special services as the Board may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and of such amounts as the Board may think fit and to remove or suspend any such officers, clerks and servants. Provided further that the Board may delegate</p>
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	<p>matters relating to allocation of duties, functions, reporting etc. of such persons to the Managing Director or Manager.</p> <p>19) From time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such local Boards, and to fix their remuneration or salaries or emoluments.</p> <p>20) Subject to Section 292 of the Act, from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow money, and to authorize the members for the time being of any such local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such terms and subject to such conditions as the Board may think fit, and Board may at any time remove any person so appointed, and may annul or vary any such delegation.</p> <p>21) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or person 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 subject to the provisions of Section 292 of the Act) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of any company, or the shareholders, directors, nominees, or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers authorities and discretions for the time being vested in them.</p> <p>22) Subject to Sections 294 and 297 and other applicable provisions of the Act, for or in relation to any of the matters aforesaid or, otherwise for the purposes 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>23) From time to time to make, vary and repeal bye-laws for the regulations of the business of the Company, its officers and servants.</p> <p>24) To purchase or otherwise acquire any land, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business and goodwill of any joint stock company carrying on the business which the Company is authorized to carry on in any part of India.</p> <p>25) To purchase, take on lease, for any term or terms of years, or otherwise acquire any factories or any land or lands, with or without buildings and out-houses thereon, situated in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit. And in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.</p>
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MANAGEMENT		
Appointment of different categories of Key managerial personnel	206	The Company shall have the following whole-time key managerial personnel,— i. managing director, or Chief Executive Officer or manager and in their absence, ii. a whole-time director; iii. company secretary; and iv. Chief Financial Officer
Same person may	206A	The same individual may, at the same time, be appointed as the Chairperson of

be Chairperson of the Board and MD/CEO		the Company as well as the Managing Director or Chief Executive Officer of the Company.
MINUTES		
Minutes to be made	207	<p>1) The Company shall cause minutes of all proceedings of General Meeting and of all proceedings of every meeting of the Board of Directors or every Committee thereof within thirty days of the conclusion of every such meeting concerned by making entries thereof in books kept for that purpose with their pages consecutively numbered.</p> <p>2) Each page of every such books shall be initialed or signed and the last page of the record of proceedings of each Meeting in such books shall be dated and signed:</p> <p>(a) in the case of minutes of proceedings of a meeting of Board or of a Committee there of by the Chairman of the said meeting or the Chairman of the next succeeding meeting.</p> <p>(b) in the case of minutes of proceeding of the General Meeting, by the Chairman of the said meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by a Director duly authorized by the Board for the purpose.</p>
Minutes to be evidence of the proceeds Books of minutes of General Meeting to be kept	208	<p>(a) The minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board or every Committee kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.</p> <p>(b) The books containing the aforesaid minutes shall be kept at the Registered Office of the Company and be open to the inspection of any Member without charge as provided in Section 119 and Section 120 of the Companies Act, 2013 and any Member shall be furnished with a copy of any minutes in accordance with the terms of that Section.</p>
Presumptions	209	Where the minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of Section 118 of the Companies Act, 2013 until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat to have been duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid.
THE SECRETARY		
Secretary	210	The Directors may from time to time appoint, and at their discretion, remove any individual, (hereinafter called “the Secretary”) to perform any functions, which by the Act are to be performed by the Secretary, and to execute any other ministerial or administrative duties, which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall be made according to the provisions of the Companies Act, read with rules made thereunder.
SEAL		

The Seal, its custody and use	211	<p>(a) The Board shall provide for the safe custody of the seal, if any.</p> <p>(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.</p>
DIVIDENDS AND CAPITALISATION OF RESERVES		
Division of profits	212	<p>(a) 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 Share in the Company, dividends may be declared and paid according to the amounts of the Shares;</p> <p>(b) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of this Article as paid on the Shares.</p>
Declaration of dividend	213	The Company in General Meeting may declare dividends, to be paid to Members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Companies Act, 2013 but no dividends shall exceed the amount recommended by the Board of Directors. However, the Company may declare a smaller dividend than that recommended by the Board in General Meeting.
Dividends to be paid out of profits only	214	No dividend shall be payable except out of profits of the Company arrived at the manner provided for in Section 123 of the Companies Act, 2013.
Interim Dividend	215	The Board of Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.
Debts may be deducted	216	<p>(a) 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.</p> <p>(b) The Board of Directors may retain the dividend payable upon Shares in respect of which any person is, under the Transmission Article, entitled to become a Member or which any person under that Article is entitled to transfer until such person shall become a Member or shall duly transfer the same.</p>
Capital paid-up in advance to carry interest, not the right to earn dividend	217	Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.
Dividends in proportion to amounts paid-up	218	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 provided that it shall rank for dividends as from a particular date such Share shall rank for dividend accordingly.
No Member to receive dividend	219	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

while indebted to the Company and the Company's right in respect thereof		from him to the Company in respect of such Share or Shares (or otherwise however either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend to any Member all such sums of money so due from him to the Company.
Effect of transfer of Shares	220	A transfer of Shares shall not pass the right to any dividend declared therein before the registration of the transfer.
Dividend to joint holders	221	218. Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.
Mode of Payment of Dividend	222	The dividend payable in cash may be paid by Electronic Transfer to the Bank Account of the Shareholders when feasible or by cheque or warrant or by a pay-slip sent through post directly to registered address of the shareholder entitled to the payment of the dividend or in 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. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transit or for any dividend lost, to the Member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.
Notice of dividend	223	Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holders of Share in the manner herein provided.
Reserves	224	The Directors may, before recommending or declaring any dividend set aside out of the profits of the Company such sums as they think proper as reserve or reserves, which shall, at the discretion of the Directors, be applicable for meeting contingencies or for any other purposes to which the profits of the Company may be properly applied 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 Directors may from time to time think fit.
Dividend to be paid within time required by law.	225	The Company shall pay the dividend, or send the warrant in respect thereof to the shareholders entitled to the payment of dividend, within such time as may be required by law from the date of the declaration unless:-where the dividend could not be paid by reason of the operation on any law; or where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with; or where there is dispute regarding the right to receive the dividend; or where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder; or where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.
Unpaid or unclaimed dividend	226	Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, to any shareholder entitled to the payment of dividend, the Company shall within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty days, to a special account to be opened by the Company in that behalf in any scheduled

		bank, to be called “Unpaid Dividend Account”. Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under section 125 of the Companies Act,2013. No unclaimed or unpaid dividend shall be forfeited by the Board.
Set-off of calls against dividends	227	Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the Members of such amount as the Meeting fixes but so that the call on each Member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Members, be set off against the calls.
Dividends in cash	228	No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalisation of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.
Capitalisation	229	<p>1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) That is desirable to capitalise any part of the amount for the time being standing to the credit 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 amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportion.</p> <p>2) The sum 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>(a) paying up any amount for the time being unpaid on any Shares held by such Members respectively, or</p> <p>(b) paying up in full unissued Shares of the Company to be allocated and distributed, credited as fully paid up, to and amongst Members in the proportion aforesaid, or</p> <p>(c) partly in the way specified in sub clause (a) and partly in that specified in sub-clause(b)</p> <p>3) A security premium account and capital redemption reserve account may, for the purpose of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus shares.</p>
Board to give effect	230	The Board shall give effect to the resolution passed by the Company in pursuance of above Article.
Fractional certificates	231	<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 and</p> <p>b. Generally 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 cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming</p>

		<p>distributable in fractions, also</p> <p>b. to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalized 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 question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.</p>
ACCOUNTS		
Books to be kept	232	<p>1) The Company shall keep at its Registered Office proper books of account as would give a true and fair view of the state of affairs of the Company or its transactions with respect to:</p> <ol style="list-style-type: none"> a. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place b. all sales and purchases of goods by the company c. the assets and liabilities of the Company and d. if so required by the Central Government, such particulars relating to utilisation of material or labour or to other items of cost as may be prescribed by the Government <p>PROVIDED THAT all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decides the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.</p> <p>2) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of clause if proper books of account relating to the transaction effected at the branch are kept at that office and proper summarised returns, made upto date at intervals of not more than three months, are sent by the branch office to the Company at its Registered Office or the other place referred to in sub-clause(1). The books of accounts and other books and papers shall be open to inspection by any Director during business hours.</p>
Inspection by Members	233	No Member (not being a Director) shall have any right of inspecting any books of accounts or documents of the Company except as allowed by law or authorized by the Board.
Statements of accounts to be furnished to	234	The Board of Directors shall from time to time in accordance with Sections 129, 133, and 134 of the Companies Act, 2013, cause to be prepared and laid before each Annual General Meeting a profit and loss account for the financial year of

General Meeting		the Company and a balance sheet made up as at the end of the financial year which shall be a date which shall not precede the day of the Meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.
Right of Members or others to copies of balance sheet and Auditors' report and statement under Section 136	235	<ol style="list-style-type: none"> 1) The Company shall comply with the requirements of Section 136 of the Companies Act, 2013. 2) The copies of every balance sheet including the Profit & Loss Account, the Auditors' Report and every other document required to be laid before the Company in General Meeting shall be made available for inspection at the Registered Office of the Company during working hours for a period of 21 days before the Annual General Meeting. 3) A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid, as the Company may deem fit will be sent to every Member of the Company and to every trustee of the holders of any Debentures issued by the Company not less than 21 days before the date of the Meeting.
AUDIT		
Accounts to be audited	236	Once at least in every year the accounts of the Company shall be examined, balanced and audited and the correctness of the profit and loss Account and the balance sheet ascertained by one or more Auditor or Auditors.
Appointment of Auditors	237	<ol style="list-style-type: none"> 1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 146 of the Companies Act, 2013. 2) The Company shall at each Annual General Meeting appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. The company shall place the matter relating to such appointment for ratification by members at every annual general meeting. The company shall also inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed. 3) The company or shall not appoint or re-appoint- <ol style="list-style-type: none"> (a) an individual as auditor for more than one term of five consecutive years; and (b) an audit firm as auditor for more than two terms of five consecutive years: Provided that— <ol style="list-style-type: none"> i. an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term; ii. an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term: 4) Subject to the provisions of Clause (1) and the rules made thereunder, a retiring auditor may be re-appointed at an annual general meeting, if— <ol style="list-style-type: none"> (a) he is not disqualified for re-appointment; (b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and

		<p>(c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.</p> <p>5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company.</p> <p>6) Any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.</p> <p>7) Special notice shall be required for a resolution at an annual general meeting appointing as auditor a person other than a retiring auditor, or providing expressly that a retiring auditor shall not be re-appointed, except where the retiring auditor has completed a consecutive tenure of five years or, as the case may be, ten years, as provided under Clause (3).</p>
When account to be deemed conclusive	238	Every account when audited and approved by a General Meeting shall be conclusive except as regards any errors discovered therein within the next three months after the approval thereof. Whenever any such error is discovered within that period, the account shall be corrected, and amendments effected by the Directors in pursuance of this Article shall be placed before the Members in General Meeting for their consideration and approval and, on such approval, shall be conclusive.
DOCUMENTS AND NOTICES		
To whom documents must be served or given	239	Document or notice of every Meeting shall be served or given on or to (a) every Member (b) every person entitled to a Share in consequence of the death or insolvency of a Member and (c) the Auditor or Auditors for the time being of the Company
Members bound by documents or notices served on or given to previous holders	240	Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which prior to his name and address being entered in the Register of Members shall have been duly served on or given to the person from whom he derived, his title to such Share.
Service of documents on the Company	241	A document may be served on the Company or an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post under a certificate of posting or by registered post or by leaving it at its Registered Office.
Authentication of documents and proceedings	242	Save as otherwise expressly provided in the Act, a document or proceedings requiring authentication by the Company may be signed by a Director, the Managing Director, or the Secretary or other authorized officer of the Company and need not be under the Seal of the Company.
REGISTERS AND DOCUMENTS		
Registers and documents to be maintained by the Company	243	<p>The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:</p> <p>(a) Register of investments made by the Company but not held in its own name, as required by Section 187 of the Companies Act, 2013</p>

		<p>(b) Register of mortgages and charges as required by Section 85 of the Companies Act, 2013 and copies of instruments creating any charge requiring registration according to Section 85 of the Companies Act, 2013.</p> <p>(c) Register and index of Members and debenture holders as required by Section 88 of the Companies Act,2013.</p> <p>(d) Foreign register, if so thought fit, as required by Section 88 of the Companies Act,2013.</p> <p>(e) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Companies Act, 2013.</p> <p>(f) Register of Directors and Secretaries etc. as required by Section 170 of the Companies Act, 2013.</p> <p>(g) Register as to holdings by Directors of Shares and/or Debentures in the Company as required by Section 170 of the Companies Act,2013.</p> <p>(h) Register of investments made by the Company in Shares and Debentures of the bodies corporate in the same group as required by Section 186 of the Companies Act,2013.</p> <p>(i) Copies of annual returns prepared under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Companies Act,2013.</p>
Inspection of Registers	244	The registers mentioned in clauses (f) and (i) of the foregoing Article and the minutes of all proceedings of General Meetings shall be open to inspection and extracts may be taken therefrom and copies thereof may be required by any Member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company provided for in clause (c) thereof. Copies of entries in the registers mentioned in the foregoing article shall be furnished to the persons entitled to the same on such days and during such business hours as may be consistent with the provisions of the Act in that behalf as determined by the Company in General Meeting.
WINDING UP		
Distribution of assets	245	If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in the proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the Shares held by them respectively, and if in the winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the Shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
Distribution in specie or kind	246	(a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in

		<p>trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.</p> <p>(b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 494 of the Act.</p> <p>(c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.</p>
Right of shareholders in case of sale	247	A Special Resolution sanctioning a sale to any other Company duly passed pursuant to Section 319 of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.
Directors and others right to indemnity	248	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, out of the funds of the Company to pay all costs, charges, losses and damages which any such person may incur or become liable to pay by reason of any contract entered into or any act, deed, matter or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act, neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, officer or Auditor or other office of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favour, or in which he is acquitted or in connection with any application under Section 463 of the Companies Act, 2013 in which relief is granted to him by the Court.
Director, officer not responsible for acts of others	249	Subject to the provisions of Section 201 of the Act, no Director, Auditor or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of the title to any property acquired by order of the Directors for and 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 for any loss or damages arising from the insolvency or tortuous act of any person, firm or Company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his

		part of for any other loss, damage, or misfortune whatever shall happen in relation to execution of the duties of his office or in relation there to unless the same shall happen through his own dishonesty.
SECRECY CLAUSE		
Secrecy Clause	250	Every Director/Manager, Auditor, treasurer, trustee, member of a committee, officer, servant, agent, accountant or any other person-employed in the business of the Company shall, if so required by the Director, before entering upon his duties, sign a declaration pledging himself, to observe a strict secrecy respecting all transactions and affairs of the Company with the Company customers and the state of the accounts with individuals and in matter thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so s far as may be necessary in order to comply with any of the provisions in these presents contained.
No Member to enter the premises of the Company without permission	251	No Member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Board of Directors or Managing Director, or to inquire discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be in expedient in the interest of the Company to disclose.
GENERAL		
General Power	252	Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

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SECTION X- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus to be delivered to the RoC for filing and the documents for inspection referred to hereunder, may be inspected at the Registered office: 603, 6th Floor, Mercantile House, KG Marg, New Delhi - 110001 from the date of filing this Red Herring Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

MATERIAL CONTRACTS

1. Issue Agreement/ Memorandum of Understanding dated July 10, 2024 between our company and the Book Running Lead Manager.
2. Agreement dated July 10, 2024 between our company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated January 01, 2025 among our Company, the Book Running Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank, and the Registrar to the Issue.
4. Underwriting Agreement dated December 31, 2024, between our company and the Underwriters.
5. Market making Agreement dated December 31, 2024 between our company, the Book Running Lead Manager and the Market Maker.
6. Agreement among NSDL, our company and the registrar to the issue dated July 31, 2024.
7. Agreement among CDSL, our company and the registrar to the issue dated July 31, 2024.

MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated June 26, 2024 in relation to the Issue and other related matters.
3. Shareholders' resolution dated July 01, 2024 in relation to the Issue and other related matters.
4. Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, the Book Running Lead Manager, Registrar to the Issue, Peer review Auditor, Legal Advisor and Market Maker to act in their respective capacities.
5. Peer Review Auditors Report dated July 09, 2024 on Restated Financial Statements of our Company for the years ended March 31, 2024, 2023 and 2022.
6. Peer Review Auditors Report dated January 03, 2025 on Restated Financial Statements of our Company for the years ended December 15, 2024, March 31, 2024, 2023 and 2022.
7. The Report dated July 09, 2024, from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Red Herring Prospectus.
8. The Report dated January 03, 2025 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Red Herring Prospectus.
9. The Report dated September 16, 2024 by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
10. The Report dated January 02, 2025 by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.

11. Copy of approval from NSE Emerge vide letter dated December 24, 2024 to use the name of NSE in this offer document for listing of Equity Shares on Emerge Platform of NSE.
12. Due Diligence Certificate submitted to SEBI and NSE dated September 19, 2024 from Book Running Lead Manager to the Issue.
13. Due Diligence Certificate submitted to SEBI and NSE dated January 04, 2025 from Book Running Lead Manager to the Issue.
14. Key Performance Indicator Certificate provided by M/s Nidhi Bansal & Co., Chartered Accountant dated September 14, 2024.
15. The resolution dated September 14, 2024 passed by the Audit Committee in relation to the Key Performance Indicator.
16. Key Performance Indicator Certificate provided by M/s Nidhi Bansal & Co., Chartered Accountant dated January 03, 2025.
17. The resolution dated January 03, 2025 passed by the Audit Committee in relation to the Key Performance Indicator.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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SECTION XI - DECLARATION

We, hereby declare that, all the relevant provisions of Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Red Herring Prospectus are true and correct.

Signed by the Directors of our Company					
S. No.	Name	Category	Designation	DIN/PAN	Signature
1.	Mr. Ved Prakash	Executive	Managing Director	08591808	Sd/-
2.	Mr. Sanjay Kumar	Executive	Director	08218434	Sd/-
3.	Mr. Pranav Singh Chadha	Executive	Director	08218407	Sd/-
4.	Ms. Simrati Kaur	Executive	Director	10432136	Sd/-
5.	Ms. Richa Takkar	Non-Executive	Director	09055080	Sd/-
6.	Mr. Manoj Kumar Verma	Non-Executive	Independent Director	10472822	Sd/-
7.	Mr. Sunil Kumar Mehdiratta	Non-Executive	Independent Director	01963477	Sd/-
8.	Mr. Steve Austin Pereira	Non-Executive	Independent Director	08566688	Sd/-
Signed by the “Chief Financial Officer” and “Company Secretary & Compliance Officer” of our Company					
9.	Ms. Himanshu Malik	Full-time	Company Secretary and Compliance Officer	APDPM5229H	Sd/-
10.	Mr. Devender Kumar Arora	Full-time	Chief Financial Officer	ABZPA7083M	Sd/-

Place: Delhi

Date: January 04, 2025